

L 3 COMMUNICATIONS HOLDINGS INC
Form 424B3
June 23, 2004

Filed Pursuant to Rule 424(b)(3)
Registration File No.: 333-99693

PROSPECTUS SUPPLEMENT
(TO PROSPECTUS DATED OCTOBER 31, 2002)

L-3 COMMUNICATIONS HOLDINGS, INC.
448,582 Shares of Common Stock

This prospectus supplement relates to 448,582 shares of Common Stock that may be sold by certain selling stockholders.

This prospectus supplement, which supplements our prospectus dated October 31, 2002, contains information about the selling stockholders.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS SUPPLEMENT IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

June 23, 2004

TABLE OF CONTENTS

	PAGE

Selling Stockholders	S-1

You should rely only on the information contained in this prospectus supplement and the prospectus to which it refers. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. This prospectus supplement shall not constitute an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement and the prospectus

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to which it refers is accurate only as of their respective dates.

i

SELLING STOCKHOLDERS

The selling stockholders listed below received shares as consideration in connection with our acquisition of ComCept, Inc. ("ComCept").

The following table states the number of shares of our outstanding common stock that the selling stockholders own resulting from payments made in our common stock in connection with our acquisition of ComCept, the number of such shares that may be sold for the account of the selling stockholders (or any of their donees with respect to donations to any such donee that does not exceed 500 shares), and the number of shares that will be owned by the selling stockholders assuming the sale of all the shares offered hereby.

SELLING STOCKHOLDER	NUMBER OF SHARES OF COMMON STOCK OWNED	NUMBER OF SHARES OF COMMON STOCK TO BE SOLD	NUMBER OF SHARES OF COMMON STOCK OWNED AFTER SALE
Robert L. Amick	13,147	13,147	0
Dennis R. Baas	13,147	13,147	0
George Bach	166	166	0
B&B Cullen Family LTD	59,402	59,402	0
Elizabeth Beasley	166	166	0
Claude Bennett	332	332	0
Tracy Benninger	874	874	0
Mark Bigham	12,082	12,082	0
Pressly Bonner	208	208	0
David Bryson	5,832	5,832	0
Thi Cao	40	40	0
Adelbert W. Carpenter	9,321	9,321	0
Christopher Christon	6,610	6,610	0
Neal B. Cooper	17,478	17,478	0
Max Corneau	332	332	0
Brian D. Cullen	90,204	90,204	0
Cullen Family Foundation	30,000	30,000	0
Gary Davis	4,882	4,882	0
Charles DeGilio	166	166	0
Paul Deuell	40	40	0
Robert E. Dryden	33,066	33,066	0
Robert S. Dunn	519	519	0
George M. Eargle	17,068	17,068	0
Chris Freeze	250	250	0
James C. Glenn, Jr.	1,907	1,907	0
Evan Goen	166	166	0
Joseph Goodman	2,916	2,916	0
Rose Goodrich	124	124	0
Michael C. Greer	26,837	26,837	0
Rebecca Hensley	208	208	0
Michell Hilton	82	82	0
James Higdon	82	82	0
Janey Hood	998	998	0

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Ben K. Howell	3,706	3,706	0
Jamie Hydrick	208	208	0
Emily Juricek	166	166	0
John Langan	82	82	0
Edward Lavallee	208	208	0
Jim Mask	2,832	2,832	0
Greg Miller	1,208	1,208	0
Susan Mitchell	82	82	0
Bob Mimlitch	416	416	0
Art Money	1,666	1,666	0
Dick Murphy	166	166	0
Newbury Piret Companies, Inc.	10,954	10,954	0
John Parker	624	624	0
Kevin Powell	82	82	0
Art Sikes	708	708	0
Don Smith	416	416	0
Robert R. Spaulding	1,160	1,160	0
Lex E. Thorton	2,665	2,665	0
Bruce Trego	4,166	4,166	0
David Tschoerner	9,990	9,990	0
Jim Turner	2,498	2,498	0
Darrell Villarma	982	982	0
Maria Valdez	82	82	0
Greg Voelcker	82	82	0
Mark R. Von Schwartz	23,251	23,251	0
Frederick L. Wahl	9,688	9,688	0
Dee Ann Watkins	3,505	3,505	0
Anne Wester	2,082	2,082	0
John C. Wester and Anne L. Wester JT	5,025	5,025	0
TEN WROS			
Chris White	2,208	2,208	0
Mark Wilhelm	2,332	2,332	0
Curtis Wold	166	166	0
Philip A. Yates	4,758	4,758	0
Kathy Young	40	40	0
Phil Young	1,666	1,666	0
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	448,522	448,522	0
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S-1