

HARRIS CORP /DE/
Form DEF 14A
September 09, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

HARRIS CORPORATION
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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- 1) Amount Previously Paid:
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- 3) Filing Party:
- 4) Date Filed:

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HARRIS CORPORATION

1025 West NASA Boulevard

Melbourne, Florida 32919

September 9, 2015

Dear Fellow Shareholder:

On behalf of your Board of Directors, I am pleased to invite you to attend the 2015 Annual Meeting of Shareholders of Harris Corporation. The meeting will be held at the Harris Technology Center located at 1395 Troutman Boulevard, Palm Bay, Florida, on Friday, October 23, 2015, starting at 1:00 p.m., local time.

The accompanying Notice of 2015 Annual Meeting of Shareholders and Proxy Statement describe the matters to be acted on at the meeting, which include:

election of the 12 nominees for director named in the accompanying Proxy Statement for a one-year term;

an advisory vote to approve the compensation of our named executive officers;

approval of the new Harris Corporation 2015 Equity Incentive Plan;

approval of the new Harris Corporation Annual Incentive Plan;

ratification of the appointment of our independent registered public accounting firm for fiscal year 2016; and

such other business as may properly come before the meeting or any adjournments or postponements thereof.

Your Board of Directors unanimously recommends a vote FOR election of its nominees for director, FOR advisory approval of the compensation of our named executive officers, FOR approval of the new Harris Corporation 2015 Equity Incentive Plan, FOR approval of the new Harris Corporation Annual Incentive Plan and FOR ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2016. These matters are discussed in greater detail in the accompanying Proxy Statement.

Following the voting, we will report on our operations and future plans. There also will be an open discussion period during which your questions and comments will be welcome.

The attendance of shareholders at our annual meetings has been helpful in maintaining communication and understanding. We hope you will be able to join us. Whether or not you plan to attend, it is important that your shares be represented and voted at the meeting. You can ensure that your shares are represented and voted at the meeting by submitting your proxy/voting instruction over the Internet or by telephone. If you received paper copies of the proxy materials by mail, you can also submit your proxy/voting instruction by mail by using the traditional proxy/voting instruction card that was included. Instructions for these convenient ways to vote are set forth on both the Notice of Internet Availability of Proxy Materials and the proxy/voting instruction card.

Sincerely,

William M. Brown

Chairman, President and Chief Executive Officer

**VOTING YOUR SHARES IS IMPORTANT. PLEASE SUBMIT YOUR PROXY/VOTING INSTRUCTION
OVER THE INTERNET OR BY TELEPHONE.**

**YOU CAN ALSO COMPLETE, SIGN, DATE AND PROMPTLY RETURN
YOUR PROXY/VOTING INSTRUCTION CARD IF YOU RECEIVED PROXY MATERIALS BY MAIL.**

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HARRIS CORPORATION

1025 West NASA Boulevard

Melbourne, Florida 32919

Notice of

2015 Annual Meeting of Shareholders

to be held on October 23, 2015

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY

MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON

OCTOBER 23, 2015:

The Proxy Statement and 2015 Annual Report to Shareholders

are available at:

harris.com/proxy

TO THE HOLDERS OF COMMON STOCK

OF HARRIS CORPORATION:

NOTICE IS HEREBY GIVEN that the 2015 Annual Meeting of Shareholders of Harris Corporation will be held at the Harris Technology Center located at 1395 Troutman Boulevard, Palm Bay, Florida, on Friday, October 23, 2015, at 1:00 p.m., local time, for the following purposes:

1. to elect as directors the 12 nominees named in the accompanying Proxy Statement for a one-year term expiring at the 2016 Annual Meeting of Shareholders;
2. to hold an advisory vote to approve the compensation of our named executive officers as disclosed in the accompanying Proxy Statement;

3. to approve the new Harris Corporation 2015 Equity Incentive Plan;
4. to approve the new Harris Corporation Annual Incentive Plan;
5. to ratify the appointment by our Audit Committee of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2016; and
6. to consider and act upon such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.

The accompanying Proxy Statement more fully describes these items. We have not received notice of other matters that may be properly presented at the Annual Meeting.

Only holders of common stock of record at the close of business on August 28, 2015 are entitled to notice of and to vote at the Annual Meeting and any adjournments or postponements thereof. No ticket is required for admission to the Annual Meeting. For security purposes, however, you may be required to present evidence of your share ownership and a valid, government-issued photo identification, such as a driver's license or passport, to gain admission to the Annual Meeting. Packages, boxes, handbags, briefcases and other items may be inspected.

We are pleased to be furnishing proxy materials over the Internet for most of our shareholders as permitted by Securities and Exchange Commission rules. These rules allow us to provide you with the information you need while conserving natural resources and lowering the costs of delivery. **Please submit your proxy/voting instruction over the Internet or by telephone by following the instructions about how to view the proxy materials on your Notice of Internet Availability of Proxy Materials. If you received your proxy materials by mail, you may submit your proxy/voting instruction over the Internet or by telephone or by completing, signing, dating and promptly mailing your proxy/voting instruction card that was included. If you attend the Annual Meeting, you may vote in person.**

By Order of the Board of Directors

Scott T. Mikuen

Senior Vice President,

General Counsel and Secretary

Melbourne, Florida

September 9, 2015

IMPORTANT NOTICE

Voting your shares is important. If you do not expect to attend the Annual Meeting of Shareholders or if you plan to attend but wish to vote by proxy, please submit your proxy/voting instruction over the Internet or by telephone. If you received printed proxy materials by mail, you can also submit your proxy/voting instruction by completing, signing, dating and promptly mailing the proxy/voting instruction card that was included and for which a postage-paid return envelope was provided.

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HARRIS CORPORATION

2015 ANNUAL MEETING OF SHAREHOLDERS

PROXY STATEMENT

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Proxy Statement

for

2015 Annual Meeting of Shareholders

to be held on October 23, 2015

GENERAL INFORMATION ABOUT THE ANNUAL MEETING

Why am I receiving this

proxy statement?

We are making this proxy statement available to you over the Internet or delivering paper copies of this proxy statement to you by mail in connection with the solicitation of proxies by the Board of Directors (the **Board**) of Harris Corporation (which we refer to as **Harris, Company, we, our or us**) and the solicitation of voting instructions by the trustees of the Harris Corporation Retirement Plan (the **Retirement Plan**) and the Exelis Retirement Savings Plan (the **Exelis Savings Plan**), in each case for use at the 2015 Annual Meeting of Shareholders to be held on October 23, 2015, and at any adjournments or postponements thereof.

On September 10, 2015, we will commence mailing the Notice of Internet Availability of Proxy Materials to most of our shareholders, and we will also commence mailing to some of our shareholders, and make available electronically over the Internet to all of our shareholders: (1) the Notice of 2015 Annual Meeting of Shareholders and this proxy statement, and (2) a copy of our 2015 Annual Report to Shareholders, which includes our Annual Report on Form 10-K for the fiscal year ended July 3, 2015 and our audited financial statements. If you receive a paper copy of our proxy materials by mail, a proxy/voting instruction card will be included.

What is a proxy?

A proxy is your legal designation of another person to vote the shares you own. That other person is called a proxy. If you designate someone as your proxy, the document in which you make that designation also is called a proxy.

What is a proxy statement?

This document is a proxy statement. It is a document that we are required by law to provide to you when we ask you to name a proxy to vote your shares. We encourage you to read this proxy statement carefully.

Why did I receive a Notice of Internet

Availability of Proxy Materials instead of a

paper copy of the proxy materials?

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The rules of the Securities and Exchange Commission (the SEC) permit us to furnish proxy materials over the Internet. As a result, we are mailing to most of our shareholders a Notice of Internet Availability of Proxy Materials instead of a paper copy of our proxy materials. All shareholders receiving the Notice of Internet Availability of Proxy Materials will have the ability to access our proxy materials over the Internet and, if desired, to request to receive a paper copy of our proxy materials by mail. Instructions on how to access our proxy materials over the Internet or to request a paper copy may be found in the Notice of Internet Availability of Proxy Materials. In addition, the Notice of Internet Availability of Proxy Materials contains instructions on how you may elect to receive future proxy materials electronically on an ongoing basis.

