In the last years of his life, Frank Zappa wrote a large-scale composition, *Civilization Phaze III*, utilizing a Synclavier instead of acoustic instruments. This work has been largely ignored by scholars, who have attended instead to his more famous material recorded with performers.

This thesis corrects that inattention, focusing on the work's musical substance. Stylistic analysis is made of the movements, and also a relation of Zappa's stage directions to musical events found in the work. The importance of the work to Zappa's *opus* is discussed. Remaining material found in his basement studio is examined and catalogued.