

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Amendment No. 3

Under the Securities Exchange Act of 1934

L-3 COMMUNICATIONS HOLDINGS, INC.
(Name of Issuer)

Common Stock, par value \$0.01
(Title of Class of Securities)

502424104000
(CUSIP Number)

Jennifer Marre
Vice President and
Secretary

Lehman Brothers Holdings Inc.

3 World Financial Center, 7th Floor
New York, NY 10285
(212)526-2728
(Name, Address and Telephone Number of Person Authorized
to

Receive Notice and Communications)

August 31, 2000

(Date of Event which required Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

502424104000

- 1) Names of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Lehman Brothers Holdings Inc.
13-3216325

- 2) Check the Appropriate box if a Member of a Group (see instructions)

(a) ☒ [x]
(b) ☐ []

- 3) SEC Use Only

- 4) Source of Funds (see instructions)
00

- 5) Check Box if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(E)
[]

- 6) Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:

- 7) Sole Voting Power
0

- 8) Shared Voting Power
5,501,027
- 9) Sole Dispositive Power
0
- 10) Shared Dispositive Power
5,501,027
- 11) Aggregate Amount Beneficially Owned by Each Reporting Person
5,501,027
- 12) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
[]
- 13) Percent of Class Represented by Amount in Row 9
16.9%
- 14) Type of Reporting Person
HC/CO

CUSIP No.
502424104000

- 1) Names of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Lehman Brothers Inc.
13-2518466
- 2) Check the Appropriate box if a Member of a Group (see instructions)

(a) ☒
(b) ☐
- 3) SEC Use Only
- 4) Source of Funds (see instructions)
00
- 5) Check Box if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(E)
☒ [X]
- 6) Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:
- 7) Sole Voting Power
0
- 8) Shared Voting Power
109,462
- 9) Sole Dispositive Power
0
- 10) Shared Dispositive Power
109,462
- 11) Aggregate Amount Beneficially Owned by Each Reporting Person
109,462
- 12) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
☐ []
- 13) Percent of Class Represented by Amount in Row 9
0.3%
- 14) Type of Reporting Person
BD/CO

- 1) Names of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

LB I Group Inc.
13-2741778
- 2) Check the Appropriate box if a Member of a Group (see instructions)

(a) ☒
(b) ☐
- 3) SEC Use Only
- 4) Source of Funds (see instructions)
00
- 5) Check Box if Disclosure of Legal Proceedings is Requires
Pursuant to Items 2(d) or 2(E)
☐
- 6) Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:

7) Sole Voting Power
0

8) Shared Voting Power
109,462

9) Sole Dispositive Power
0

10) Shared Dispositive Power
109,462

11) Aggregate Amount Beneficially Owned by Each Reporting Person
109,462

12) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
☐

13) Percent of Class Represented by Amount in Row 9
0.3%

14) Type of Reporting Person
CO

CUSIP No.
502424104000

- 1) Names of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Lehman ALI Inc.
13-3695935

- 2) Check the Appropriate box if a Member of a Group (see instructions)

(a) ☒
(b) ☐

- 3) SEC Use Only

- 4) Source of Funds (see instructions)
00

- 5) Check Box if Disclosure of Legal Proceedings is Requires
Pursuant to Items 2(d) or 2(E)
☐

- 6) Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:

- 7) Sole Voting Power
0

- 8) Shared Voting Power
2,390,784

- 9) Sole Dispositive Power
0

- 10) Shared Dispositive Power
2,390,784

- 11) Aggregate Amount Beneficially Owned by Each Reporting Person
2,390,784

- 12) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
☐

- 13) Percent of Class Represented by Amount in Row 9
7.3%

- 14) Type of Reporting Person
CO

CUSIP No.
502424104000

- 1) Names of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Property Asset Management Inc.
13-3555152
- 2) Check the Appropriate box if a Member of a Group (see instructions)

