

L 3 COMMUNICATIONS CORP
Form 8-K
January 19, 2007

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): January 18, 2007

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

(Exact Name of Registrants as Specified in Charter)

DELAWARE

(State or Other Jurisdiction of Incorporation)

| | |
|--|-----------------------------------|
| 001-14141 | 13-3937434 |
| 333-46983 | 13-3937436 |
| (Commission File Number) | (IRS Employer Identification No.) |
| 600 THIRD AVENUE, NEW YORK, NEW YORK | 10016 |
| (Address of Principal Executive Offices) | (Zip Code) |

(212) 697-1111

(Registrants' Telephone Number, Including Area Code)

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 (see General Instruction A.2. below):

- 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 PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On January 18, 2007, L-3 Communications Holdings, Inc. (the “Company”) issued a press release announcing the appointment of Ralph G. D’Ambrosio, age 39, as Chief Financial Officer of the Company. As a result of such appointment, Michael T. Strianese, the Company’s President and Chief Executive Officer, will no longer serve as Chief Financial Officer. Mr. D’Ambrosio was the Company’s Vice President of Finance and Principal Accounting Officer since March 11, 2005. He became a Vice President in July 2001 and was Controller from August 2000 until March 11, 2005. The terms of his compensation arrangement are unavailable as of the date of this filing.

A copy of the press release is attached as Exhibit 99 and is incorporated herein by reference.

SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(D) EXHIBITS.

Exhibit

| Number | Title |
|--------|--|
| 99 | Press release, dated January 18, 2007, issued by L-3 Communications Holdings, Inc. |

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.

L-3 COMMUNICATIONS HOLDINGS, INC.
L-3 COMMUNICATIONS CORPORATION
By: /s/ Kathleen E. Karelis
Name: Kathleen E. Karelis
Title: Senior Vice President, General Counsel and
Corporate Secretary

Dated: January 19, 2007