

Exelis Inc.  
Form 425  
April 23, 2015

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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):

April 23, 2015

HARRIS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction  
of incorporation)

1-3863

(Commission  
File Number)

34-0276860

(I.R.S. Employer  
Identification No.)

1025 West NASA Blvd., Melbourne, Florida

(Address of principal executive offices)

32919

(Zip Code)

Registrant's telephone number, including area code:

(321) 727-9100

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))
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**Item 8.01**

**Other Events.**

As previously disclosed, on February 5, 2015, Harris Corporation ( Harris ) entered into an Agreement and Plan of Merger (the Merger Agreement ), with Exelis Inc. ( Exelis ) and a wholly owned subsidiary of Harris. The Merger Agreement provides, among other things, that upon the terms and conditions set forth therein, Merger Sub will merge with and into Exelis, with Exelis being the surviving corporation and becoming a wholly owned subsidiary of Harris (the Merger ). Harris is filing this Current Report on Form 8-K (this Report ) to provide an update on the status of the antitrust approval of its pending acquisition of Exelis.

The completion of the Merger is subject to the receipt of antitrust clearance in the United States. Under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the HSR Act ), and the rules promulgated thereunder, the Merger may not be completed until notification and report forms have been filed with the Federal Trade Commission and the Department of Justice and the applicable waiting period (or any extensions thereof) has expired or been terminated.

On April 23, 2015, Harris and Exelis received a second request from the DOJ for additional information and documentary material. Although this second request extends the waiting period under the HSR Act, Harris continues to expect the Merger to close in June 2015, subject to customary closing conditions.

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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.

HARRIS CORPORATION

*April 23, 2015*

By: */s/ Miguel A. Lopez*

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*Name: Miguel A. Lopez*

*Title: Senior Vice President & Chief Financial Officer*