(a) ☒
(b) ☐
- 3) SEC Use Only
- 4) Source of Funds (see instructions)
00
- 5) Check Box if Disclosure of Legal Proceedings is Requires
Pursuant to Items 2(d) or 2(E)
☐
- 6) Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:
- 7) Sole Voting Power
2,390,784
- 8) Shared Voting Power
0
- 9) Sole Dispositive Power
2,390,784
- 10) Shared Dispositive Power
0
- 11) Aggregate Amount Beneficially Owned by Each Reporting Person
2,390,784
- 12) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
☐
- 13) Percent of Class Represented by Amount in Row 9
7.3%
- 14) Type of Reporting Person
CO

CUSIP No.
502424104000

- 1) Names of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Lehman Brothers Capital Partners III, L.P.
- 2) Check the Appropriate box if a Member of a Group (see instructions)

(a) ☒
(b) ☐

3) SEC Use Only
- 4) Source of Funds (see instructions)
00
- 5) Check Box if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(E)
☐

6) Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:
- 7) Sole Voting Power
3,000,781
- 8) Shared Voting Power
0
- 9) Sole Dispositive Power
3,000,781
- 10) Shared Dispositive Power
0
- 11) Aggregate Amount Beneficially Owned by Each Reporting Person
3,000,781
- 12) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
☐

13) Percent of Class Represented by Amount in Row 9
9.2%
- 14) Type of Reporting Person
LP

CUSIP No.
502424104000

- 1) Names of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Lehman Brothers MBG Partners 1997 (A)L.P.
- 2) Check the Appropriate box if a Member of a Group (see instructions)

(a) ☒
(b) ☐
- 3) SEC Use Only
- 4) Source of Funds (see instructions)
00
- 5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)
☐
- 6) Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:

7) Sole Voting Power
84,344

8) Shared Voting Power
0

9) Sole Dispositive Power
84,344

10) Shared Dispositive Power
0

11) Aggregate Amount Beneficially Owned by Each Reporting Person
84,344

12) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
☐

13) Percent of Class Represented by Amount in Row 9
0.26%

14) Type of Reporting Person
LP

CUSIP No.
502424104000

- 1) Names of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Lehman Brothers MBG Partners 1997 (B) L.P.
- 2) Check the Appropriate box if a Member of a Group (see instructions)

(a) ☒
(b) ☐
- 3) SEC Use Only
- 4) Source of Funds (see instructions)
00
- 5) Check Box if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(E)
☐
- 6) Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:

7) Sole Voting Power
25,118

8) Shared Voting Power
0

9) Sole Dispositive Power
25,118

10) Shared Dispositive Power
0

11) Aggregate Amount Beneficially Owned by Each Reporting Person
25,118

12) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
☐
- 13) Percent of Class Represented by Amount in Row 9
0.08%
- 14) Type of Reporting Person
LP

Schedule 13D

Item 1. Security and Issuer

No Change.

Item 2. Identity and Background

This statement is filed jointly on behalf of the following entities:

Lehman Brothers Holdings Inc., a Delaware corporation ("Holdings"),
3 World Financial Center
200 Vesey Street
New York, NY 10285

Holdings through its domestic and foreign subsidiaries is a full-line securities firm and is General Partner of Lehman Brothers Capital Partners III, L.P.

Lehman Brothers Inc., a Delaware corporation ("LBI"),
3 World Financial Center
200 Vesey Street
New York, NY 10285

LBI is a wholly owned subsidiary of Holdings and is the parent of LB I Group Inc.

LB I Group Inc., a Delaware corporation, ("LB I Group"),
3 World Financial Center
200 Vesey Street
New York, NY 10285

LB I Group is a wholly owned subsidiary of LBI and is the General Partner of Lehman Brothers MBG Partners 1997 (A) L.P. and Lehman Brothers MBG Partners 1997 (B) L.P.

Lehman ALI Inc., a Delaware corporation, ("ALI"),
3 World Financial Center
200 Vesey Street
New York, NY 10285

ALI is a wholly owned subsidiary of Holdings and is the parent of Property Asset Management Inc.

