

SECURITIES AND EXCHANGE COMMISSION

FORM S-4

Registration of securities issued in business combination transactions

Filing Date: **1994-01-19**
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FILER

SENSORMATIC ELECTRONICS CORP

CIK: **88974** | IRS No.: **341024665** | State of Incorporation: **DE** | Fiscal Year End: **0531**
Type: **S-4** | Act: **33** | File No.: **033-51957** | Film No.: **94501898**
SIC: **3669** Communications equipment, nec

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

SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

<TABLE>

<S> DELAWARE (State or other jurisdiction of incorporation or organization)	<C> 3663 (Primary Standard Industrial Classification Code Number)	<C> 34-1024665 (I.R.S. Employer Identification No.)
---	--	--

</TABLE>

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 Electronics 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:

JEROME M. LEWINE, ESQ.
Christy & Viener
620 Fifth Avenue, New York, New York 10020

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO
THE PUBLIC: From time to time after the
effective date of this Registration Statement.

If the securities being registered on this Form are being
offered in connection with the formation of a holding company and there is
compliance with General Instruction G, check the following box. / /

CALCULATION OF REGISTRATION FEE

<TABLE>

Title of Each Class of Securities to Be Registered	Amount to Be Registered	Proposed Maximum Offering Price per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
<S> Common Stock, \$.01 par value	<C> 4,500,000 shares	<C> \$35	<C> \$157,500,000	<C> \$54,311

</TABLE>

(1) Estimated solely for purposes of calculating the
registration fee on the basis of the average of the high
and low reported sales prices of the Common Stock on
January 18, 1994, on the New York Stock Exchange, in
accordance with Rule 457(c) under the Securities Act of
1933.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT
ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE
REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS
REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH
SECTION 8(A) OF THE SECURITIES ACT OF 1933, OR UNTIL THE REGISTRATION STATEMENT

CROSS REFERENCE SHEET TO FORM S-4 OF
SENSORMATIC ELECTRONICS CORPORATION
(PURSUANT TO ITEM 501(B) OF REGULATION S-K)

<TABLE>
<CAPTION>

<S>	ITEM NUMBER AND CAPTION OF FORM S-4 -----	LOCATION IN PROXY STATEMENT-PROSPECTUS -----
	<C>	<C>
A.	INFORMATION ABOUT THE TRANSACTION	
1.	Forepart of Registration Statement and Outside Front Cover Page of Prospectus	Facing Page of Registration Statement; Cross- Reference Sheet; Cover Page
2.	Inside Front and Outside Back Cover Pages of Prospectus	"Available Information"; "Incorporation of Certain Documents by Reference"; Table of Contents
3.	Risk Factors, Ratio of Earnings to Fixed Charges and Other Information	Cover Page; "The Company"; "Condensed Financial Information"; "Pro Forma Combined Financial Information of Sensormatic and ALPS"; "Sensormatic Selected Historical Financial Information"; "ALPS Selected Historical Financial Information"
4.	Terms of the Transaction	*
5.	Pro Forma Financial Information	*
6.	Material Contacts with the Company Being Acquired	*
7.	Additional Information Required for Reoffering by Persons and Parties Deemed to Be Underwriters	*
8.	Interests of Named Experts and Counsel	"Legal Matters"; "Experts"
9.	Disclosure of Commission Position on Indemnification for Securities Acts Liabilities	*
B.	INFORMATION ABOUT THE REGISTRANT	
10.	Information with Respect to S-3 Registrants	"Incorporation of Certain Documents by Reference"; "The Company"; "Pro Forma Combined Information of Sensormatic and ALPS"; "Sensormatic Selected Historical Financial Information"; "ALPS Selected Historical Financial Information"
11.	Incorporation of Certain Information by Reference	"Incorporation of Certain Documents by Reference"
12.	Information with Respect to S-2 or S-3 Registrants	

