

SECURITIES AND EXCHANGE COMMISSION

FORM POS AM

Post-Effective amendments for registration statement

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FILER

SENSORMATIC ELECTRONICS CORP

CIK: **88974** | IRS No.: **341024665** | State of Incorporation: **DE** | Fiscal Year End: **0531**
Type: **POS AM** | Act: **33** | File No.: **033-61626** | Film No.: **94500445**
SIC: **3669** Communications equipment, nec

Business Address
500 N W 12TH AVE
DEERFIELD BEACH FL 33442
3054202000

As filed with the Securities and Exchange Commission on January 5, 1994.
Registration No. 33-61626

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SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

AMENDMENT NO. 2
(POST-EFFECTIVE
AMENDMENT NO. 1)
TO REGISTRATION STATEMENT
ON FORM S-3 UNDER
THE SECURITIES ACT OF 1933

SENSORMATIC ELECTRONICS CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

34-1024665
(I.R.S. Employer
Identification No.)

500 N.W. 12TH AVENUE
DEERFIELD BEACH, FLORIDA 33442
(305) 420-2000
(address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

MICHAEL E. PARDUE
Executive Vice PRESIDENT
Sensormatic Electronic Corporation
500 N.W. 12th Avenue, Deerfield Beach, Florida 33442
(305) 420-2000
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Copies to:

LAURENCE S. MARKOWITZ, ESQ.
Christy & Viener
620 Fifth Avenue, New York, New York 10020

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:
As soon as practicable after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant
to dividend or interest reinvestment plans, please check the following box. / /

If any of the securities being registered on this Form are to be
offered on a delayed or continuous basis pursuant to Rule 415 under the
Securities Act of 1933, other than securities offered only in connection with
dividend or interest reinvestment plans, check the following box. /X/

The 382,500 shares covered by the Prospectus contained in this
Registration Statement represent 255,000 of the 300,000 shares originally
covered by the Registration Statement, adjusted to reflect the three-for-two
split of the Company's Common Stock in the form of a stock dividend distributed
on December 17, 1993. Such shares have been issued or are issuable to
outstanding warrants, the terms of which provide for a change in the number of
shares issuable thereunder in the event of such a stock split and in certain
other events. Pursuant to Rule 416(b) under the Securities Act of 1933, the
additional number of shares resulting from the December 17, 1993 stock split,
and any greater or lesser number of shares resulting from any further
adjustment of the number of shares issuable pursuant to such warrants, are
covered by this Registration Statement.

SENSORMATIC ELECTRONICS CORPORATION

382,500 SHARES OF COMMON STOCK

This Prospectus relates to 382,500 shares (the "Shares") of the Common Stock of Sensormatic Electronics Corporation (the "Company") to be sold from time to time by the holder thereof (the "Selling Stockholder") on the New York Stock Exchange, Inc. (the "NYSE") or otherwise at prices then attainable, less ordinary brokers' commissions and dealers' discounts, as applicable. See "The Selling Stockholder" and "Plan of Distribution".

The foregoing number of shares (as well as numbers of shares and per-share information appearing elsewhere in this Prospectus) gives effect to a three-for-two stock split of the Company's Common Stock in the form of a stock dividend distributed on December 17, 1993 to stockholders of record on November 30, 1993. The Shares were issued or are issuable pursuant to Warrants issued by the Company to the Selling Stockholder, which Warrants provide for the adjustment in the number of shares issuable thereunder in the event of such a stock split or in certain other events. See "The Selling Stockholder".

The Shares have been approved for listing on the NYSE, subject to notice of issuance, under the trading symbol SRM. The last reported sale price of the Company's Common Stock on the NYSE on January 4, 1994 was \$34 3/8.

The Shares are being offered solely for the account of the Selling Stockholder and the Company will receive no part of the proceeds of this Offering. See "Use of Proceeds".

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 OR ADEQUACY OF THIS PROSPECTUS.
ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus is January 5, 1994

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AVAILABLE INFORMATION

The Company is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and, in accordance therewith, files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). This Prospectus contains information concerning the Company, but does not contain all of the information set forth in the Registration Statement and exhibits thereto which the Corporation has filed with the Commission under the Securities Act of 1933. Such reports, proxy statements, Registration Statement and exhibits and other information can be inspected and copied at the public reference facilities maintained by the Commission at Room 1024, 450 Fifth Street, N.W., Washington D.C. 20549, and at the following Regional Offices of the Commission: Chicago Regional Office, Room 3190, Kluczynski Building, 230 South Dearborn Street, Chicago, Illinois, 60604 and New York Regional Office, Room 1400, 75 Park Place, New York, New York 10007. Copies of such material can also be obtained from the Public Reference Section of the Commission at 450 Fifth Street, N.W., Washington D.C. 20549 at prescribed rates. In addition, such reports, proxy statements, Registration Statement and exhibits and other information concerning the Company may be inspected at the offices of the New York Stock Exchange, 20 Broad Street, 7th Floor, New York, New York 10005.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The Company's Annual Report on Form 10-K for the fiscal year ended June 30, 1993; its Quarterly Report on Form 10-Q for the quarter ended September 30, 1993; its Current Report on Form 8-K filed December 7, 1993 (File Number 0-3953); and those portions of the Company's Prospectus, dated July 22,

1992 (File Number 33-47824), set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations of ALP" (pages 26 and 27) and "ALP Business" (pages 38 and 39), and the financial information appearing in the ALP financial statements as of November 30, 1991 and November 30, 1990, and for each year in the three-year period ended November 30, 1991, included in such Prospectus, including the Report of Independent Chartered Accountants (pages F-2 through F-19); have been filed with the Securities and Exchange Commission and are incorporated by reference into this Prospectus. The description of the Company's Common Stock set forth in the Company's amended Registration Statement on Form 8-A, dated May 14, 1991, filed under the Exchange Act, including any subsequent amendment or report filed for the purpose of updating such description, is also incorporated herein by reference.

All documents filed by the Company with the Commission pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Prospectus and prior to the termination of the offering of the Shares covered by this Prospectus shall be deemed to be incorporated by reference into this Prospectus and to be a part hereof from their respective dates of filing. Any statement contained in this Prospectus or in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained in this Prospectus or in any other subsequently filed document which is or is deemed to be incorporated herein by reference modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

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THIS PROSPECTUS INCORPORATES BY REFERENCE CERTAIN DOCUMENTS WHICH ARE NOT PRESENTED HEREIN OR DELIVERED HERewith. THE COMPANY WILL PROVIDE COPIES OF SUCH DOCUMENTS (OTHER THAN EXHIBITS TO SUCH DOCUMENTS, UNLESS SUCH EXHIBITS ARE SPECIFICALLY INCORPORATED BY REFERENCE INTO THE TEXT OF SUCH DOCUMENTS), WITHOUT CHARGE, TO EACH PERSON TO WHOM THIS PROSPECTUS IS DELIVERED, ON THE WRITTEN OR ORAL REQUEST OF SUCH PERSON. REQUESTS FOR COPIES OF SUCH DOCUMENTS SHOULD BE DIRECTED TO WALTER A. ENGDahl, SECRETARY, SENSORMATIC ELECTRONICS CORPORATION, 500 N.W. 12TH AVENUE, DEERFIELD BEACH, FLORIDA 33442 (TELEPHONE (305) 420-2000).

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION OTHER THAN THOSE CONTAINED OR INCORPORATED BY REFERENCE IN THIS PROSPECTUS IN CONNECTION WITH THE OFFER CONTAINED HEREIN AND, IF GIVEN OR MADE, SUCH OTHER INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY OR BY ANY OTHER PERSON. NEITHER THE DELIVERY OF THIS PROSPECTUS NOR ANY SALE MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE INFORMATION ABOUT THE COMPANY SINCE THE DATE HEREOF, OR THAT THE INFORMATION HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THEIR RESPECTIVE DATES. THIS PROSPECTUS SHALL NOT CONSTITUTE AN OFFER TO SELL, OR THE SOLICITATION OF AN OFFER TO BUY, ANY SECURITY OTHER THAN THE SHARES, NOR SHALL THIS PROSPECTUS CONSTITUTE AN OFFER OR SOLICITATION BY ANYONE IN ANY JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION IS NOT AUTHORIZED, OR IN WHICH THE PERSON MAKING SUCH OFFER OR SOLICITATION IS NOT QUALIFIED TO DO SO, OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION.

THE COMPANY

The Company is a fully-integrated supplier of electronic security systems to retail and non-retail markets worldwide. The Company designs, manufactures, markets and services electronic article surveillance ("EAS") systems, including the reusable tags and disposable labels used with such systems, microprocessor-controlled closed circuit television ("CCTV") systems, exception monitoring systems and access control systems. These electronic security systems are used principally to deter shoplifting, or internal or other theft, in a wide variety of soft and hard goods retail stores and non-retail environments (such as industrial and commercial facilities), as well as for other security applications. The Company's multiple product lines, which have been developed for specific targeted loss prevention applications, make use of a broad base of technology which it has developed or acquired. The Company's product lines, together with its extensive, experienced sales and service organization, have made the Company the recognized world leader in supplying loss prevention products to retailers. From inception through September 30, 1993, the Company sold or leased worldwide approximately 206,200 EAS systems and approximately 794 million reusable tags. The Company sold approximately 292 million disposable labels during the first three months of fiscal 1994 and approximately 1.1 billion, 750 million and 650 million

disposable labels in fiscal 1993, 1992 and 1991, respectively. The Company also installed more than 49,600 CCTV camera-containing domes from 1984 through September 30, 1993.

The Company's initial EAS systems were designed and are marketed for use primarily by department, specialty and other retail stores for the protection of clothing and other soft goods merchandise. The Company's newer EAS product lines have been developed and targeted for specific hard goods retail applications (including applications in supermarkets

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and hypermarkets and drug, discount, eyeglass, music, hardware, "do-it-yourself" home improvement, book and video stores) and the Company has become the leading supplier of EAS products to hard goods retailers. Hard goods retailers are estimated to be a substantially larger user group than soft goods retailers and have only begun to use EAS products during the last few years. These EAS hard goods retailers primarily use disposable labels which are affixed to merchandise. Use of the hard goods EAS systems creates a continuing need on the part of retailers for additional disposable labels to be affixed to new merchandise, resulting in a major source of recurring revenues for the Company.

The Company has developed a broad range of CCTV products for use in retail and commercial and industrial applications. CCTV products are used to control inventory shrinkage and other losses due to internal or employee theft in retail businesses, and are also used for the protection and monitoring of personnel and assets in large-scale office and manufacturing complexes, warehouses, casinos and numerous other non-retail facilities. Additionally, the CamEra division in the United Kingdom (acquired in connection with the acquisition of ALPS in July 1992, discussed below) markets packaged, lower cost CCTV systems primarily for smaller retail and commercial businesses. The Company is beginning to market CamEra systems elsewhere in Europe and in the U.S.

The Company's point-of-sale exception monitoring systems consist of proprietary software interfaces linking retail cash registers with CCTV systems, which are programmed to record predetermined types of transactions.

