

# SECURITIES AND EXCHANGE COMMISSION

## FORM 424B3

Prospectus filed pursuant to Rule 424(b)(3)

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### FILER

#### ZENITH ELECTRONICS CORP

CIK: **109265** | IRS No.: **361996520** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **424B3** | Act: **33** | File No.: **033-52217** | Film No.: **94514120**  
SIC: **3651** Household audio & video equipment

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1000 MILWAUKEE AVENUE  
GLENVIEW IL 60025

Business Address  
1000 MILWAUKEE AVE  
GLENVIEW IL 60025  
7083917000

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\* THIS PROSPECTUS SUPPLEMENT IS A CUMULATIVE SUMMARY \*  
\* OF THE PREVIOUSLY FILED PROSPECTUS SUPPLEMENTS WHICH WERE \*  
\* FILED PURSUANT TO THE BELOW MENTIONED SALES AGENCY AGREEMENT \*  
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PROSPECTUS SUPPLEMENT  
(To Prospectus dated February 14, 1994)

2,060,000 Shares

ZENITH ELECTRONICS CORPORATION

Common Stock  
(\$1.00 par value)

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Pursuant to a Sales Agency Agreement dated February 15, 1994, between Zenith Electronics Corporation (the "Company") and Kidder, Peabody & Co. Incorporated ("Kidder, Peabody"), the Company has sold, through Kidder, Peabody, as exclusive agent of the Company, 2,060,000 shares of Common Stock pursuant to ordinary brokers' transactions on the New York Stock Exchange and/or the Chicago Stock Exchange.

The compensation to Kidder, Peabody with respect to the sales of 48,000 Average Market Price Shares for the Pricing Period of February 19, 1994 through February 23, 1994 was computed by reference to an Average Market Price calculated on a weighted average basis (weighted in accordance with the number of Average Market Price Shares sold during each trading day). If the compensation to Kidder, Peabody had not been calculated on a weighted basis, the compensation to Kidder, Peabody with respect to the sales of such Average Market Price Shares would have been \$9,191 greater than the reported amount of \$54,876; the right to such additional amount was waived by Kidder, Peabody.

Term of Pricing Periods: February 16, 1994 through February 23, 1994

Common Stock sold: 84,000 Average Market Price Shares  
1,976,000 Additional Shares  
2,060,000 Total Shares sold

High and low sales prices of  
Average Market Price Shares  
sold during the Pricing Periods: \$11.875 \$ 9.25

Cumulative Average Market Price for all Pricing Periods:	\$10.867
Net Proceeds to Company for Average Market Price Shares:	\$ 867,337
Total Net Proceeds to Company:	\$21,249,362
Compensation to Kidder, Peabody for Average Market Price Shares:	\$ 54,876
Total Compensation to Kidder, Peabody:	\$ 498,876

On February 23, 1994, the last reported sales price of the Common Stock on the New York Stock Exchange was \$12.00 per share.

The shares of Common Stock have been listed on the New York Stock Exchange.

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THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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The date of this Prospectus Supplement is March 1, 1994

#### USE OF PROCEEDS

The net proceeds (\$21,249,362 before expenses) received by the Company from the sale of the 2,060,000 shares of Common Stock will be used to repay short-term borrowings and other amounts payable under the Company's Credit Agreement.