

L 3 COMMUNICATIONS CORP  
Form 8-K  
January 31, 2012

**UNITED STATES**  
**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): January 31, 2012**

**L-3 Communications Holdings, Inc.**

**L-3 Communications Corporation**  
(Exact name of registrant as specified in its charter)

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<b>DELAWARE</b> (State or Other Jurisdiction  of Incorporation)	<b>001-14141</b>  <b>333-46983</b> (Commission  File Number)	<b>13-3937434</b>  <b>13-3937436</b> (IRS Employer  Identification No.)
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**600 THIRD AVENUE, NEW YORK, NEW YORK 10016**  
(Address of Principal Executive Offices, including Zip Code)

**Registrant's telephone number, including area code: (212) 697-1111**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

SECTION 2 FINANCIAL INFORMATION

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On January 31, 2012, L-3 Communications Holdings, Inc. (the Company ) issued a press release setting forth the Company s 2011 fourth quarter financial results. A copy of this press release is attached hereto as Exhibit 99.

This press release is furnished herewith as Exhibit 99, and shall not be deemed filed for purposes of the Exchange Act.

SECTION 9 FINANCIAL STATEMENTS AND EXHIBITS

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(D) EXHIBITS.

**Exhibit**

<b>Number</b>	<b>Title</b>
99	Press release, dated January 31, 2012, issued by L-3 Communications Holdings, Inc.

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.  
L-3 COMMUNICATIONS CORPORATION

By: /s/ Ralph G. D Ambrosio  
Name: Ralph G. D Ambrosio  
Title: Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)

Date: January 31, 2012