SEC Form 4

FORM 4

	OMB APPROVAL
OMB Number:	3235-0287
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*
 	
 Kramer Lewis
 	
 (Last) (First) (Middle)
 	
 C/O L3 TECHNOLOGIES, INC.
 600 THIRD AVENUE
 	
 (Street)
 	
 NEW YORK NY 10016
 	
 (City) (State) (Zip)
	2. Issuer Name **and** Ticker or Trading Symbol
	
	 L3 TECHNOLOGIES, INC. [LLL]
	
	 3. Date of Earliest Transaction (Month/Day/Year)
	 06/29/2019
	
	 4. If Amendment, Date of Original Filed (Month/Day/Year)
		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
		
		 X Director 10% Owner
		   Officer (give title below) Other (specify below)
		
		 6. Individual or Joint/Group Filing (Check Applicable Line)
		
		 X Form filed by One Reporting Person
		   Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
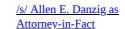
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/29/2019		D		14,830	D	(1)	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. On June 29, 2019, pursuant to an Agreement and Plan of Merger (the "Merger Agreement"), L3 Technologies, Inc. ("L3") and Harris Corporation ("Harris") effected an all-stock, merger of equals to combine their respective businesses in which a wholly-owned subsidiary of Harris merged with and into L3 with L3 surviving as a wholly-owned subsidiary of Harris (the "Merger"). Pursuant to the Merger Agreement, upon completion of the Merger, Harris changed its name to "L3Harris Technologies, Inc." ("L3Harris"), each outstanding share of L3 common stock was converted into the right to receive 1.30 shares of L3Harris common stock (the "exchange ratio") and any vesting conditions of each unvested deferred stock unit and restricted stock unit (collectively, "RSUs") were deemed satisfied and accelerated in full and each RSU was cancelled and entitled the holder to receive a number of shares of L3Harris common stock equal to the number of such RSUs multiplied by the exchange ratio.

/s/ Allen E. Danzig as Attorney-in-Fact	07/02/2019
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.