

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).



Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287  
Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person * <u>Dambrosio Ralph</u>  (Last) (First) (Middle) <u>C/O L3 TECHNOLOGIES, INC.</u> <u>600 THIRD AVENUE</u>  (Street) <u>NEW YORK</u> <u>NY</u> <u>10016</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>L3 TECHNOLOGIES, INC. [ LLL ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>06/29/2019</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>See Remarks</u>  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/29/2019		D <sup>(1)(2)</sup>		71,527 <sup>(2)(3)</sup>	D	(1)(2)	0	D	
Common Stock	06/29/2019		A <sup>(1)(4)</sup>		11,516 <sup>(4)</sup>	A	\$0	11,516	D	
Common Stock	06/29/2019		D <sup>(1)(4)</sup>		11,516 <sup>(4)</sup>	D	(1)(4)	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
02/23/10 Employee Stock Option (Right to Buy)	\$86.41	06/29/2019		D			36,144	(5)	02/23/2020	Common Stock	36,144	(6)	0	D	
02/24/11 Employee Stock Option (Right to Buy)	\$76.82	06/29/2019		D			39,262	(5)	02/24/2021	Common Stock	39,262	(6)	0	D	
02/22/12 Employee Stock Option (Right to Buy)	\$67.49	06/29/2019		D			16,978	(5)	02/22/2022	Common Stock	16,978	(6)	0	D	
02/20/13 Employee Stock Option (Right to Buy)	\$77	06/29/2019		D			62,086	(5)	02/20/2023	Common Stock	62,086	(6)	0	D	
02/19/14 Employee Stock Option (Right to Buy)	\$113.67	06/29/2019		D			37,850	(5)	02/19/2024	Common Stock	37,850	(6)	0	D	
02/17/15 Employee Stock Option (Right to Buy)	\$129.31	06/29/2019		D			36,729	(5)	02/17/2025	Common Stock	36,729	(6)	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
02/16/16 Employee Stock Option (Right to Buy)	\$116.2	06/29/2019		D			48,077	(5)	02/16/2026	Common Stock	48,077	(6)	0	D	
02/21/17 Employee Stock Option (Right to Buy)	\$168.8	06/29/2019		D			29,401	(5)	02/21/2027	Common Stock	29,401	(6)	0	D	
02/20/18 Employee Stock Option (Right to Buy)	\$210.98	06/29/2019		D			21,023	(5)	02/20/2028	Common Stock	21,023	(6)	0	D	

Explanation of Responses:

1. On June 29, 2019, pursuant to an Agreement and Plan of Merger (the "Merger Agreement"), L3 Technologies, Inc. ("L3") and Harris Corporation ("Harris") effected an all-stock, merger of equals to combine their respective businesses in which a wholly-owned subsidiary of Harris merged with and into L3 with L3 surviving as a wholly-owned subsidiary of Harris (the "Merger"). Pursuant to the Merger Agreement, upon completion of the Merger, Harris changed its name to "L3Harris Technologies, Inc." ("L3Harris") and each issued and outstanding share of L3 common stock was converted into the right to receive 1.30 shares of L3Harris common stock (the "exchange ratio").
2. Includes a total of 21,707 restricted stock units. In connection with the Merger, (i) all vesting conditions of each unvested restricted stock unit granted prior to October 12, 2018 (8,638 of the restricted stock units) were deemed satisfied and accelerated in full and each such restricted stock unit was cancelled and entitled the holder to receive a number of shares of L3Harris common stock equal to the number of such restricted stock units multiplied by the exchange ratio and (ii) all unvested restricted stock units granted after October 12, 2018 (13,069 restricted stock units) were cancelled and entitled the holder to receive time-vesting restricted stock units denominated in shares of L3Harris common stock, in an amount calculated by multiplying the number of such restricted stock units by the exchange ratio.
3. Reflects additional shares acquired through L3's Master Savings (401(k)) Plan.
4. In February 2017 and February 2018, the reporting person was granted performance units which provided for delivery of shares of common stock upon the achievement of specified performance criteria. Pursuant to the Merger Agreement, at the effective time of the Merger, the outstanding performance units were deemed earned based on the greater of target and actual level of performance through the effective time of the Merger (as reasonably determined by the compensation committee of the L3 Board in consultation with Harris), and each performance unit was cancelled and the reporting person became entitled to receive a combination of (i) shares of L3Harris common stock and (ii) time-vesting restricted stock units denominated in shares of L3Harris common stock, as set forth in the Merger Agreement, in an amount calculated by multiplying each earned performance unit by the exchange ratio.
5. These options were originally scheduled to vest in equal one-third increments beginning on the one-year anniversary of the grant date.
6. At the effective time of the Merger, all vesting conditions applicable to outstanding stock options were deemed satisfied and accelerated in full and each option was converted into an option to purchase a number of shares of L3Harris common stock equal to the product of the number of shares of L3 common stock subject to such option and the exchange ratio, at an exercise price per share equal to the exercise price per share of such option divided by the exchange ratio.

Remarks:

Senior Vice President and Chief Financial Officer

/s/ Allen E. Danzig as  
Attorney-in-Fact

07/02/2019

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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