The Company has recently directed substantial new product development and marketing efforts to commercial, industrial and other non-retail customers. The Company's Commercial/Industrial Group markets electronic article protection ("EAP") systems, SensorVision(R) and other CCTV systems and access control systems for the protection, monitoring and control of personnel and assets in large-scale office and manufacturing complexes, warehouses, hospitals and nursing homes, nurseries, transportation centers, colleges and universities, casinos, nuclear power plants and numerous other non-retail facilities. Assets which are protected or controlled by the Company's EAP products include limited access files, computer magnetic tapes and disks, portable computer systems, facsimile and copy machines and other office equipment, hospital equipment, garments and supplies, and many other valuable items. Non-retail businesses are increasingly receptive to systems integrating combinations of these various products, furnished and serviced by a single supplier.

To maximize the advantages of its new technologies and improved and expanded product lines, and to realize their market potential, the Company has also greatly expanded its sales and marketing efforts in North America, western Europe, and certain Asia/Pacific countries in recent years. To this end, the Company has been increasing the total number of sales and customer engineering personnel, establishing specialized sales groups to reach targeted potential retail customer groups, and developing a separate group, the Commercial/Industrial Group, to market products to commercial, industrial and other non-retail customer groups. In addition, the Company has been strengthening its global presence through the expansion of direct sales operations in other strategic geographic areas around the world. During the past six years, the Company acquired the remaining 51% interest in its United Kingdom distributor (whose territory included Australia, New Zealand and Hong Kong); established headquarters for its Asia/ Pacific operations in Singapore; acquired the EAS and CCTV retail distribution rights and businesses of its Canadian distributor; acquired certain businesses and related assets of its distributors operating in Scandinavia (primarily in Denmark,

Finland, Norway and Sweden), Mexico and Puerto Rico (including the Caribbean Basin); established a joint venture company to manufacture and market certain loss prevention products in Brazil; and established sales representation in Hungary and expanded its sales representation into eastern Germany. Additionally, during the same six-year period, the Company acquired ALPS (discussed further below); Security Tag Systems, Inc. ("Security Tag"), a U.S. based manufacturer and marketer of loss prevention products; American Dynamics, a leading U.S. manufacturer of CCTV components and systems; Continental Instruments Corporation, a supplier of electronic access control systems; Point of Sale Data Products, Inc. ("POSdata"), a value-added reseller of laser bar-code scanners; and, in September 1993, the business and related assets of Robot Research Inc., a U.S. based manufacturer and marketer of sophisticated CCTV display and transmission systems.

In July 1992, the Company acquired from Automated Security (Holdings) PLC ("ASH"; together with its subsidiaries, the "ASH Group") the ASH Group's European EAS, CCTV and exception monitoring loss prevention systems division ("ALPS"; also sometimes referred to as "ALP" in this Prospectus or in documents incorporated by reference herein). With the acquisition of ALPS, previously a large European distributor of EAS and CCTV products, the Company is able to offer an expanded base of European customers a full range of EAS technologies well suited to virtually any retail application, together with a broad range of CCTV, exception monitoring and access control products, backed by the combined sales and service organization of Sensormatic and ALPS. Additionally, the Company, already the leader in the U.S. and the world, became the largest supplier of loss prevention products to retailers in the European market.

In connection with the acquisition of ALPS, the Company acquired the ASH Group's interest of approximately 30% in Security Tag. Prior to June 1993, the Company distributed Security Tag's products outside North and South America under an exclusive distribution agreement between the Company and Security Tag. In June 1993, the Company acquired the remaining interest in Security Tag (approximately 70%).

Another of the Company's strategic objectives is to work closely with manufacturers and retailers to develop and implement source labeling and source tagging programs. Source labeling and source tagging are processes whereby the label or tag is affixed to the merchandise to be protected at the point of manufacture rather than at the retail store. Several large U.S. retailers have signed agreements with the Company to purchase the Company's Ultra-Max(R) equipment in connection with the implementation by such retailers of source labeling programs with their respective manufacturers, and a number of other U.S. retailers are exploring similar programs with the Company.

In March 1993, the National Association of Recording Merchandisers ("NARM") recommended the Company's acousto-magnetic Ultra-Max product line as the industry standard for use in source labeling of pre-recorded music in the U.S. The Company has committed to NARM that it would license its acousto-magnetic technology in the U.S. to other companies supplying the music industry. In November 1993, the six major music manufacturers objected to implementing EAS source-labeling of pre-recorded music using the Company's acousto-magnetic technology as recommended by NARM, principally on the grounds of test results obtained by the manufacturers purporting to show degradation of the sound quality of certain audio cassette tapes from the magnetic deactivation devices used. Compact discs, which are the most subject to shrinkage of the pre-recorded music formats carried by music retailers, have not been subject to any controversy over alleged degradation in sound quality. The manufacturers also expressed concerns relating to possible problems with

label placement and automated manufacturing processes. NARM is currently in the process of evaluating the test reports furnished by the manufacturers in support of their position. While there can be no assurance as to the outcome of the NARM program, music retailers are continuing to expand their use of the Company's acousto-magnetic Ultra-Max products. Sales to U.S. music retailers account for approximately 3% of the Company's total consolidated revenues.

The Company is a Delaware corporation organized in 1968 to

succeed its predecessor, an Ohio corporation founded in 1966. The Company's principal executive offices are located at 500 N.W. 12th Avenue, Deerfield Beach, Florida 33442 and its telephone number is (305) 420-2000. Unless the context otherwise requires, the term "the Company" refers to the Company and its subsidiaries.

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CONDENSED FINANCIAL INFORMATION

INTRODUCTORY NOTES

The two tables presented below set forth certain condensed historical financial information and unaudited condensed pro forma combined financial information for Sensormatic after giving effect to the acquisition of ALPS, using the purchase method as if such acquisition had been consummated, with respect to the statements of income, on July 1, 1992. (Sensormatic's historical balance sheet at September 30, 1993, incorporated herein by reference, reflects the acquisition of ALPS as it occurred on July 29, 1992. See "Sensormatic Selected Historical Financial Information".) Additionally, the unaudited condensed pro forma combined financial information gives effect to the merger with Security Tag, using the purchase method, as if such merger were consummated, with respect to the summary of operations data, as of July 1, 1992. (Sensormatic's historical balance sheet at September 30, 1993, incorporated herein by reference, also reflects the merger with Security Tag as it occurred on June 17, 1993. See "Sensormatic Selected Historical Financial Information".) The condensed historical financial information of Sensormatic set forth in the first table with respect to the three months ended September 30, 1993 is not necessarily indicative of the results expected for the full year. The information contained in the second table does not purport to be indicative of the results of operations of Sensormatic which may have been obtained had the acquisition of ALPS and the merger with Security Tag been consummated on the dates assumed.

SENSORMATIC CONDENSED HISTORICAL FINANCIAL INFORMATION
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

<TABLE>
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	YEARS ENDED MAY 31,				YEAR ENDED	THREE MONTHS ENDED	
	1989	1990	1991	1992	JUNE 30,	SEPTEMBER 30,	
	----	----	----	----	1993 (1,2)	1992	1993
					----	----	----
	(in thousands, except per share amounts)						
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
SUMMARY OF OPERATIONS DATA:							
Total revenues	\$ 150,904	\$191,267	\$239,165	\$309,878	\$487,319	\$119,717	\$ 143,284
Operating income	16,726	22,796	29,336	43,562	71,008	14,256	22,270
Income from continuing operations .	16,708	20,027	24,711	31,526	54,084	10,891	14,806
Net income	16,688	20,027	24,670	31,526	54,084	10,891	14,806
Primary earnings per common share(3):							
Continuing operations	\$ 0.40	\$ 0.48	\$ 0.60	\$ 0.73	\$ 0.77	\$ 0.21	\$ 0.25
Net income	0.40	0.48	0.60	0.73	0.77	0.21	0.25
Fully diluted earnings per common share(3):							
Continuing operations	0.40	0.48	0.60	0.73	0.93	0.21	0.24
Net income	0.40	0.48	0.60	0.73	0.93	0.21	0.24
Cash dividends per common share(3)	0.033	0.123	0.20	0.20	0.15 (4)	0.05	0.05
BALANCE SHEET DATA (AT END OF PERIOD):							
Cash and marketable securities . . .	\$ 53,126	\$ 26,885	\$102,481	\$ 62,692	\$117,899	\$ 52,672	\$ 102,326
Total assets	255,076	265,118	421,824	467,341	926,854	852,931	1,011,493
Senior debt	15,539	19,966	33,729	35,574	194,224	149,429	212,709
Convertible subordinated debentures	--	--	115,000	115,000	114,165	115,000	114,155
Total stockholders' equity	192,028	199,830	222,220	255,690	489,757	465,458	522,128

</TABLE>

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- (1) In fiscal 1993, the Company acquired ALPS and the outstanding common stock of Security Tag.
- (2) Selected financial data for and as of the end of the one month ended June 30, 1992 is as follows: total revenues - \$20,992; operating loss - \$3,325; loss from continuing operations and net loss - \$2,454; primary and fully diluted loss per common share from continuing operations and net loss - \$.06 (see Note 3, below); total assets - \$462,233; total debt - \$150,268 and total stockholders' equity - \$258,262.
- (3) Adjusted to reflect the three-for-two stock split in fiscal 1994.
- (4) Fourth quarter dividend of \$.05 per share (see Note 3, above) was declared in July 1993.

UNAUDITED CONDENSED PRO FORMA COMBINED FINANCIAL INFORMATION
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

<TABLE>
<CAPTION>

	Combined Sensormatic and ALPS			Combined Sensormatic, ALPS and Security Tag		
	Year Ended	Three Months Ended Sept. 30,		Year Ended	Three Months Ended Sept. 30,	
	June 30, 1993	1992	1993(1)	June 30, 1993(2)	1992	1993(1)
<S>	<C>	<C>	<C>	<C>	<C>	<C>
SUMMARY OF OPERATIONS DATA:						
Total revenues	\$495,874	\$128,272	\$143,284	\$510,213	\$132,347	\$ 143,284
Operating income	70,630	13,511	22,270	70,785	13,271	22,270
Income from continuing operations	54,115	10,677	14,806	53,878	10,467	14,806
Primary earnings per common share from continuing operations(3)	\$ 0.94	\$ 0.20	\$ 0.25	\$ 0.92	\$ 0.19	\$ 0.25
Fully diluted earnings per common share from continuing operations(3)	0.92	0.20	0.24	0.89	0.19	0.24
BALANCE SHEET DATA (AT END OF PERIOD):						
Cash and marketable securities			\$102,326			\$ 102,326
Total assets			1,011,493			1,011,493
Senior debt			212,709			212,709
Convertible subordinated debentures			114,155			114,155
Total stockholders' equity			522,128			522,128

</TABLE>

- (1) Sensormatic's historical balance sheet at September 30, 1993 and income statement for the three months ended September 30, 1993 reflect the acquisition of ALPS and the merger with Security Tag, which occurred on July 29, 1992 and June 17, 1993, respectively. Accordingly, historical balance sheet and income statement information have been presented in lieu of summary pro forma information as of and for the three months ended September 30, 1993.
- (2) Includes Security Tag for the year ended March 31, 1993.
- (3) Adjusted to reflect the three-for-two stock split in fiscal 1994.

