Filed by L3 Technologies, Inc. pursuant to Rule 425 under the Securities Act of 1933 and deemed filed pursuant to Rule 14a-12 under the Securities Exchange Act of 1934 Subject Company: L3 Technologies, Inc. Commission File No. 001-37975

January 30, 2019

## IMO ICEBREAKERS A regular series for L3 employees introducing IMO leaders and their integration objectives

Jim Bennett and Adam Histed on Driving Value Through HR Integration IMO Leadership Profile

## Will the planned merger of L3 and Harris create greater benefits and growth opportunities than either company could have achieved alone?

An essential part of this transformation is aligning the Human Resources functions of both organizations. L3 has about 31,000 employees and Harris currently has 17,000 employees. The process to consolidate the policies, procedures and skills of two leading defense contractors requires patience and expertise.

Jim Bennett, Vice President of Human Resources in Electronic Systems at L3, and Adam Histed, Harris Human Resources Integration lead, are driving this effort with tenacity. Jim and Adam's goal is to completely harmonize HR systems by January 1, 2020, with a focus on career opportunities, facilitating mobility across the enterprise, and ensuring a diverse and inclusive work environment.

Jim assumed the role of Vice President of Human Resources in Electronic Systems at L3 in 2017. Prior to that, he served as Corporate Vice President at B/E Aerospace, where he was the HR Integration Leader when they were acquired and integrated into Rockwell Collins. Jim has experience in talent management, organizational design and global human resources.



"I am passionate about Human Resources because it offers me the chance to help people and companies change and grow," he says. "Through the merger, we will combine strengths from both companies to provide employees with new opportunities for growth and rewards that are aligned with performance and contributions."

As Adam says, "1 + 1 = 3."

Adam is confident that the two companies will have more opportunities and will be more valuable together than they are separately. He has been with Harris for six years, serving as HR Vice President at Communication Systems before assuming his role as HR Vice President of Strategy and Integration. Prior to Harris, Adam worked at United Technologies.

"Great companies are the result of great people delivering great results," he says.

The pair believes that one of the keys to integrating L3 and Harris is to have a one-stop, company-wide system that employees can visit for all their HR needs. "We are exploring options for a system that is simple and uniform, to enable employees to easily move across the enterprise," says Adam.

"Our integration team members from Harris and L3 have done a fantastic job of creating effective working relationships. We are cooperating, collaborating and innovating to ensure the success of the merger. Our ultimate goal is to create an environment that energizes our new world-class workforce to create mission-critical solutions for our customers," Jim says.

Bennett and Histed recognize that change can be difficult as we continue integration planning. Many people ask, "What does this mean for me?" A better question is, "What do I want this to mean for me?"

## IMPORTANT ADDITIONAL INFORMATION AND WHERE TO FIND IT

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

This communication is being made in respect of the proposed merger transaction between L3 Technologies, Inc. ("L3") and Harris Corporation ("Harris"). In connection with the proposed merger, Harris filed with the U.S. Securities and Exchange Commission (the "SEC") a Registration Statement on Form S-4 on December 14, 2018 that includes a preliminary Joint Proxy Statement of L3 and Harris and a preliminary Prospectus of Harris, as well as other relevant documents regarding the proposed transaction. The Registration Statement has not yet become effective. A definitive Joint Proxy Statement/Prospectus will be sent to L3 stockholders and Harris stockholders. This communication is not a substitute for the Registration Statement, the Joint Proxy Statement/Prospectus or any other document that either or both of L3 or Harris or any of their respective affiliates may file with the SEC or make available to their respective stockholders. INVESTORS ARE URGED TO READ THE REGISTRATION STATEMENT, THE PRELIMINARY JOINT PROXY STATEMENT/PROSPECTUS AND THE DEFINITIVE VERSIONS THEREOF REGARDING THE MERGER AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC CAREFULLY, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.

A free copy of the preliminary Joint Proxy Statement/Prospectus, as well as other filings containing information about L3 and Harris, may be obtained at the SEC's Internet site (http://www.sec.gov). You will also be able to obtain these documents, free of charge, from L3 by accessing L3's website at https://www.l3t.com/ or from Harris by accessing Harris' website at https://www.harris.com/.

