

HARRIS CORP /DE/
Form SC TO-I/A
August 17, 2007

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
SCHEDULE TO
(RULE 14d-100)
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF
THE SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 1)

HARRIS CORPORATION

(Name of Subject Company (Issuer))

HARRIS CORPORATION

(Name of Filing Person (Issuer))

3.5% Convertible Debentures due 2022

(Title of Class of Securities)

413 875 AH 8

(CUSIP Number of Class of Securities)

Scott T. Mikuen, Esq.

**Vice President, Associate General Counsel
and Corporate Secretary**

Harris Corporation

1025 West NASA Boulevard

Melbourne, Florida 32919

(321) 727-9100

**(Name, address and telephone number of person authorized to receive notices and communications on behalf of
filing person)**

with copy to:

Robert J. Grammig, Esq.

Ivan A. Colao, Esq.

Holland & Knight LLP

100 North Tampa Street, Suite 4100

Tampa, Florida 33602

(813) 227-8500

CALCULATION OF FILING FEE

Transaction Valuation*: \$149,056,000

Amount of Filing Fee**: \$4,577

* Calculated solely for purposes of determining the filing fee. The purchase price of the 3.5% Convertible Debentures due 2022 (the Debentures), as described

herein, is \$1,000
 per \$1,000
 principal
 amount plus
 accrued and
 unpaid interest,
 if any, to, but
 not including,
 August 15, 2007
 with respect to
 the Debentures.
 As of July 16,
 2007, there was
 \$149,056,000 in
 aggregate
 principal
 amount of
 Debentures
 outstanding.

** The amount of
 the filing fee
 was calculated
 in accordance
 with Rule 0-11
 of the Securities
 Exchange Act
 of 1934, as
 amended, and
 equals \$30.70
 for each
 \$1,000,000 of
 the value of the
 transaction.

x **Check the box if any part of the fee is offset as provided by Rule 0- 11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.**

Amount Previously Paid: \$4,577 Filing Party: Harris Corporation

Form or Registration No.: Schedule TO Date Filed: July 19, 2007

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which this statement relates:

- | | |
|--|---|
| <input type="radio"/> third-party tender offer subject to Rule 14d-1. | <input type="radio"/> going-private transaction subject to Rule 13e-3. |
| <input checked="" type="radio"/> issuer tender offer subject to Rule 13e-4. | <input type="radio"/> amendment to Schedule 13D under Rule 13d-2. |

Check the following box if the filing is a final amendment reporting the results of the tender offer:

INTRODUCTORY STATEMENT

This Amendment No. 1 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO-I (Schedule TO-I) originally filed by Harris Corporation, a Delaware corporation (the Company), related to the offer by the Company to purchase, at the option of the holder thereof (the Holder), all of the outstanding 3.5% Convertible Debentures due 2022 issued by the Company on August 26, 2002 (the Debentures), upon the terms and subject to the conditions set forth in the Indenture (as defined below), the Debentures, the Company Notice, dated July 19, 2007, filed as Exhibit (a)(1)(A) to the Schedule TO-I (the Company Notice), and the related offer materials filed as Exhibit (a)(1)(B) to the Schedule TO-I (the Company Notice and related offer materials, as amended or supplemented from time to time, collectively constitute the Put Option). The Debentures were issued pursuant to an Indenture, dated as of August 26, 2002 (the Indenture), between the Company and The Bank of New York, as trustee.

This Amendment is intended to satisfy the disclosure requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended.

Item 4 Terms of the Transaction.

Item 4 of the Schedule TO-I is amended and supplemented by adding the following:

The Put Option expired at 12:00 midnight, New York City time, on Wednesday, August 15, 2007. The Company has been advised by The Bank of New York, as paying agent, that no Debentures were tendered pursuant to the terms of the Put Option and not withdrawn prior to the expiration of the Put Option. At the expiration of the Put Option, \$146,506,000 million aggregate principal amount of Debentures were outstanding.

Item 12 Exhibits.

- (a)(1)(A)* Company Notice to Holders of 3.5% Convertible Debentures due 2022, dated July 19, 2007.
- (a)(1)(B)* Form of Purchase Notice.
- (b) Not applicable.
- (d)(1) Indenture, dated as of August 26, 2002, between the Company and The Bank of New York, incorporated herein by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 26, 2002.
- (g) Not applicable.
- (h) Not applicable.

* Previously filed with Schedule TO-I filed by Harris Corporation with the Securities and Exchange Commission on July 19, 2007.

Item 13. Information Required by Schedule 13E-3.

Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

HARRIS CORPORATION

/s/ Scott T. Mikuen

Name: Scott T. Mikuen

Title: Vice President, Associate General
Counsel and Corporate Secretary

Dated: August 17, 2007

3

EXHIBIT INDEX

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* Previously filed
with
Schedule TO-I
filed by Harris
Corporation
with the
Securities and
Exchange
Commission on
July 19, 2007.