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HISTORICAL COMBINED FINANCIAL CONDITION AT SEPTEMBER 30, 1993.

Following the acquisition of ALPS and after giving effect to the merger with Security Tag, the financial condition of the Company remained strong. As of September 30, 1993, cash and marketable securities were approximately \$102.3 million and the pro forma combined debt-to-equity ratio of the Company was .63 to 1.0.

HISTORICAL THREE MONTHS ENDED SEPTEMBER 30, 1993 COMPARED TO PRO FORMA THREE MONTHS ENDED SEPTEMBER 30, 1992. Historical combined revenues of \$143.3 million for the three months ended September 30, 1993 increased \$10.9 million or 8.3% over the pro forma combined revenues for the three months ended September 30, 1992, after giving effect to the acquisition of ALPS and the merger with Security Tag. The revenue growth resulted from an increase in worldwide Sensormatic and ALPS revenues, primarily from higher retail EAS and CCTV revenues and higher revenues from Sensormatic's Commercial/Industrial Group, which markets EAS, CCTV and access control systems to non-retail customers; offset in part by the effect on the local currency revenues of Sensormatic's international subsidiaries and ALPS when translated into U.S. dollars for financial statement purposes caused by the stronger average U.S. dollar (in relation to the local currencies of Sensormatic's international subsidiaries and ALPS, in the aggregate) throughout the quarter ended September 30, 1993, compared to the quarter ended September 30, 1992.

The 68% increase in historical combined operating income for the three months ended September 30, 1993, compared to pro forma combined operating income for the three months ended September 30, 1992, occurred principally due to an increase in revenues and an improvement in combined gross profit on revenues from 53% to 55%, primarily attributable to Sensormatic and ALPS. Combined operating expenses as a percentage of revenues increased from 43% to 46%.

Combined historical other income decreased \$3.2 million in the first three months of fiscal 1994 compared to the pro forma combined other income for the first three months of fiscal 1993, principally due to the decrease in interest income earned by Sensormatic and ALPS on trade receivables under deferred terms and installment contract obligations and on net investment in sales-type leases, and increased interest expense due to higher borrowings. The effective tax rate on combined pretax income from continuing operations for the first three months of fiscal 1994 remained flat at 25% when compared to the three months ended September 30, 1992.

Historical combined income from continuing operations (and related fully diluted earnings per share) for the first three months of fiscal 1994 increased \$4.3 million (and \$0.05), versus pro forma combined income from continuing operations for the three months ended September 30, 1992, and outpaced revenue growth based primarily on the factors previously discussed.

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USE OF PROCEEDS

The Company will receive no part of the proceeds from the sale of the Shares offered pursuant to this Prospectus. The Company will receive proceeds upon the exercise, from time to time, of the Warrants underlying 300,000 of such Shares (see below). If all of such Warrants are exercised, the Company will receive approximately \$3,376,000. Proceeds received by the Company will be used for general corporate purposes, including working capital.

THE SELLING STOCKHOLDER

The Selling Stockholder is Senvest Capital Inc., a Canadian corporation formerly known as Sensormatic Canada Limited, whose address is 1140 de Maisonneuve Boulevard West, Suite 1180, Montreal, Quebec H3A 1M8, Canada. Prior to 1991, the Selling Stockholder was in the business, among other things, of marketing to retailers electronic article surveillance systems and security systems, including products manufactured by the Company under a license agreement with the Company. In December 1990, the Company purchased substantially all of the assets, including rights under the license agreement, of the Selling Stockholder related to such business, and, in connection with such transaction, the Company issued to the Selling Stockholder warrants (the "Warrants") to purchase up to 1,200,000 shares of the Company's Common Stock (after giving effect to the three-for-two stock split of the Company's Common Stock in the form of a fifty percent stock dividend distributed December 17, 1993 to stockholders of record as of November 30, 1993). The Warrants are exercisable at any time and from time to time through December 31, 1995. The number of shares issuable pursuant to the Warrants is subject to adjustment in the event of a stock dividend, stock split, combination, reclassification or similar event. All numbers of shares of Common Stock and earnings per share and related financial information appearing in this Prospectus, including the numbers of Shares set forth on the cover page, under this heading and under "Legal Opinions", below, give effect to the stock split referred to above and the resulting adjustment under the Warrants.

As of the date of this Prospectus, the Selling Stockholder

owned beneficially 682,500 shares of the Company's Common Stock, of which 600,000 shares are issuable on exercise of the Warrants and 82,500 shares have been issued pursuant to the Warrants. As of the date of this Prospectus, the Selling Stockholder had exercised Warrants to purchase a total of 600,000 shares of the Company's Common Stock, including the above-mentioned 82,500 Shares. The Selling Stockholder is expected to own beneficially 300,000 shares of the Company's Common Stock after completion of the offering of the Shares in respect of which this Prospectus is being delivered, all of which Shares are issuable on exercise of the Warrants.

The Selling Stockholder currently markets certain of the Company's products to industrial customers in Canada pursuant to a license agreement with the Company. In addition, Ronald G. Assaf, President, CEO and Chairman of the Board of Directors of the Company, has been a member of the Board of Directors of the Selling Stockholder since 1972.

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PLAN OF DISTRIBUTION

The Selling Stockholder expects to sell the Shares primarily through Brokers' transactions over the NYSE at prices then attainable, less ordinary brokers' commissions and dealers' discounts, as applicable. As of the date of this Prospectus, the Selling Stockholder has no, and does not expect to enter any, agreement, arrangement or understanding with any Broker as to the sale of the Shares.

The Selling Stockholder and any broker or dealer to or through whom any of the Shares are sold ("Brokers") may be deemed to be underwriters within the meaning of the Securities Act of 1933, as amended (the "Act"), with respect to the Shares offered hereby, and any profits realized by the Selling Stockholder or the Brokers may be deemed to be underwriting commissions. Brokers' commissions and dealers' discounts, taxes and other selling expenses to be borne by the Selling Stockholder are not expected to exceed normal selling expenses for sales over the NYSE or otherwise, as the case may be.

The registration of the Shares under the Act shall not be deemed an admission by the Selling Stockholder or the Company that the Selling Stockholder is an underwriter for purposes of the Act of any Shares offered under this Prospectus.

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PRO FORMA COMBINED FINANCIAL INFORMATION OF SENSORMATIC AND ALPS

INTRODUCTORY NOTE

The following tables set forth certain unaudited condensed pro forma combined financial information for Sensormatic after giving effect to the acquisition of ALPS, using the purchase method as if such acquisition had been consummated, with respect to the statements of income, on July 1, 1992. (Sensormatic's historical balance sheet at September 30, 1993, incorporated herein by reference, reflects the acquisition of ALPS as it occurred on July 29, 1992, and, therefore, a pro forma balance sheet has not been presented. See "Sensormatic Selected Historical Financial Information" in this Prospectus.) The information contained in the following tables does not purport to be indicative of the results of operations of Sensormatic which may have been obtained had the acquisition been consummated on the date assumed.

ALPS's financial information contained in these pro forma financial statements has been derived from the financial statements of ALPS prepared in accordance with accounting principles generally accepted in the United Kingdom ("U.K. GAAP") and stated in pounds sterling. Such financial information has been adjusted to comply with applicable accounting principles generally accepted in the United States ("U.S. GAAP"). Significant differences between U.K. GAAP and U.S. GAAP are discussed in the historical financial statements and the notes thereto of ALPS incorporated herein by reference.

This information should be read in conjunction with the

historical consolidated financial statements and accompanying notes of Sensormatic contained in its Annual Report on Form 10-K for the fiscal year ended June 30, 1993 and its Quarterly Report on Form 10-Q for the quarter ended September 30, 1993, each of which is incorporated herein by reference, and the historical financial statements and accompanying notes of ALPS contained elsewhere herein and in Sensormatic's Prospectus, dated July 22, 1992 (File Number 33-47824), incorporated herein by reference. See "Incorporation of Certain Documents by Reference". See also "Unaudited Condensed Pro Forma Combined Information -- Management's Discussion and Analysis of Condensed Pro Forma Combined Financial Condition and Results of Operations" elsewhere in this Prospectus.

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UNAUDITED CONDENSED PRO FORMA COMBINED STATEMENT OF INCOME
YEAR ENDED JUNE 30, 1993
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

<TABLE>
<CAPTION>

	SENSORMATIC (1)	ALPS (1)	PRO FORMA ADJUSTMENTS	COMBINED SENSORMATIC AND ALPS
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Total revenues	\$ 487,319	\$ 9,469	\$ (914) (a)	\$ 495,874
Cost of revenues	203,532	4,896		208,428
Operating expenses	212,779	4,092	(55) (b) (e)	216,816
	-----	-----	-----	-----
Operating income	71,008	481	(859)	70,630
Other income (expenses), net	976	(388)	958 (a) (c) (d)	1,546
	-----	-----	-----	-----
Income from continuing operations before income taxes	71,984	93	99	72,176
Provision for income taxes	17,900	42	119 (f)	18,061
	-----	-----	-----	-----
Income from continuing operations	\$ 54,084	\$ 51	\$ (20)	\$ 54,115
	=====	=====	=====	=====
Primary earnings per common share from continuing operations(2)	\$ 0.97			\$ 0.94
Fully diluted earnings per common share from continuing operations(2)	\$ 0.93			\$ 0.92
Common shares used in the computation of(2):				
Primary earnings per common share from continuing operations	56,028			57,378
Fully diluted earnings per common share from continuing operations	63,633			64,983

</TABLE>

(1) The ALPS information reflects the pre-acquisition operating results of ALPS (i.e. operating results for the period from July 1, 1992 to July 29, 1992). The Sensormatic information reflects the post-acquisition results of ALPS (i.e. operating results for the period from July 30, 1992 to June 30, 1993).

(2) Adjusted to reflect the three-for-two stock split in fiscal 1994.

See Accompanying Notes to Unaudited Condensed Pro Forma Combined Financial Information of Sensormatic and ALPS.

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UNAUDITED CONDENSED PRO FORMA COMBINED STATEMENTS OF INCOME
 Three Months Ended September 30, 1992
 (in thousands, except per share amounts)

<TABLE>
 <CAPTION>

	Sensormatic(1)	ALPS(1)	Pro Forma Adjustments	Combined Sensormatic and ALPS
<S>	<C>	<C>	<C>	<C>
Total revenues	\$ 119,717	\$ 9,469	\$ (914) (a)	\$ 128,272
Cost of revenues	54,975	4,896		59,871
Operating expenses	50,486	4,092	312 (b)	54,890
Operating income	14,256	481	(1,226)	13,511
Other income (expenses), net	135	(388)	958 (a) (c) (d)	705
Income from continuing operations before income taxes	14,391	93	(268)	14,216
Provision for income taxes	3,500	42	(3) (f)	3,539
Income from continuing operations	\$ 10,891	\$ 51	\$ (265)	\$ 10,677
Primary earnings per common share from continuing operations(2)	\$ 0.21			\$ 0.20
Fully diluted earnings per common share from continuing operations(2)	0.21			0.20
Common shares used in the computation of(2):				
Primary earnings per common share from continuing operations	51,961			53,312
Fully diluted earnings per common share from continuing operations	59,302			60,653

</TABLE>

(1) The ALPS information reflects the pre-acquisition operating results of ALPS (i.e. operating results for the period from July 1, 1992 to July 29, 1992). The Sensormatic information reflects the post-acquisition operating results of ALPS (i.e. operating results for the period from July 30, 1992 to September 30, 1992).