L3 and Harris and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from L3 stockholders and Harris stockholders in respect of the proposed transaction. Information regarding L3's directors and executive officers is contained in L3's Annual Report on Form 10-K for the year ended December 31, 2017 and its Proxy Statement on Schedule 14A, dated March 26, 2018, which are filed with the SEC. Information regarding Harris' directors and executive officers is contained in Harris' Annual Report on Form 10-K for the year ended June 29, 2018 and its Proxy Statement on Schedule 14A, dated September 6, 2018, which are filed with the SEC. Additional information regarding the interests of those participants and other persons who may be deemed participants in the transaction may be obtained by reading the preliminary Joint Proxy Statement/Prospectus regarding the proposed merger. Free copies of this document may be obtained as described in the preceding paragraph.

## FORWARD-LOOKING STATEMENTS

Certain of the matters discussed in this communication are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than historical facts may be forward-looking statements; words such as "may," "will," "should," "likely," "projects," "financial guidance," "expects," "anticipates," "intends," "plans," "believes," "estimates," and similar expressions are used to identify forwardlooking statements. L3 and Harris caution investors that these statements are subject to risks and uncertainties, many of which are difficult to predict and generally beyond L3's and Harris' control, that could cause actual results to differ materially from those expressed in, or implied or projected by, the forwardlooking information and statements. In addition to factors previously disclosed in L3's and Harris' reports filed with the SEC and those identified elsewhere in this communication, the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance: the occurrence of any event, change or other circumstances that could give rise to the right of one or both of L3 and Harris to terminate the definitive merger agreement between L3 and Harris; the outcome of any legal proceedings that may be instituted against L3, Harris or their respective directors; the risk that the stockholder approvals of L3 or Harris may not be obtained on the expected schedule or at all; the ability to obtain regulatory approvals and satisfy other closing conditions to the merger in a timely manner or at all, including the risk that regulatory approvals required for the merger are not obtained or are obtained subject to conditions that are not anticipated; delay in closing the merger; difficulties and delays in integrating the L3 and Harris businesses or fully realizing anticipated cost savings and other benefits; business disruptions from the proposed merger that may harm L3's or Harris' businesses, including current plans and operations; any announcement relating to the proposed transaction could have adverse effects on the ability of L3 or Harris to retain and hire key personnel or maintain relationships with suppliers and customers, including the U.S. government and other governments, or on L3's or Harris' operating results and businesses generally; the risk that the announcement of the proposed transaction could have adverse effects on the market price of the common stock of either or both of L3's and Harris' common stock and the uncertainty as to the long-term value of the common stock of the combined company following the merger; certain restrictions during the pendency of the merger that may impact L3's or Harris' ability to pursue certain business opportunities or strategic transactions; the business, economic and political conditions in the markets in which L3 and Harris operate; and events beyond L3's and Harris' control, such as acts of terrorism.

These forward-looking statements speak only as of the date of this communication or as of the date they were made, and neither L3 nor Harris undertakes any obligation to update forward-looking statements. For a more detailed discussion of these factors, also see the information under the captions "Cautionary Statement Regarding Forward-Looking Statements" and "Risk Factors" in L3's and Harris' Preliminary Joint Proxy Statement/Prospectus that forms part of the Registration Statement on Form S-4 filed by Harris and the captions "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in L3's and Harris' most recent reports on Form 10-K for the years ended December 31, 2017 and June 29, 2018, respectively, and any material updates to these factors contained in any of L3's and Harris' subsequent and future filings.

As for the forward-looking statements that relate to future financial results and other projections, actual results will be different due to the inherent uncertainties of estimates, forecasts and projections and may be better or worse than projected and such differences could be material. Annualized, pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results. Given these uncertainties, you should not place any reliance on these forward-looking statements.

**Integration Management Office (IMO)** 

L3 Technologies, Inc. and Harris Corporation