

L 3 COMMUNICATIONS CORP  
Form 8-K  
November 24, 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): November 24, 2008**

**L-3 COMMUNICATIONS HOLDINGS, INC.  
L-3 COMMUNICATIONS CORPORATION**  
(Exact name of registrant as specified in its charter)

<b>DELAWARE</b>	<b>001-14141</b>	<b>13-3937434</b>
<b>DELAWARE</b>	<b>333-46983</b>	<b>13-3937436</b>
(State or other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

<b>600 THIRD AVENUE, NEW YORK, NEW YORK</b>	<b>10016</b>
(Address of Principal Executive Offices)	(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:

- 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 8 OTHER EVENTS**

**ITEM 8.01 Other Events**

On November 24, 2008, L-3 Communications Holdings, Inc. (the Company ) issued a press release announcing that its Board of Directors approved a new share repurchase program, authorizing the Company to repurchase up to an additional \$1.0 billion of the Company s outstanding common stock over the next two years.

**SECTION 9 FINANCIAL STATEMENTS AND EXHIBITS**

**ITEM 9.01- FINANCIAL STATEMENTS AND EXHIBITS**

**(D) EXHIBITS**

**Exhibit  
Number**

**Title**

99 Press release dated November 24, 2008, 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/ Allen E. Danzig

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

Dated: November 24, 2008