(2) Adjusted to reflect the three-for-two stock split in fiscal 1994.

See Accompanying Notes to Unaudited Condensed Pro Forma Combined Financial Information of Sensormatic and ALPS.

NOTES TO UNAUDITED CONDENSED PRO FORMA COMBINED
 FINANCIAL INFORMATION OF SENSORMATIC AND ALPS

1. BASIS OF PRESENTATION

The statement of income of ALPS has been translated using the average exchange rate in effect during the relevant period. This rate, expressed in dollars per L.1.00, was \$1.92 for the period from July 1, 1992 to July 29, 1992.

2. PRO FORMA ADJUSTMENTS

The following pro forma adjustments have been made:

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(a) Adjustment to reclassify interest income earned by ALPS on internally financed sales-type leases to conform to Sensormatic's financial statement presentation. This adjustment was approximately \$914,000 for the period from July 1, 1992 to July 29, 1992.

(b) Adjustment to record the amortization of the costs in

excess of net assets acquired (approximately \$198.0 million) related to the ALPS acquisition over 40 years. This adjustment was approximately \$312,000 for the period from July 1, 1992 to July 29, 1992, net of the elimination of ALPS historical amortization of costs in excess of net assets acquired of approximately \$101,000.

(c) Adjustment to reverse the interest expense related to the debt of ALPS assumed by ASH prior to the acquisition of ALPS. This adjustment was approximately \$374,000 for the period from July 1, 1992 to July 29, 1992.

(d) Adjustment to record interest expense related to the \$96.1 million of bank debt, at 4.125% per annum, incurred to partially fund the acquisition of ALPS. This adjustment was approximately \$330,000 for the period from July 1, 1992 to July 29, 1992.

(e) Adjustment to record an estimate of the cost savings associated with the implementation by Sensormatic of a formal plan to eliminate duplicative administrative functions and other overhead costs arising from the acquisition of ALPS. This adjustment was approximately \$367,000 for the year ended June 30, 1993.

(f) Adjustment to record the income tax effect of the pro forma adjustments, as applicable.

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SENSORMATIC SELECTED HISTORICAL FINANCIAL INFORMATION

The selected historical financial information presented below for and as of the end of each of the four years in the period ended May 31, 1992, the one month ended June 30, 1992 and the year ended June 30, 1993, with the exception of balance sheet data as of June 30, 1992 and other data, is derived from the Consolidated Financial Statements of Sensormatic, which financial statements have been audited by Ernst & Young, independent certified public accountants. The Consolidated Financial Statements as of June 30, 1993 and May 31, 1992, and for each of the three years ended May 31, 1991, May 31, 1992 and June 30, 1993 and the one month ended June 30, 1992, and the report of Ernst & Young thereon, are included in Sensormatic's Annual Report on Form 10-K for the fiscal year ended June 30, 1993 (File Number 0-3953), incorporated herein by reference. The selected historical financial information presented below as of September 30, 1993 and for the three months ended September 30, 1992 and 1993, with the exception of balance sheet data as of September 30, 1992 and other data, is derived from the unaudited condensed consolidated financial statements of Sensormatic, included in Sensormatic's Quarterly Report on Form 10-Q for the quarter ended September 30, 1993 (File Number 0-3953), incorporated herein by reference, which in the opinion of Sensormatic management includes all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the information set forth therein. This selected historical financial information should be read in conjunction with the consolidated financial statements, related notes and other financial information incorporated herein by reference. The results of operations for the three months ended September 30, 1993 are not necessarily indicative of results that can be expected for the full year.

<TABLE>

<CAPTION>

	YEARS ENDED MAY 31,				YEAR ENDED	THREE MONTHS ENDED	
	1989	1990	1991	1992	JUNE 30,	SEPTEMBER 30,	
	----	----	----	----	1993 (1,2)	1992	1993
	----	----	----	----	----	----	----
	(in thousands, except per share amounts)						
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
SUMMARY OF OPERATIONS DATA:							
Total revenues	\$ 150,904	\$191,267	\$239,165	\$309,878	\$487,319	\$119,717	\$143,284
Cost of revenues	68,368	86,749	106,523	134,723	203,532	54,975	59,006
Operating expenses	65,810	81,722	103,306	131,593	212,779	50,486	62,008
	-----	-----	-----	-----	-----	-----	-----
Operating income	16,726	22,796	29,336	43,562	71,008	14,256	22,270
Other income (expenses), net	4,382	2,231	1,875	(2,536)	976	135	(2,464)
	-----	-----	-----	-----	-----	-----	-----
Income from continuing operations before income taxes	21,108	25,027	31,211	41,026	71,984	14,391	19,806
Provision for income taxes	4,400	5,000	6,500	9,500	17,900	3,500	5,000
	-----	-----	-----	-----	-----	-----	-----
Income from continuing							

operations	\$ 16,708	\$ 20,027	\$ 24,711	\$ 31,526	\$ 54,084	\$ 10,891	\$ 14,806
Primary earnings per common share from continuing operations(3)	\$ 0.40	\$ 0.48	\$ 0.60	\$ 0.73	\$ 0.97	\$ 0.21	\$ 0.25
Fully diluted earnings per common share from continuing operations(3)	0.40	0.48	0.60	0.73	0.93	0.21	0.24
Common shares used in the computation of(3):							
Primary earnings per common share from continuing operations .	41,725	41,722	41,242	43,075	56,028	51,961	60,271
Fully diluted earnings per common share from continuing operations .	42,028	42,004	41,372	50,479	63,633	59,302	67,588
Cash dividends per common share(3)	\$ 0.033	\$ 0.123	\$ 0.20	\$ 0.20	\$ 0.15 (4)	\$ 0.05	\$ 0.05

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<TABLE>
<CAPTION>

	YEARS ENDED MAY 31,				YEAR ENDED	THREE MONTHS ENDED	
	1989	1990	1991	1992	JUNE 30, 1993 (1,2)	1992	1993
	(in thousands, except per share amounts)						
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
OTHER DATA:							
Capital expenditures, net(5)	\$ 5,761	\$ 8,060	\$ 14,218	\$ 14,824	\$ 25,725	\$ 2,540	\$ 18,173
Increase in revenue							
equipment and inventories, net(5)	26,479	9,526	35,911	23,925	42,615	6,281	1,443
Systems installed	12.0	18.0	17.4	23.6	51.9	12.0	13.2
Reusable tags sold or leased	50,000	40,000	65,000	75,000	101,000	19,000	30,000
Disposable labels sold . . .	205,000	350,000	650,000	750,000	1,100,000	206,000	292,000
CCTV domes installed	5.2	6.3	4.0	8.0	10.0	3.8	3.6
BALANCE SHEET DATA (AT END OF PERIOD):							
Cash and marketable securities	\$ 53,126	\$ 26,885	\$ 102,481	\$ 62,692	\$ 117,899	\$ 52,672	\$ 102,326
Net property, plant and equipment	40,402	49,662	65,404	83,543	121,103	122,476	139,351
Total assets	255,076	265,118	421,824	467,341	926,854	852,931	1,011,493
Senior debt	15,539	19,966	33,729	35,574	194,224	149,429	212,709
Convertible subordinated debentures	--	--	115,000	115,000	114,165	115,000	114,155
Total stockholders' equity .	192,028	199,830	222,220	255,690	489,757	465,458	522,128

- (1) In fiscal 1993, the Company acquired ALPS and the outstanding common stock of Security Tag.
- (2) Selected financial data for Sensormatic for and as of the end of the one month ended June 30, 1992 is as follows (in thousands, except per share amounts): total revenues - \$20,992; operating loss - \$3,325; loss from continuing operations - \$2,454; loss from continuing operations per common share - \$.06 (see Note 3, below); total assets - \$462,233; senior debt - \$35,268; convertible subordinated debentures - \$115,000; total stockholders' equity - \$258,262; and no cash dividends were declared for such period.
- (3) Adjusted to reflect the three-for-two stock split in fiscal 1994.
- (4) Fourth quarter dividend of \$.05 per share (see Note 3, above)

was declared in July 1993.

- (5) Excludes effects of acquisitions and foreign currency translation adjustments.

See "Management's Discussion and Analysis of Financial Condition and Results of Operations of Sensormatic" contained in Sensormatic's Annual Report on Form 10-K for the fiscal year ended June 30, 1993, and Quarterly Report on Form 10-Q for the quarter ended September 30, 1993, which are incorporated herein by reference.

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ALPS SELECTED HISTORICAL FINANCIAL INFORMATION

The selected historical financial information presented below for and as of the end of each of the three years in the period ended November 30, 1991 is derived from the Combined Financial Statements of ALPS, which financial statements have been audited by BDO Binder Hamlyn (internationally BDO Binder), Chartered Accountants. The Combined Financial Statements as of November 30, 1990 and 1991, and for each of the three years in the period ended November 30, 1991, and the report of BDO Binder Hamlyn, Chartered Accountants thereon, are included in Sensormatic's Prospectus dated July 22, 1992 (File number 33-47824), incorporated herein by reference. The selected historical financial information presented below as of May 31, 1992 and for the periods in the six months ended May 31, 1991 and 1992 is derived from the unaudited condensed historical Combined Financial Statements of ALPS included elsewhere in this Prospectus which in the opinion of ALPS's management includes all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the information set forth therein. This selected historical financial information should be read in conjunction with the combined financial statements, related notes and other financial information included elsewhere in this Prospectus and incorporated herein by reference. The results of operations for the six months ended May 31, 1992 are not necessarily indicative of results that can be expected for the full year.

ALPS's historical Combined Financial Statements are prepared in accordance with U.K. GAAP, which differs in certain significant respects from U.S. GAAP. In making commercial decisions on various transactions, including acquisitions and dispositions, ALPS's management considered the presentation of these transactions in its historical Combined Financial Statements under U.K. GAAP. If ALPS had reported its financial results in accordance with U.S. GAAP, management may have made different commercial decisions on such transactions or may have structured such transactions differently. A summary of the significant differences between U.K. GAAP and U.S. GAAP relevant to ALPS, together with reconciliations of net income (loss) and shareholders' equity, are set forth in Note 20 of the ALPS Notes to Combined Financial Statements incorporated herein by reference.

