

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

Form S-8

REGISTRATION STATEMENT  
under  
THE SECURITIES ACT OF 1933

L-3 Communications Holdings, Inc.  
(Exact Name of Registrant as Specified in its Charter)  
Delaware 13-3937434  
(State or Other Jurisdiction of (I.R.S. Employer  
Incorporation or Organization) Identification Number)

600 Third Avenue  
New York, New York 10016  
(Address, Including Zip Code, of Registrant's Principal Executive Office)  
L-3 Communications Holdings, Inc.  
1997 Stock Option Plan for Key Employees  
(Full titles of the Plans)

Christopher C. Cambria  
L-3 Communications Holdings, Inc.  
600 Third Avenue  
New York, New York 10016  
(212) 697-1111  
(Name, Address and Telephone Number,  
Including Area Code, of Agent For Service)

Copy to:  
Vincent Pagano, Jr., Esq.  
Simpson Thacher & Bartlett  
425 Lexington Avenue  
New York, New York 10017-3909

Approximate date of commencement of proposed sale to the public:  
From time to time after the effective date of this Registration Statement.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$.01 per share(a)	2,503,572	\$ 6.47(b)	\$16,198,110.84 (b)	\$ 4,778.44 (b)
Common Stock, par value \$.01 per share(c)	285,370	\$22.00(b)	\$ 6,278,140.00 (b)	\$ 1,852.05 (b)
Common Stock, par value \$.01 per share(d)	1,009,731	\$35.56(e)	\$35,906,034.36 (e)	\$10,592.28 (e)
Total				\$17,222.77

Represents Common Stock issuable under the options granted under the L-3 Communications Holdings, Inc. 1997 Option Plan for Key Employees (the "Plan") at an exercise price of \$6.47 per share.  
Pursuant to Rule 457(h) under the Securities Act of 1933, as amended (the "Act"), the proposed maximum offering price per share, the proposed maximum aggregate offering price and the amount of registration fee have been computed on the basis of the price at which the options may be exercised.  
Represents Common Stock issuable under the options granted under the Plan at an exercise price of \$22.00 per share.  
Represents Common Stock issuable under the options which have not yet been granted to employees under the Plan.  
Pursuant to Rule 457(h) under the Act the proposed maximum offering price per share, the proposed maximum aggregate offering price and the amount of registration fee have been computed on the basis of the average of the high and low prices per share of Common Stock on the New York Stock Exchange on July 10, 1998.

## PART II

### Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange Commission by L-3 Communications Holdings, Inc. (the "Company" or the "Registrant") are hereby incorporated in this Registration Statement by reference:

- (a) The Prospectus dated May 18, 1998 filed pursuant to Rule 424(b) under the Securities Act with respect to the offering of Common Stock; and
- (b) The Registration Statement on Form 8-A as filed with the Securities and Exchange Commission on May 18, 1998 with respect to the registration of Common Stock.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

### Item 4. Description of Securities.

Not required.

### Item 5. Interests of Named Experts and Counsel.

None.

### Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (the "DGCL") provides for, among other things:

(i) permissive indemnification for expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by designated persons, including directors and officers of a corporation, in the event such persons are parties to litigation other than stockholder derivative actions if certain conditions are met;

(ii) permissive indemnification for expenses (including attorneys' fees) actually and reasonably incurred by designated persons, including directors and officers of a corporation, in the

event such persons are parties to stockholder derivative actions if certain conditions are met;

(iii) mandatory indemnification for expenses (including attorneys' fees) actually and reasonably incurred by designated persons, including directors and officers of a corporation, in the event such persons are successful on the merits or otherwise in defense of litigation covered by (i) and (ii) above; and

(iv) that the indemnification provided for by Section 145 is not deemed exclusive of any other rights which may be provided under any by-law, agreement, stockholder or disinterested director vote, or otherwise.

In addition to the indemnification provisions of the DGCL described above, the Registrant's Certificate of Incorporation (the "Certificate of Incorporation") provides that the Registrant shall, to the fullest extent permitted by the DGCL, (i) indemnify its officers and directors and (ii) advance expenses incurred by such officers or directors in relation to any action, suit or proceeding.

