

L 3 COMMUNICATIONS HOLDINGS INC  
Form DEFA14A  
March 15, 2010

**SCHEDULE 14A**  
(Rule 14a-101)  
**INFORMATION REQUIRED IN PROXY STATEMENT**  
**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-12

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

(Name of Registrant as Specified in Its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  1. Title of each class of securities to which transaction applies:
  2. Aggregate number of securities to which transaction applies:
  3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  4. Proposed maximum aggregate value of transaction:
  5. Total fee paid:
    - Fee paid previously with preliminary materials:
    - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
      1. Amount previously paid:
      2. Form, Schedule or Registration Statement No.:
      3. Filing Party:
      4. Date Filed:

\*\*\* Exercise Your Right to Vote \*\*\* IMPORTANT NOTICE Regarding the Availability of Proxy  
Materials Meeting Information Meeting Type: Annual Meeting L-3 COMMUNICATIONS HOLDINGS,  
INC. For holders as of: March 01, 2010 Date: April 27, 2010 Time: 2:30 PM EDT B Location: The  
Ritz-Carlton New York A Battery Park R Two West Street C BROKER LOGO New York, NY 10004 O  
HERE D You are receiving this communication because you hold E shares in the above named compa ny.  
Return Address Line 1 Return Address Line 2 This is not a ballot. You cannot use this notice to vote  
Return Address Line 3 these shares. This communication presents only an 51 MERCEDES WAY  
EDGEWOOD NY 11717 overview of the more complete proxy materials that are available to you on the  
Internet. You may view the proxy Investor Address Line 1 Investor Address Line 2 1 materials online at  
www.proxyvote.com or easily request a Investor Address Line 3 paper copy (see reverse side). Investor  
Address Line 4 15 12 OF Investor Address Line 5 We encourage you to access and review all of the John  
Sample 2 important information contained in the proxy materials 1234 ANYWHERE STREET before  
voting. ANY CITY, ON A1A 1A1 See the reverse side of this notice to obtain proxy materials and voting  
instructions. Broadridge Internal Use Only Job # Envelope # Sequence # # of # Sequence #

---

Before You Vote How to Access the Proxy Materials Proxy Materials Available to VIEW or RECEIVE:  
1. Notice & Proxy Statement 2. Form 10K & Summary Annual Report How to View Online: Have the 12-Digit Control Number available (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com). How to Request and Receive a PAPER or E-MAIL Copy: If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request: 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com) 2) BY TELEPHONE: 1-800-579-1639 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com) \* If requesting materials by e-mail, please send a blank e-mail with the 12-Digit Control Number (located on the following page) in the subject line. Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 13, 2010 to facilitate timely delivery. . To facilitate timely delivery please make the request as instructed above on or before How To Vote Please Choose One of The Following Voting Methods Vote In Person: If you choose to vote these shares in person at the meeting, you must request a legal proxy. To do R2.09.05.010 so, please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any 0000049276 special requirements for meeting attendance. Vote By Internet: To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the 12 Digit Control Number available and follow the instructions. Internal Use Only Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

---

Voting items The Board of Directors recommends that you vote FOR the following: 1. Election of Directors Nominees 01 Claude R. Canizares 02 Thomas A. Corcoran 03 Lewis Kramer 04 Alan H. Washkowitz The Board of Directors recommends you vote FOR the following proposal(s): B 2 Approval of the L-3 Communications Holdings, Inc. Amended and Restated 2008 Long Term Performance Plan. A R 3 Ratification of the appointment of PricewaterhouseCoopers LLP as independent registered public accounting C firm. O NOTE: Such other business as may properly come before the meeting or any adjournment thereof. D E R2.09.05.010\_3 ??0000 0000 0000 0000049276 Broadridge Internal Use Only xxxxxxxxxxx xxxxxxxxxxx Cusip Job # Envelope # Sequence # # of # Sequence #

---

Reserved for Broadridge Internal Control Information Voting Instructions THIS SPACE RESERVED  
FOR LANGUAGE PERTAINING TO BANKS AND BROKERS R2.09.05.010 AS REQUIRED BY  
THE NEW YORK STOCK EXCHANGE 0000049276\_4 Broadridge Internal Use Only P99999-010 Job  
# THIS SPACE RESERVED FOR SIGNATURES IF APPLICABLE Envelope # 12 Sequence 15 # # of #  
Sequence # # OF #