

Edgar Filing: L 3 COMMUNICATIONS HOLDINGS INC - Form 8-K

Rule 144A under the Securities Act of 1933.

L-3 Communications intends to use the net proceeds from the offering for general corporate purposes, including potential acquisitions.

These CODES and the common stock of L-3 Communications Holdings, Inc. issuable upon conversion of these CODES have not been registered under the Securities Act of 1933, as amended or any state securities laws, and are being offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act. Unless so registered, the CODES and common stock issued upon conversion of the CODES may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits.

Exhibit Number -----	Title -----
99.1	Press Release of L-3 Communications dated October 18, 2001 (press release announcing offering)
99.2	Press Release of L-3 Communications dated October 18, 2001 (press release announcing third quarter 2001 results)
99.3	Press Release of L-3 Communications dated October 22, 2001 (press release announcing offering and its terms)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

L-3 COMMUNICATIONS HOLDINGS, INC.

By: /s/ Christopher C. Cambria

Senior Vice President - Secretary & General Counsel

L-3 COMMUNICATIONS CORPORATION

Date October 22, 2001

By: /s/ Christopher C. Cambria

Senior Vice President - Secretary & General Counsel

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