

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.: **033-52541** | Film No.: **94529094**
SIC: **3651** Household audio & video equipment

Mailing Address
1000 MILWAUKEE AVENUE
GLENVIEW IL 60025

Business Address
1000 MILWAUKEE AVE
GLENVIEW IL 60025
7083917000

PROSPECTUS SUPPLEMENT
(To Prospectus dated March 15, 1994)

285,200 Shares

ZENITH ELECTRONICS CORPORATION

Common Stock
(\$1.00 par value)

Pursuant to a Sales Agency Agreement dated March 16, 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, 285,200 shares of Common Stock pursuant to ordinary brokers' transactions on the New York Stock Exchange and/or the Chicago Stock Exchange.

Pricing Period: May 9, 1994 through May 13, 1994

Common Stock sold: 60,000 Average Market Price Shares
225,200 Additional Shares
285,200 Total Shares sold

High and low sales prices of
Average Market Price Shares
sold during Pricing Period: \$ 9.25 \$ 8.375

Average Market Price: \$ 8.725

Net Proceeds to Company
for Average Market Price Shares: \$ 493,399

Total Net Proceeds to Company: \$ 2,472,211

Compensation to Kidder, Peabody
for Average Market Price Shares: \$ 28,626

Total Compensation to Kidder,
Peabody: \$ 59,926

On May 13, 1994, the last reported sales price of the Common Stock on the New York Stock Exchange was \$8.625 per share.

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

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.

The date of this Prospectus Supplement is May 16, 1994

USE OF PROCEEDS

The net proceeds (\$2,472,211 before expenses) received by the Company from the sale of the 285,200 shares of Common Stock will first be used to repay short-term borrowings and other amounts payable under the Company's Credit Agreement and any remaining net proceeds will be used for other general corporate purposes.