

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): August 5, 2002

L-3 COMMUNICATIONS HOLDINGS, INC.

(Exact Name of Registrants as Specified in Charter)

DELAWARE

(State or Other Jurisdiction of Incorporation)

001-14141

13-3937434

(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 9. REGULATION FD DISCLOSURE.

On August 5, 2002, each of the principal executive officer, Frank C. Lanza, and principal financial officer, Robert V. LaPenta, of L-3 Communications Holdings, Inc. submitted to the SEC sworn statements pursuant to Securities and Exchange Commission Order No. 4-460.

A copy of each of these statements is attached hereto as Exhibit 99.1 and Exhibit 99.2.

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 Cambria

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

Dated: August 5, 2002

EXHIBIT INDEX

Exhibit Number	Title
- - - - -	- - - - -
99.1	Statement Under Oath of Principal Executive Officer, dated August 5, 2002
99.2	Statement Under Oath of Principal Financial Officer, dated August 5, 2002

STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL
OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, Frank C. Lanza, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of L-3 Communications Holdings, Inc., and, except as corrected or supplemented in a subsequent covered report:

- o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- o The Annual Report on Form 10-K for the fiscal year ended December 31, 2001, as amended by the Annual Report on Form 10-K/A-1 filed on June 20, 2002 of L-3 Communications Holdings, Inc.;
- o all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of L-3 Communications Holdings, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- o any amendments to any of the foregoing.

/s/ Frank C. Lanza

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Frank C. Lanza
August 5, 2002

Subscribed and sworn to
before me this 5th day of
August, 2002.

/s/ Tara M. Nasta

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Notary Public

My Commission Expires: April 30, 2003

STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL
OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, Robert V. LaPenta, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of L-3 Communications Holdings, Inc., and, except as corrected or supplemented in a subsequent covered report:

- o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- o The Annual Report on Form 10-K for the fiscal year ended December 31, 2001, as amended by the Annual Report on Form 10-K/A-1 filed on June 20, 2002 of L-3 Communications Holdings, Inc.;
- o all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of L-3 Communications Holdings, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- o any amendments to any of the foregoing.

/s/ Robert V. LaPenta

Robert V. LaPenta
August 5, 2002

Subscribed and sworn to
before me this 5th day of
August, 2002.

/s/ Tara M. Nasta

Notary Public

My Commission Expires: April 30, 2003