**Why didn't I receive a notice in
the mail about the Internet availability of
the proxy materials?**

We are providing some of our shareholders, including shareholders who have previously requested to receive paper copies of our proxy

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materials, with paper copies of our proxy materials instead of a Notice of Internet Availability of Proxy Materials.

In addition, we are providing notice of the availability of our proxy materials by e-mail to those shareholders who have previously elected to receive proxy materials electronically. Those shareholders should have received an e-mail containing instructions and links to the website where our proxy materials are available and to the proxy voting website.

How can I access the proxy

materials over the Internet?

Your Notice of Internet Availability of Proxy Materials or proxy/voting instruction card contains instructions on how to (1) view our proxy materials for the 2015 Annual Meeting of Shareholders over the Internet and (2) elect to receive future proxy materials electronically by e-mail. Our proxy materials are also available on our website at *harris.com/proxy*.

Electing to receive future proxy materials electronically will help us conserve natural resources and reduce the cost of delivering our proxy materials. If you elect to receive future proxy materials electronically, you will receive an e-mail containing instructions and links to the website where our proxy materials are available and to the proxy voting website. Your election to receive proxy materials electronically by e-mail will remain in effect until you terminate it.

How may I obtain a paper copy of

the proxy materials?

If you receive a Notice of Internet Availability of Proxy Materials, you will find instructions about how to obtain a paper copy of our proxy materials on the Notice of Internet Availability of Proxy Materials. If you receive notice of the availability of our proxy materials by e-mail, you will find instructions about how to obtain a paper copy of our proxy materials included in that e-mail. Shareholders who do not receive a Notice of Internet Availability of Proxy Materials or an e-mail regarding the availability of our proxy materials will receive a paper copy of our proxy materials by mail.

What is the purpose of the meeting?

The purpose of the 2015 Annual Meeting of Shareholders is to obtain shareholder action on the

matters outlined in the notice of meeting included with this proxy statement. These matters include: (1) election of the 12 nominees for director named in this proxy statement for a one-year term expiring at the 2016 Annual Meeting of Shareholders; (2) an advisory vote to approve the compensation of our named executive officers as disclosed in this proxy statement; (3) approval of the new Harris Corporation 2015 Equity Incentive Plan; (4) approval of the new Harris Corporation Annual Incentive Plan; and (5) ratification of the appointment by our Audit Committee of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2016. This proxy statement provides detailed information about each of these matters. In addition, at the 2015 Annual Meeting, our management will report on our operations and future plans and respond to questions from shareholders.

What is a record date and

who is entitled to vote at the meeting?

A record date is the date, as of the close of business on which, shareholders of record are entitled to notice of and to vote at a meeting of shareholders. The record date for the 2015 Annual Meeting is August 28, 2015. The record date was established by our Board as required under the laws of Delaware, our state of incorporation. Thus, owners of record of shares of Harris common stock as of the close of business on August 28, 2015 are entitled to receive notice of and to vote at the 2015 Annual Meeting and at any adjournments or postponements thereof.

How many shares can be voted and

what is a quorum?

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You are entitled to one vote for each share of Harris common stock that you owned as of the close of business on August 28, 2015, and you may vote all of those shares. Only our common stock has voting rights. On the record date, there were 123,627,092 shares of our common stock outstanding and entitled to vote at the 2015 Annual Meeting and approximately 15,245 holders of record.

A quorum is the minimum number of shares that must be represented in person or by proxy for us to conduct the 2015 Annual Meeting. The attendance in person or by proxy of holders of a majority of the shares of common stock entitled to vote at the 2015 Annual Meeting, or 61,813,547 shares of our common stock based on the record date of August 28, 2015, will constitute a quorum to hold the 2015 Annual Meeting. If you grant your proxy over the Internet, by telephone

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or by your proxy/voting instruction card, your shares will be considered present at the 2015 Annual Meeting and counted toward the quorum.

What different methods can I

use to vote my shares?

You have a choice of voting your shares:

- Over the Internet;
- By telephone;
- By mail; or
- In person at the Annual Meeting.

Even if you plan to attend the Annual Meeting, we encourage you to vote your shares over the Internet, by telephone or by mail. Please carefully read the instructions below on how to vote your shares. Because the instructions vary depending on how you own your shares and the method you use to vote your shares, it is important that you follow the instructions that apply to your particular situation.

If you vote your shares over the Internet or by telephone, you should not return a proxy/voting instruction card.

What is the difference between a

record holder and a beneficial owner

holding shares in street name ?

You are a record holder if your shares are registered in your name, in which case you either hold a stock certificate or have an account directly with our transfer agent, Computershare Shareowner Services. Your shares are held in street name if your shares are registered or held in the name of your broker, bank or other nominee, in which case you are considered the beneficial owner of such shares.

How do I vote my shares if I am a record holder (shares registered in my name)?

Voting over the Internet

Voting over the Internet is easy, fast and available 24 hours a day. If you receive a Notice of Internet Availability of Proxy Materials by mail, you may vote over the Internet by following the instructions on the Notice of Internet Availability of Proxy Materials. If you receive notice of the availability of our proxy materials by e-mail, you may submit your proxy/voting instruction over the Internet by following the instructions included in that e-mail. If you receive a paper copy of a proxy/voting instruction card by mail, you may submit your proxy/

voting instruction over the Internet by following the instructions on the proxy/voting instruction card. You will be able to confirm that the Internet voting system has properly recorded your vote, which will be counted immediately, and there is no need to return a proxy/voting instruction card.

Voting by telephone

Voting by telephone also is easy, fast and available 24 hours a day. If you live in the United States or Canada, you may vote by telephone by calling toll-free 1-800-690-6903. If you receive a Notice of Internet Availability of Proxy Materials by mail, you must have the control number that appears on the notice when voting. If you receive notice of the availability of our proxy materials by e-mail, you must have the control number included in that e-mail when voting. If you receive a paper copy of a proxy/voting instruction card by mail, you must have the control number that appears on the proxy/voting instruction card when voting. You will be able to confirm that the telephone voting system has properly recorded your vote, which will be counted immediately, and there is no need to return a proxy/voting instruction card.

Voting by mail

You can save us expense by voting over the Internet or by telephone. Alternatively, if you received a paper copy of a proxy/voting instruction card, you can vote by mail by completing, signing, dating and promptly mailing your proxy/voting instruction card in the accompanying postage-paid return envelope.

Voting in person at the meeting

If you plan to attend the Annual Meeting, you can vote in person. To vote in person at the Annual Meeting, you will need to bring with you to present at the Annual Meeting evidence of your share ownership and a valid, government-issued photo identification, such as a driver's license or passport.

**How do I vote my shares if I am a
beneficial owner (shares held in street name)?**

Voting over the Internet, by telephone or by mail

If your shares are registered or held in the name of your broker, bank or other nominee (street name), you have the right to direct your broker, bank or other nominee on how to vote your shares by

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using the method specified by your broker, bank or other nominee. In addition to voting by mail, a large number of brokerage firms and banks are participating in Internet or telephone voting programs. These programs provide eligible street name shareholders the opportunity to vote over the Internet or by telephone. Voting forms will provide instructions for shareholders whose brokerage firms or banks are participating in these programs.

Voting in person at the meeting

If your shares are registered or held in the name of your broker, bank or other nominee and you plan to attend the Annual Meeting to vote in person, you should contact your broker, bank or other nominee to obtain a broker's proxy and bring it with you to the Annual Meeting, together with a valid, government-issued photo identification, such as a driver's license or passport, and your account statement or other evidence of your share ownership.

Can I revoke my proxy or change my vote?

If your shares are registered in your name (record holder), you may revoke your proxy or change your vote at any time before your shares are voted at the Annual Meeting. There are several ways you can do this:

By sending a written notice of revocation to our Secretary at Harris Corporation, Attention: Secretary, 1025 West NASA Boulevard, Melbourne, Florida 32919;

By duly signing and delivering a proxy/voting instruction card that bears a later date;

By subsequently voting over the Internet or by telephone as described above; or

By attending the Annual Meeting and voting in person by ballot.

If your shares are held in street name, you may revoke your proxy or change your vote by submitting new voting instructions to your broker, bank or other nominee.

