

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): December 16, 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

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(Registrants' Telephone Number, Including Area Code)

ITEM 5. OTHER EVENTS.

DEBT OFFERING

L-3 Communications Holdings, Inc. announced on December 16, 2003 that L-3 Communications Corporation, its wholly owned subsidiary, is seeking to raise \$400.0 million, before underwriting expenses, through a private placement of senior subordinated notes. The notes will be offered within the United States only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, and, outside the United States, only to non-U.S. investors.

L-3 stated that it will use the net proceeds to repay indebtedness outstanding under its senior credit facilities and for general corporate purposes, including acquisitions. The senior subordinated notes will have a ten-year maturity with interest payable in cash.

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.

In addition, L-3 announced its intention to redeem all of its outstanding 5.25% Convertible Senior Subordinated Notes due 2009 (the "Convertible Notes"). To the extent holders of the Convertible Notes do not choose to convert their Convertible Notes into common stock of L-3, all of such Convertible Notes will be redeemed at a redemption price of 102.625% of the principal amount thereof, plus accrued and unpaid interest with the proceeds of the offering.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. Except for historical information contained herein, the matters set forth in this report 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<br>Number<br>- - - - - | Title<br>- - - - -                      |
|--------------------------------|---|
| 99.1                           | Press Release relating to Debt Offering |

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: December 16, 2003

EXHIBIT INDEX

| Exhibit<br>Number<br>- - - - - | Title<br>- - - - -                      |
|--------------------------------|---|
| 99.1                           | Press Release relating to Debt Offering |

L-3 COMMUNICATIONS ANNOUNCES DEBT OFFERING

[L-3 COMMUNICATIONS LOGO]

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

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 DEBT OFFERING

NEW YORK, NY, December 16, 2003 - L-3 Communications Holdings, Inc. (NYSE: LLL) announced today that L-3 Communications Corporation, its wholly owned subsidiary, is seeking to raise \$400.0 million, before underwriting expenses, through a private placement of senior subordinated notes. The notes will be offered within the United States only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, and, outside the United States, only to non-U.S. investors.

L-3 stated that it will use the net proceeds to repay indebtedness outstanding under its senior credit facilities and for general corporate purposes, including acquisitions. The senior subordinated notes will have a ten-year maturity with interest payable semi-annually.

In addition, L-3 announced its intention to redeem all of its outstanding \$300.0 million aggregate principal amount of 5.25% Convertible Senior Subordinated Notes due 2009 (the "Convertible Notes"). To the extent that holders of the Convertible Notes do not choose to convert their Convertible Notes into common stock of L-3, all of such Convertible Notes will be redeemed at a redemption price of 102.625% of the principal amount thereof, plus accrued and unpaid interest, with the proceeds of this offering.

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

The securities to be offered 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.

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## L-3 ANNOUNCES DEBT OFFERING

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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