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RADIOSHACK CORP
Form S-3
July 17, 2002

As filed with the Securities and Exchange Commission on July 17, 2002
Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

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

Delaware
(State or other jurisdiction of incorporation or organization)

(I.R.S. emplo

100 Throckmorton Street, Suite 1800, Fort Worth, Texas 76102, 817-415-3700
(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

M. C. Hill, Esq.
Senior Vice President, Corporate Secretary and General Counsel
RadioShack Corporation
100 Throckmorton Street, Suite 1800
Fort Worth, Texas 76102
817-415-3924

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(Name, address, including zip code, and telephone number, including area
code, of agent for service)

Approximate date of commencement of proposed sale to the public:
From time to time after this registration statement becomes effective.

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

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

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462 (c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

 CALCULATION OF REGISTRATION FEE

| Title of securities to be registered(1) | Amount to be registered (2) | Proposed maximum offering price per share (3) | Proposed maximum aggregate offering price (3) | A r f |
|---|-----------------------------|---|---|-------------|
| Common Stock, par value \$1 per share | 225,000 | \$ 27.24 | \$ 6,129,000 | \$ |

- (1) Includes Preferred Stock Purchase Rights under the RadioShack Corporation Amended and Restated Shareholder Rights Agreement.
- (2) If, prior to the completion of the distribution of the Common Stock covered by this registration statement, additional shares of Common Stock are issued or issuable as a result of a stock split or stock dividend, this registration statement shall be deemed to cover such additional shares resulting from the stock split or stock dividend pursuant to Rule 416.
- (3) Calculated based upon the average of the high and low sale prices as reported by the New York Stock Exchange and published in the Wall Street Journal as of a date within five (5) business days prior to the date of filing this registration statement in accordance with Rule 457 (c).

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 shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

SUBJECT TO COMPLETION
 PRELIMINARY PROSPECTUS DATED JULY 17, 2002

THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. WE MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE

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SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

[LOGO] RadioShack(R)

Prospectus

Dealer/Franchisee Rewards Plan Take Stock In RadioShack

The Dealer/Franchisee Rewards Plan, "Take Stock In RadioShack" of RadioShack Corporation provides our individual Dealer/Franchisees with an advantageous way to buy shares of our common stock. Under the plan, Dealer/Franchisees are awarded credits towards the purchase of our common stock based on the amount of annual net purchases of our supplied products. If a Dealer/Franchisee voluntarily elects to redeem credits for \$25.00 per credit toward the purchase of our common stock, we will contribute an additional amount to the purchase equal to a percentage rate of the \$25.00 credit redeemed, determined by the Dealer/Franchisee's period of tenure with us.

See "Risk Factors" on page 4 of this prospectus of certain risks you should consider in connection with an investment in our common stock.

The price of shares of common stock purchased under the plan will be equal to the closing price of shares of our common stock on the last trading day of February of the applicable calendar year. Our common stock is traded on the New York Stock Exchange under the symbol "RSH". The last reported sale price for our common stock on July 12, 2002 was \$ 26.75 per share. This prospectus covers 225,000 shares of our common stock.

To the extent required by applicable law in certain jurisdictions, shares of our common stock offered under the plan will be offered through a broker-dealer selected by us.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities, or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2002

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Unless otherwise specified, the information in this prospectus is as of _____, 2002. We anticipate that changes will occur in our affairs after that date. We have not authorized anyone to give any information or to make any representations, other than as contained in this prospectus, in connection with the offer contained in this prospectus. If anyone gives you any information or makes any representation in connection with this offer, you should not rely on it as information that we authorized. This prospectus does not constitute an offer to sell our common stock in any state or other jurisdiction where it is unlawful to make such an offer.

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AVAILABLE INFORMATION

We are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, and its rules and regulations. The Exchange Act requires us to file reports, proxy statements and other information with the SEC. Copies of these reports, proxy statements and other information can be inspected and copied at:

SEC Public Reference Room
450 Fifth Street, N.W.
Room 1024
Washington, D.C. 20549

You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. You may also obtain copies of any material we have filed with the SEC by mail at prescribed rates from:

Public Reference Section
Securities and Exchange Commission
450 Fifth Street N.W.

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Washington, D.C. 20549-0004

Finally, you may obtain these materials electronically by accessing the SEC's home page on the Internet at:

<http://www.sec.gov>

Also, reports and other information concerning us are available for inspection and copying at:

New York Stock Exchange
20 Broad Street
New York, New York 10005

A registration statement on Form S-3 with respect to the shares offered hereby (together with any amendments, exhibits and schedules thereto) has been filed with the SEC under the Securities Act of 1933, as amended. This prospectus does not contain all of the information contained in such registration statement, certain portions of which have been omitted pursuant to the rules and regulations of the SEC. For further information with respect to us and the shares offered hereby, reference is made to the registration statement. Statements contained in this prospectus regarding the contents of any contract or any other documents are not necessarily complete and, in each instance, reference is hereby made to the copy of such contract or document filed as an exhibit to the registration statement. The registration statement may be inspected without charge at the SEC's principal office in Washington D.C., and copies of all or any part thereof may be obtained from the Public Reference Section of the SEC at the address set forth above, upon payment of prescribed fees.

