

MASCO CORP /DE/

FORM 424B3

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

Filed 12/16/94

Address	21001 VAN BORN RD TAYLOR, MI 48180
Telephone	3132747400
CIK	0000062996
Symbol	MAS
SIC Code	2430 - Millwork, Veneer, Plywood, And Structural Wood
Industry	Constr. - Supplies & Fixtures
Sector	Capital Goods
Fiscal Year	12/31

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FORM 424B3

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

Filed 12/16/1994

Address	21001 VAN BORN RD TAYLOR, Michigan 48180
Telephone	313-274-7400
CIK	0000062996
Industry	Furniture & Fixtures
Sector	Consumer Cyclical
Fiscal Year	12/31

PROSPECTUS 1,714,640 Shares

MASCO CORPORATION

Common Stock
(\$1 Par Value)

All the shares of Common Stock being offered hereby (the "Shares") are held by certain stockholders (the "Selling Stockholders") of Masco Corporation ("Masco" or the "Company"). Masco will not receive any of the proceeds from the sale of the Shares.

The Selling Stockholders (and their donees, distributees, pledgees and personal representatives) may, from time to time, offer for sale and sell or distribute the Shares to be offered by them hereby (a) in transactions executed on the New York Stock Exchange or other exchanges on which the Shares may be traded, (b) in negotiated transactions or (c) through other means. Sales may be effected at market prices prevailing at the time of sale or at such other prices as may be negotiated by the Selling Stockholders.

The Selling Stockholders may effect such transactions by selling Shares to or through dealers, and such dealers may receive compensation in the form of underwriting discounts, concessions or commissions from the Selling Stockholders (which compensation, if any, is not expected to be in excess of customary commissions). The Selling Stockholders and any dealers that participate with the Selling Stockholders in the distribution of Shares may be deemed to be underwriters, and any commissions received by them and any profit on the resale of Shares sold by them might be deemed to be underwriting discounts and commissions under the Securities Act of 1933.

Masco has agreed to indemnify the Selling Stockholders against certain liabilities under the Securities Act of 1933.

**THE COMPANY'S COMMON STOCK IS LISTED ON THE
NEW YORK STOCK EXCHANGE**

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

March 11, 1994

MASCO CORPORATION

Common Stock
(\$1 Par Value)

From December 14 through December 16, 1994, each of the Selling Stockholders sold the Shares owned by him and covered by this Prospectus to Smith Barney Inc. at an average price of \$22 per share.

NO PERSON IS AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION OTHER THAN AS CONTAINED IN THIS PROSPECTUS IN CONNECTION WITH THE OFFERING DESCRIBED HEREIN.

AVAILABLE INFORMATION

The Company is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "1934 Act"), and in accordance therewith files reports and other information with the Securities and Exchange Commission (the "Commission"). Reports, proxy statements and other information filed by Masco can be inspected and copied at the public reference facilities maintained by the Commission at 450 Fifth Street, N.W., Washington, D.C. 20549, and at the following Regional Offices of the Commission: New York Regional Office, 7 World Trade Center, New York, New York 10048; and Chicago Regional Office, Northwest Atrium Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60661. Copies of such material can also be obtained from the Public Reference Section of the Commission, 450 Fifth Street, N.W., Washington, D.C. 20549 at prescribed rates. Such reports, proxy statements and other information can also be inspected at the office of the New York Stock Exchange, 20 Broad Street, New York, New York 10005, on which the Company's securities are listed.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed with the Commission are hereby incorporated herein by reference:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1992;
- (b) The Company's Proxy Statement dated April 15, 1993, in connection with its Annual Meeting of Stockholders held on May 19, 1993;
- (c) The Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 1993, June 30, 1993 and September 30, 1993;
- (d) The Company's Current Report on Form 8-K dated March 2, 1994; and
- (e) The Company's Form 8 dated May 22, 1991 amending its Registration Statement on Form 8-A dated February 12, 1987.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the 1934 Act prior to the termination of the offering of the Shares shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents. Any statement contained in a previously filed document incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein modifies or supersedes such statement, and any statement contained in any previously filed document or contained herein shall be deemed modified or superseded to the extent that a statement contained in a subsequently filed document which is incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part hereof except as so modified or superseded.