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<TABLE>
<CAPTION>

<S>	ITEM NUMBER AND CAPTION OF FORM S-4 -----	LOCATION IN PROXY STATEMENT-PROSPECTUS -----
	<C>	<C>
C.	INFORMATION ABOUT THE COMPANY BEING ACQUIRED	
13.	Incorporation of Certain Information by Reference	*
14.	Information with Respect to Registrants Other Than S-3 or S-2 Registrants	*

- 15. Information with Respect to S-3 Companies. *
- 16. Information with Respect to S-2 or S-3
Companies *
- 17. Information with Respect to Companies Other
Than S-2 or S-3 Companies *

D. VOTING AND MANAGEMENT INFORMATION

- 18. Information if Proxies, Consents or
Authorizations are to be Solicited *
- 19. Information if Proxies, Consents or
Authorizations are not to be Solicited, or
in an Exchange Offer *

</TABLE>

* Not applicable or answer negative upon the date of filing of this Registration Statement. The Registrant may be required to provide information (or further information) in response to one or more of such items under certain circumstances by means of a post-effective amendment to this Registration Statement or a supplement to the prospectus contained herein.

SUBJECT TO COMPLETION, DATED JANUARY 18, 1994

PROSPECTUS

SENSORMATIC ELECTRONICS CORPORATION

4,500,000 SHARES OF COMMON STOCK

This Prospectus relates to 4,500,000 shares (the "Shares") of the Common Stock of Sensormatic Electronics Corporation (the "Company") which may be offered and issued by the Company from time to time in connection with the acquisition by the Company, directly or indirectly through subsidiaries of the Company, of various businesses or assets, or interests therein. Such Shares may be issued in exchange for shares of capital stock, partnership interests or other assets representing an interest, direct or indirect, in other companies or other entities, or in exchange for tangible or intangible assets, including assets constituting all or substantially all of the assets and businesses of such entities.

It is expected that the terms of acquisitions involving the issuance of Shares covered by this Prospectus will be determined by direct negotiations with the owners or controlling persons of the businesses or assets to be acquired, and that the Shares so issued will be valued at prices based on market prices on the New York Stock Exchange, Inc. ("NYSE") at or about the time the terms of an acquisition are agreed upon or at or about the time of delivery of such Shares, or based on average market prices for periods ending at or about such times. In the case of entities which are more widely held, Shares may also be issued through exchange offers to stockholders or documents soliciting the approval of statutory mergers, consolidations or sales of assets. No underwriting discounts or commissions will be paid, although brokers' or finders' fees may be paid from time to time with respect to specific acquisitions; under some circumstances, the Company may issue Shares covered by this Prospectus in full or partial payment of such fees. Any person receiving any such fees may be deemed to be an underwriter within the meaning of the Securities Act of 1933, as amended (the "Act").

With the consent of the Company, this Prospectus may also be used by persons ("Selling Stockholders") who have received or will receive from the Shares covered by this Prospectus in connection with acquisitions and who may wish to sell such Shares under circumstances requiring or making desirable its use. The Company's consent to such use may be conditioned upon such persons' agreeing not to offer more than a specified number of Shares following amendments to this Prospectus, which the Company may agree to use its best efforts to prepare and file at certain intervals. The Company may require that any such offering be effected in orderly fashion through securities dealers. In certain instances, the Company may guaranty that the aggregate net proceeds of sale of Shares sold by Selling Stockholders during a limited period following their issuance will not be less than the valuation used for purposes of their issuance, and may make up any shortfall (including any shortfall attributable to brokers' commissions and selling expenses) by issuing additional Shares under this Prospectus or in cash.

 * Information contained herein is subject to completion or amendment. *
 * A registration statement relating to these securities has been filed *
 * with the Securities and Exchange Commission. These securities may *
 * not be sold nor may offers to buy be accepted prior to the time the *
 * registration statement becomes effective. This prospectus shall not *
 * constitute an offer to sell or the solicitation of an offer to buy *
 * nor shall there be any sale of these securities in any State in which *
 * such offer, solicitation or sale would be unlawful prior to *
 * registration or qualification under the securities laws of any such *
 * State. *
 * *****

