

L 3 COMMUNICATIONS HOLDINGS INC
Form 8-K
April 25, 2008

**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): **April 21, 2008**

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

(Exact Name of Registrants as Specified in Charter)

DELAWARE

(State or Other Jurisdiction of Incorporation)

001-14141

333-46983

(Commission File Number) **13-3937434**

13-3937436

(IRS Employer Identification No.) **600 THIRD AVENUE, NEW YORK, NEW YORK**

(Address of Principal Executive Offices) **10016**

(Zip Code)

(212) 697-1111

(Registrants Telephone Number, Including Area Code)

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))
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SECTION 5 -

CORPORATE GOVERNANCE AND MANAGEMENT

ITEM 5.02. -

**Departure of Directors or Certain Officers; Election of Directors;
Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On April 21, 2008, Robert W. Drewes, Senior Vice President and President of the L-3 Integrated Systems Group, provided notice to the company that he will retire effective August 4, 2008. The company has begun a search for his replacement and is considering both internal and external candidates.

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:

Vice President and Chief Financial Officer

Dated: April 25, 2008