

L 3 COMMUNICATIONS HOLDINGS INC  
Form 8-K  
May 13, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 13, 2014**

**L-3 COMMUNICATIONS HOLDINGS, INC.**

**L-3 COMMUNICATIONS CORPORATION**

(Exact names of registrants as specified in their charters)

	<b>001-14141</b>	<b>13-3937434</b>
<b>DELAWARE</b>	<b>333-46983</b>	<b>13-3937436</b>
(State or other Jurisdiction of Incorporation)	(Commission File Numbers)	(IRS Employer Identification Nos.)

**600 THIRD AVENUE, NEW YORK, NEW YORK**

(Address of Principal Executive Offices)

**10016**

(Zip Code)

Registrants telephone number, including area code: **(212) 697-1111**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- “ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 8.01. Other Events.**

L-3 Communications Corporation ( L-3 Communications ) is proposing to issue, subject to market conditions, unsecured senior notes in a registered offering under the Securities Act of 1933, as amended (the Securities Act ). L-3 Communications intends to use the net proceeds from the offering to fund in its entirety the redemption (and any associated conversions) of all of L-3 Communications Holdings, Inc. s outstanding 3.00% Convertible Contingent Debt Securities due August 1, 2035, of which L-3 Communications is a guarantor. Any remaining net proceeds from the offering will be used for general corporate purposes.

Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., SunTrust Robinson Humphrey, Inc., Deutsche Bank Securities Inc., Mitsubishi UFJ Securities (USA), Inc., Scotia Capital (USA) Inc., U.S. Bancorp Investments, Inc. and Wells Fargo Securities, LLC are acting as joint book-running managers for this offering.

The senior notes are being offered pursuant to L-3 Communications existing shelf registration statement, which became automatically effective upon filing with the Securities and Exchange Commission. A preliminary prospectus supplement and accompanying prospectus describing the terms of the offering has been filed with the Securities and Exchange Commission. Copies of the preliminary prospectus supplement and accompanying prospectus for the offering may be obtained from: (i) Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322 or [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com), (ii) Barclays Capital Inc. at 1-888-603-5847, or (iii) SunTrust Robinson Humphrey, Inc. at 1-800-685-4786.

This Form 8-K does not constitute an offer to sell or purchase or the solicitation of an offer to buy or repurchase any security and shall not constitute an offer, solicitation, purchase or sale in any jurisdiction in which such offer, solicitation, purchase or sale would be unlawful.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

L-3 COMMUNICATIONS HOLDINGS, INC.

L-3 COMMUNICATIONS CORPORATION

By: /s/ Allen E. Danzig  
Name: Allen E. Danzig  
Title: Vice President, Assistant General  
Counsel

and Assistant Secretary

Dated: May 13, 2014