Sales by Selling Stockholders pursuant to this Prospectus may be made from time to time in one or more transactions on the NYSE or otherwise. Selling Stockholders may effect such transactions by selling Shares to or through broker-dealers, and such broker-dealers may receive compensation in the form of underwriting discounts, concessions or commissions from Selling Shareholders and/or purchasers of Shares for whom they may act as agent (which compensation may be in excess of customary commissions). Selling Shareholders and broker-dealers that participate with Selling Stockholders in the distribution of Shares may be deemed to be "underwriters" within the meaning of Section 2(11) of the Act, and any commissions received by them and any profit on the resale of Shares may be deemed to be underwriting compensation; however, the sale by Selling Stockholders of Shares pursuant to this Prospectus shall not be deemed an admission that they or such broker-dealers are underwriters under the Act with respect to any such Shares. The Company may agree to indemnify Selling Stockholders and/or broker-dealers against certain civil liabilities, including liabilities under the Act, and to reimburse them for certain expenses in connection with the offering and sale of Shares.

Selling Stockholders may also offer shares of stock issued in past and future acquisitions by means of prospectuses under other available registration statements or pursuant to exemptions from the registration requirements of the Act, including sales which meet the requirements of Rule 145(d) under the Act, and stockholders should seek the advice of their own counsel with respect to the legal requirements for such sales.

The shares of Common Stock offered hereby will, prior to their issuance, be listed on the NYSE subject to official notice of issuance. The last reported sale price of the Company's Common Stock of the NYSE on January 18, 1994 was \$35 1/8.

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 , 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 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

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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.

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.

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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 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.

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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. The Company continually evaluates strategic acquisition opportunities and anticipates making further acquisitions.

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.

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.

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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, 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	\$ 0.97	\$ 0.21	\$ 0.25
Net income	0.40	0.48	0.60	0.73	0.97	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

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(1) In fiscal 1993, the Company acquired ALPS and the outstanding common stock of Security Tag.

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(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.

PRELIMINARY SECOND QUARTER RESULTS

The Company recently stated that it expects net income for the three months ended December 31, 1993 to be approximately \$18.5 million, or \$.29 per share, and total revenues for the quarter to be approximately \$160 million, in comparison with net income of \$13.6 million, or \$.23 per share, and total revenues of \$122 million for the three months ended December 31, 1992. See "Sensormatic Selected Historical Financial Information".

|| 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
Three Months Ended Sept. 30,	Three Months Ended Sept. 30,

	Year Ended June 30, 1993	1992	1993 (1)	Year Ended 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.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF CONDENSED PRO FORMA COMBINED
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

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 debt-to-equity ratio of the Company was .63 to 1.0.

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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.

USE OF PROCEEDS

This Prospectus relates to Shares of Common Stock of the Company which may be offered and issued by the Company from time to time in the acquisition of other businesses or assets, or interests therein. Other than the businesses or assets acquired, there will be no proceeds to the Company from these offerings, nor will the Company receive any proceeds from any resales of Shares by Selling Stockholders. In instances where the Company agrees to guaranty that the aggregate net proceeds from sales of Shares sold by Selling Stockholders will not be less than the valuation used for the issuance of such Shares, the Company may be required to issue additional Shares under this Prospectus or to make a cash payment to make up any shortfall (including any shortfall attributable to brokers' commissions and selling expenses).

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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.

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

</TABLE>

<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

</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 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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PRELIMINARY SECOND QUARTER RESULTS

The Company recently stated that it expects net income for the three months ended December 31, 1993 to be approximately \$18.5 million, or \$.29 per share, and total revenues for the quarter to be approximately \$160 million, in comparison with net income of \$13.6 million, or \$.23 per share, and total revenues of \$122 million for the three months ended December 31, 1992. For the six months ended December 31, 1993, it is expected that net income will be

approximately \$33.5 million, or \$.53 per share, and that total revenues will be approximately \$303 million, compared with net income of \$24.5 million, or \$.44 per share, and total revenues of \$241.8 million for the comparable prior period.