What are my voting choices and what is the

required vote on the matters proposed?

By giving us your proxy, you authorize our management to vote your shares at the 2015 Annual Meeting or at any adjournments or postponements thereof in the manner you indicate in your voting instructions.

Proposal 1: Election of Directors

With respect to the proposal to elect the 12 nominees for director named in this proxy statement for a one-year term expiring at the 2016 Annual Meeting of Shareholders, you may:

Vote For election of one or more of the nominees for director named in this proxy statement;

Vote Against election of one or more of the nominees for director named in this proxy statement; or

Abstain from voting as to the election of one or more of the nominees for director named in this proxy statement.

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Pursuant to our By-Laws and Corporate Governance Guidelines, the voting standard for the election of our directors is a majority voting standard in uncontested elections and a plurality voting standard in contested elections. We have nominated 12 directors for election at the 2015 Annual Meeting, and because we did not receive advance notice under our By-Laws of any shareholder nominees for director, the 2015 election of directors is an uncontested election. To be elected in an uncontested election under a majority voting standard, a director nominee must receive more For votes than Against votes. Abstentions and any broker non-votes will have no effect on the election of directors because only votes cast For or Against a nominee will be counted. If an incumbent director nominee does not receive a greater number of For votes than Against votes, he or she must promptly offer to tender his or her resignation following certification of the vote. Our Corporate Governance Committee shall make a recommendation to our Board regarding action to be taken with respect to such offer to resign. If our Board does not accept the resignation, the nominee will continue to serve as a director until the next Annual Meeting and until his or her successor shall be duly elected and qualified, or until his or her prior death, resignation, retirement or removal from office. For additional information regarding the majority voting standard, see Majority Voting for Directors beginning on page 27.

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Proposal 2: An Advisory Vote to Approve the Compensation of our Named Executive Officers

With respect to the non-binding, advisory vote to approve the compensation of our named executive officers as disclosed in this proxy statement, you may:

Vote For approval of the compensation of our named executive officers as disclosed in this proxy statement;

Vote Against approval of the compensation of our named executive officers as disclosed in this proxy statement; or

Abstain from voting on this proposal.

The affirmative vote of a majority of the shares present or represented at the Annual Meeting and entitled to vote on this proposal will be required to approve, on a non-binding, advisory basis, the compensation of our named executive officers. Abstaining from voting on this proposal will have the effect of a vote against approval of the compensation of our named executive officers. Any broker non-votes will have no effect on the approval of the compensation of our named executive officers.

The vote on this proposal is advisory, and the result of the vote on this proposal is not binding on Harris, our Management Development and Compensation Committee or our Board. However, our Management Development and Compensation Committee and our Board will consider the voting results when making future decisions regarding compensation for our named executive officers.

Proposal 3: Approval of the Harris Corporation 2015 Equity Incentive Plan

With respect to the proposal to approve the new Harris Corporation 2015 Equity Incentive Plan, you may:

Vote For approval of the plan;

Vote Against approval of the plan; or

Abstain from voting on this proposal.

The affirmative vote of a majority of the shares present or represented at the Annual Meeting and entitled to vote on this proposal will be required to approve the new Harris Corporation 2015 Equity Incentive Plan. Abstaining from voting on this proposal will have the effect of a vote against

approval of the new Harris Corporation 2015 Equity

Incentive Plan. Any broker non-votes will have no effect on the approval of the new Harris Corporation 2015 Equity Incentive Plan.

Proposal 4: Approval of the Harris Corporation Annual Incentive Plan

With respect to the proposal to approve the new Harris Corporation Annual Incentive Plan, you may:

Vote For approval of the plan;

Vote Against approval of the plan; or

Abstain from voting on this proposal.

The affirmative vote of a majority of the shares present or represented at the Annual Meeting and entitled to vote on this proposal will be required to approve the new Harris Corporation Annual Incentive Plan. Abstaining from voting on this proposal will have the effect of a vote against approval of the new Harris Corporation Annual Incentive Plan. Any broker non-votes will have no effect on the approval of the new Harris Corporation Annual Incentive Plan.

Proposal 5: Ratification of the Appointment of Independent Registered Public Accounting Firm

With respect to the proposal to ratify the appointment by our Audit Committee of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2016, you may:

Vote For ratification;

Vote Against ratification; or

Abstain from voting on this proposal.

The affirmative vote of a majority of the shares present or represented at the Annual Meeting and entitled to vote on this proposal will be required to ratify our Audit Committee's appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2016. Abstaining from voting on this proposal will have the effect of a vote against ratification of the appointment of our independent registered public accounting firm. Because brokers, banks and other nominees are permitted under New York Stock Exchange (NYSE) rules to vote on this routine proposal even if such broker, bank or other nominee does not receive voting instructions, we do not expect broker non-votes on this routine proposal.

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**How do I vote my shares held in the
Harris Retirement Plan or in the Exelis
Savings Plan?**

If you are a participant in our Retirement Plan or in the Exelis Savings Plan and you own shares of Harris common stock through one or more of those plans, your voting instruction covers the shares of Harris common stock you own through those plans. You may provide voting instructions for those shares to the trustee of the applicable plan over the Internet, by telephone or by mail as described above. If you do not provide voting instructions for those shares, then as directed by the terms of those plans, those shares will be voted by the trustee in the same proportion as the shares for which other participants in the applicable plan have timely provided voting instructions, except as otherwise provided in accordance with the Employee Retirement Income Security Act of 1974, as amended (ERISA).

**How do I vote my shares held in
the Harris Dividend Reinvestment Plan?**

If you are a participant in the Harris Dividend Reinvestment Plan (DRIP) administered by Computershare Trust Company, N.A., your voting instruction covers the shares of Harris common stock held in your DRIP account. Computershare Trust Company, N.A., as the DRIP administrator, is the shareholder of record of Harris common stock owned through the DRIP and will not vote those shares unless you provide it with voting instructions, which you may do over the Internet, by telephone or by mail as described above.

**What are the Harris Board s voting
recommendations and what happens if I return an unmarked proxy/voting instruction card?**

If you properly execute and return a proxy/voting instruction card with no votes marked, your shares will be voted as recommended by our Board. Our Board s recommendations, together with the description of each proposal, are set forth below in this proxy statement. In summary, our Board unanimously recommends a vote:

FOR election of all 12 of the nominees for director named in this proxy statement for a one-year term expiring at the 2016 Annual Meeting of Shareholders (*see Proposal 1*);

FOR approval, on a non-binding, advisory basis, of the compensation of our named executive officers as disclosed in this proxy statement (*see Proposal 2*);

FOR approval of the new Harris Corporation 2015 Equity Incentive Plan (*see Proposal 3*);

FOR approval of the new Harris Corporation Annual Incentive Plan (*see Proposal 4*); and

FOR ratification of the appointment by our Audit Committee of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2016 (*see Proposal 5*).

Could other matters be decided at the meeting?

At the date of this proxy statement, our Board did not know of any matters to be raised at the Annual Meeting other than those referred to in this proxy statement and did not intend to bring before the Annual Meeting any matter other than the proposals described in this proxy statement. With respect to other matters that may properly be brought before the Annual Meeting or any adjournments or postponements thereof, your shares will be voted at the discretion of the proxy holders.

How will my shares be voted if I do not

provide instructions to my broker?

It is possible for a proxy to indicate that some of the shares represented are not being voted with respect to certain proposals. This occurs, for example, when a broker, bank or other nominee does not have discretion under NYSE rules to vote on a matter without instructions from the beneficial owner of the shares and has not received such instructions. In these cases, non-voted shares will not be considered present and entitled to vote with respect to that matter, although they may be considered present and entitled to vote for other purposes and will be counted in determining the presence of a quorum. Under NYSE rules, brokers, banks and other nominees have discretionary voting power to vote without receiving voting instructions from the beneficial owner on routine matters, but not on non-routine matters. Under NYSE rules as currently in effect, routine matters include, among other things, ratification of the appointment of an independent registered public accounting firm. The proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting

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firm for fiscal year 2016 is the only proposal set forth in this proxy statement that is considered routine under NYSE rules. This means that if you hold your shares through a broker, bank or other nominee, and you do not provide voting instructions by the 10th day before the Annual Meeting, your broker, bank or other nominee has the discretion to vote your shares on the proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2016. Under NYSE rules, the proposal to elect the 12 nominees for director named in this proxy statement, the proposal to approve, on an advisory basis, the compensation of our named executive officers, the proposal to approve the new Harris Corporation 2015 Equity Incentive Plan and the proposal to approve the new Harris Corporation Annual Incentive Plan are not routine and your broker, bank or other nominee will not have the discretion to vote your shares on such proposals.