The Registrant's Bylaws (the "Bylaws") require the advancement of expenses to an officer or director (without a determination as to his conduct) in advance of the final disposition of a proceeding if such person furnishes a written affirmation of his good faith belief that he has met the applicable standard of conduct and furnishes a written undertaking to repay any advances if it is ultimately determined that he is not entitled to indemnification. In connection with proceedings by or in the right of the Registrant, the Bylaws provide that indemnification shall include not only reasonable expenses, but also judgments, fines, penalties and amounts paid in settlement. The Bylaws provide that the Registrant may, subject to authorization on a case-by-case basis, indemnify and advance expenses to employees or agents to the same extent as a director or to a lesser extent (or greater, as permitted by law) as determined by the Board of Directors.

The Bylaws purport to confer upon officers and directors contractual rights to indemnification and advancement of expenses as provided therein.

The Certificate of Incorporation limits the personal liability of directors to the Registrant or its stockholders for monetary damages for breach of the fiduciary duty as a director, other than liability as a director (i) for breach of duty of loyalty to the Registrant or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL (certain illegal distributions) or (iv) for any transaction for which the director derived an improper personal benefit.

The Registrant maintains officers' and directors' insurance covering certain liabilities that may be incurred by officers and directors in the performance of their duties.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement.

- 4.1 Amended and Restated Certificate of Incorporation of L-3 Communications Holdings, Inc. (incorporated by reference to Exhibit 3.1 to Registration Statement on Form S-1, File No. 333-46975)
- 4.2 By-Laws of L-3 Communications Holdings, Inc. (incorporated by reference to Exhibit 3.2 to Registration Statement on Form S-1, File No. 333-46975)
- 5.1 Opinion of Simpson Thacher & Bartlett regarding the legality of the newly issued stock being registered
- 23.1 Consent of PricewaterhouseCoopers LLP, independent auditors
- 23.2 Consent of Ernst & Young LLP, independent auditors
- 23.21 Consent of Ernst & Young LLP, independent auditors
- 23.3 Consent of KPMG Peat Marwick LLP, independent auditors
- 23.4 Consent of Simpson Thacher & Bartlett (included in their opinion filed as Exhibit 5 hereto)
- 24 Power of Attorney (included in Part II of this Registration Statement)

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information set forth in this Registration Statement;

provided, however, that the undertakings set forth in paragraphs (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and each filing of each plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(5) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted against the Registrant by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, L-3 Communications Holdings, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 17th day of July, 1998.

L-3 COMMUNICATIONS HOLDINGS, INC.

By: /s/ Christopher C. Cambria

Name: Christopher C. Cambria

Title: Vice President-General Counsel and Secretary

POWER OF ATTORNEY

The undersigned Directors of L-3 Communications Holdings, Inc., a Delaware corporation which proposes to file with the Securities and Exchange Commission, Washington, D.C. under the provisions of the Securities Act, a Registration Statement on Form S-8 with respect to certain shares of its common stock issued or to be issued to employees pursuant to the 1997 Stock Option Plan for Key Employees hereby constitutes and appoints Christopher C. Cambria as his or her attorney, with full power of substitution and resubstitution, for and in his or her name, place and stead, to sign and file the proposed Registration Statement and any and all amendments and exhibits thereto, and any and all applications and other documents to be filed with the Securities and Exchange Commission pertaining to such securities or such registration, with full power and authority to do and perform any and all acts and things whatsoever requisite and necessary to be done in the premises, hereby ratifying and approving the acts of such attorney or any such substitute.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand at New York, New York this 17th day of July, 1998.

Signature

Title

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/s/ Frank C. Lanza Chairman, Chief Executive Officer and Director  
----- (Principal Executive Officer)  
Frank C. Lanza

/s/ Robert V. LaPenta President, Chief Financial Officer  
----- (Principal Financial Officer) and Director  
Robert V. LaPenta

/s/ Michael T. Strianese Vice President - Finance and  
----- Controller (Principal Accounting Officer)  
Michael T. Strianese

/s/ David J. Brand Director  
-----  
David J. Brand

Director

Thomas A. Corcoran

/s/ Alberto M. Finali Director

Alberto M. Finali

/s/ Eliot M. Fried Director

Eliot M. Fried

/s/ Frank H. Menaker, Jr. Director

Frank H. Menaker, Jr.