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
	-----	-----	-----	-----	-----	-----	-----
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)
	-----	-----	-----	-----	-----	-----	-----
Income (loss) from continuing operations before extraordinary items	L. 6,504	L. 6,978	L. (128)	\$ (191)	L. 111	L. 926	\$ 1,380
	=====	=====	=====	=====	=====	=====	=====
Cash dividends paid	L. 5,300	--	L. 5,200	\$ 7,748	L. --	L. --	\$ --
	=====	=====	=====	=====	=====	=====	=====
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

BALANCE SHEET DATA (AT END OF PERIOD):

U.K. GAAP:		L.		L.		L.		L.		L.		L.	
Cash		241	318	587	875	3,772	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:		L.		L.		L.		L.		L.		L.	
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					

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 January 14, 1994. This was \$1.49 = L.1.00. On January 18, 1994, the Noon Buying Rate was \$1.50 = L.1.00.

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.

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

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Combined condensed statements of operations for the six months ended May 31, 1991 and 1992 (unaudited)	F-3
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Notes to the combined condensed financial statements for the six months ended May 31, 1991 and 1992 (unaudited)	F-5

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

<TABLE>
<CAPTION>

	L. '000	\$'000
<S>	<C>	<C>
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
	42,921	63,952
Total current assets		
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
	111,902	166,734
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
	54,246	80,827
Total current liabilities		
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
	9,748	14,525
Total combined shareholders' equity		
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
	9,504	14,161
Goodwill		
Deferred income taxes	(1,699)	(2,532)
Development costs	(441)	(657)
Goodwill on related companies	2,688	4,005
	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 January 14, 1994. This was \$1.49 = L.1.00. On January 18, 1994, the Noon Buying Rate was \$1.50 = L.1.00.

See accompanying notes.

ALPS

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

	1991	1992	1992
	L.'000	L.'000	\$'000
<S>	<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
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)

	1991	1992	1992
	L.'000	L.'000	\$'000
<S>	<C>	<C>	<C>
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>
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See accompanying notes.

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ALPS

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:

<TABLE>
<CAPTION>

	L.'000

<S>	<C>
Work-in-progress	216
Finished goods	16,835

</TABLE>

(d) Debt

At May 31, 1992 debt is summarized as follows:

<TABLE>
<CAPTION>

	L.'000
<S>	<C>
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

</TABLE>
||

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 20. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Article TENTH of the Registrant's Restated Certificate of Incorporation and Article IX of the Registrant's By-Laws provide for indemnification of officers and directors of the Registrant, 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 Registrant. 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 the fullest extent consistent with applicable law. The By-Laws provide that the right to indemnification is a contract right and authorize the Registrant 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 Registrant, express powers to indemnify its directors and officers.

The Registrant carries directors' and officers' liability insurance covering losses up to \$20,000,000 (subject to certain deductible amounts).

ITEM 21. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

(A) EXHIBITS.

EXHIBIT NUMBER		DESCRIPTION OF EXHIBIT
4(a)	-	Copy of Composite Restated Certificate of Incorporation of Sensormatic Electronics Corporation filed pursuant to Rule 232.102(c) of Regulation S-T (incorporated by reference to Exhibit 4(d) to Registration Statement on Form S-3, File No. 33-61626).
4(b)	-	Copy of By-Laws of Sensormatic Electronics Corporation (incorporated by reference to Exhibit 3(b) to Form 10-K for the fiscal year ended May 31, 1990 (File Number 0-3953)).
4(c)	-	Indenture, dated as of May 15, 1991, between the Registrant and Continental Bank National Association, as

Trustee, relating to the Registrant's 7% Convertible Subordinated Debentures due 2001 (incorporated by reference to Exhibit 4(a) to Form 10-K for the fiscal year ended May 31, 1991 (File Number 0-3953)).

- 4(d) - Note Agreement, dated as of January 15, 1993, among the Registrant and the Purchasers named therein, relating to the Registrant's 8.21% Senior Notes Due January 30, 2003 (incorporated by reference to Exhibit 4.4 to Registration Statement on Form S-4, File No. 33-62750).