What does it mean if I receive more than one

Notice of Internet Availability of Proxy Materials or more than one proxy/voting instruction card?

If you receive more than one Notice of Internet Availability of Proxy Materials or more than one proxy/voting instruction card, you own shares of Harris common stock in multiple accounts with brokers and/or our transfer agent. Please vote all of these shares. We recommend that you contact your broker and/or our transfer agent to consolidate as many accounts as possible under the same name and address. Our transfer agent is Computershare Shareowner Services, which may be reached by telephone at 1-888-261-6777 or over the Internet at www.computershare.com/investor.

Who pays for the solicitation of proxies?

We actively solicit proxy participation by Internet, by telephone, by mail or in person. We will bear the cost of soliciting proxies, including the cost of preparation, assembly, printing and mailing. In addition to this proxy statement, we request and encourage brokers, custodians, nominees and others to make available or supply proxy materials to our shareholders, and, upon request, we will reimburse them for their expenses. Our officers, directors and employees may, by letter, telephone or e-mail, or in person, make additional requests for the return of proxies, although we do not reimburse our own officers, directors or employees for soliciting proxies.

We also have engaged Georgeson Inc. to assist in the solicitation of proxies for a fee of \$10,000 plus reimbursement of out-of-pocket expenses. We also will reimburse brokers and other custodians, nominees and fiduciaries for forwarding proxy and solicitation materials to our shareholders in accordance with the fee schedule approved by the NYSE.

Will there be a webcast of the

Annual Meeting of Shareholders?

Our 2015 Annual Meeting of Shareholders will be webcast live on October 23, 2015. You may visit the Investor Relations section of our website at harris.com/investors to access the webcast of the Annual Meeting. The webcast will enable you to listen only. You will not be able to ask questions or vote your shares via the webcast. A replay of the webcast also will be available on our website through November 23, 2015. The information contained on our website is not incorporated by reference into this proxy statement.

Who will tabulate and oversee the vote?

Representatives of Broadridge Investor Communication Solutions, Inc. will tabulate and oversee the vote.

Do I need an admission ticket to

attend the Annual Meeting?

All shareholders are welcome to attend the Annual Meeting. No ticket is required for admission to the Annual Meeting. Because seating is limited, admission to the meeting will be on a first-come, first-served basis. If you attend, please note that you may be asked to present evidence of your share ownership and a valid, government-issued photo identification, such as a driver's license or passport. For the safety of attendees, all packages, boxes, handbags, briefcases and other items are subject to inspection.

Where can I find the voting results

of the Annual Meeting?

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We intend to announce the preliminary voting results at the Annual Meeting and to disclose final results in a current report on Form 8-K, which we will file with the SEC and make available through the Investor Relations section of our website at harris.com/investors within four business days of the Annual Meeting (or, if final results are not available at that time, within four business days of the date on which final results become available).

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PROPOSAL 1: ELECTION OF DIRECTORS

Our Restated Certificate of Incorporation provides that our Board shall consist of not less than eight or more than 13 directors, the exact number of directors to be determined from time to time by our Board. The authorized number of directors is presently fixed at 12. All 12 of our incumbent directors are standing for election for a new one-year term expiring at the 2016 Annual Meeting of Shareholders. Based on the recommendation of our Corporate Governance Committee, our Board has nominated the 12 incumbent members of our Board (Ms. Katen, Ms. Kenne and Messrs. Brown, Chiarelli, Dattilo, Growcock, Hay, Joshi, Rickard, Stoffel, Swinton and Tookes) for a new one-year term expiring at the 2016 Annual Meeting of Shareholders. In accordance with our Restated Certificate of Incorporation, a director holds office until the Annual Meeting of Shareholders for the year in which that director's term expires, and until that director's successor is elected and qualified, subject, however, to his or her prior death, resignation, retirement or removal from office. Vacancies may be filled by the remaining directors.

Proxies will be voted for the election of each of Ms. Katen, Ms. Kenne and Messrs. Brown, Chiarelli, Dattilo, Growcock, Hay, Joshi, Rickard, Stoffel, Swinton and Tookes to serve for a one-year term expiring at the 2016 Annual Meeting of Shareholders, unless otherwise specified in the proxy/voting instructions. Proxies cannot be voted for more than the 12 nominees for director named in

this proxy statement. Each of the nominees has consented to stand for election. If any nominee becomes unavailable for election, which is not currently anticipated by us, proxies instructing a vote for that nominee may be voted for a substitute nominee selected by our Board or, in lieu thereof, our Board may determine to leave the vacancy temporarily unfilled or reduce the number of directors in accordance with our By-Laws.

None of our directors (including each of the nominees) is related to any other director or nominee or to any executive officer of Harris or its subsidiaries, by blood, marriage or adoption.

Biographical summaries of the nominees, as well as information on their experience, qualifications, attributes and skills that our Board has determined support their nomination and service as a director of Harris, appear on subsequent pages. Data with respect to the number of shares of our common stock beneficially owned by each of our directors as of August 28, 2015 is set forth in the table on page 32.

Under NYSE rules, brokers, banks and other nominees are prohibited from voting for or against director nominees without receiving voting instructions from the beneficial owner of the shares. We, therefore, urge you to vote your shares, or, if your shares are held in street name, to provide voting instructions to your broker, bank or other nominee.

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NOMINEES FOR ELECTION

William M. Brown, 52, is our Chairman of the Board, President and Chief Executive Officer. Mr. Brown joined Harris in November 2011 as President and Chief Executive Officer and was appointed Chairman in April 2014. Prior to joining Harris, Mr. Brown was Senior Vice President, Corporate Strategy and Development, of United Technologies Corporation (UTC). Earlier, he served five years as President of UTC s Fire & Security Division. In all, Mr. Brown spent 14 years with UTC, holding U.S. and international roles at various divisions, including Carrier Corporation s Asia Pacific Operations and the Carrier Transicold division. Before joining UTC in 1997, he worked for McKinsey & Company as a senior engagement manager. He began his career as a project engineer at Air Products and Chemicals, Inc.

Mr. Brown has been a member of our Board since December 2011.

Mr. Brown serves on the board of directors of the Fire Department of NYC Foundation and the board of trustees of both the Florida Institute of Technology and Florida Polytechnic University. He is a member of the National Security Telecommunications Advisory Committee and is an appointee of the United States-Brazil CEO Forum.

Qualifications Statement: Our Board nominated Mr. Brown for election as a director based upon his current role as our Chief Executive Officer and the terms of his employment agreement (failure to nominate him would constitute constructive termination), as well as his extensive leadership and management skills. Mr. Brown s prior service as a senior executive of UTC, a large international public company, including as President of UTC s Fire & Security Division and his management and leadership positions at UTC s Carrier Corporation, including as President of its Asia Pacific Operations, provide him with extensive knowledge of complex strategic, operational, management and financial issues faced by a large company with international operations. This experience brings our Board important knowledge and expertise related to strategic planning, global supply chain and procurement, productivity and lean manufacturing initiatives, international sales, marketing and operations, domestic and international mergers and acquisitions, regulatory challenges, and enterprise risk management. His more recent role as UTC s Senior Vice President, Corporate Strategy and Development and his prior role as a consultant also provide him with additional experience and knowledge related to global strategic planning, mergers and acquisitions, economic analysis and operational improvement projects. His engineering and finance education and experience provide him with knowledge relevant to many of our businesses and our overall capital structure and financial processes.

