

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): May 21, 2003

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
333-46983

13-3937434
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)

ITEM 5. OTHER EVENTS.

SENIOR SUBORDINATED NOTES OFFERING

L-3 Communications Holdings, Inc. announced on May 21, 2003 that L-3 Communications Corporation, its wholly owned subsidiary, has completed an offering of \$400.0 million principal amount of 6 1/8% Senior Subordinated Notes due 2013, with interest payable semi-annually in cash. The notes were offered within the United States only to qualified institutional investors pursuant to Rule 144A under the Securities Act of 1933, and, outside the United States, only to non-U.S. investors.

As previously announced, the proceeds of this offering will be used to redeem L-3 Communications Corporation's outstanding \$180.0 million aggregate principal amount of 8 1/2% Senior Subordinated Notes due in 2008 and for general corporate purposes.

The securities have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws, and unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

REDEMPTION OF NOTES

L-3 Communications Holdings, Inc. announced on May 21, 2003 that L-3 Communications Corporation, its wholly owned subsidiary, has initiated a full redemption of all of its outstanding \$180.0 million aggregate principal amount of 8 1/2% Senior Subordinated Notes due 2008. All Notes will be redeemed on June 20, 2003 at a redemption price of 104.250% of the principal amount thereof, plus accrued and unpaid interest to June 20, 2003. On or before June 20, 2003, the Notes should be presented to The Bank of New York, as paying agent for the redemption, at the address set forth in the Notice of Redemption, dated May 21, 2003, sent that day to all registered holders.

Interest on the Notes will cease to accrue on and after June 20, 2003, and the only remaining right of holders of the Notes is to receive payment of the redemption price upon surrender to the paying agent, plus accrued and unpaid interest up to, but not including, June 20, 2003.

A copy of the press releases are attached hereto as Exhibits 99.1 and 99.2 and are incorporated herein by reference. Except for historical information contained herein, the matters set forth in this news release are forward-looking statements. The forward-looking statements set forth above involve a number of risks and uncertainties that could cause actual results to differ materially from any such statement, including the risks and uncertainties discussed in the company's Safe Harbor Compliance Statement for Forward-looking Statements included in the company's recent filings, including Form 10-K and 10-Q, with the Securities and Exchange Commission.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

Exhibit
Number
- - - - -

Title

99.1	Press Release relating to Senior Subordinated Notes Offering
99.2	Press Release relating to Redemption

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

L-3 COMMUNICATIONS HOLDINGS, INC.

By: /s/ Christopher C. Cambria

Name: Christopher C. Cambria
Title: Senior Vice President, Secretary and
General Counsel

L-3 COMMUNICATIONS CORPORATION

By: /s/ Christopher C. Cambria

Name: Christopher C. Cambria
Title: Senior Vice President, Secretary and
General Counsel

Dated: May 21, 2003

EXHIBIT INDEX

Exhibit Number - - - - -	Title - - - - -
99.1	Press Release relating to Senior Subordinated Notes Offering
99.2	Press Release relating to Redemption

[L3 LOGO]

L-3 Communications Corporation
600 Third Avenue
New York, NY 10016
212-697-1111 Fax: 212-682-9553

NEWS

Contact: Cynthia Swain
Vice President, Corporate Communications
L-3 Communications
212-697-1111

For Immediate Release

Contact: FD Morgen-Walke
Investors: Eric Boyriven, Olivia Pirovano
Media: Evan Goetz
212-850-5600

L-3 COMMUNICATIONS ANNOUNCES COMPLETION OF DEBT OFFERING

NEW YORK, NY, May 21, 2003 - L-3 Communications Holdings, Inc. (NYSE: LLL) announced today that L-3 Communications Corporation, its wholly owned subsidiary, has completed an offering of \$400 million principal amount of 6 1/8% Senior Subordinated Notes due 2013, with interest payable semi-annually. The notes were offered within the United States only to qualified institutional investors pursuant to Rule 144A under the Securities Act of 1933, and, outside the United States, only to non-U.S. investors.

As previously announced, the proceeds of this offering will be used to redeem the company's outstanding \$180 million aggregate principal amount of 8 1/2% Senior Subordinated Notes due in 2008 and for general corporate purposes.

The securities have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws, and unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering would be unlawful.

Headquartered in New York City, L-3 Communications is a leading merchant supplier of Intelligence, Surveillance and Reconnaissance (ISR) systems and products, secure communications systems and products, avionics and ocean products, training devices and services, microwave components and telemetry, instrumentation, space and navigation products. Its customers include the Department of Defense, Department of Homeland Security, selected U.S. Government intelligence agencies, aerospace prime contractors and commercial telecommunications and wireless customers.

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

Except for historical information contained herein, the matters set forth in this news release are forward-looking statements. The forward-looking statements set forth above involve a number of risks and uncertainties that could cause actual results to differ materially from any such statement, including the risks and uncertainties discussed in the company's Safe Harbor Compliance Statement for Forward-looking Statements included in the company's recent filings, including Forms 10-K and 10-Q, with the Securities and Exchange Commission. The forward-looking statements speak only as of the date made, and the company undertakes no obligation to update these forward-looking statements.

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[L3 LOGO]

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NEWS

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L-3 COMMUNICATIONS INITIATES FULL REDEMPTION OF
ALL OF ITS OUTSTANDING 8 1/2% SENIOR SUBORDINATED NOTES

NEW YORK, NY, May 21, 2003 - L-3 Communications Holdings, Inc. (NYSE: LLL) announced today that L-3 Communications Corporation, its wholly owned subsidiary, has initiated a full redemption of all of its outstanding \$180 million aggregate principal amount of 8 1/2% Senior Subordinated Notes due 2008. All Notes will be redeemed on June 20, 2003 at a redemption price of 104.250% of the principal amount thereof, plus accrued and unpaid interest to June 20, 2003. On or before June 20, 2003, the Notes should be presented to The Bank of New York, as paying agent for the redemption, at the address set forth in the Notice of Redemption, dated May 21, 2003, sent that day to all registered holders.

Interest on the Notes will cease to accrue on and after June 20, 2003 and the only remaining right of holders of the Notes is to receive payment of the redemption price upon surrender to the paying agent, plus accrued and unpaid interest to, but not including, June 20, 2003.

In connection with the redemption of the Notes, the company will record a noncash charge in the second quarter of 2003 of approximately \$7 million after-tax or \$0.07 per diluted share, related to the redemption premium and the write-off of the unamortized deferred debt issue costs on the Notes.

This press release shall not constitute a notice of redemption of the Notes.

Headquartered in New York City, L-3 Communications is a leading merchant supplier of Intelligence, Surveillance and Reconnaissance (ISR) systems and products, secure communications systems and products, avionics and ocean products, training devices and services, microwave components and telemetry, instrumentation, space and navigation products. Its customers include the Department of Defense, Department of Homeland Security, selected U.S. government intelligence agencies, aerospace prime contractors and commercial telecommunications and wireless customers.

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