We will promptly furnish, without charge, a copy of any and all of the information incorporated by reference in this prospectus upon your written or oral request to:

RadioShack Corporation
100 Throckmorton Street, Suite 1700
Fort Worth, Texas 76102
Telephone (817) 415-3022
Attention: Shareholder Services

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents, which we previously filed with the SEC under Section 13 or 15 of the Exchange Act, are incorporated by reference into this prospectus:

RadioShack SEC Filings (File No. 1-5571)

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1. Annual Report on Form 10-K (filed March 29, 2002) for the twelve months ended December 31, 2001;
2. Proxy Statement for the Annual Meeting of Stockholders held on May 16, 2002 (filed April 12, 2002);
3. Quarterly Report on Form 10-Q (filed May 13, 2002) for the quarter ended on March 31, 2002; and
4. Form 8-K filed on July 16, 2002.

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In addition, we incorporate by reference the descriptions of our common stock and preferred stock purchase rights, which are contained in registration statement on Form 8-B, dated February 26, 1968, registration statement on Form 8-A, dated August 26, 1986, Amendment No. 1 on Form 8-A to registration statement on Form 8-A, dated July 11, 1988, Amendment No. 2 on Form 8-A to registration statement on Form 8-A, dated June 27, 1990 and Amendment No. 3 on Form 8-A to registration statement on Form 8-A, dated August 10, 1999 filed with the SEC, as updated in any amendment or report filed for such purpose.

Finally, we incorporate by reference in this prospectus all documents that we may file under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus and before the filing of a post-effective amendment (which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold). Those documents are a part of this prospectus from the date of their filing and later information we file with the SEC will automatically update and supersede this information.

RADIOSHACK

We are a leading marketer of consumer electronics with a broad retail distribution system engaged in marketing products and services in such diverse technologies as audio, video, telephony and personal computers. We market products primarily in the United States. Our retail distribution system is comprised of the RadioShack store chain and our website. Through our company-owned stores, our independently owned Dealer/Franchisees and our website, we distribute private label and branded electronic parts and accessories, audio/visual equipment, direct-to-home satellite systems, personal computers, cellular, PCS and conventional telephones, as well as specialized services and products, such as scanners, electronic toys and hard to find accessories and batteries.

Our principal executive offices are located at 100 Throckmorton Street, Suite 1800, Fort Worth, Texas 76102. Our mailing address is 100 Throckmorton Street, Suite 1800, P.O. Box 17180, Fort Worth, Texas 76102 and our telephone number is (817) 415-3700.

RISK FACTORS

You should carefully consider the discussion of those risks set forth in our most recent annual report on Form 10-K and in any subsequent quarterly reports on Form 10-Q, each of which is incorporated by reference.

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TAKE STOCK IN RADIOSHACK PLAN

Advantages and features

Some of the advantages and features of the plan which are described in this prospectus are:

- .. Our Dealer/Franchisees who satisfy all of the requirements of the plan, are automatically enrolled as participants in the plan and may purchase shares of common stock by redeeming credits for \$25.00 each.
- .. We will contribute an additional amount to the participant's purchase of common stock equal to a percentage rate, determined by the Dealer/Franchisee's tenure with us, of each \$25.00 credit redeemed.

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- .. Participants obtain an ongoing ownership stake in our company.
- .. Participants purchase common stock without incurring a brokerage fee or other transaction costs.
- .. After purchase, participants will receive any cash dividends declared on common stock held.
- .. Personal recordkeeping is simplified by the plan administrator's issuance of statements indicating activity.

Plan administration

We, and persons we select to act as the plan administrator, administer the plan, keep records, send statements of account activity to participants and perform clerical duties related to the plan. The plan administrator will purchase all shares of common stock to be acquired under the plan directly from us. No open market purchase of common stock will be made for plan purposes.

All inquiries and instructions concerning the plan should be directed to:

RadioShack Corporation
100 Throckmorton Street, Suite 1700
Fort Worth, Texas 76102
Telephone: (817) 415-3022
Attention: Shareholder Services

Plan qualification

In order to qualify to buy common stock under the plan, a Dealer/Franchisee must satisfy all the following requirements:

- .. A Dealer/Franchisee must meet or exceed required levels of increases from the previous year in annual net purchases of our supplied products during the full calendar year as described in the Appendix attached to this prospectus;
- .. A Dealer/Franchisee, on December 31 of each year must have been a continuous active Dealer/Franchisee as of January, and each month after that during that full calendar year and for each year thereafter, and be conducting an ongoing business and our records must reflect each of these facts;
- .. A Dealer/Franchisee's accounts payable to us must be current as of the time of purchase of common stock under the plan; and
- .. A Dealer/Franchisee, at the time of purchase and issuance of common stock under the plan, must also continue to be an active Dealer/Franchisee.