Property Asset Management Inc., a Delaware corporation, ("PAMI"),
3 World Financial Center
200 Vesey Street
New York, NY 10285

PAMI is a wholly owned subsidiary of ALI.

Lehman Brothers Capital Partners III, L.P., a Delaware limited partnership ("Capital Partners"),
3 World Financial Center
200 Vesey Street
New York, NY 10285

Capital Partners is a limited partnership.

Lehman Brothers MBG Partners 1997 (A) L.P., a Delaware limited partnership ("MBG Partners (A)"),
3 World Financial Center
200 Vesey Street
New York, NY 10285

MBG Partners (A) is a limited partnership.

Lehman Brothers MBG Partners 1997 (B) L.P. a Delaware limited partnership ("MBG Partners (B)"),
3 World Financial Center
200 Vesey Street
New York, NY 10285

MBG Partners (B) is a limited partnership.

The names, residence or business addresses, citizenships and present principal occupations or employment of the senior executive officers and directors of the Reporting Persons are set forth in Appendix

A hereto.

Neither the Reporting Persons nor to the best knowledge of the Reporting Persons any of the persons listed in Appendix A hereto have during the last five years (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) except as set forth in Appendix B attached hereto and incorporated herein by reference has been party to a civil proceeding of a judicial or administrative body of a competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source of Funds or Other Consideration

No change.

Item 4. Purpose of Transaction

No change.

Item 5. Interest in Securities of the Issuer

No Change.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

No Change.

Item 7. Material to be Filed as Exhibits.

No change.

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: August 8, 2000

LEHMAN BROTHERS HOLDINGS INC.

By: /s/ Jennifer Marre

Name: Jennifer Marre
Title: Vice President and
Secretary

LEHMAN BROTHERS INC.

By: /s/ Jennifer Marre

Name: Jennifer Marre
Title: Senior Vice President and
Secretary

LB I GROUP INC.

By: /s/ Jennifer Marre

Name: Jennifer Marre
Title: Secretary

LEHMAN ALI INC.

By: /s/ Jennifer Marre

Name: Jennifer Marre
Title: Secretary

PROPERTY ASSET MANAGEMENT INC.

By: /s/ Jennifer Marre

Name: Jennifer Marre
Title: Vice President and Secretary

LEHMAN BROTHERS CAPITAL PARTNERS III, L.P.

By: /s/ Jennifer Marre

Name: Jennifer Marre
Title: Authorized Signatory

LEHMAN BROTHERS MBG PARTNERS 1997 (A) L.P.

By: /s/ Jennifer Marre

Name: Jennifer Marre
Title: Authorized Signatory

LEHMAN BROTHERS MBG PARTNERS 1997 (B) L.P.

By: /s/ Jennifer Marre

Name: Jennifer Marre
Title: Authorized Signatory

LEHMAN BROTHERS HOLDINGS INC.

BOARD OF DIRECTORS

NAME/TITLE	BUSINESS ADDRESS
MICHAEL L. AINSLIE Private Investor and former President and Chief Executive Officer of Sotheby's Holdings	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
JOHN F. AKERS Retired Chairman of International Business Machines Corporation	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
ROGER S. BERLIND Theatrical Producer	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
THOMAS H. CRUIKSHANK Retired Chairman and Chief Executive Officer of Halliburton Company	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
RICHARD S. FULD, JR. Chairman and Chief Executive Officer of Lehman Brothers Holdings Inc.	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
HENRY KAUFMAN President of Henry Kaufman & Company, Inc.	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
JOHN D. MACOMBER Principal of JDM Investment Group	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
DINA MERRILL Director and Vice Chairman of RKO Pictures, Inc. and Actress	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285

All above individuals are citizens of the United States.

LEHMAN BROTHERS HOLDINGS INC.

EXECUTIVE OFFICERS

NAME/TITLE	BUSINESS ADDRESS
RICHARD S. FULD, JR. Chairman and Chief Executive Officer of Lehman Brothers Holdings Inc.	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
DAVID GOLDFARB Chief Financial Officer	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
JOSEPH M. GREGORY Chief Administrative Officer	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
THOMAS A. RUSSO Chief Legal Officer	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285

All above individuals are citizens of the United States.

