

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

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number **001-37975**

L3 Technologies, Inc.

on behalf of the
Aviation Communication & Surveillance Systems 401(k) Plan
L3 Technologies Master Savings Plan
L3 Technologies, Inc. Amended and Restated 2009 Employee Stock Purchase Plan
(Exact name of registrant as specified in its charter)

600 Third Avenue, New York, New York 11106
(212) 697-1111

(Address, including zip code, and telephone number, including area code, of registrant’s principal executive offices)

Plan Interests under the Aviation Communication & Surveillance Systems 401(k) Plan
Plan Interests under the L3 Technologies Master Savings Plan
Plan Interests under the L3 Technologies, Inc. Amended and Restated 2009 Employee Stock Purchase Plan
(Title of each class of securities covered by this Form)

4.950% Senior Notes due 2021 (and the guarantees related thereto)
3.850% Senior Notes due 2023 (and the guarantees related thereto)
3.950% Senior Notes due 2024 (and the guarantees related thereto)
3.850% Senior Notes due 2026 (and the guarantees related thereto)
4.400% Senior Notes due 2028 (and the guarantees related thereto)

(Titles of all other classes of securities for which a duty to file reports under Section 13(a) or 15(d) remains)

Please place an ☒ in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

- | | |
|----------------------|-------------------------------------|
| Rule 12g-4(a)(1) | <input type="checkbox"/> |
| Rule 12g-4(a)(2) | <input type="checkbox"/> |
| Rule 12h-3(b)(1)(i) | <input checked="" type="checkbox"/> |
| Rule 12h-3(b)(1)(ii) | <input type="checkbox"/> |
| Rule 15d-6 | <input type="checkbox"/> |
| Rule 15d-22(b) | <input type="checkbox"/> |

Approximate number of holders of record as of the certification or notice date:

Plan Interests under the Aviation Communication & Surveillance Systems 401(k) Plan: 0

Plan Interests under the L3 Technologies Master Savings Plan: 0

Plan Interests under the L3 Technologies, Inc. Amended and Restated 2009 Employee Stock Purchase Plan: 0

Pursuant to the requirements of the Securities Exchange Act of 1934, L3 Technologies, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

L3 TECHNOLOGIES, INC.

Date: July 11, 2019

By: /s/ Allen Danzig
Name: Allen Danzig
Title: Vice President, Assistant General Counsel and Assistant Secretary

Pursuant to the requirements of the Securities Exchange Act of 1934, the Trustees (or other persons who administer the Aviation Communication & Surveillance Systems 401(k) Plan, L3 Technologies Master Savings Plan and L3 Technologies, Inc. Amended and Restated 2009 Employee Stock Purchase Plan) has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

AVIATION COMMUNICATION & SURVEILLANCE SYSTEMS 401(K)
PLAN
L3 TECHNOLOGIES MASTER SAVINGS PLAN
L3 TECHNOLOGIES, INC. AMENDED AND RESTATED 2009
EMPLOYEE STOCK PURCHASE PLAN
Employee Benefits Committee,
as Plan Administrator

Date: July 11, 2019

By: /s/ Adam Histed
Adam Histed, Chairperson