The requirements to qualify to purchase common stock and to receive the percentage levels of contributions from us under the plan shall start and be measured as of January 1, 2002. For example, if an active Dealer/Franchisee has had six years of continuous tenure with us, as of January 1, 2002, we would compare purchase levels during 2001 to 2002 and then contribute at the 80% level for each \$25.00 credit earned and redeemed.

Plan enrollment

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No plan enrollment forms will be sent to Dealer/Franchisees. Dealer/Franchisees who are purchasing our products through our Dealer/Franchise division which are intended for resale are automatically enrolled as participants in the plan. This means that a Dealer/Franchisee is eligible to redeem credits under the plan so long as that Dealer/Franchisee meets all of the terms and requirements of the plan. The decision whether to redeem any credits that may be earned is entirely up to the participating Dealer/Franchisee. Any credits awarded for net purchases during any one calendar year and not utilized to purchase common stock will be canceled as of April 10 of the immediately following year.

We may elect not to permit a person to become a participant in the plan if that person lives in any jurisdiction or foreign country, where, in our judgment, the burden or expense of compliance with applicable state blue sky laws, securities laws or other requirements make participation improbable or inadvisable.

Purchasing common stock

Once a person is a participant in the plan he or she will be awarded credits valued at \$25.00 each for purposes of the plan for achieving various levels of annual net purchases of products as described in the section entitled "Awarding credits" below. These credits may be applied toward the purchase of our common stock. The number of credits awarded at each required net purchase level of products will vary depending on the applicable percentage of annual product net purchase gain or loss from the previous year achieved by the retail location[s] owned by a participant. These credits shall be applied after the end of the applicable year by the plan administrator to the participant's account maintained by the plan for each participant. If a participant elects under the plan to purchase our common stock, a participant may redeem the credits awarded by paying \$25.00 per credit. Upon receipt of this payment we will contribute an additional amount to the purchase determined by multiplying the following applicable percentages times each \$25.00 credit redeemed:

| Period of Continuous Tenure as a RadioShack Dealer/Franchisee as of January 1, 2002 ----- | Amount of Contribution ----- |
|--|------------------------------------|
| Day one through three years | 40% of \$25.00 credit redeemed |
| Over three years through five years | 60% of \$25.00 credit redeemed |
| Over five years | 80% of \$25.00 credit redeemed |

The whole number of shares of common stock resulting from the division of the closing price of our common stock on the last trading day in February of the applicable year into the value of the total number of credits awarded and redeemed by a participant plus our contribution to a participant's account will be sent to a participant on or about April 30 of the applicable year. For example, if a participant has been a Dealer/Franchisee for two years and has been awarded and redeems five credits for \$25.00 each (\$125.00), then our contribution will be an additional \$50.00 (40% of the redeemed credits) for a total of \$175.00 to be used towards the purchase of our common stock. Assuming, in this example that the closing price of common stock on the last trading day in February is \$25.00 per share, a participant would receive seven shares of common stock. No partial shares of common stock will be issued nor will any unused or partial credits be carried forward. Participants will not receive any cash from us other than a refund of any excess cash payment for common stock made by the participant which would only be represented by a partial or fractional share.

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Continuous Tenure as a Dealer/Franchisee

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If a Dealer/Franchisee at any time is not active with us for a period of three months or more and then resumes being an active Dealer/Franchisee, the period of continuous tenure will start over and, when again eligible to redeem credits under the plan, our contribution will be at 40%. Additionally, should a Dealer/Franchisee with a single store location sell the original store location and acquire a new store location, then regardless of the time period involved, the Dealer/Franchisee will start over and, when again eligible to redeem credits under the plan, our contribution level will be at 40%.

Awarding credits

To be awarded credits, the plan requires a minimum average of \$50,000 of annual net purchases of products per retail location owned by a participant. "Net purchases" means the purchase of products supplied or billed from one of our warehouse/distribution centers, through our Dealer/Franchise division, to the Dealer/Franchisee, net of returns, credits for defective merchandise, and other credits. These net purchases shall be determined only from the year-end purchase/sale records of our Dealer/Franchise division. As net purchases increase (both in amount and as compared to the previous year) the number of credits awarded increases. The chart in the Appendix describes the credit award levels for both single and multiple locations. The plan has two award levels. A retail location with net purchases of less than \$150,000 during a given calendar year and having an annual double digit net purchase gain over the previous year during that given calendar year will be awarded twice the number of credits as a similar retail location achieving an annual single digit gain in net purchases. Also, a retail location with net purchases of more than \$150,000 during a given calendar year and achieving a 5% or greater increase in net purchases over the previous year during that given calendar year, will be awarded twice the amount of credits as a similar retail location achieving a gain in net purchases of 0% to 4.99% in a calendar year. All retail locations that show an annual decrease in net purchases of 5% or greater will not be awarded credits.