LEHMAN BROTHERS INC.

BOARD OF DIRECTORS

NAME/TITLE	BUSINESS ADDRESS
ROGER S. BERLIND Theatrical Producer	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
HOWARD L. CLARK, JR. Vice Chairman	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
FREDERICK FRANK Vice Chairman	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
RICHARD S. FULD, JR. Chairman and Chief Executive Officer of Lehman Brothers Holdings Inc.	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
HARVEY M. KRUEGER Vice Chairman	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
SHERMAN R. LEWIS, JR. Vice Chairman	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285

All above individuals are citizens of the United States.

LEHMAN BROTHERS INC.

EXECUTIVE OFFICERS

NAME/TITLE	BUSINESS ADDRESS
JON BEYMAN Chief Information Officer	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
RICHARD S. FULD, JR. Chairman and Chief Executive Officer of Lehman Brothers Holdings Inc.	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
DAVID GOLGFARB Chief Financial Officer	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
JOSEPH M. GREGORY Chief Administrative Officer	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
THOMAS A. RUSSO Chief Legal Officer	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285

—
All above individuals are citizens of the United States.

LB I GROUP INC.

BOARD OF DIRECTORS

NAME	BUSINESS ADDRESS
Rocco F. Andriola	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
David Goldfarb	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
Allan S. Kaplan	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285

LEHMAN ALI INC.

BOARD OF DIRECTORS

NAME/TITLE	BUSINESS ADDRESS
Kenneth C. Cohen	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
Neal B. Leonard	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
Mark A. Walsh	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285

—
Above individuals are citizens of the United States.

PROPERTY ASSET MANAGEMENT INC.

BOARD OF DIRECTORS

NAME/TITLE	BUSINESS ADDRESS
Yon K. Cho	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
Kenneth C. Cohen	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
Mark A. Walsh	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285

Above individuals are citizens of the United States.

APPENDIX B

Lehman Brothers has been involved in a number of civil proceedings which concern matters arising in connection with the conduct of its business. Certain of such proceedings have resulted in findings of violation of federal or state securities laws. Each of these proceedings was settled by Lehman Brothers consenting to the entry of an order without admitting or denying the allegations in the complaint. All of such proceedings are reported and summarized in the Schedule D to Lehman Brother's Form BD filed with the Securities and Exchange Commission, which descriptions are hereby incorporated by reference.

APPENDIX C

Pursuant to Rule 13d-1(k)(1) of the Securities and Exchange Commission, the undersigned agree that the attached Schedule 13D is, and any future amendments thereto shall be, filed on behalf of each of us.

Dated: August 31, 2000

LEHMAN BROTHERS HOLDINGS INC.

By: /s/ Jennifer Marre

Name: Jennifer Marre

Title: Vice President and
Secretary

LEHMAN BROTHERS INC.

By: /s/ Jennifer Marre

Name: Jennifer Marre

Title: Vice President and
Secretary

LB I GROUP INC.

By: /s/ Jennifer Marre

Name: Jennifer Marre

Title: Secretary

LEHMAN ALI INC.

By: /s/ Jennifer Marre

Name: Jennifer Marre

Title: Secretary

PROPERTY ASSET MANAGEMENT INC.

By: /s/ Jennifer Marre

Name: Jennifer Marre

Title: Vice President and Secretary

LEHMAN BROTHERS CAPITAL PARTNERS III, L.P.

By: /s/ Jennifer Marre

Name: Jennifer Marre

Title: Authorized Signatory

LEHMAN BROTHERS MBG PARTNERS 1997 (A) L.P.

By: /s/ Jennifer Marre

Name: Jennifer Marre

Title: Authorized Signatory

LEHMAN BROTHERS MBG PARTNERS 1997 (B) L.P.

By: /s/ Jennifer Marre

Name: Jennifer Marre

Title: Authorized Signatory