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<TABLE>
<CAPTION>

	YEARS ENDED NOVEMBER 30,				SIX MONTHS ENDED MAY 31,		
	1989	1990	1991	1991	1991	1992	1992
	-----	-----	-----	-----	-----	-----	-----
	(IN THOUSANDS)						
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
SUMMARY OF OPERATIONS DATA:							
U.K. GAAP:							
Total revenues	L.34,483	L.51,257	L.60,196	\$ 89,692	L.29,182	L.31,343	\$ 46,701
Cost of revenues	16,266	24,313	29,326	43,696	14,030	15,737	23,448
Operating expenses	10,369	16,585	19,909	29,664	10,700	12,658	18,860
	-----	-----	-----	-----	-----	-----	-----

Operating income	7,848	10,359	10,961	16,332	4,452	2,948	4,393
Other expenses, net	1,070	2,625	3,344	4,983	1,204	1,317	1,962
<hr/>							
Income from continuing operations before income taxes, minority interest and extraordinary item	6,778	7,734	7,617	11,349	3,248	1,631	2,430
Provision for income taxes	194	727	7,707	(11,483)	3,091	676	(1,007)
Minority interest	(80)	(29)	(38)	(57)	(46)	(29)	(43)
<hr/>							
Income (loss) from continuing operations before extraordinary items	L. 6,504	L. 6,978	L. (128)	\$ (191)	L. 111	L. 926	\$ 1,380
<hr/>							
Cash dividends paid	L. 5,300	--	L. 5,200	\$ 7,748	L. --	L. --	\$ --
<hr/>							
U.S. GAAP:							
Total revenues	L.34,483	L.51,257	L.60,196	\$ 89,692	L.29,182	L.31,343	\$ 46,701
Income from continuing operations	3,133	3,166	4,153	6,188	1,680	682	1,015
<hr/>							
BALANCE SHEET DATA (AT END OF PERIOD):							
U.K. GAAP:							
Cash	L. 241	L. 318	L. 587	\$ 875	L. 3,772	L. 849	\$ 1,265
Net property, plant and equipment	8,960	13,442	15,870	23,646	14,685	15,875	23,654
Total assets	50,292	82,253	94,816	141,276	99,375	111,902	166,734
Long term debt	3,785	12,326	11,084	16,515	20,661	25,703	38,297
Total shareholders' equity	3,690	10,533	8,031	11,966	11,910	9,748	14,525
U.S. GAAP:							
Total assets	60,283	92,715	106,861	159,223	111,872	123,653	184,243
Long term debt	3,785	12,326	11,084	16,515	20,661	25,703	38,297
Total shareholders' equity	8,497	13,563	18,377	27,382	20,324	19,800	29,502

</TABLE>

See "Management's Discussion and Analysis of Financial Condition and Results of Operations of ALP" contained in Sensormatic's Prospectus, dated July 22, 1992 (File Number 33-47824), incorporated herein by reference.

The amounts relating to the periods ended November 30, 1991 and May 31, 1992 have been expressed in U.S. dollars (\$), solely for the purpose of convenience, using the Noon Buying Rate in New York City for cable transfers in foreign currencies as announced for customs purposes by the Federal Reserve Bank of New York in effect on December 22, 1993. This was \$1.49 = L.1.00. On January 4, 1994, the Noon Buying Rate was \$1.48 = L.1.00.

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LEGAL OPINIONS

The validity of the Shares offered hereby will be passed upon for the Company by Christy & Viener, New York, New York. Jerome M. LeWine, Esq., a partner in the firm of Christy & Viener participating in the work on this matter, is a director of the Company. Mr. LeWine owns 12,000 shares of Common Stock of the Company and holds options to purchase 172,500 shares of Common Stock of the Company, after giving effect to the Company's three-for-two stock split referred to above in this Prospectus.

EXPERTS

The consolidated financial statements of the Company appearing in the Company's Annual Report (Form 10-K) for the year ended June 30, 1993, have been audited by Ernst & Young, independent certified public accountants, as set forth in their report thereon included therein and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such report given upon the authority of such firm as experts in accounting and auditing.

The combined financial statements of ALPS as of November 30, 1990 and 1991 and for each of the three years in the period ended November 30, 1991, appearing in the Company's Prospectus, dated July 22, 1992 (File No. 33-47824), have been audited by BDO Binder Hamlyn (Internationally BDO Binder), Chartered Accountants, as set forth in their report thereon incorporated herein by reference, and are included in reliance upon such report given upon the authority of such firm as experts in accounting and auditing.

INDEX TO HISTORICAL ALPS FINANCIAL STATEMENTS

	Page
Combined condensed balance sheet as of May 31, 1992 (unaudited)	F-2
Combined condensed statements of operations for the six months ended May 31, 1991 and 1992 (unaudited)	F-4
Combined condensed statements of cash flows for the six months ended May 31, 1991 and 1992 (unaudited)	F-5
Notes to the combined condensed financial statements for the six months ended May 31, 1991 and 1992 (unaudited)	F-6

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ALPS
COMBINED CONDENSED BALANCE SHEET
AS OF MAY 31, 1992
(UNAUDITED)

<TABLE>
<CAPTION>

	L. '000	\$ '000
	<C>	<C>
<S>		
ASSETS		
Current assets:		
Cash	849	1,265
Accounts and notes receivable, prepayments and accrued income, net	25,021	37,281
Inventories	17,051	25,406
	-----	-----
Total current assets	42,921	63,952
Long term accounts and notes receivable	49,452	73,683
Investment in related company	2,744	4,089
Property and equipment, net	15,875	23,654
Development expenditure	910	1,356
	-----	-----
Total assets	111,902	166,734
	=====	=====
LIABILITIES AND COMBINED SHAREHOLDERS' EQUITY		
Current liabilities:		
Short term debt	29,895	44,544
Accounts payable and accrued liabilities	23,147	34,489
Related company--Security Tag Systems Inc.	1,204	1,794
	-----	-----
Total current liabilities	54,246	80,827
Amounts due to ASH	34,859	51,940
Long term debt	4,593	6,844
Deferred income taxes payable and other long term liabilities	8,335	12,419
Minority interest	121	180
Combined shareholders' equity:		
Ordinary shares	6,228	9,280
Additional paid-in capital	1,943	2,895
Retained earnings	1,577	2,350
	-----	-----
Total combined shareholders' equity	9,748	14,525
	-----	-----
Total liabilities and combined shareholders' equity	111,902	166,734
	=====	=====
Estimated adjustments to restate combined shareholders' equity in accordance with U.S. GAAP:		
Total combined shareholders' equity in accordance with U.K. GAAP.	9,748	14,525
	-----	-----
Goodwill	9,504	14,161
Deferred income taxes	(1,699)	(2,532)
Development costs	(441)	(657)

</TABLE>

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<TABLE>

<S>	<C>	<C>
	10,052	14,977
	-----	-----
Estimated combined shareholders' equity in accordance with U.S. GAAP	19,800	29,502
	=====	=====

</TABLE>

The amounts relating to the period ended May 31, 1992 have been expressed in U.S. dollars (\$), solely for the purpose of convenience, using the Noon Buying Rate in New York City for cable transfers in foreign currencies as announced for customs purposes by the Federal Reserve Bank of New York in effect on December 22, 1993. This was \$1.49 = L.1.00. On January 4, 1994, the Noon Buying Rate was \$1.48 = L.1.00.

See accompanying notes.

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ALPS

COMBINED CONDENSED STATEMENTS OF OPERATIONS
FOR SIX MONTHS ENDED MAY 31, 1991 AND 1992
(UNAUDITED)

<TABLE>

<CAPTION>	1991	1992	1992
	-----	-----	-----
<S>	L.'000	L.'000	\$'000
	<C>	<C>	<C>
Net sales	29,182	31,343	46,701
Cost of sales	14,030	15,737	23,448
	-----	-----	-----
Gross profit on sales	15,152	15,606	23,253
Selling, general and administrative expenses	10,700	12,658	18,860
	-----	-----	-----
Operating income	4,452	2,948	4,393
Share of related company results	110	90	134
Interest expense	1,314	1,407	2,096
	-----	-----	-----
Income before income taxes and minority interest and extraordinary items	3,248	1,631	2,430
Provision for income taxes	(3,091)	(676)	(1,007)
Minority interest	(46)	(29)	(43)
Extraordinary items	(193)	--	--
	-----	-----	-----
Net income (loss)	(82)	926	1,380
	=====	=====	=====
Estimated adjustments to restate net income (loss) in accordance with U.S. GAAP:			
Estimated net income (loss) in accordance with U.K. GAAP	(82)	926	1,380
	-----	-----	-----
Development costs	(132)	--	--
Amortization of goodwill	(275)	(275)	(410)
Amortization of goodwill on related company	(45)	(45)	(67)
Extraordinary items	193	--	--
Deferred income taxes	2,021	76	113
	-----	-----	-----
	1,762	(244)	(365)
	-----	-----	-----

Estimated net income in accordance with U.S. GAAP	1,680	682	1,015
	=====	=====	=====

</TABLE>

See accompanying notes.

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ALPS

COMBINED CONDENSED STATEMENTS OF CASH FLOWS
FOR SIX MONTHS ENDED MAY 31, 1991 AND 1992
(UNAUDITED)

<TABLE>
<CAPTION>

	1991	1992	1992
	L. '000	L. '000	\$ '000
	<C>	<C>	<C>
<S>			
Cash flows from operating activities:			
Net income (loss)	(82)	926	1,380
Adjustments to reconcile net income (loss) to cash provided (used) by operations:			
Depreciation and amortization	1,239	1,540	2,295
Shares of related companies' results	(110)	(90)	(134)
Net changes in operating assets and liabilities	295	(10,289)	(15,331)
	-----	-----	-----
Net cash provided (used) by operating activities	1,342	(7,913)	(11,790)
Cash flows from investing activity:			
Increase in property and equipment, net	(2,424)	(1,545)	(2,302)
Cash flows from financing activities:			
Repayments to ASH	(7,223)	(12,752)	(19,000)
New loans	10,318	21,681	32,305
Additional share capital paid in	1,441	791	1,179
	-----	-----	-----
Net cash provided by financing activities	4,536	9,720	14,483
	-----	-----	-----
Net increase in cash	3,454	262	390
Cash at beginning of period	318	587	875
	-----	-----	-----
Cash at end of period	3,772	849	1,265
	=====	=====	=====
Supplementary disclosure:			
Cash paid during the period for:			
Interest	1,314	1,407	2,096
Income taxes	--	20	30

</TABLE>

See accompanying notes.

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NOTES TO THE COMBINED CONDENSED FINANCIAL STATEMENTS
FOR SIX MONTHS ENDED MAY 31, 1991 AND 1992
(UNAUDITED)

(a) The interim combined financial information included herein is unaudited. Other than indicated herein, there have been no significant changes from the financial data set forth in the audited combined financial statements incorporated herein by reference. In the opinion of management, such unaudited information reflects all adjustments, consisting only of normal recurring accruals, necessary for a fair presentation of the unaudited information shown.

Results for interim periods are not necessarily indicative of results expected for the full year.

(b) Accounts and notes receivable

At May 31, 1992 accounts and notes receivable were net of an allowance for possible losses of L.4.5 million.

(c) Inventories

At May 31, 1992 inventories consisted of the following:

	L.'000
Work-in-progress	216
Finished goods	16,835
	17,051
	17,051

(d) Debt

At May 31, 1992 debt is summarized as follows:

	L.'000
Bank overdrafts	8,785
Unsecured bank loans at variable rates ranging between 9% and 15%	25,631
Obligations under finance lease contracts . .	72
	34,488
Less: current portion	29,895
	4,593
Long term portion	4,593
	4,593

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

The expenses payable by the Company in connection with the issuance and distribution of the Shares, are set forth below. All the amounts shown are estimates, except for the registration fee.