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30	
<TABLE>	
<CAPTION>	
EXHIBIT NUMBER	DESCRIPTION OF EXHIBIT
-----	-----
<S> <C>	<C>
* 5	- Opinion of Christy & Viener, including consent.
* 23(a)	- Consent of Christy & Viener (included in Exhibit 5)
* 23(b)	- Consent of Ernst & Young
* 23(c)	- Consent of BDO Binder Hamlyn
* 24	- Powers of Attorney of Ronald G. Assaf, James E. Lineberger, Michael E. Pardue, Lawrence J. Simmons, Jerome M. LeWine, Dr. Arthur G. Milnes and John T. Ray, Jr. (included on page II-5 of the Registration Statement).

</TABLE>

* Filed herewith.

(B) FINANCIAL STATEMENT SCHEDULES.

Not applicable.

(C) ITEM 4(B) INFORMATION.

Not applicable.

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ITEM 22. UNDERTAKINGS.

(1) The undersigned Registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to the registration statement:

- (i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and
- (iii) 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 purpose 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 undersigned Registrant 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 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to 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) The undersigned Registrant hereby undertakes to deliver or cause to be delivered with the prospectus, to each person to whom the prospectus is sent or given, the latest annual report, to security holders that is incorporated by reference in the prospectus and furnished pursuant to and meeting the requirements of Rule 14a-3 or 14c-3 under the Securities Exchange Act of 1934; and, where interim financial information required to be presented by Article 3 of Regulation S-X is not set forth in the prospectus, to deliver or cause to be delivered to each person to whom the prospectus is sent or given, the latest quarterly report that is specifically incorporated by reference in the prospectus to provide such interim financial information.

(4) (a) The undersigned Registrant hereby undertakes as follows: that prior to any public reoffering of the securities registered hereunder through use of a prospectus which

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is a part of this registration statement, by any person or party who is deemed to be an underwriter within the meaning of Rule 145(c), the issuer undertakes that such reoffering prospectus will contain the information called for by the applicable registration form with respect to reofferings by persons who may be deemed underwriters, in addition to the information called for by the other items of the applicable form.

(b) The Registrant undertakes that every prospectus (i) that is filed pursuant to paragraph (4) (a) immediately preceding, or (ii) that purports to meet the requirements of Section 10(a)(3) of the Act and is used in connection with an offering of securities subject to Rule 415, will be filed as a part of an amendment to the registration statement and will not be used until such amendment is effective, and that, for 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.

(5) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant 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 Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant 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 Registrant 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.

(6) The undersigned Registrant hereby undertakes: (i) to respond to requests for information that is incorporated by reference into the prospectus pursuant to Item 4, 10(b), 11 or 13 of this form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means; and (ii) to arrange or provide for a facility in the U.S. for the purpose of responding to such requests. This includes information contained in documents filed subsequent to the effective date of the Registration Statement through the date of responding to the request.

(7) The undersigned Registrant hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the Registration Statement when it became effective, except where the transaction in which the securities being offered pursuant to the Registration Statement would itself qualify for an exemption from Section 5 of the Securities Act, absent the existence of other similar (prior or subsequent) transactions.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Deerfield Beach, Florida on the 18th day of January, 1994.

SENSORMATIC ELECTRONICS CORPORATION

By: /s/ Ronald G. Assaf

 Ronald G. Assaf
 Chairman of the Board
 and President

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Ronald G. Assaf, James E. Lineberger, Michael E. Pardue, Lawrence J. Simmons, Miguel A. Flores and Jerome M. LeWine, or any of them, his attorney-in-fact, for him in any and all capacities, with full power of substitution and resubstitution, to sign any amendments, including any post-effective amendments, to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and conforming all that said attorney-in-fact, or his substitutes, may do or cause to be done by virtue thereof.

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 dates 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> 1/18/94
/s/ Thomas V. Buffett ----- (Thomas V. Buffett)	Vice Chairman of the Board of Directors	1/18/94
/s/ James E. Lineberger ----- (James E. Lineberger)	Chairman of the Executive Committee and Director	1/18/94
/s/ Michael E. Pardue ----- (Michael E. Pardue)	Executive Vice President and Chief Operating Officer (principal financial officer) and Director	1/18/94
/s/ Lawrence J. Simmons ----- (Lawrence J. Simmons)	Vice President of Finance (principal accounting officer)	1/18/94
/s/ Jerome M. LeWine ----- (Jerome M. LeWine)	Director	1/18/94
/s/ Arthur G. Milnes ----- (Dr. Arthur G. Milnes)	Director	1/18/94

(John T. Ray, Jr.)

