A registration statement relating to these securities has been filed with the Securities and Exchange Commission, but has not yet become effective. Information contained herein is subject to completion or amendment. 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 sales 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.

PROSPECTUS

PRELIMINARY PROSPECTUS DATED FEBRUARY 15, 1965

219,531 Shares

Memorex Corporation

Common Stock

(Par Value $1 Per Share)

Edward S. Seaman
11519 Arroyo Oaks
Los Altos Hills, CA 94024

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

The shares offered hereby are outstanding shares which are being purchased by the Underwriters from certain stockholders. The Company will receive no part of the proceeds from the sale of these shares.

There also are registered under this Registration Statement 96,261 shares of Common Stock held by non-controlling stockholders (see "Principal Holders of Stock" and "Selling Stockholders"), which shares may be sold in whole or in part and from time to time in the over-the-counter market. All present stockholders have agreed not to sell any of their remaining shares for a period of 60 days after the date of this Prospectus without the consent of Smith, Barney & Co. Incorporated. (See "Underwriting").

Prior to this offering, there has been no established public market for the Company's Common Stock. The initial public offering price has been determined through negotiations between the Selling Stockholders and the Underwriters.

	Price to Public	Underwriting Discounts and Commissions①	Proceeds to Selling Stockholders②
Per Share	$	$	$
Total	$	$	$

① With respect to the 96,261 shares which may be sold from time to time by stockholders, it is possible that in such sales the Selling Stockholders may be deemed "underwriters" within the meaning of the Securities Act of 1933, and the difference between the cost of the shares to such persons (see "Selling Stockholders") and the sales prices of such shares may be deemed underwriting commissions within the meaning of the Act.

② Expenses of the offering estimated at $40,000 will be paid by the Company.

Of the 219,531 shares offered hereby, approximately 18,000 shares are being offered at the public offering price to employees and other persons designated by the Company.

These shares are offered by the Underwriters named herein subject to prior sale when and as delivered and accepted by them and subject to the approval of certain legal matters by counsel. It is expected that delivery of stock certificates will be made on or about ....., 1965.

Smith, Barney & Co.

Incorporated

....., 1965

THE COMPUTER HISTORY MUSEUM
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No person is authorized to give any information or to make any representations not contained in this Prospectus; and any information or representations not contained herein must not be relied upon as having been authorized by the Company or any Underwriter. This Prospectus does not constitute an offer by any Underwriter to sell the securities in any state to any person to whom it is unlawful for such Underwriter to make such offer in such state.

219,531 Shares

Memorex Corporation

Common Stock

(Par Value $1 Per Share)

PROSPECTUS

February , 1965

Smith, Barney & Co.
Incorporated