

L 3 COMMUNICATIONS HOLDINGS INC
Form 8-K
December 22, 2015

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): December 18, 2015

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

(Exact names of registrants as specified in their charters)

DELAWARE	001-14141	13-3937434
(State or other Jurisdiction of	333-46983 (Commission	13-3937436 (IRS Employer
	File Numbers)	Identification Nos.)

Incorporation)

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))

ITEM 8.01. Other Events.

On December 18, 2015, L-3 Communications Holdings, Inc. (the Company) announced the pricing terms of the previously announced cash tender offer by L-3 Communications Corporation (L-3), its wholly owned subsidiary, for up to \$300 million aggregate principal amount of certain of its notes.

Holders of notes who tendered and did not validly withdraw their notes at or before 5:00 p.m., New York City time, on December 18, 2015 (the early tender date), and which were accepted for purchase by L-3, were eligible to receive the total consideration as set forth in the table below. The total consideration (including the applicable reference yields) listed in the table was determined at 2:00 p.m., New York City time, on December 18, 2015.

The total consideration for each series of notes includes an early tender premium of \$30 per \$1,000 principal amount of notes validly tendered and not validly withdrawn by such holders and accepted for purchase by L-3.

Title of Security	CUSIP No.	Acceptance Priority Level	Reference U.S. Treasury Security	Reference Yield	Fixed Spread	Total Consideration ⁽¹⁾⁽²⁾
3.95% Notes due 2024	502413 BD8	1	2.25% UST due November 15, 2025	2.190%	195 bps	\$ 986.57
1.50% Notes due 2017	502413 BC0	2	0.875% UST due November 30, 2017	0.960%	125 bps	\$ 990.03
3.95% Notes due 2016	502413 BB2	3	0.875% UST due November 30, 2017	0.960%	50 bps	\$ 1,022.10

(1) Per \$1,000 principal amount of notes that are tendered and accepted for purchase.

(2) The total consideration includes the early tender premium of \$30 per \$1,000 principal amount of notes.

All payments for notes purchased in connection with the early tender date will include accrued and unpaid interest on the principal amount of notes tendered up to, but not including, the initial settlement date, which will be December 22, 2015.

Subject to the terms and conditions of the tender offer, including the tender cap of \$300 million and associated proration procedures, L-3 accepted for purchase all of the notes validly tendered and not validly withdrawn at or prior to the early tender date.

Holders of notes subject to the tender offer who validly tendered and did not validly withdraw their notes at or prior to the early tender date are eligible to receive the previously announced total consideration, which includes an early tender premium of \$30 per \$1,000 principal amount of notes tendered by such holders and accepted for purchase by L-3. Accrued and unpaid interest up to, but not including, the settlement date will be paid in cash on all validly tendered notes accepted and purchased by L-3 in the tender offer.

The tender offer is scheduled to expire at 11:59 p.m., New York City time, on January 5, 2016, unless extended or earlier terminated.

In accordance with the terms of the tender offer, the withdrawal date was 5:00 p.m., New York City time, on December 18, 2015. As a result, tendered notes may no longer be withdrawn, except in certain limited circumstances where additional withdrawal rights are required by law.

The tender offer is being conducted upon the terms and subject to the conditions set forth in the Offer to Purchase, dated December 7, 2015, and the related Letter of Transmittal.

Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995

Except for historical information contained herein, the matters set forth in this news release are forward-looking statements. Statements that are predictive in nature, that depend upon or refer to events or conditions or that include words such as expects, anticipates, intends, plans, believes, estimates, will, could and similar expressions are forward-looking statements. The forward-looking statements set forth above involve a number of risks and uncertainties that could cause actual results to differ materially from any such statement, including the risks and uncertainties discussed in the company's Safe Harbor Compliance Statement for Forward-Looking Statements included in the company's recent filings, including Forms 10-K and 10-Q, with the Securities and Exchange Commission. The forward-looking statements speak only as of the date made, and the Company undertakes no obligation to update these forward-looking statements.

The Company issued a press release, a copy of which is attached as Exhibit 99.1 to this report, announcing the pricing terms of the tender offer. The press release attached as Exhibit 99.1 to this report is incorporated by reference herein.

ITEM 9.01. Financial Statements and Exhibits.

(D) Exhibits

Exhibit	Description
99.1	Press release dated December 18, 2015

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: December 22, 2015