Peter W. Chiarelli, General U.S. Army (Ret.), 65, retired in March 2012 from the U.S. Army, where he most recently served as Vice Chief of Staff, the Army s second-highest-ranking officer, with responsibility for oversight of the day-to-day operations of the Army and for leading the Army s budget planning and execution and its efforts to modernize its equipment, procedures and formations. During his nearly 40 years of service with the U.S. Army, Mr. Chiarelli held several other senior officer positions, including Senior Military Assistant, Secretary of Defense, serving as principal military advisor to the Secretary of Defense; Commander of the Multi-National Corps Iraq, serving as the senior tactical commander of U.S. and Coalition troops in Iraq; Division Commander, Fort Hood, Texas and Baghdad, Iraq; U.S. Army Chief of Operations, Training and Mobilization; and Executive Officer, Supreme Allied Commander, Europe, serving as principal military assistant and advisor to the Supreme Allied Commander, Europe. He also commanded troops at all levels from platoon to Multi-National Corps. Since his retirement from the U.S. Army, Mr. Chiarelli has served as Chief Executive Officer of One Mind, a non-profit organization bringing together healthcare providers, researchers and academics to cure brain disorders.

Mr. Chiarelli has been a member of our Board since August 2012 and is a member of our Audit Committee and our Business Conduct and Corporate Responsibility Committee.

Qualifications Statement: Mr. Chiarelli had a distinguished career in the U.S. Army prior to joining our Board in August 2012. His vast U.S. and global military leadership experience provides him with an understanding of and appreciation for the complexities of both the U.S. and international militaries, defense communities and defense industries, which brings our Board important knowledge and expertise in these areas and makes him a valuable strategic advisor to our U.S. Government businesses. Mr. Chiarelli s responsibility as a senior U.S. Army officer also provides him with experience addressing complex operational and strategic issues, managing significant operating budgets and handling

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legislative and public affairs, and with an extensive background in military operations and national security, which adds to our Board's skills and furthers our Board's knowledge and expertise in these areas. Mr. Chiarelli's recent experience serving as Chief Executive Officer of a healthcare-oriented non-profit organization, together with his healthcare-related leadership experience in the U.S. Army, furthers our Board's appreciation and understanding of medical research, the healthcare industry and military healthcare.

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Thomas A. Dattilo, 64, is Chairman and Senior Advisor to Portfolio Group, a privately-held provider of outsourced financial services to automobile dealerships specializing in aftermarket extended warranty and vehicle service contract programs. He has served as Portfolio Group's Chairman and Senior Advisor since January 2013. He also is an advisor and consultant to various private investment firms. He served as a Senior Advisor for Cerberus Operations and Advisory Company, LLC, a unit of Cerberus Capital Management, a private investment firm, from 2007 until 2009. Prior to joining Cerberus, Mr. Dattilo was most recently Chairman, President and Chief Executive Officer of Cooper Tire & Rubber Company, which specializes in the design, manufacture and sale of passenger car and truck tires. He joined Cooper in January 1999 as President and Chief Operating Officer and served as Chairman, President and Chief Executive Officer from 2000 through 2006. Prior to joining Cooper, he held senior positions with Dana Corporation. His last position with Dana was President of its sealing products group.

Mr. Dattilo has been a member of our Board since August 2001. He is Chairperson of our Management Development and Compensation Committee and a member of our Audit Committee, and currently serves as our Lead Independent Director. He served as our Chairman from January 1, 2012 through April 24, 2014.

Mr. Dattilo also is a director of Solera Holdings, Inc. (since January 2013) and of Haworth, Inc. (since 2010). He is past Chairman of the Rubber Manufacturers Association and past Chairman of the Board of Trustees of the Manufacturers Alliance for Productivity and Innovation. Mr. Dattilo served as a director of Cooper Tire & Rubber Company from 1999 to 2006 and Alberto-Culver Company from 2006 to May 2011.

Qualifications Statement: Mr. Dattilo's prior service as a senior executive of large, publicly traded companies, including as a former Chairman, President and Chief Executive Officer of Cooper Tire & Rubber Company and as an executive of a manufacturing company, provides him with extensive knowledge of complex operational, management, financial, strategic and governance issues faced by a large global public company. This experience brings our Board important knowledge and expertise related to global supply chain and distribution, mergers and acquisitions, lean manufacturing and related initiatives, international operations, human resources and talent management, accounting and internal controls, and investor relations. His more recent experience as an advisor to private investment firms also provides him with additional experience and knowledge related to strategic planning, capital raising, mergers and acquisitions, and economic analysis. Based on his senior executive experience and his service on other public company boards, Mr. Dattilo brings to our Board a strong understanding of public company governance and executive compensation.

Terry D. Growcock, 69, is retired Chairman of the Board and Chief Executive Officer of The Manitowoc Company, Inc., a diversified industrial manufacturer of cranes and foodservice equipment and a provider of ship building and ship repair services. He joined Manitowoc in 1994 as Executive Vice President and General Manager of Manitowoc Ice. He became President of Manitowoc Foodservice Group in 1995 and served in that capacity until his promotion to President, Chief Executive Officer and a member of the Board of Directors of The Manitowoc Company, Inc. in 1998. He was named Chairman of the Board of Directors and Chief Executive Officer of Manitowoc in October 2002. Mr. Growcock retired as Chief Executive Officer of Manitowoc in May 2007 and as Chairman of the Board in December 2008.

Mr. Growcock has been a member of our Board since August 2005 and is Chairperson of our Business Conduct and Corporate Responsibility Committee and a member of our Management Development and Compensation Committee.

Mr. Growcock also is a director of Carlisle Companies Incorporated (since 2008) and Harsco Corporation (since 2008) and an advisory member of the Kelley School of Business at Indiana University. Mr. Growcock served as a director of The Manitowoc Company, Inc. from 1998 to 2008.

Qualifications Statement: Mr. Growcock's prior service as a senior executive of The Manitowoc Company, Inc., including as former Chairman, President and Chief Executive Officer and as an executive in several of Manitowoc's business units, provides him with extensive knowledge of complex operational, management, financial and governance issues faced by a large industrial manufacturing company with international operations. This experience brings our Board important knowledge and expertise related to domestic and international merger and acquisition transactions, joint ventures and strategic alliances, international sales, marketing and operations, global procurement, lean manufacturing and related initiatives, human resources and talent management, global compliance, and strategic planning. He also has experience with government projects and with the government procurement process as well as international trade. Mr. Growcock also has gained a strong understanding of public company governance and executive compensation through his senior executive experience and his service on several public company boards.

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Lewis Hay III, 59, currently is an Operating Advisor for Clayton, Dubilier & Rice, LLC, a private equity investment firm. Mr. Hay served as Executive Chairman of NextEra Energy, Inc. (formerly FPL Group, Inc.), one of the nation's leading electricity-related services companies and the largest renewable energy generator in North America from July 2012 until he retired in December 2013. At NextEra Energy, he served as Chief Executive Officer from June 2001 to July 2012, Chairman from January 2002 to July 2012 and President from June 2001 to December 2006. He also served as Chief Executive Officer of Florida Power & Light Company from January 2002 to July 2008. He joined NextEra Energy in 1999 as Vice President, Finance and Chief Financial Officer and served as President of NextEra Energy Resources, LLC (formerly FPL Energy, LLC) from March 2000 until December 2001.

Mr. Hay has been a member of our Board since February 2002 and is a member of our Finance Committee and our Management Development and Compensation Committee.

Mr. Hay is a director of Capital One Financial Corporation (since 2003) and Anthem, Inc. (since July 2013). Mr. Hay served as director of NextEra Energy from 2001 to 2013. Mr. Hay is former director and Chairman of both the Institute of Nuclear Power Operations and the Edison Electric Institute. He is a member of the Business Board of Advisors at Carnegie Mellon University's Tepper School of Business. Mr. Hay is a former member of the Business Roundtable and the Florida Council of 100. He also served on the President's Council on Jobs and Competitiveness from 2011 to 2013.

Qualifications Statement: Mr. Hay's service as a senior executive of a large, publicly traded company, including as NextEra Energy, Inc.'s Chairman and Chief Executive Officer and previously as its Chief Financial Officer, and his prior experience as a chief financial officer of another large company, as well as his nine years of experience as a strategy consultant, provide him with extensive knowledge of complex strategic, operational, management, regulatory, financial and governance issues faced by a large public company. This experience brings our Board important knowledge and expertise related to strategic planning, capital raising, financial planning, enterprise risk management, accounting and internal controls, mergers and acquisitions, and investor relations. His science and engineering education and training have provided him with knowledge and experience relevant to some of our businesses. Mr. Hay also brings to us a strong understanding of executive compensation and public company governance through his service on the boards of several publicly traded companies.

