

L 3 COMMUNICATIONS HOLDINGS INC  
Form 8-K  
May 08, 2014

**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):**

**May 6, 2014**

**L-3 COMMUNICATIONS HOLDINGS, INC.**

**L-3 COMMUNICATIONS CORPORATION**

**(Exact names of registrants as specified in their charters)**

	<b>001-14141</b>	<b>13-3937434</b>
<b>DELAWARE</b>	<b>333-46983</b>	<b>13-3937436</b>
<b>(State or other Jurisdiction</b>	<b>(Commission</b>	<b>(IRS Employer</b>
<b>of Incorporation)</b>	<b>File Numbers)</b>	<b>Identification Nos.)</b>

<b>600 THIRD AVENUE, NEW YORK, NEW YORK</b>	<b>10016</b>
<b>(Address of Principal Executive Offices)</b>	<b>(Zip Code)</b>
<b>Registrants telephone number, including area code: (212) 697-1111</b>	

**(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:

.. 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))

**ITEM 5.07. Other Events.**

(a)(b) On May 6, 2014, L-3 Communications Holdings, Inc. (the Company) held its 2014 Annual Meeting of Shareholders (the Annual Meeting) as described in the definitive proxy statement for the Annual Meeting filed on March 24, 2014. A quorum was present at the meeting as required by the Company's Amended and Restated Bylaws. The immediately following chart sets forth the number of votes cast for and against, and the number of abstention votes and broker non-votes, with respect to each matter voted upon by the Company's shareholders:

**Proposal 1 Election of Directors**

The following four directors were elected to the Board of Directors of the Company to serve as directors until the 2015 Annual Meeting of Shareholders and until their successors have been duly elected and qualified.

	Votes For	Votes Against	Votes Abstained	Broker Non-Votes
Ann E. Dunwoody	69,659,616	1,149,811	1,042,326	6,745,972
Vincent Pagano, Jr.	69,388,928	1,329,130	1,133,695	6,745,972
H. Hugh Shelton	69,247,747	1,544,370	1,059,636	6,745,972
Michael T. Strianese	68,345,532	2,408,564	1,097,657	6,745,972

**Proposal 2 Ratify the appointment of PricewaterhouseCoopers LLP as independent registered public accounting firm**

The appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014 was ratified.

Votes For	Votes Against	Votes Abstained
75,973,680	1,693,686	930,359

**Proposal 3 Approve, in a non-binding, advisory vote, the compensation paid to our named executive officers**

The shareholders approved in a non-binding, advisory vote the compensation paid to our named executive officers.

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
67,758,468	2,646,505	1,446,780	6,745,972

**Proposal 4 Approve a shareholder proposal regarding equity retention by senior executives**

The shareholder proposal regarding equity retention by senior executives, was not approved.

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Votes	Votes	Votes	Broker
For	Against	Abstained	Non-Votes
20,478,947	49,796,645	1,576,161	6,745,972

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

**L-3 COMMUNICATIONS HOLDINGS,  
INC.**

**L-3 COMMUNICATIONS  
CORPORATION**

By: /s/ Allen E. Danzig  
Name: Allen E. Danzig  
Title: Vice President, Assistant General  
Counsel and Assistant Secretary

Dated: May 8, 2014