

L 3 COMMUNICATIONS CORP  
Form 8-K  
March 02, 2011

**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): February 24, 2011**

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

**L-3 COMMUNICATIONS CORPORATION**

(Exact names of registrants as specified in their charters)

**DELAWARE**

**001-14141  
333-46983**

**13-3937434  
13-3937436**

(State or other Jurisdiction of  
Incorporation)

(Commission File Numbers)

(IRS Employer Identification Nos.)

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

**10016**

(Address of Principal Executive Offices)

(Zip Code)

Registrants 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:

- 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.**

(b) On February 24, 2011, General (Ret.), John M. Shalikashvili notified L-3 Communications Holdings, Inc. (the Company ) that he intends to retire on April 26, 2011, the date of the Company s annual meeting of stockholders, and accordingly, will not stand for re-election to the Company s Board of Directors.

General (Ret.) Shalikashvili will remain involved with the Company as a consultant and Director Emeritus.

The Company is grateful to General (Ret.) Shalikashvili for his years of service to the Board.

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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: March 2, 2011