Multiple locations and new Dealer/Franchisees

If multiple retail locations are owned by a participant, and the average annual net purchases for all these locations equal at least \$50,000 per location per calendar year, those net purchases will qualify to be awarded credits in order to be eligible to purchase common stock. Two retail locations require \$100,000 of net purchases of products or an average of \$50,000 per location in a calendar year. For example, should one location have \$60,000 of net purchases of products and another location have \$40,000 of net purchases in a calendar year both will qualify under the plan to be awarded credits. After reaching the minimum net purchase requirement, each \$25,000 of net purchase increase would be awarded credits the same as a single retail location. If an existing Dealer/Franchisee (as of January of any calendar year) opens a new retail location (in addition to an existing location) at any time during the calendar year, and the average annual net purchases for all retail locations owned by that Dealer/Franchisee equal at least \$50,000 per location, then the net purchases of the new location will qualify to be awarded credits. As shown on the chart in the Appendix, new Dealer/Franchisees who order, pay for, and receive Products as of January of any year will be eligible to qualify to be awarded Credits at the 0 to 9.99% purchase level for Net Purchases under \$150,000 and at the 0 to 4.99% purchase level for Net Purchases over \$150,000. New Dealer/Franchisees purchasing Products between February 1 and December 31 of a year will be eligible to qualify to be awarded Credits in the following year

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if they do not have a decrease of 5% or greater in Net Purchases in that following year.

Election and distribution of common stock

As promptly as practicable after the end of February of the applicable calendar year, but on or about March 10, the plan administrator will mail to each participant notice of the closing price of our common stock on the last trading day in February and an election and payment form as well as a statement of the amount, if any, of credits in the participant's account. Should a participant elect to redeem credits in order to receive our contribution and acquire our common stock, a participant must complete the election form, enclose payment for the credits and deliver the form and payment to us not later than April 10 of the applicable year. Upon receipt of the election form and determining that good and sufficient funds have been received, we will distribute to each participant who qualifies under the plan the whole number of shares of common stock resulting from the division of the applicable closing price into the value of the total number of credits awarded, redeemed and paid for by a

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participant plus our contribution to a participant's account. It is expected that shares of our common stock will be mailed to participants on or about April 30 of each year the plan is in effect.

Any credits awarded for net purchases during any one calendar year and not utilized to purchase common stock shall be canceled as of April 10 of the next year. Credits have no value outside of the plan and may not be sold, hypothecated, pledged, assigned or otherwise transferred.

Cash dividends

Declared cash dividends on common stock will not be applied to credits in a participant's account. Participants will only be entitled to receive cash dividends declared by us after they become a record owner of common stock and remain a record owner on the dividend record date.

Voting of stock

Credits do not give participants any voting rights. When a participant becomes an owner of record of our common stock, they will have the voting rights accorded to owners of our common stock.

Changes in capitalization

In the event of a stock dividend, stock split, merger or recapitalization affecting the number of outstanding shares of our common stock, the number of credits applied to a participant's account will not be adjusted.

Withdrawal - early payment

There are no early payment or withdrawal rights under the plan.

Beneficiary rights

There are no rights under the plan to designate a beneficiary of credits or otherwise gift, or pass by a will the right to receive credits or common stock under the plan.

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Transfer; assignment

Neither the shares of common stock prior to the date the participant becomes the record owner of such shares nor any interest in the credits held under the plan shall be sold, transferred, assigned, alienated, pledged, or otherwise encumbered or disposed of in whole or in part, either directly, by operation of law, or otherwise. If any attempt is made by a participant to sell, transfer, assign, alienate, pledge, or otherwise encumber or dispose his or her interest in such shares of common stock prior to the date the participant becomes the record owner of such shares, or the credits, for his or her debts, liabilities in tort or contract, or otherwise, then we, in our sole discretion, may terminate the participant from the plan, and the participant shall have no further rights under the plan or in any credits including the right, if any, to purchase shares of our common stock thereunder.

Administration

The plan shall be administered by us as the plan administrator and our President or such other person or persons as may be designated by our President.

Our power and authority concerning the administration of the plan shall include, in addition to other powers, the following:

1. Authorizing delivery of common stock;

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2. Making, amending and enforcing all appropriate rules and regulations for the administration of the plan; and
3. Deciding or resolving any and all questions or disputes as may arise in connection with the plan.

Any determination, decision made by us or action we take concerning any question, dispute or disagreement arising out of or in connection with the construction, interpretation, administration and application of the plan and of its rules and regulations, shall lie within our absolute discretion and shall be final and binding upon all participants and any persons claiming any rights under the plan.

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Limitation of participant's rights

No participant nor any person claiming the participant's rights shall have any right or interest in the plan that is not expressly granted.

Delivery in the event of death

In the event of the death of the participant, any delivery of common stock otherwise due under the terms of the plan shall be made to the heirs or the executor or administrator of the estate of the participant.

Notices, communication, delivery and identity

All notices, delivery of common stock and communications to a participant in connection with the plan shall be deemed to have been given, made or delivered when mailed with postage prepaid, or sent by overnight express

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delivery service, to the participant at the address last appearing on our records.