Vyomesh I. Joshi, 61, retired in April 2012 as Executive Vice President, Imaging and Printing Group of Hewlett-Packard Company (HP), a company engaged in personal computing and access devices, imaging and printing-related products and services and information technology software and solutions. Mr. Joshi joined HP in 1980 as a research and development engineer and went on to hold a series of management positions with increasing responsibility, including serving as Executive Vice President of HP's Imaging and Printing Group from 2002 to 2012. During his career, he oversaw some of HP's most successful global commercial enterprises.

Mr. Joshi has been a member of our Board since September 2013 and is a member of our Corporate Governance Committee.

Mr. Joshi also is a director of Wipro Limited (since 2012) and served as a director of Yahoo! Inc. from 2005 to 2012. He also is a member of the Dean's Advisory Council at The Rady School of Management at the University of California, San Diego.

Qualifications Statement: Mr. Joshi's prior service as a senior executive of HP, including as Executive Vice President, Imaging and Printing Group, and his more than 30 years of experience focused on strategy and technology, provide him with extensive knowledge of complex strategic, research and development, operational, management and financial issues faced by a large publicly traded, technology-driven company with global operations. This experience brings to our Board important knowledge and expertise related to strategic planning, technology innovation, research and development, new product introductions, global manufacturing and operations, supply chain and distribution, joint ventures and strategic alliances, and human resources and talent management. His scientific and engineering education and training have provided him with knowledge and experience relevant to some of our businesses. Mr. Joshi also has gained an understanding of public company governance and operations through his service on other public company boards.

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Karen Katen, 66, retired in March 2007 as Vice Chairman of Pfizer Inc., a research-based, global pharmaceutical company. Ms. Katen joined Pfizer in 1974 and held a series of management positions with increasing responsibility, including serving as President of Pfizer Global Pharmaceuticals and Executive Vice President of Pfizer from 2001 to 2005 and President of Pfizer Human Health, the company's principal operating group, from 2005 to 2007. She has also served as Chairman of the Pfizer Foundation, a charitable foundation affiliated with Pfizer. Ms. Katen is a Senior Advisor to Essex Woodlands, a healthcare growth equity and venture capital firm. She joined Essex Woodlands in October 2007.

Ms. Katen has been a member of our Board since December 1994 and is a member of our Business Conduct and Corporate Responsibility Committee and our Corporate Governance Committee.

Ms. Katen also is a director of The Home Depot, Inc. (since 2007), Air Liquide (since 2008) and IMS Health (since March 2015). She also is a member of the Global Advisory Board of Takeda Pharmaceutical Company Limited and the Chairperson of the RAND Corporation's Health Board of Advisors and of ARMGO Pharmaceuticals. Ms. Katen previously served as a director of Catamaran Corporation (from December 2012 to July 2015) and General Motors Corporation (from 1997 to 2009). Ms. Katen is a trustee for the University of Chicago and is a council member of the Booth Graduate School of Business at the University of Chicago. Ms. Katen also is a director at the New York Botanical Garden.

Qualifications Statement: Ms. Katen's prior service as a senior executive officer of Pfizer Inc., including as Vice Chairman, as President of Pfizer's principal operating group and as an executive in other operations, provides her with extensive knowledge of complex strategic, operational, management, regulatory, research and development, financial and governance issues faced by a large public company with international operations. This experience brings our Board important knowledge and expertise related to strategic planning, supply chain, marketing, research and development, new product introductions, operations, human resources, international trade, regulatory challenges, enterprise risk management, mergers and acquisitions, and investor relations. In addition, Ms. Katen brings to our Board a wide range of experience as a board member of some of the largest U.S.-based companies, including extensive experience with governance matters.

Leslie F. Kenne, Lieutenant General USAF (Ret.), 67, retired in September 2003 from the U.S. Air Force, where she had a 32-year military career and had most recently been Deputy Chief of Staff for Warfighting Integration at Air Force headquarters in Washington, D.C. Previously, she commanded the Electronic Systems Center at Hanscom Air Force Base in Massachusetts. She also directed a number of major procurement programs, including the F-16 and Joint Strike Fighter programs. Since her retirement from the U.S. Air Force, Ms. Kenne is a private independent consultant for various defense companies and/or agencies.

Ms. Kenne has been a member of our Board since April 2004 and is a member of our Business Conduct and Corporate Responsibility Committee and our Finance Committee.

Ms. Kenne also is a director of Unisys Corporation (since 2006) and Oshkosh Corporation (since 2010). Ms. Kenne served as a director of EDO Corporation from 2004 to 2007.

Qualifications Statement: Ms. Kenne had a distinguished career in the U.S. Air Force prior to joining our Board in 2004. Her responsibilities as a senior Air Force officer provide her with experience managing significant operating budgets and addressing complex operational and strategic issues and with first-hand experience on large government projects and the government procurement process. Ms. Kenne's experience also provides her with an appreciation for the complexities of both the U.S. military and the defense industry, which brings to our Board important knowledge and expertise in these areas and makes her a valuable strategic advisor to our U.S. Government businesses. Her experience also brings to our Board important knowledge and expertise regarding program development, resourcing and other aspects of managing major U.S. Department of Defense programs, as well as operations and systems engineering. Ms. Kenne's recent experience serving as a compliance monitor for large organizations brings to our Board an in-depth appreciation and understanding of business conduct and compliance matters that are particularly relevant to a U.S. Government contractor. Ms. Kenne also has gained an understanding of public company governance and operations through her service on several public company boards.

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David B. Rickard, 68, retired from CVS Caremark Corporation, a retail pharmacy chain and provider of healthcare services and pharmacy benefits management, in December 2009. Prior to his retirement, Mr. Rickard was the Executive Vice President, Chief Financial Officer and Chief Administrative Officer. He held this position since joining CVS in September 1999. Prior to joining CVS, he was Senior Vice President and Chief Financial Officer of RJR Nabisco Holdings Corporation from March 1997 to August 1999. Previously, he was Executive Vice President of International Distillers and Vintners Americas.

Mr. Rickard has been a member of our Board since October 2001 and is Chairperson of our Audit Committee and a member of our Finance Committee.

Mr. Rickard also is a director of Jones Lang LaSalle Incorporated (since 2007) and Dollar General Corporation (since 2010), and chairs the Audit Committee of the board of directors of each of these companies. He also is a former member of the Financial Accounting Standards Advisory Council (extended term).

Qualifications Statement: Mr. Rickard's prior service as the Chief Financial Officer and the Chief Administrative Officer of CVS Caremark Corporation and his more than 37 years of experience in various businesses add important experience to our Board in terms of corporate finance, strategic planning, banking relationships, operations, complex information technology and other systems, acquisition evaluation and integration, enterprise risk management and investor relations. His finance education and experience also have provided him with knowledge and expertise particularly relevant to our capital structure and related credit and finance matters. His experience with complex financial and accounting functions, including service as a chief financial officer for complex organizations and as the chairman of the audit committees of two other publicly traded companies, contributes perspectives on the functioning of audit committees and internal control-related matters that are beneficial to our Board and Audit Committee. Based on this experience, our Board has determined that Mr. Rickard is an audit committee financial expert. Based on his senior executive experience and his service on other public company boards, Mr. Rickard also brings to us an understanding of public company governance.

Dr. James C. Stoffel, 69, is a General Partner of Trillium International, a private equity company. He was an executive at Eastman Kodak Company, a film and digital imaging company, until April 2005, having served as Senior Vice President, Chief Technical Officer since 2000, and Director of Research and Development, after joining the firm in 1997 as Vice President, Director Electronic Imaging Products Research and Development. Prior to joining Kodak, he was with Xerox Corporation for more than 20 years, serving as Vice President of Corporate Research and Technology, Vice President and General Manager of the Advanced Imaging Business Unit, Vice President and Chief Engineer, as well as other executive positions.