Securities and Exchange	
Commission registration fee	\$ 3,750.00
NYSE listing fee	1,500.00
Fees and expenses of accountants	4,000.00
Fees and expenses of counsel	6,000.00
Blue Sky fees and expenses	500.00

Miscellaneous	1,000.00

Total	\$16,750.00
	=====

Item 15. Indemnification of Directors and Officers.

Article TENTH of the Company's Restated Certificate of Incorporation and Article IX of the Company's By-Laws provide for indemnification of officers and directors of the Company, to the fullest extent permitted by applicable law, for expenses, liabilities and losses actually and reasonably incurred by them in connection with actual or threatened claims, actions, suits or proceedings by reason of the fact that such persons are or were officers or directors of the Company. Such indemnification right includes the right to receive payment in advance of expenses incurred by the persons seeking indemnification in connection with claims, actions, suits or proceedings, to an extent consistent with applicable law. The By-Laws provide that the right to indemnification is a contract right and authorize the Company to obtain insurance to effect indemnification. Section 145 of the General Corporation Law of the State of Delaware grants each corporation organized thereunder, such as the Company, express powers to indemnify its directors and officers.

The Company carries directors' and officers' liability insurance covering losses up to \$15,000,000 (subject to certain deductible amounts).

Item 16. Exhibits.

Exhibit Number	Description of Exhibit
* 2(a)	Agreement and Plan of Merger, dated as of November 16, 1992, among the Company, ST Merger Corp. and Security Tag Systems, Inc., as amended March 31, 1993.

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4(a)	Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3(a) to Form 10-K for the fiscal year ended May 31, 1989 (File No. 0-3953))
4(b)	By-Laws of the Company (incorporated by reference to Exhibit 3(b) to Form 10-K for the fiscal year ended May 31, 1990 (File No. 0-3953))
4(c)	Certificate of Amendment of Certificate of Incorporation of the Company
4(d)	Composite Restated Certificate of Incorporation of the Company filed pursuant to Rule 232.102(c) of Regulation S-T
* 5	Opinion of Christy & Viener, including consent
*24(a)	Consent of Christy & Viener (included in Exhibit 5)
24(b)	Consent of Ernst & Young
24(c)	Consent of BDO Binder Hamlyn
*25	Powers of Attorney of Ronald G. Assaf, Thomas V. Buffett, James E. Lineberger, Michael E. Pardue, Lawrence J. Simmons, Jerome M. LeWine, Arthur G. Milnes and John T. Ray, Jr. (included on page II-4 of Registration Statement)

* Previously filed.

Item 17. Undertakings.

(1) The Company hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to the registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(b) That for the purposes of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) To remove from registration by means of a post-effective amendment, any of the securities being registered which remain unsold at the termination of the offering.

(2) The Company hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section

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13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Company pursuant to the provisions described under Item 15, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment to its Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Deerfield Beach, Florida on the 4th day of January, 1994.

SENSORMATIC ELECTRONICS CORPORATION

By /s/ Ronald G. Assaf

Ronald G. Assaf,
Chairman of the Board and President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

<TABLE>
<CAPTION>

Signature -----	Title -----	Date -----
<S> /s/ Ronald G. Assaf ----- (Ronald G. Assaf)	<C> Chairman of the Board of Directors, President and Chief Executive Officer (principal executive officer)	<C> 1/4/94
* ----- (Thomas V. Buffett)	Vice Chairman of the Board of Directors	1/4/94
* ----- (Michael E. Pardue)	Executive Vice President, Chief Operating Officer and Chief Financial Officer (principal financial officer) and Director	1/4/94
* ----- (Lawrence J. Simmons)	Vice President of Finance and Chief Accounting Officer (principal accounting officer)	1/4/94
* ----- (James E. Lineberger)	Chairman of the Executive Committee and Director	1/4/94
* ----- (Dr. Arthur G. Milnes)	Director	1/4/94
* ----- (Jerome M. LeWine)	Director	1/4/94
* ----- (John T. Ray, Jr.)	Director	1/4/94
*By: /s/ Ronald G. Assaf ----- Ronald G. Assaf Attorney-in-fact		1/4/94

</TABLE>
[/R]

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Index to Exhibits

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- 4(d) Composite Restated Certificate of Incorporation of the Company filed pursuant to Rule 232.102(c) of Regulation S-T
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- * 24(a) Consent of Christy & Viener (included in Exhibit 5)
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- 24(c) Consent of BDO Binder Hamlyn
- * 25 Powers of Attorney of Ronald G. Assaf, Thomas V. Buffett, James E. Lineberger, Michael E. Pardue, Lawrence J. Simmons, Jerome M. LeWine, Arthur G. Milnes and John T. Ray, Jr. (included on page II-4 of Registration Statement)

* Previously filed.

CERTIFICATE OF AMENDMENT
OF
SENSORMATIC ELECTRONICS CORPORATION

(Pursuant to Section 242 of the
General Corporation Law of Delaware)

SENSORMATIC ELECTRONICS CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of the Corporation the following resolutions were duly adopted, setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring such amendment to be advisable and directing that such amendment be submitted to the stockholders of the Corporation at the next annual meeting of the stockholders for consideration thereof:

RESOLVED, that the Board of Directors of the Corporation hereby proposes and recommends the following amendment to the Certificate of Incorporation, declares such amendment to be advisable and directs that such amendment shall be considered at the Annual Meeting of Stockholders of the Corporation to be held on November 12, 1993, or at any adjournment thereof; and further

RESOLVED, that Article FOURTH of the Certificate of Incorporation of the Corporation be amended by deleting in its entirety the present part A of Article FOURTH and substituting in lieu thereof the following new part A of Article FOURTH:

"FOURTH: A. Authorized Shares. The total number of shares of stock which the Corporation shall have authority to issue is One Hundred Thirty-five Million (135,000,000) shares, of which One Hundred Twenty-five Million (125,000,000) shares shall be Common Stock of the par value of \$.01 per share and

Ten Million (10,000,000) shares shall be Preferred Stock of the par value of \$.01 per share."

SECOND: That at the annual meeting of stockholders of the Corporation duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, on November 12, 1993, the holders of a majority of the outstanding shares of stock of the Corporation entitled to vote thereon voted in favor of the aforesaid amendment.

THIRD: That the aforesaid amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of the Corporation will not be reduced under or by reason of the aforesaid amendment.

IN WITNESS WHEREOF, SENSORMATIC ELECTRONICS CORPORATION has caused its corporate seal to be hereunto

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affixed and this Certificate to be signed by Michael E. Pardue, Executive Vice President, and attested by Walter A. Engdahl, Secretary, this 22nd day of November, 1993.

<TABLE>

<S>

<C>

SENSORMATIC ELECTRONICS CORPORATION

[CORPORATE SEAL]

By /s/ Michael E. Pardue

Executive Vice President

ATTEST:

/s/ Walter A. Engdahl

Secretary

</TABLE>

RESTATED CERTIFICATE OF INCORPORATION

OF

SENSORMATIC ELECTRONICS CORPORATION

(Pursuant to Section 245 of the
General Corporation Law of Delaware)

SENSORMATIC ELECTRONICS CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the present name of the Corporation is SENSORMATIC ELECTRONICS CORPORATION, which is the name under which the Corporation was originally incorporated; and the date of filing the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware is May 27, 1968.

SECOND: That the provisions of the Certificate of Incorporation of the Corporation, as heretofore amended or supplemented, are hereby restated and integrated into a single instrument as herein set forth, without further amendment and without any discrepancy between the provisions of the Certificate of Incorporation, as heretofore amended or supplemented, and the provisions of said restatement of the Certificate of Incorporation herein set forth.

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THIRD: That the Certificate of Incorporation of the Corporation, as heretofore amended or supplemented, is hereby restated as follows:

RESTATED CERTIFICATE OF INCORPORATION

OF

SENSORMATIC ELECTRONICS CORPORATION
(a Delaware corporation)

FIRST: The name of the Corporation is SENSORMATIC ELECTRONICS CORPORATION.

SECOND: Its registered office in the State of Delaware is located at 229 South State Street, in the City of Dover, County of Kent. The name and address of its registered agent is The Prentice-Hall Corporation System, Inc., 229 South State Street, Dover, Delaware 19901.

THIRD: The nature of the business of the Corporation and of the objects or purposes to be transacted, promoted and carried on by it, is as follows:

(1) To acquire by merger, consolidation or otherwise, all or any part of the business, property, rights, privileges, powers, franchises and others assets of J K R Corporation, an Ohio corporation, and in connection therewith to assume all or any of its debts, liabilities, duties and obligations.

(2) To manufacture, assemble, purchase, rent, lease or otherwise acquire, and to sell, lease, vend, rent, license, franchise or otherwise dispose of, and to install, repair, service and maintain, automatic and/or semi-automatic and/or other article surveillance and detection machinery, apparatus and equipment of any and all kinds, together with any and all kinds of allied or related machinery, apparatus, equipment, products, parts, materials and supplies; to render inventory control and theft detection services by means of the foregoing, and/or any other means whatsoever; to conduct, carry on and consummate any and all transactions, business affairs and activities with or in conjunction with persons, corporations, partnerships, associations, or other

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entities and with or in conjunction with Federal, state and local government or governmental agencies, and to do any and all other things necessary, proper or expedient to accomplish the foregoing or any part thereof; and to do any and all things necessary, proper or expedient to accomplish any or all of the foregoing.

(3) To acquire, by purchase, lease, exchange or otherwise, to own, hold, use, manage, develop, plot, improve, and to sell, lease, mortgage, exchange and otherwise deal in, real estate and any interest or right therein either for its own account or for the account of others; to erect, construct, rebuild, repair, manage and control, lease, buy and sell, any and all kinds of buildings, factories, shops, warehouses, offices, houses, apartment buildings and structures; and to engage generally in the business of, or operating and leasing, real estate of every character and description.

(4) To manufacture, purchase or otherwise acquire, sell, assign and transfer, exchange or otherwise dispose of, and to invest, trade, deal in or deal with, goods, wares and merchandise and personal property of every class and description.

(5) To purchase, acquire, hold, mortgage, pledge, hypothecate, loan money upon, exchange, sell and otherwise deal in personal property and real property of every kind, character and description whatsoever and wherever situated and any interest therein.

(6) To apply for, obtain, purchase, take licenses in respect of or otherwise acquire, and to hold, own, use, grant licenses in respect of, manufacture under, sell, assign, mortgage, pledge or otherwise dispose of, the following, to wit: any and all inventions, devices, designs, processes and any and all improvements and modifications thereof; any and all letters patent of the United States or of any other country, state, territory or locality; any and all rights connected therewith or pertaining thereto; any and all copyrights granted by the United States or any country, state, territory or locality; any and all trademarks, service marks, trade names, trade symbols, and other indications of origin and ownership; any and all advertising, marketing, labelling, packaging and promotional symbols, slogans, mottos, techniques; and any and all other proprietary property granted by or recognized under the laws of the United States or of any country, state, territory or locality.