All notices, instructions or other communications by a participant to us in connection with the plan shall be deemed to have been given, made or delivered only when in fact received by us at:

100 Throckmorton Street
Suite 1700
Fort Worth, Texas 76102
Attention: Shareholder Services

The identity of a Dealer/Franchisee for all purposes under the plan shall be determined solely from the records of our Dealer/Franchise division.

Amendment, suspension or termination

We may amend, suspend or terminate the plan at any time or from time to time.

Cash refund

If, prior to the date a participant becomes the record owner of common stock under the plan, the plan is suspended or terminated or a participant terminates participation in the plan for any reason, any cash payment previously made by a participant shall be promptly refunded without any interest earned thereon.

Tax consequences of participation in the plan

The following discussion is a general summary of the federal income tax consequences under current law of credits awarded and redeemed under the plan. This information is not a complete explanation of the tax consequences of such credits. Participants should consult with their own tax advisor concerning the federal, state, local and other tax consequences of the redemption of credits and the ownership and disposition of the underlying securities.

A participant will not recognize taxable income upon the award of credits under the plan. Should a participant elect to redeem credits in order to receive our contribution and acquire common stock, the participant will recognize taxable income to the extent the fair market value of the common stock acquired exceeds the amount paid for the common stock by the participant not including our contribution. For purposes of determining the amount of taxable income recognized by the participant upon the acquisition of our common stock, the fair market value of our common stock shall be equal to the number of shares acquired by the participant multiplied by the average of the high and low sale prices of shares of common stock on the New York Stock Exchange on the date the shares are distributed to the participant. The taxable income recognized by the participant may not equal the company contribution due to possible fluctuations in the sale price of our common stock occurring from the last trading day in February (the valuation date for determining the share purchase price) and the date the shares are actually distributed to the participant.

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The amount of taxable income generated upon the acquisition of our common stock by the participant, if any, will be determined by us and reported to the IRS on Form 1099-MISC, Miscellaneous Income. A copy of Form 1099-MISC will be provided to the participant in the year following the calendar year in which the stock is purchased. An exception to this reporting requirement is provided for

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taxable income recognized by participants which are incorporated.

For purposes of determining gain or loss on the subsequent disposition of our common stock acquired under the plan, the participant's cost basis will be equal to the sum of the amount paid by the participant plus the amount of taxable income, if any, recognized upon the acquisition of the common stock. The difference, if any, between the sales price of the shares and the cost basis of the shares will be treated as a long-term or short-term capital gain or loss, depending upon whether or not the shares were sold more than one year after the date of acquisition.

The participant will also be subject to tax on the amount of any dividends earned with respect to common stock purchased under the plan. We will report to the IRS the amount of dividends paid to the participant on Form 1099-DIV, Dividend Income. A copy of Form 1099-DIV will also be provided to the participant in the year following the calendar year in which the dividends are paid. An exception to this reporting requirement is provided for dividends paid to participants which are corporations.

In the event taxable income recognized by a participant on the acquisition of our common stock is subject to U.S. Federal income tax withholding, the plan administrator will withhold the required amount of taxes and remit them to the appropriate taxing authority. Any withholding of tax required upon the issuance of common stock will be satisfied by withholding shares equal to the fair market value of the required withholding tax on the date of acquisition.

No rights as a stockholder

No participant will have the right to exercise any of the rights and privileges of a stockholder because of credits applied to a participant's account under the plan.

Funds, common stock set aside for payment

We will not set aside monies or shares of our common stock or establish a trust or fund to assist in the delivery of our common stock. Participants and their personal representatives have rights under the plan no greater than our general unsecured creditors.

Limitation on liability

Neither we nor the plan administrator shall be liable for any act done in good faith or for any omission to act, including, without limitation, any claims of liability (a) concerning the prices of our common stock, or (b) for any fluctuation in the market value before or after purchase or sale of our common stock under the plan. Nothing in this plan shall take away any rights a participant might have under the Securities Act, or other applicable federal or state securities laws.

Governing law

The terms and conditions of the plan and its operation are governed by the laws of the State of Texas.

USE OF PROCEEDS

All purchases of common stock made under the plan will be made directly from us and sourced or fulfilled with common stock from our treasury stock. The plan or the broker-dealer will not make any open market purchases of common stock for plan purposes. The principal purpose of the plan is to provide our

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Dealer/Franchisees with shares of our common stock in order to align their interests with us and to motivate the Dealer/Franchisees to increase their purchases of our products. We will receive proceeds from these purchases and from the redemption of credits by participants made in connection with purchases of shares of our common stock under the plan. The proceeds from purchases of our common stock shall be used by us for general corporate purposes.

PLAN OF DISTRIBUTION

We will pay all costs, fees, brokers fees and commissions incurred by the plan and those related to the administration of the plan. As described in the plan, shares of our common stock will be issued to Dealer/Franchisees from our treasury stock in exchange for credits earned and paid for by participants and our contribution. No open market purchases of common stock will be made for plan purposes. To the extent required by applicable law in certain jurisdictions, shares of our common stock offered under the plan will be offered through a broker-dealer selected by us.