/s/ Robert B. Millard Director

Robert B. Millard

/s/ John E. Montague Director

John E. Montague

/s/ Alan H. Washkowitz Director

Alan H. Washkowitz

## EXHIBIT INDEX

Exhibit Number	Description of Exhibit
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SIMPSON THACHER & BARTLETT  
425 LEXINGTON AVENUE  
NEW YORK, NEW YORK 10017

July 17, 1998

L-3 Communications Holdings, Inc.  
600 Third Avenue  
New York, New York 10016

Ladies and Gentlemen:

We are acting as counsel to L-3 Communications Holdings, Inc., a Delaware corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended (the "Act"), pursuant to a registration statement on Form S-8 (the "Registration Statement") of 3,798,673 shares of Common Stock (the "Shares"), par value \$.01 per share (the "Common Stock"), of the Company issuable under the L-3 Communications Holdings, Inc. 1997 Stock Option Plan for Key Employees (the "Plan"). In rendering this opinion, we have examined the Registration Statement and the Plan. In addition, we have examined, and have relied as to matters of fact upon, original or copies, certified or otherwise identified to our satisfaction, of such corporate records, agreements, documents and other instruments and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such other and further investigations, as we have deemed relevant and necessary as a basis for the opinions hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, and the authenticity of the originals of such latter documents.

Based upon the foregoing, and subject to the qualifications and limitations stated herein, we are of the opinion that the Shares have been duly authorized and, upon their issuance and delivery in accordance with the Plan, will be validly issued, fully paid and nonassessable.

We are members of the Bar of the State of New York and we do not express any opinion herein concerning any law other than the law of the State of New York, the federal law of the United States and the Delaware General Corporation Law.

This opinion letter is rendered to you in connection with the above described transactions. We hereby consent to the filing of this opinion of counsel as an Exhibit to the Registration Statement. Except as stated herein, this opinion letter may not be relied upon by you for any other purpose, or relied upon by, or furnished to, any other person, firm or corporation without our prior written consent.

Very truly yours,

/s/SIMPSON THACHER & BARTLETT  
SIMPSON THACHER & BARTLETT

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## Consent of Independent Auditors

We consent to the incorporation by reference in this registration statement on Form S-8, of (i) our report dated February 2, 1998 on our audits of the consolidated financial statements of L-3 Communications Holdings, Inc. and subsidiaries as of December 31, 1997 and for the nine months then ended, and the combined financial statements of the Predecessor Company for the three months ended March 31, 1997, and as of December 31, 1996 and for the year then ended, and (ii) our report, dated March 20, 1997, on our audits of the combined financial statements of the Loral Acquired Businesses for the three months ended March 31, 1996 and for the year ended December 31, 1995, and (iii) our report, dated February 23, 1998, on our audit of the combined financial statements of AlliedSignal Ocean Systems (a wholly owned operation of AlliedSignal, Inc.) as of and for the year ended December 31, 1997. Our report on the combined financial statements of the Predecessor Company as of and for the year ended December 31, 1996 indicates that our opinion, insofar as it relates to the financial statements of the Lockheed Martin Communications Systems Division as of December 31, 1996 included in such combined financial statements, is based solely on the report of other auditors. We also consent to the reference to our Firm under the caption "Experts".

/s/ PricewaterhouseCoopers LLP

New York, New York  
July 14, 1998

Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement on Form S-8, pertaining to the 1997 Stock Option Plan for Key Employees of L-3 Communications Holdings, Inc. of our report dated March 7, 1997, with respect to the combined financial statements of Lockheed Martin Communications Systems Division as of and for the years ended December 31, 1996 (not presented separately) and 1995, included in the Registration Statement on Form S-1 No. 333-46975 and related Prospectus dated May 18, 1998 of L-3 Communications Holdings, Inc.

/s/ Ernst & Young LLP

Washington, D.C.  
July 13, 1998

Consent of Ernst & Young, LLP Independent Auditors

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 1997 Stock Option Plan for Key Employees of L-3 Communications Holdings, Inc. of our report dated January 27, 1998, with respect to the financial statements of Satellite Transmission Systems Division of California Microwave, Inc., included in the Registration Statement on Form S-1 (No. 333-46975) and related Prospectus of L-3 Communications Holdings, Inc.

/s/ Ernst & Young LLP

Palo Alto, California  
July 10, 1998

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Consent of Independent Auditors

We consent to the incorporation by reference in this Registration Statement on Form S-8, of our report dated February 9, 1998 (except as to Note 9 which is as of February 27, 1998), with respect to the consolidated balance sheet of ILEX Systems, Inc. and subsidiary as of December 31, 1997, and the related consolidated statements of income, shareholders' equity, and cash flows for the year then ended, which appears on page F-66 of the Prospectus dated May 18, 1998 of L-3 Communications Holdings, Inc. with respect to its Registration Statement on Form S-1 (Registration No. 333-46975).

/s/ KPMG Peat Marwick LLP

Mountain View, California  
July 13, 1998