Dr. Stoffel has been a member of our Board since August 2003 and is a member of our Business Conduct and Corporate Responsibility Committee and our Corporate Governance Committee.

Dr. Stoffel also is a director of Aviat Networks, Inc. (since 2007) and served as Aviat's Lead Independent Director from July 2010 to April 2015. He also serves on the President's Advisory Council at the University of Notre Dame and is Chairman of the advisory board of Applied Science and Technology Research Institute, Hong Kong.

Qualifications Statement: Dr. Stoffel's prior service as a senior executive of large, publicly traded, technology-driven companies, including as a Chief Technical Officer and Director of Research and Development at Eastman Kodak Company, and his more than 30 years of experience focused on technology development, provide him with an extensive knowledge of complex technical research and development projects and management, financial and governance issues faced by a large public company with international operations. This experience brings to our Board important knowledge and expertise related to research and development, technology innovation, new product introductions, strategic planning, manufacturing, operations and corporate finance. His more recent experience as an advisor to, and general partner in, a private equity firm provides him additional experience and knowledge related to strategic planning, capital raising, mergers and acquisitions, and economic analysis. His scientific and engineering education and training have provided him with knowledge and experience relevant to many of our businesses. Dr. Stoffel also has gained an understanding of public company governance and executive compensation through his service on public company boards, including as a lead independent director.

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Gregory T. Swienton, 65, is retired Chairman and Chief Executive Officer of Ryder System, Inc., a logistics and transportation services company. He joined Ryder in June 1999 as President and Chief Operating Officer, and was named Chief Executive Officer in November 2000 and Chairman in May 2002. He retired as Chief Executive Officer of Ryder in December 2012 and as Chairman in May 2013. Prior to joining Ryder, he was Senior Vice President-Growth Initiatives of Burlington Northern Santa Fe Corporation (BNSF). He held senior positions with BNSF and the former Burlington Northern Railroad from 1994 to 1999, and various executive and management positions with DHL Worldwide Express from 1982 to 1994.

Mr. Swienton has been a member of our Board since February 2000 and is Chairperson of our Finance Committee and a member of our Audit Committee.

Mr. Swienton also is a director of Lennox International Inc. (since 2010). Mr. Swienton served as a director of Ryder System, Inc. from June 1999 to May 2013.

Qualifications Statement: Mr. Swienton's service as a senior executive of large, publicly traded companies, including as Ryder System, Inc.'s Chairman and Chief Executive Officer and previously as its President and Chief Operating Officer, and his more than 40 years of experience in large, global businesses, including long-term overseas assignments, provide him with extensive knowledge of complex strategic, operational, financial, management and governance issues faced by a large public company. This experience brings our Board important knowledge and expertise in terms of supply chain, logistics, domestic and international operations, business development, corporate finance, banking, human resources and talent management, accounting and internal controls, safety management, enterprise risk management, complex information technology and investor relations. His finance education and experience also have provided him with knowledge and expertise particularly relevant to our capital structure and related credit and finance matters.

Hansel E. Tookes II, 67, retired from Raytheon Company, a company engaged in defense and government electronics, space and airborne systems, information technology, technical services and business and special mission aircraft, in December 2002. He joined Raytheon in September 1999 as President and Chief Operating Officer of its Raytheon Aircraft Company subsidiary, a commercial, military and regional aircraft manufacturing company. He was appointed Chief Executive Officer of Raytheon Aircraft Company in January 2000 and Chairman in August 2000. He became President of Raytheon International in May 2001. Prior to joining Raytheon in 1999, he served United Technologies Corporation as President of its Pratt & Whitney Large Military Engines Group since 1996. He joined United Technologies Corporation in 1980 and held a variety of senior leadership positions. Mr. Tookes was a Lieutenant Commander and pilot in the U.S. Navy and later served as a commercial pilot with United Airlines.

Mr. Tookes has been a member of our Board since April 2005 and is Chairperson of our Corporate Governance Committee and a member of our Management Development and Compensation Committee.

Mr. Tookes also is a director of Corning Incorporated (since 2001), NextEra Energy, Inc. (since 2005) and Ryder System, Inc. (since 2002).

Qualifications Statement: Mr. Tookes' prior service as a senior executive of large international public aerospace and defense companies, including as Chief Executive Officer, President and Chief Operating Officer of Raytheon Aircraft Company and his prior management and leadership positions at Pratt & Whitney, add important experience to our Board in terms of operations, manufacturing, regulatory issues, performance excellence, global compliance, business development, technology-driven business environments, accounting and internal controls, and enterprise risk management. He also has extensive experience on large aerospace and defense government projects and with the government procurement process, including experience with major U.S. Department of Defense programs, which brings our Board important knowledge and experience in these areas and makes him a valuable strategic advisor to our U.S. Government businesses. His science, engineering and business education and training also have provided him with knowledge and experience relevant to many of our businesses. In addition, he brings to our Board significant and broad public company governance experience, including service on several other public company boards.

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Recommendation Regarding Proposal 1

To be elected in an uncontested election of directors, a nominee must receive more For votes than Against votes. Abstentions and any broker non-votes will have no effect on the election of directors because only votes cast For or Against a nominee will be counted.

Our Board of Directors unanimously recommends that you vote FOR election of each of the nominees in this uncontested election of directors. If not otherwise specified, proxies will be voted FOR election of each of the nominees as recommended by our Board.

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CORPORATE GOVERNANCE AND BOARD MATTERS

Board of Directors

Our business, property and affairs are managed under the direction of our Board. Members of our Board are kept informed of our business through discussions with our Chief Executive Officer (sometimes referred to herein as CEO) and other officers, by reviewing materials provided to them or requested by them, by visiting our offices and plants and by participating in meetings of our Board and its committees.

Corporate Governance Guidelines

Our Board has long been focused on and committed to responsible and effective corporate governance. Our Board has adopted Corporate Governance Guidelines that trace their history to 1960 and have evolved and been revised over time. Our Corporate Governance Committee is responsible for overseeing the Corporate Governance Guidelines and reporting and making recommendations to our Board concerning corporate governance matters. Our Board regularly reviews our Corporate Governance Guidelines and updates them periodically in response to changing regulatory requirements and evolving governance practices. Our Corporate Governance Guidelines address matters including:

Board composition

Director independence

Selection of Chairman

Designation and responsibilities of Lead Independent Director

Selection of Board nominees

Board membership criteria

Majority voting for directors

Director retirement policy

Other directorships

Director compensation

Stock ownership guidelines

Prohibitions on hedging and pledging transactions

Prohibition on margin accounts

Meeting schedules

Executive sessions of independent directors

Access to management

Board committees and membership

Board and director responsibilities

Director orientation and continuing education

CEO performance evaluation

Succession planning

Board and committee self-evaluations

A copy of our Corporate Governance Guidelines is available on the Corporate Governance section of our website at harris.com/corporate_governance/.

Director Independence

Our Corporate Governance Guidelines require us to have a board of directors with at least two-thirds of independent directors. Our Board is, and has been for many years, comprised of at least two-thirds of independent directors. Our Board has adopted Director Independence Standards to assist in the evaluation of the independence of each of our directors. Our Board assesses the independence of our directors and examines the nature and extent of any relationships between us and our directors, their families and their affiliates. A copy of our Director Independence Standards is available on the Corporate Governance section of our website at harris.com/corporate_governance/.

For a director to be considered independent, our Board must affirmatively determine that the director does not have any direct or indirect material relationship with us, other than as a director. A director will not be considered independent if, within the preceding three years:

The director was an employee, or an immediate family member of the director was employed as an executive officer, of Harris, provided that serving as an interim chairman, chief executive officer or other executive officer does not disqualify a director from being considered independent after that employment relationship has ended; or

The director, or an immediate family member of the director, received more than \$120,000 during any 12-month period in direct

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compensation from Harris, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided that such compensation is not contingent in any way on continued service with Harris); except that compensation received by an immediate family member of the director for services as a non-executive employee of Harris or compensation received by the director for service as an interim chairman, chief executive officer or other executive officer need not be considered in determining independence under this test; or

The director was a partner with or employed by a present or former internal or external auditor of Harris, or an immediate family member of the director is a current partner of such a firm, or the director has an immediate family member who is a current employee of such a firm and personally worked on the Harris audit within the last three years; or

The director, or an immediate family member of the director, is or was employed as an executive officer of another company where any of Harris' present executive officers at the same time served on that company's compensation committee; or

The director currently is an executive officer of or employed by another company, or an immediate family member of the director currently is employed as an executive officer of such other company, that has made payments to, or received payments from, Harris for property or services (not including contributions to tax exempt organizations) in an amount which, in any single fiscal year of such other company, exceeds the greater of (a) \$1 million or (b) 2% of such other company's consolidated gross revenues.