LEGAL MATTERS

An opinion concerning the validity of the issuance of our shares of common stock has been rendered for us by Mark C. Hill, our Senior Vice President, Corporate Secretary and General Counsel. Mr. Hill beneficially owns or has rights to acquire under employee benefit plans, an aggregate of less than 1% of our shares of common stock.

EXPERTS

The consolidated financial statements incorporated in this prospectus by reference to the Annual Report on Form 10-K of RadioShack Corporation for the year ended December 31, 2001 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, independent accountants, given on the authority of said firm as experts in accounting and auditing.

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Appendix

Minimum Annual Purchases Required to Participate in the Take Stock in RadioShack Plan: \$50,000 PER STORE Purchase Levels are tiered in \$25,000 increments

STARTING AT THE \$50,000 PURCHASE LEVEL

| Purchase Levels | Credits Issued With a Net Purchase Decrease of Negative 0 to -4.99% | Credits Issued with a Net Purchase Gain of Positive 0 to 9.99%* |
|------------------------|---|---|
| \$50,000 TO \$74,999 | 5 | 10 |
| \$75,000 TO \$99,999 | 7 | 15 |
| \$100,000 TO \$124,999 | 10 | 20 |
| \$125,000 TO \$149,999 | 12 | 25 |

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STARTING AT THE \$150,000 PURCHASE LEVEL

| Purchase Levels | Credits Issued With a Net Purchase Decrease of Negative 0 to -4.99% | Credits Issued with a Net Purchase Gain of Positive 0 to 4.99%* |
|----------------------------|---|---|
| \$150,000 TO \$174,999 | 15 | 30 |
| \$175,000 TO \$199,999 | 17 | 35 |
| \$200,000 TO \$224,999 | 20 | 40 |
| \$225,000 TO \$249,999 | 22 | 45 |
| \$250,000 TO \$274,999 | 25 | 50 |
| \$275,000 TO \$299,999 | 27 | 55 |
| \$300,000 TO \$324,999 | 30 | 60 |
| \$325,000 TO \$349,999 | 32 | 65 |
| \$350,000 TO \$374,999 | 35 | 70 |
| \$375,000 TO \$399,999 | 37 | 75 |
| \$400,000 TO \$424,999 | 40 | 80 |
| \$425,000 TO \$449,999 | 42 | 85 |
| \$450,000 TO \$474,999 | 45 | 90 |
| \$475,000 TO \$499,999 | 47 | 95 |
| \$500,000 TO \$524,999 | 50 | 100 |
| \$525,000 TO \$549,999 | 52 | 105 |
| \$550,000 TO \$574,999 | 55 | 110 |
| \$575,000 TO \$599,999 | 57 | 115 |
| \$600,000 TO \$624,999 | 60 | 120 |
| \$625,000 TO \$649,999 | 62 | 125 |
| \$650,000 TO \$674,999 | 65 | 130 |
| \$675,000 TO \$699,999 | 67 | 135 |
| \$700,000 TO \$724,999 | 70 | 140 |
| \$725,000 TO \$749,999 | 72 | 145 |
| \$750,000 TO \$774,999 | 75 | 150 |
| \$775,000 TO \$799,999 | 77 | 155 |
| \$800,000 TO \$824,999 | 80 | 160 |
| \$825,000 TO \$849,999 | 82 | 165 |
| \$850,000 TO \$874,999 | 85 | 170 |
| \$875,000 TO \$899,999 | 87 | 175 |
| \$900,000 TO \$924,999 | 90 | 180 |
| \$925,000 TO \$949,999 | 92 | 185 |
| \$950,000 TO \$974,999 | 95 | 190 |
| \$975,000 TO \$999,999 | 97 | 195 |
| \$1,000,000 TO \$1,024,999 | 100 | 200 |

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| \$1,025,000 TO \$1,049,999 Purchase Levels | 102 Credits Issued With a Net Purchase Decrease of Negative 0 to -4.99% | 205 Credits Issued* with a Net Purchase Gain of Positive 0 to 4.99% |
|---|--|--|
| \$1,050,000 TO \$1,074,999 | 105 | 210 |
| \$1,075,000 TO \$1,099,999 | 107 | 215 |

