

L 3 COMMUNICATIONS HOLDINGS INC  
Form 8-K  
July 15, 2009

**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): July 14, 2009**

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

**L-3 COMMUNICATIONS CORPORATION**

(Exact Name of Registrants as Specified in Charter)

**DELAWARE**

**011-14141**

**13-3937434**

**333-46983**

**13-3937436**

(State or other Jurisdiction of  
Incorporation)

(Commission File Number)

(IRS Employer Identification No.)

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

**10016**

(Address of Principal Executive Offices)

(Zip Code)

Registrant's 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 (see General Instruction A.2. below):

- 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))
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**SECTION 5 CORPORATE GOVERNANCE AND MANAGEMENT**

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory**

**Arrangements of Certain Officers.**

On July 14, 2009, the Board of Directors of each of L-3 Communications Holdings, Inc. and L-3 Communications Corporation (together, the Company) elected Lewis Kramer to serve as a Class III director of the Company. Mr. Kramer was appointed to serve on the Audit Committee. The Company expects Mr. Kramer to stand for election at the annual meeting of stockholders in April 2010.

Mr. Kramer's compensation for his services as a director will be consistent with that of the Company's other non-employee directors. Other than the standard compensation arrangements, there are no arrangements or understandings between Mr. Kramer and any other person pursuant to which he was elected as a director. Mr. Kramer is not a party to any transaction with the Company that would require disclosure under item 404(a) of Regulation S-K.

L-3 Communications Holdings, Inc. issued a press release on June 14, 2009, announcing the election of Mr. Kramer. The press release is attached hereto as Exhibit 99.1.

**SECTION 9 FINANCIAL STATEMENTS AND EXHIBITS**

**Item 9.01 Financial Statements and Exhibits**

(d) EXHIBITS

Exhibit

Number Title

99.1 Press Release dated June 14, 2009, announcing the election of Lewis Kramer as a director of the Company.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its 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: July 15, 2009

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EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release dated June 14, 2009, announcing the election of Lewis Kramer as a director of the Company.