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(7) To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

(8) In general, to possess and exercise all the powers and privileges granted by the General Corporation Law of Delaware or by any other law of Delaware or by this Certificate of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation.

The business and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this Certificate of Incorporation, but the business and purposes specified in each of the foregoing clauses of this Article THIRD shall be regarded as independent business and purposes.

FOURTH: A. Authorized Shares. The total number of shares of stock which the Corporation shall have authority to issue is One Hundred Thirty-five Million (135,000,000) shares, of which One Hundred Twenty-five Million (125,000,000) shares shall be Common Stock of the par value of \$.01 per share and Ten Million (10,000,000) shares shall be Preferred Stock of the par value of \$.01 per share.

B. Provisions relating to Preferred Stock. Shares of the Preferred Stock may be issued from time to time in series, and the Board of Directors of the Corporation is hereby authorized, subject to the limitations provided by law, to establish and designate one or more series of the Preferred Stock, to fix the number of shares constituting each series, and to fix the designations, powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, of each series and the variations and the relative rights, preferences and limitations as between series, and to increase and to decrease the number of shares constituting each series. The authority of the Board of Directors of the Corporation with respect to each series shall include, but shall not be limited to, the authority to determine the following:

I. The designation of such series.

II. The number of shares initially constituting such series.

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III. The increase, and the decrease to a number not less than the number of the outstanding shares of such series, of the number of shares constituting such series theretofore fixed.

IV. The rate or rates, and the conditions upon and the times at which dividends on the shares of such series shall be paid, the preference or relation which such dividends shall bear to the dividends payable on any other class or classes or on any other series of stock of the Corporation, and whether or not such dividends shall be cumulative, and, if such dividends shall be cumulative, the date or dates from and after which they shall accumulate.

V. Whether or not the shares of such series shall be redeemable, and, if such shares shall be redeemable, the terms and conditions of such redemption, including, but not limited to, the date or dates upon or after which such shares shall be redeemable and the amount per share which shall be payable upon such redemption, which amount may vary under different conditions and at different redemption dates.

VI. The rights to which the holders of the shares of such series shall be entitled upon the voluntary or involuntary liquidation, dissolution or winding up of, or upon any distribution of the assets of, the Corporation, which rights may be different in the case of a voluntary liquidation, dissolution or winding up than in the case of such an involuntary event.

VII. Whether or not the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if such shares shall have such voting rights, the terms and conditions thereof, including, but not limited to, the right of the holders of such shares to vote as a separate class either alone or with the holders of shares of one or more other series of Preferred Stock and the right to have more than one vote per share.

VIII. Whether or not a sinking fund or a purchase fund shall be provided for the redemption or purchase of the shares of such series, and, if such a sinking fund or purchase fund shall be provided, the terms and conditions thereof.

IX. Whether or not the shares of such series shall be convertible into, or exchangeable for, shares of

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any other class or classes or any other series of the same or any other class or classes of stock of the Corporation, and, if provision be made for conversion or exchange, the terms and conditions of conversion or exchange, including, but not limited to, any provision for the adjustment of the conversion or exchange rate or the conversion or exchange price.

X. Any other relative rights, preferences and limitations.

C. Provisions relating to Common Stock.

I. Subject to the preferential dividend rights applicable to shares of the Preferred Stock, as determined by the Board of Directors of the Corporation pursuant to the provisions of part B of this Article FOURTH, the holders of shares of the Common Stock shall be entitled to receive such dividends as may be declared by the Board of Directors of the Corporation.

II. Subject to the preferential liquidation

rights and except as determined by the Board of Directors of the Corporation pursuant to the provisions of part B of this Article FOURTH, in the event of any voluntary or involuntary liquidation, dissolution or winding up of, or any distribution of the assets of, the Corporation, the holders of shares of the Common Stock shall be entitled to receive all of the assets of the Corporation available for distribution to its stockholders ratably in proportion to the number of shares of the Common Stock held by them.

III. Except as otherwise determined by the Board of Directors of the Corporation pursuant to the provisions of part B of this Article FOURTH, the holders of shares of the Common Stock shall be entitled to vote on all matters at all meetings of the stockholders of the Corporation, and shall be entitled to one vote for each share of the Common Stock entitled to vote at such meeting, voting together with the holders of the Preferred Stock who are entitled to vote, and not as a separate class.

FIFTH: The Corporation is to have perpetual existence.

SIXTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

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A. To make, alter or repeal the by-laws of the Corporation.

B. To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.

C. To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

D. By a majority of the whole Board, to designate one or more committees, each committee to consist of two or more of the directors of the Corporation. The Board may designate one or more directors as alternative members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution or in the by-laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; provided, however, that the by-laws may provide that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any

meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

SEVENTH: Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the Corporation. Elections of directors need not be by written ballot unless the by-laws of the Corporation shall so provide.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

NINTH: A. To the fullest extent that the General Corporation Law of the State of Delaware as it exists on the date hereof or as it may hereafter be amended permits the

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limitation or elimination of the liability of directors, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. No amendment to this Certificate of Incorporation, directly or indirectly by merger, consolidation or otherwise, having the effect of amending, altering, changing or repealing any of the provisions of this paragraph A shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal, unless such amendment shall have the effect of further limiting or eliminating such liability.

B. I. The Corporation shall, to the fullest extent permitted by applicable law as then in effect, indemnify any person (the "indemnitee") who was or is involved in any manner (including, without limitation, as a party or a witness) or was or is threatened to be made so involved in any threatened, pending or completed investigation, claim, action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor) (a "proceeding") by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as

a director or officer of another corporation, or of a partnership, joint venture, trust or other enterprise (including, without limitation, service with respect to any employee benefit plan), whether the basis of any such proceeding is alleged action in an official capacity as a director or officer or in any other capacity while serving as a director or officer, against all expenses, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) actually and reasonably incurred by him in connection with such proceeding. Such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his heirs and legal representatives. The right to indemnification conferred in this Article NINTH shall include the right to receive payment in advance of any expenses incurred by the indemnitee in connection with such proceeding, consistent with applicable law as then in effect, and shall be a contract right. The Corporation may, by action of its Board of Directors, provide indemnification for employees, agents, attorneys and representatives of the Corpo-

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ration with up to the same scope and extent as hereinabove provided for officers and directors. No amendment to this Certificate of Incorporation having the effect of amending, altering, changing or repealing any of the provisions of the sections of this paragraph B shall remove, abridge or adversely affect any right to indemnification or other benefits under the sections of this paragraph B with respect to any acts or omissions occurring prior to such amendment or repeal.

II. The right of indemnification, including the right to receive payment in advance of expenses, conferred in this Article NINTH shall not be exclusive of any other rights to which any person seeking indemnification may otherwise be entitled under any provision of the Certificate of Incorporation, by-law or agreement or otherwise.

III. In any action or proceeding relating to the right to indemnification conferred in this Article TENTH, the Corporation shall have the burden of proof that the indemnitee has not met any standard of conduct or belief which may be required by applicable law to be applied in connection with a determination of whether the indemnitee is entitled to indemnity, or otherwise is not entitled to indemnity, and neither a failure to make such a determination nor an adverse determination of entitlement to indemnity shall be a defense of the Corporation in such an action or proceeding

or create any presumption that the indemnitee has not met any such standard of conduct or belief or is otherwise not entitled to indemnity. If successful in whole or in part in such an action or proceeding, the indemnitee shall be entitled to be indemnified by the Corporation for the expenses actually and reasonably incurred by him in connection with such action or proceeding.

C. No amendment to this Certificate of Incorporation, directly or indirectly by merger, consolidation or otherwise, shall amend, alter, change or repeal any of the provisions of this Article NINTH, unless the amendment effecting such amendment, alteration, change or repeal shall receive the affirmative vote of the holders of at least 80 percent of the outstanding shares of stock of the Corporation entitled to vote in elections of directors, provided that this paragraph C shall not apply to any such amendment if such amendment is submitted to the stockholders for adoption with the unanimous recommendation of the entire Board of Directors.

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TENTH: A. The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws. The Board of Directors shall be divided into three classes as nearly equal in number as possible, with the term of office of one class expiring each year. The terms of office of the directors elected at the annual meeting of stockholders in 1977 and initially classified shall be as follows: directors of the first class shall hold office for a term expiring at the next succeeding annual meeting, directors of the second class shall hold office for a term expiring at the second succeeding annual meeting and directors of the third class shall hold office for a term expiring at the third succeeding annual meeting. At each annual meeting of stockholders after the annual meeting in 1977, directors elected to succeed the class of directors whose terms expire at such annual meeting shall be elected to hold office for a term expiring at the third succeeding annual meeting after their election. During the intervals between annual meetings of stockholders, any vacancies occurring in the Board of Directors and any newly created directorships resulting from an increase in the number of directors shall be filled by a majority vote of the directors then in office, whether or not a quorum, or by a sole remaining director, except as otherwise provided by law. Each director chosen to fill a vacancy shall hold office for the unexpired term in respect of which such vacancy occurred. Each director chosen to fill a newly created directorship shall hold office for a term expiring at the annual meeting at which the terms of the directors of the class to which such director shall have been elected expire. When the number of directors is changed, any newly created directorships or any decrease in directorships shall be so apportioned among the classes as to make all classes as nearly equal in number as possible. Each director shall hold office for the specified term and until a successor shall

be duly elected and qualified, except in the event of death, resignation or removal. A director may be removed from office at any time, but only for cause, by the affirmative vote of the holders of a majority of the outstanding shares of stock entitled to vote for the election of directors at a meeting of the stockholders called for that purpose.

B. Notwithstanding anything to the contrary contained in paragraph A of Article SIXTH of this Certificate of Incorporation, the provisions of the by-laws of the Corporation with respect to the number, classification, term of office, qualifications, election and removal of directors and the filling of vacancies and newly created directorships, and the amendment thereof, that is, sections 2, 10 and 11 of Article III and Article XII of the by-laws may be amended or

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repealed or new by-laws affecting such provisions may be adopted only by resolution adopted unanimously by the entire Board of Directors or by the affirmative vote of the holders of at least 80 percent of the outstanding shares of stock of the Corporation entitled to vote in elections of directors (except that if such proposed amendment or repeal or adoption of new by-laws shall be submitted to the stockholders with the unanimous recommendation of the entire Board of Directors, such provisions may be amended or repealed or such new by-laws may be adopted by affirmative vote of the holders of a majority of such stock).

C. No amendment of this Certificate of Incorporation, directly or indirectly by merger, consolidation or otherwise, shall amend, alter, change or repeal any of the provisions of this Article TENTH unless the amendment effecting such amendment, alteration, change or repeal shall receive the affirmative vote of at least 80 percent of the outstanding shares of stock of the Corporation entitled to vote in elections of directors; provided that this paragraph C shall not apply to any such amendment if such amendment is submitted to the stockholders for adoption with the unanimous recommendation of the entire Board of Directors.