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| | | |
|----------------------------|-----|-----|
| \$1,100,000 TO \$1,124,999 | 110 | 220 |
| \$1,125,000 TO \$1,149,999 | 112 | 225 |
| \$1,150,000 TO \$1,174,999 | 115 | 230 |
| \$1,175,000 TO \$1,199,999 | 117 | 235 |
| \$1,200,000 TO \$1,224,999 | 120 | 240 |
| \$1,225,000 TO \$1,249,999 | 122 | 245 |
| \$1,250,000 TO \$1,274,999 | 125 | 250 |
| \$1,275,000 TO \$1,299,999 | 127 | 255 |
| \$1,300,000 TO \$1,324,999 | 130 | 260 |
| \$1,325,000 TO \$1,349,999 | 132 | 265 |
| \$1,350,000 TO \$1,374,999 | 135 | 270 |
| \$1,375,000 TO \$1,399,999 | 137 | 275 |
| \$1,400,000 TO \$1,424,999 | 140 | 280 |
| \$1,425,000 TO \$1,449,999 | 142 | 285 |
| \$1,450,000 TO \$1,474,999 | 145 | 290 |
| \$1,475,000 TO \$1,499,999 | 147 | 295 |
| \$1,500,000 TO \$1,524,999 | 150 | 300 |
| \$1,525,000 TO \$1,549,999 | 152 | 305 |
| \$1,550,000 TO \$1,574,999 | 155 | 310 |
| \$1,575,000 TO \$1,599,999 | 157 | 315 |
| \$1,600,000 TO \$1,624,999 | 160 | 320 |
| \$1,625,000 TO \$1,649,999 | 162 | 325 |
| \$1,650,000 TO \$1,674,999 | 165 | 330 |
| \$1,675,000 TO \$1,699,999 | 167 | 335 |
| \$1,700,000 TO \$1,724,999 | 170 | 340 |
| \$1,725,000 TO \$1,749,999 | 172 | 345 |
| \$1,750,000 TO \$1,774,999 | 175 | 350 |
| \$1,775,000 TO \$1,799,999 | 177 | 355 |
| \$1,800,000 TO \$1,824,999 | 180 | 360 |
| \$1,825,000 TO \$1,849,999 | 182 | 365 |
| \$1,850,000 TO \$1,874,999 | 185 | 370 |
| \$1,875,000 TO \$1,899,999 | 187 | 375 |
| \$1,900,000 TO \$1,924,999 | 190 | 380 |
| \$1,925,000 TO \$1,949,999 | 192 | 385 |
| \$1,950,000 TO \$1,974,999 | 195 | 390 |
| \$1,975,000 TO \$1,999,999 | 197 | 395 |
| \$2,000,000 TO \$2,024,999 | 200 | 400 |
| \$2,025,000 TO \$2,049,999 | 202 | 405 |
| \$2,050,000 TO \$2,074,999 | 205 | 410 |
| \$2,075,000 TO \$2,099,999 | 207 | 415 |
| \$2,100,000 TO \$2,124,999 | 210 | 420 |
| \$2,125,000 TO \$2,149,999 | 212 | 425 |
| \$2,150,000 TO \$2,174,999 | 215 | 430 |
| \$2,175,000 TO \$2,199,999 | 217 | 435 |
| \$2,200,000 TO \$2,224,999 | 220 | 440 |
| \$2,225,000 TO \$2,249,999 | 222 | 445 |
| \$2,250,000 TO \$2,274,999 | 225 | 450 |
| \$2,275,000 TO \$2,299,999 | 227 | 455 |
| \$2,300,000 TO \$2,324,999 | 230 | 460 |
| \$2,325,000 TO \$2,349,999 | 232 | 465 |
| \$2,350,000 TO \$2,374,999 | 235 | 470 |
| \$2,375,000 TO \$2,399,999 | 237 | 475 |
| \$2,400,000 TO \$2,424,999 | 240 | 480 |

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| | | |
|----------------------------|-----|-----|
| \$2,425,000 TO \$2,449,999 | 242 | 485 |
| \$2,450,000 TO \$2,474,999 | 245 | 490 |
| \$2,475,000 TO \$2,499,999 | 247 | 495 |

| Purchase Levels | Credits Issued With a Net Purchase Decrease of Negative 0 to -4.99% | Credits Issued* with a Net Purchase Gain of Positive 0 to 4.99% |
|----------------------------|---|---|
| \$2,500,000 TO \$2,524,999 | 250 | 500 |
| \$2,525,000 TO \$2,549,999 | 252 | 505 |
| \$2,550,000 TO \$2,574,999 | 255 | 510 |
| \$2,575,000 TO \$2,599,999 | 257 | 515 |
| \$2,600,000 TO \$2,624,999 | 260 | 520 |
| \$2,625,000 TO \$2,649,999 | 262 | 525 |
| \$2,650,000 TO \$2,674,999 | 265 | 530 |
| \$2,675,000 TO \$2,699,999 | 267 | 535 |
| \$2,700,000 TO \$2,724,999 | 270 | 540 |
| \$2,725,000 TO \$2,749,999 | 272 | 545 |
| \$2,750,000 TO \$2,774,999 | 275 | 550 |
| \$2,775,000 TO \$2,799,999 | 277 | 555 |
| \$2,800,000 TO \$2,824,999 | 280 | 560 |
| \$2,825,000 TO \$2,849,999 | 282 | 565 |
| \$2,850,000 TO \$2,874,999 | 285 | 570 |
| \$2,875,000 TO \$2,899,999 | 287 | 575 |
| \$2,900,000 TO \$2,924,999 | 290 | 580 |
| \$2,925,000 TO \$2,949,999 | 292 | 585 |
| \$2,950,000 TO \$2,974,999 | 295 | 590 |
| \$2,975,000 TO \$2,999,999 | 297 | 595 |