MASCO UNDERTAKES TO PROVIDE WITHOUT CHARGE TO EACH PERSON TO WHOM A COPY OF THIS PROSPECTUS HAS BEEN DELIVERED, UPON THE WRITTEN OR ORAL REQUEST OF ANY SUCH PERSON, A COPY OF ANY OR ALL OF THE DOCUMENTS REFERRED TO ABOVE WHICH HAVE BEEN OR MAY BE INCORPORATED IN THIS PROSPECTUS BY REFERENCE, OTHER THAN ANY EXHIBITS TO SUCH DOCUMENTS. REQUESTS FOR SUCH COPIES SHOULD BE DIRECTED TO JOHN C. NICHOLLS, JR., TREASURER, MASCO CORPORATION, 21001 VAN BORN ROAD, TAYLOR, MICHIGAN 48180 (TELEPHONE (313) 274-7400).

THE COMPANY

Masco manufactures building, home improvement and home furnishings products for the home and family. Masco believes that it is the largest domestic manufacturer of faucets, plumbing supplies, kitchen and bath cabinets and furniture, and that it is a leading domestic producer of a number of other building, home improvement and home furnishings products.

Masco's principal executives offices are located at 21001 Van Born Road, Taylor, Michigan 48180, and the telephone number is (313) 274-7400. Except as the context otherwise indicates, the terms "Masco" or the "Company" refer to Masco Corporation and its consolidated subsidiaries.

SELLING STOCKHOLDERS

The Shares, as listed below, are the number of Shares which may be offered by the Selling Stockholders named below (and by their donees, distributees, pledgees and personal representatives). The Shares listed below constitute all of the Shares held by the Selling Stockholders prior to this offering, except that Kenneth M. Day II holds up to an additional twenty shares of Company common stock. On February 28, 1994, the Selling Stockholders acquired the Shares from Masco pursuant to a Purchase Agreement dated as of December 23, 1993 (the "Agreement") among Masco, Zenith Products Corporation ("Zenith") and the stockholders of Zenith. The Selling Stockholders are the stockholders of Zenith. The Selling Stockholders did not hold positions or have material relationships with Masco or any predecessor or affiliate thereof during the three years preceding such acquisition. Since such acquisition, the Selling Stockholders have held positions with Zenith comparable to the positions they held prior to the acquisition. The Agreement contains indemnification provisions covering this registration and offering.

Selling Stockholder -----	Number of Shares Held -----
A. James Aruffo	240,050
Anthony Aruffo	85,732
Ronald J. Cammarota	274,343
Kenneth M. Day, II	360,074
Thomas J. Della Franco, III	137,171
Michael E. Dries	120,025
Robert Roggio	137,171
Robert S. Roggio	360,074

PLAN OF DISTRIBUTION

The Selling Stockholders (and their donees, distributees, pledgees and personal representatives) may, from time to time, offer for sale and sell or distribute the Shares to be offered by them hereby (a) in transactions executed on the New York Stock Exchange or other exchanges on which the Shares may be traded, (b) in negotiated transactions or (c) through other means. Sales may be effected at market prices prevailing at the time of sale or at such other prices as may be negotiated by the Selling Stockholders.

The Selling Stockholders may effect such transactions by selling Shares to or through dealers, and such dealers may receive compensation in the form of underwriting discounts, concessions or commissions from the Selling Stockholders (which compensation, if any, is not expected to be in excess of customary commissions). The Selling Stockholders and any dealers that participate with the Selling Stockholders in the distribution of Shares may be deemed to be underwriters, and any commissions received by them and any profit on the resale of Shares sold by them might be deemed to be underwriting discounts and commissions under the Securities Act of 1933.

EXPERTS

The Company's financial statements, included in the Company's Current Report on Form 8-K dated March 2, 1994, have been audited by Coopers & Lybrand, independent accountants, as set forth in their report appearing in such Form 8-

K. All such financial statements have been incorporated by reference herein in reliance upon such report and upon the authority of such firm as experts in accounting and auditing. The financial statements of MascoTech, Inc., (formerly known as Masco Industries, Inc.) included in the Company's Current Report on Form 8-K dated March 2, 1994, have been audited by Coopers & Lybrand, independent accountants, as set forth in their report appearing in such Form 8-

K. All such financial statements have been incorporated by reference herein in reliance upon such report and upon the authority of such firm as experts in accounting and auditing.

End of Filing

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