ELEVENTH: A. Notwithstanding any other provision of this Certificate of Incorporation and except as set forth in paragraph B of this Article ELEVENTH, the affirmative vote of the holders of at least 80 percent of the outstanding shares of voting stock (as defined in paragraph E of this Article ELEVENTH) shall be required:

I. For the adoption of any agreement for the merger or consolidation of the Corporation or any Subsidiary (as defined in paragraph E of this Article ELEVENTH) with or into any other person (as defined in paragraph E of this Article ELEVENTH).

II. To authorize any sale, lease, transfer or exchange of, or any mortgage or pledge of or the granting of any other security interest in, or any other disposition of, all or any substantial part of the assets of the Corporation or any Subsidiary to or with any other person (in a single transaction or in a series of related transactions).

III. To authorize the issuance or transfer by the Corporation or any Subsidiary of any securities of the Corporation or any Subsidiary (except securities issued pursuant to a stock option, purchase, bonus or other plan or arrangement, for natural persons who are

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directors, employees, consultants and/or agents of the Corporation or a Subsidiary, or securities issued upon exercise of any conversion rights, warrants, options or rights which shall have been outstanding at the time of adoption of this Article ELEVENTH or which shall have been issued in a transaction not in contravention of the provisions of this Article ELEVENTH) to any other person in exchange for cash, securities or other assets or a combination thereof, if, in the case of any of the foregoing transactions (as of the date of any action taken by the Board of Directors with respect to any such proposed transaction, or as of the record date for the determination of stockholders entitled to notice of and to vote on any such proposed transaction or immediately prior to the consummation of any such proposed transaction), such other person is, or at any time within the preceding 12 months has been, the beneficial owner, directly or indirectly, of 5 percent or more of the outstanding shares of voting stock of the Corporation.

B. The provisions of paragraph A of this Article ELEVENTH shall not apply to (1) any transaction described in such paragraph A if the Board of Directors of the Corporation shall by resolution have approved a memorandum of agreement with such person setting forth the principal terms of such transaction and such transaction is substantially consistent therewith, provided that a majority of those directors voting in favor of such resolution are Continuing Directors (as defined in paragraph E of this Article ELEVENTH), (2) any transaction described in such paragraph A if the other party to such transaction is a Major Subsidiary (as defined in paragraph E of this Article ELEVENTH) or (3) any transaction described in such paragraph A (other than a merger or consolidation to which the Corporation would be a party) if the fair value of the securities, assets or other consideration proposed to be issued or transferred, in any way disposed of, or received, by the Corporation or any

Subsidiary in connection with any such transaction or any series of such transactions which are related is less than \$2,000,000.

C. Notwithstanding any other provisions of this Certificate of Incorporation and except as set forth in paragraph D of this Article ELEVENTH, the affirmative vote of the holders of at least 80 percent of the outstanding shares of voting stock of the Corporation shall be required:

I. To authorize a liquidation or dissolution of the Corporation,

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II. To authorize any offer by the Corporation to purchase shares of its outstanding voting stock (except pursuant to redemption provisions of any preferred stock of the Corporation),

III. To authorize any reclassification of securities of the Corporation, any recapitalization or any other transaction in each case designed to decrease the number of holders of the Corporation's voting stock,

if (as of the date of any action taken by the Board of Directors with respect to any such proposed transaction, or as of the record date for the determination of stockholders entitled to notice of and to vote on any such proposed transaction or immediately prior to the consummation of any such proposed transaction) any other person is the beneficial owner, directly or indirectly, of 5 percent or more of the outstanding shares of voting stock of the Corporation.

D. The provisions of paragraph C of this Article TWELFTH shall not apply to any transaction described in such paragraph C if the Board of Directors of the Corporation shall by resolution have approved a memorandum setting forth the principal terms of such transaction and such transaction is substantially consistent therewith, provided that a majority of those directors voting in favor of such resolution are Continuing Directors (as defined in paragraph E of this Article ELEVENTH).

E. For the purpose of this Article ELEVENTH:

I. The "voting stock" of any corporation shall mean stock of all classes of such corporation entitled to vote in elections of directors, considered as one class.

II. Any person shall be deemed to be the "beneficial owner" of any shares of stock of the Corporation (i) which

it owns, directly or indirectly, whether of record or not, or which it has the right to acquire pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise, or (ii) which are beneficially owned, directly or indirectly (including shares deemed owned through application of clause (i) above), by any other person which is its affiliate or associate (as defined in this paragraph E) or with which it or any of its affiliates or associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of stock of the Corporation. The outstanding shares of any

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class of stock of the Corporation shall be deemed to include shares deemed owned, through application of clauses (i) and (ii) above, but shall not include any other shares which may be issuable pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise.

III. An "affiliate" of a specified person is any person that, directly or indirectly, controls or is controlled by, or is under common control with, the person specified. For the purposes of this definition, "control" (including, with correlative meanings, the terms "controlled by" and "under common control with"), as used with respect to any person, shall mean the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of the specified person, whether through the ownership of voting securities or by contract or otherwise.

IV. The term "associate" used to indicate a relationship with any specified person means (i) any person in which such specified person has a significant financial interest or as to which such specified person's relationship is such that such specified person substantially influences its management and policies or any person having a significant financial interest in such specified person or which substantially influences the management and policies of such specified person, and without limitation to the foregoing, (ii) any person of which such specified person is an officer, director or partner or is, directly or indirectly, the beneficial owner of 5 percent or more of any class of equity securities, (iii) any trust or other estate in which such specified person has a substantial beneficial interest or as to which such person serves as trustee or in a similar fiduciary capacity, and (iv) any relative or spouse of such specified person, or any relative of such spouse, who has the same home as such specified person or who is a director or officer of such specified person or any corporation which controls or is controlled by

such specified person.

V. A "person" is any individual, corporation or other entity.

VI. The term "securities" shall include, without limitation, any stocks, bonds, debentures, notes and evidences of indebtedness, and any warrants, options

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and other rights to subscribe to or purchase any of the foregoing.

VII. A "Subsidiary" is any corporation of which at least a majority of the outstanding shares of equity stock is owned of record or beneficially by the Corporation and/or its Subsidiaries. A "Major Subsidiary" is any corporation of which at least 80 percent of the outstanding shares of equity stock is owned of record and beneficially by the Corporation and/or its Major Subsidiaries.

VIII. The term "Continuing Director" shall mean a person who was a duly elected and acting director of the Corporation at the time of the adoption of this Article ELEVENTH or became a duly elected and acting director of the Corporation prior to the time that, for the purposes of paragraph B or D, as the case may be, of this Article ELEVENTH, such other person became a beneficial owner, directly or indirectly, of 5 percent or more of the voting stock of the Corporation, or a person designated (whether before or after election as a director) to be a Continuing Director by a majority of the Continuing Directors.

F. A majority of the Continuing Directors shall have the power and duty to determine for the purposes of this Article ELEVENTH, on the basis of information known to them, whether a proposed transaction is subject to the provisions of paragraph A or C of this Article ELEVENTH, and in particular and without limitation, whether (1) any person beneficially owns 5 percent or more of the outstanding shares of voting stock of the Corporation, (2) any person is an "affiliate" or "associate" of any other person, (3) any person has an agreement, arrangement or understanding with any other person, (4) any proposed transaction involves a substantial part of the assets of the Corporation or any Subsidiary, (5) the fair value of securities, assets or other consideration referred to in paragraph B of this Article ELEVENTH is less than \$2,000,000, (6) any series of transactions are related, and (7) the memorandum referred to in paragraph B or D of this Article ELEVENTH is substantially consistent with the transaction to which it relates. Any such determination shall be conclusive and binding for all purposes of this Article

G. The affirmative vote of stockholders required by this Article TWELFTH shall be in lieu of any lesser vote or consent of the holders of the stock of the Corporation otherwise required by law or in any agreement to which the

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Corporation is a party, and shall be in addition to any voting requirements imposed by law or any other provisions of the Certificate of Incorporation of the Corporation, including resolutions providing for the issuance of a class or series of stock adopted by the Board of Directors pursuant to authority vested in it by the provisions of the Certificate of Incorporation, in favor of certain classes of stock.

H. No amendment to this Certificate of Incorporation, directly or indirectly by merger, consolidation or otherwise, shall amend, alter, change or repeal any of the provisions of this Article ELEVENTH, unless the amendment effecting such amendment, alteration, change or repeal shall receive the affirmative vote of the holders of at least 80 percent of the outstanding shares of stock of the Corporation entitled to vote in elections of directors; provided that this paragraph H shall not apply to any such amendment if such amendment is submitted to the stockholders for adoption with the unanimous recommendation of the entire Board of Directors.

TWELFTH: A. No action required to be taken or which may be taken at any annual or special meeting of stockholders of the Corporation may be taken without a meeting and the power of stockholders to consent in writing to the taking of any action is specifically denied.

B. No amendment to this Certificate of Incorporation, directly or indirectly by merger, consolidation or otherwise, shall amend, alter, change or repeal any of the provisions of this Article TWELFTH unless the amendment effecting such amendment, alteration, change or repeal shall receive the affirmative vote of the holders of at least 80 percent of the outstanding shares of stock of the Corporation entitled to vote in elections of directors; provided that this paragraph B shall not apply to any such amendment if such amendment is submitted to the stockholders for adoption with the unanimous recommendation of the entire Board of Directors.

FOURTH: That this Restated Certificate of Incorporation was duly adopted by the Board of Directors of the Corporation in accordance with the provisions of Section 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, SENSORMATIC ELECTRONICS CORPORATION has caused its corporate seal to be hereunto affixed

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and this Restated Certificate of Incorporation to be signed by Michael E. Pardue, a Vice President, and attested by Marian Fetchik, an Assistant Secretary, this 20th day of March, 1987.

SENSORMATIC ELECTRONICS
CORPORATION

[CORPORATE SEAL]

By /s/Michael E. Pardue

Vice President

ATTEST:

Marian E. Fetchik
Assistant Secretary

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CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We consent to the references to our firm under the captions "Sensormatic Selected Historical Financial Information" and "Experts" in Amendment No. 2 (Post-Effective Amendment No. 1) to the Registration Statement (Form S-3, No. 33-61626) and related Prospectus of Sensormatic Electronics Corporation (the "Company"), and to the incorporation by reference therein of our report dated August 13, 1993, with respect to the consolidated financial statements and schedules of the Company included in its Annual Report (Form 10-K) for the year ended June 30, 1993, filed with the Securities and Exchange Commission.

ERNST & YOUNG

Fort Lauderdale, Florida
January 5, 1994

CONSENT OF INDEPENDENT CHARTERED ACCOUNTANTS

We consent to the references to our firm under the captions "ALP Selected Historical Financial Information" and "Experts" and to the use of our report dated March 23, 1992, except as to Note 19, which is as of May 20, 1992, with respect to the combined financial statements of ALP incorporated by reference in Amendment No. 2 (Post-Effective Amendment No. 1) to the Registration Statement (Form S-3, No. 33-61626) and related Prospectus of Sensormatic Electronics Corporation.

BDO BINDER HAMLYN
Chartered Accountants
(Internationally BDO Binder)

London, England
January 5, 1994