* New Dealer/Franchisees who order, pay for, and receive Products as of January of any year will be eligible to qualify to be awarded Credits at the 0 to 9.99% purchase level for Net Purchases under \$150,000 and at the 0 to 4.99% purchase level for Net Purchases over \$150,000. New Dealer/Franchisees purchasing Products between February 1 and December 31 of a year will be eligible to qualify to be awarded Credits in the following year if they do not have a decrease of 5% or greater in Net Purchases in that following year.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION

The expenses of the offering are estimated as follows:

| Expenses | Amount* |
|---|-----------|
| ----- | ----- |
| Securities and Exchange Commission registration fee | \$ 563.87 |

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| | |
|---|--------------|
| Legal fees | \$ 2,000.00 |
| Printing and engraving expenses | \$ 5,000.00 |
| Accountants' fees | \$ 3,000.00 |
| Blue sky and legal investment fees and expenses | \$ 250.00 |
| Miscellaneous expenses | \$ 500.00 |
| | ----- |
| Total | \$ 11,313.87 |
| | ===== |

*The first item is actual; the others are estimated

ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The General Corporation Law of the State of Delaware contains, in Section 145, provisions relating to the indemnification of officers and directors. Article 14 of the bylaws of the Company contains provisions requiring indemnification by the Company of its directors and officers to the full extent permitted by law. These provisions extend to expenses reasonably incurred by the director or officer in defense or settlement of any such action or proceeding.

The board of directors of the Company has general authority to indemnify any officer or director against losses arising out of his or her service as such, unless prohibited by law. The Company carries insurance to cover potential costs of the foregoing indemnification of the Company's officers and directors.

ITEM 16. EXHIBITS

| Exhibit Number | Description of Exhibit |
|-------------------|---|
| 5.1 | Legal Opinion of Mark C. Hill, Esq. |
| 23.1 | Consent of Independent Accountants |
| 23.2 | Consent of Mark C. Hill, Esq. (included in opinion filed as Exhibit 5). |
| 24.1 | Power of Attorney (included on the signature page filed herewith). |

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Item 17. Undertakings.

(a) The Company hereby undertakes:

(1) 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

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or any material change to such information in the registration statement; provided, however, that the undertakings set forth in clauses (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those clauses is contained in periodic reports filed by the Company pursuant to Section 13 or Section 15 (d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus 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) 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.

(b) The Company hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Company's annual report pursuant to Section 13 (a) or Section 15 (d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Fort Worth, State of Texas, on the 17/th/ day of July, 2002.

RadioShack Corporation

By: /s/ Leonard H. Roberts

Chairman of the Board
and Chief Executive Officer

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned officers and directors of RadioShack Corporation, a Delaware Corporation, do hereby constitute and appoint Leonard H. Roberts and Michael D. Newman, and either of them, their true and lawful attorneys-in-fact and agents or attorney-in-fact and agent, with power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this registration statement. Without limiting the generality of the foregoing power and authority, the powers granted include the full power of authority, the powers granted include the full power of substitution and resubstitution, for them and in their name, place and stead, in any and all capacities, the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this registration statement, to any and all amendments (including any post-effective amendments) and supplements thereto, and to any and all instruments or documents filed as part of or in connection with such registration statement, and each of the undersigned hereby ratifies and confirms all that said attorneys and agents, or any of them, shall do or cause to be done by virtue hereof. The Power of Attorney may be signed in several counterparts.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the 17/th/ day of July, 2002.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on the 17/th/ day of July, 2002.

| Signature ----- | Title ----- |
|---|---|
| /s/ Leonard H. Roberts ----- Leonard H. Roberts | Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer) |
| /s/ Michael D. Newman ----- Michael D. Newman | Senior Vice President and Chief Financial Officer (Principal Financial Officer) |
| /s/ David P. Johnson ----- David P. Johnson | Senior Vice President and Controller (Principal Accounting Officer) |
| /s/ Frank J. Belatti ----- Frank J. Belatti | Director |

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/s/ Ronald E. Elmquist Director

Ronald E. Elmquist

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/s/ Richard J. Hernandez Director

Richard J. Hernandez

/s/ Lawrence V. Jackson Director

Lawrence V. Jackson

/s/ Robert J. Kamerschen Director

Robert J. Kamerschen

/s/ Lewis F. Kornfeld Director

Lewis F. Kornfeld, Jr.

/s/ Jack L Messman Director

Jack L. Messman

/s/ Director

William G. Morton, Jr.

/s/ Thomas G. Plaskett Director

Thomas G. Plaskett

/s/ Alfred J. Stein Director

Alfred J. Stein

/s/ William E. Tucker Director

William E. Tucker

/s/ Edwina D. Woodbury Director

Edwina D. Woodbury

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EXHIBIT INDEX

| Exhibit Number | Description of Exhibit |
|-------------------|-------------------------------------|
| 5.1 | Legal Opinion of Mark C. Hill, Esq. |
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- 23.2 Consent of Mark C. Hill, Esq. (included in opinion filed as Exhibit 5).
- 24.1 Power of Attorney (included on the signature page filed herewith).