</TABLE>

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Exhibit Index

<TABLE> <CAPTION> EXHIBIT NUMBER -----	DESCRIPTION OF EXHIBIT -----	PAGE NUMBER -----
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* 5	Opinion of Christy & Viener, including consent.	
* 23(a)	Consent of Christy & Viener (included in Exhibit 5)	
* 23(b)	Consent of Ernst & Young	
* 23(c)	Consent of BDO Binder Hamlyn	
* 24	Powers of Attorney of Ronald G. Assaf, James E. Lineberger, Michael E. Pardue, Lawrence J. Simmons, Jerome M. LeWine, Dr. Arthur G. Milnes and John T. Ray, Jr. (included on page II-5 of the Registration Statement).	

</TABLE>
* Filed herewith

CHRISTY & VIENER
620 FIFTH AVENUE
NEW YORK, NEW YORK 10020-2457
(212) 632-5500

DIRECT DIAL NUMBER
(212) 632-

FACSIMILE
(212) 632-5555

January 18, 1994

Sensormatic Electronics Corporation
500 N.W. 12th Avenue
Deerfield Beach, Florida 33442-1795

Re: Registration Statement on Form S-4

Gentlemen:

We have acted as general counsel to Sensormatic Electronics Corporation, a Delaware corporation (the "Corporation"), in connection with the preparation of a Registration Statement on Form S-4 (the "Registration Statement") being filed under the Securities Act of 1933, as amended (the "Securities Act") for the registration by the Corporation of up to 4,500,000 shares of the Corporation's Common Stock (the "Shares").

As general counsel of the Corporation, we have examined and are familiar with the Registration Statement, the Agreement, the Corporation's Restated Certificate of Incorporation and By-Laws, the proceedings of its stockholders, Board of Directors and committees thereof, and such certificates of public officials and such other corporate records and other documents as we have deemed necessary in rendering this opinion.

Based on the foregoing, and assuming (for purposes of the opinion set forth in paragraph 2, below) that the applicable provisions of the Securities Act and the securities of "blue sky"

laws of various states shall have been complied with, we are of the opinion that:

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CHRISTY & VIENER

Sensormatic Electronics Corporation
Page 2

January 18, 1994

1. The Corporation is duly incorporated, validly existing and in good standing under the laws of the State of Delaware.

2. The Shares have been duly authorized, and will be validly issued, fully paid and nonassessable as and when (i) the Corporation's Board of Directors or a duly authorized committee thereof shall have adopted resolutions authorizing the issuance and sale of the Shares and determined the consideration to be received in exchange for the Shares in transactions as contemplated by the Registration Statement; and (ii) the Shares shall have been duly issued and delivered to the purchasers thereof against payment or delivery of the consideration therefor as contemplated by such resolutions.

We consent to being named in the Registration Statement as attorneys who have passed on legal matters in connection with the Shares and we consent to the filing of this opinion as Exhibit 5 to the Registration Statement.

Very truly yours,

CHRISTY & VIENER

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 the Registration Statement (Form S-4) and related Prospectus of Sensormatic Electronics Corporation (the "Company") for the registration of 4,500,000 shares of the Company's Common Stock, par value \$.01 per share, 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

Miami, Florida
January 18, 1994

CONSENT OF INDEPENDENT CHARTERED ACCOUNTANTS

We consent to the references to our firm under the captions "ALPS 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 ALPS incorporated by reference in the Registration Statement (Form S-4) of Sensormatic Electronics Corporation (the "Company") for the registration of 4,500,000 shares of its Common Stock, par value \$.01 per share.

BDO BINDER HAMLIN
Chartered Accountants
(Internationally BDO Binder)

London, England
January 18, 1994