

L 3 COMMUNICATIONS HOLDINGS INC  
Form 8-K  
June 05, 2013

**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): June 5, 2013

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

**L-3 COMMUNICATIONS CORPORATION**

(Exact names of registrants as specified in their charters)

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(State or other Jurisdiction of Incorporation)	333-46983 (Commission File Numbers)	13-3937436 (IRS Employer Identification Nos.)
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600 THIRD AVENUE, NEW YORK, NEW YORK  
(Address of Principal Executive Offices)

10016  
(Zip Code)

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

Not Applicable

(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))

**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 June 5, 2013, the Board of Directors (the Board) of each of L-3 Communications Holdings, Inc. and L-3 Communications Corporation (together, the Company) elected General (Ret.) Ann E. Dunwoody to serve as a director of the Company. The Company expects General (Ret.) Dunwoody to stand for election at the annual meeting of shareholders in May 2014.

General (Ret.) Dunwoody's compensation for her services as a director will be consistent with that of the Company's other non-employee directors, except that her compensation will be prorated to reflect the portion of the year remaining until the 2014 annual meeting of shareholders. Accordingly, she will receive the pro rata portion of the annual board member retainer for service on the Board (currently \$106,000 per year), which she may elect to receive in cash, the Company's common stock or a combination thereof. General (Ret.) Dunwoody will also receive the pro rata portion of the Company's annual board member equity award of restricted stock units (currently based on a grant date fair value of \$120,000 per year).

Other than the standard compensation arrangements described above, there are no arrangements or understandings between General (Ret.) Dunwoody and any other person pursuant to which she was elected as a director. General (Ret.) Dunwoody is not a party to any transaction that would require disclosure under Item 404(a) of Regulation S-K.

L-3 Communications Holdings, Inc. issued a press release on June 5, 2013, announcing the election of General (Ret.) Dunwoody. The press release is attached hereto as Exhibit 99.

**Section 9 Financial Statements and Exhibits**

**ITEM 9.01. Financial Statements and Exhibits**  
(d) Exhibits

Exhibit Number	Title
99	Press Release dated June 5, 2013, announcing the election of General (Ret.) Ann E. Dunwoody as a director of the Company.

**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: June 5, 2013

**EXHIBIT INDEX**

Exhibit  
Number

Title

99 Press Release dated June 5, 2013, announcing the election of General (Ret.) Ann E. Dunwoody as a director of the Company.