Our Board has determined that the following relationships will not be considered to be material relationships that would impair a director's independence:

If a director of Harris is an executive officer or an employee, or an immediate family member of a director of Harris is an executive officer, of another company that makes payments to, or receives payments from, Harris for property or services in an amount which, in any single fiscal year of such other company, does not exceed the greater of (a) \$1 million or (b) 2% of the consolidated gross annual revenues of such other company, as applicable; or

If a director of Harris or an immediate family member of a director of Harris is an executive officer of another company that is indebted to Harris, or to which Harris is indebted, and the total amount of the borrower company's indebtedness to the other company is less than 2% of the consolidated assets of the company wherein the director or immediate family member serves as an executive officer; or

If a director of Harris is an executive officer of another company in which Harris owns an equity interest, and the amount of the equity interest is less than 5% of the total equity of such other company; or

If a director of Harris, or the spouse of a director of Harris, serves as a director, officer or trustee of a tax exempt organization, and within the preceding three years, Harris or the Harris Foundation's discretionary contributions to such organization in any single fiscal year of such organization are less than the greater of (a) \$1 million or (b) 2% of such organization's consolidated gross annual revenues; or

If a director or a director's immediate family members own Harris shares.

Pursuant to our Corporate Governance Guidelines, the Board undertook a review of director independence in August 2015, which included a review of the responses of the directors to questions regarding each director's commercial, industrial, banking, consulting, legal, accounting, charitable and family relationships, and discussions with the directors. Based upon the NYSE listing standards and our Director Independence Standards, our Board has affirmatively determined in its business judgment that all of our directors (including each nominee for election), with the exception of Mr. Brown, our Chairman of the Board, President and Chief Executive Officer, are independent and have no direct or indirect material relationship with Harris, other than as a director, that will impair the director's independence.

Related Person Transaction Policy

Our Board has adopted a written policy and procedures for the review, approval and ratification of transactions among Harris and our directors,

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executive officers and their related interests. The policy supplements the conflicts of interest policies set forth in our Code of Conduct and our other internal policies and procedures. Under the related person transaction policy, all related person transactions (as defined in the policy) are to be reviewed by our Corporate Governance Committee. Our Corporate Governance Committee may approve or ratify related person transactions if, in its business judgment, it determines that the transaction is in, or is not inconsistent with, the best interests of Harris and our shareholders. This may include situations where we provide or receive products or services to or from related persons on an arm's-length basis on terms comparable to those provided to or received from unrelated third parties. Any director who participates in or is the subject of an existing or potential related person transaction may not participate in the approval or ratification decision-making process of our Corporate Governance Committee.

Under the policy and consistent with SEC rules, a related person transaction is any transaction, arrangement or relationship in which Harris was, is or will be a participant, where the amount involved exceeds \$120,000 and in which a related person had, has or will have a direct or indirect material interest. A related person includes any of our directors, nominees for director or executive officers, any person who is known to be the beneficial owner of more than 5% of any class of our common stock, an immediate family member of any person described above and any firm, corporation or other entity controlled by any person described above. The policy requires that each director and executive officer annually complete a questionnaire to identify their related interests and persons and notify us of changes in that information. Before entering into a proposed related person transaction, the related person or involved business area of Harris is requested to notify our Secretary of the facts and circumstances of the proposed transaction. If the Secretary determines that the proposed transaction is a related person transaction, it shall be submitted to our Corporate Governance Committee for review and consideration. A related person transaction entered into without our Corporate Governance Committee's prior approval will not violate this policy or be unenforceable, so long as the transaction is brought to our Corporate Governance Committee promptly after it is entered into or after it becomes apparent that the transaction is covered by this policy and is ratified by our Corporate Governance Committee.

Based on its holdings as reported on a Schedule 13G/A filed with the SEC, each of BlackRock, Inc. and T. Rowe Price Associates, Inc. beneficially owned more than 5% of our common stock as of August 28, 2015. BlackRock, Inc. and certain of its affiliates provided asset management services in fiscal 2015 for certain of our defined contribution and defined benefit plans, for which participants paid or will pay approximately \$960,000 and we paid or will pay approximately \$30,000. T. Rowe Price Associates, Inc. and certain of its affiliates provided asset management services in fiscal 2015 for our Retirement Plan, for which participants paid or will pay approximately \$1,570,000.

The agreements with each of BlackRock, Inc. and T. Rowe Price Associates, Inc. were negotiated on an arm's-length basis and the ownership of our common stock plays no role in the business relations between us and BlackRock, Inc. or T. Rowe Price Associates, Inc. In addition, we believe that the agreements represent standard terms and conditions for asset management services. In accordance with our related persons transaction policy, our Corporate Governance Committee reviewed, ratified and approved such services.

Board Leadership Structure and**Lead Independent Director**

Board Leadership Structure. Our Board's leadership is currently structured as follows: a combined position of Chairman of the Board (Chairman) and CEO; a Lead Independent Director with well-defined duties that support our Board's oversight responsibilities; a robust standing committee structure comprised solely of independent directors; and engaged and independent Board members who conduct candid and constructive discussions and deliberations. Our Board elects a Chairman from among the directors. Our Board combines or separates the positions of Chairman and CEO based on what its members believe best serves the needs of Harris and our shareholders at any particular time based on then-existing facts and circumstances. Although our Board has generally combined the positions of Chairman and CEO and designated a Lead Independent Director, our Board determined to separate the positions of Chairman and CEO in connection with the CEO transition to Mr. Brown in November 2011 and appointed Mr. Dattilo as non-executive Chairman, effective January 1, 2012, to provide the Board with independent leadership during the CEO transition and enable Mr. Brown as incoming CEO to concentrate on

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our business operations. In April 2014, our Board determined to adopt its current structure by re-combining the positions of Chairman and CEO and electing Mr. Brown as Chairman and CEO, and designating Mr. Dattilo as Lead Independent Director.

Our Board believes that its current leadership structure provides independent board leadership and oversight while also benefiting from having Mr. Brown also serve as Chairman following his transition as incoming CEO, during which he demonstrated the strong leadership and vision necessary to drive Harris' strategies and achieve Harris' objectives. Our independent directors believe Mr. Brown's in-depth knowledge of our businesses and their challenges and opportunities, as well as his extensive understanding of our day-to-day operations and his ability to provide insight and direction on important strategic initiatives, make him well positioned to chair regular Board meetings and to bring key business and stakeholder issues to our Board's attention.

The independence of our Board, together with the Lead Independent Director structure, the ability of independent directors to participate in the agenda-setting process for our Board and committee meetings, regularly scheduled executive sessions of independent directors and our directors' access to management, provide appropriate opportunities for oversight, discussion and evaluation of Harris' decisions and direction. The actions by our Board in changing its leadership structure in connection with the CEO transition process, without a mandated separation of the Chairman and CEO positions or a requirement for an independent Chairman, evidence our Board's proactive commitment to strong corporate governance and appropriate independent oversight of management. Our Board believes it is fundamentally wrong, however, to permanently and inflexibly separate or combine the positions of Chairman and CEO and remove our Board's ability to evaluate and change the structure of our Chairman and CEO positions, as and when appropriate, to best serve the needs of Harris and our shareholders based on then-existing facts and circumstances. Our Board believes that its members possess considerable experience and unique knowledge of the challenges and opportunities Harris faces, and therefore, are in the best position to evaluate the needs of Harris and how best to organize the capabilities of our directors and senior management to meet those needs.

Lead Independent Director. At all times while our Chairman is not independent, our independent directors, by the affirmative vote of a majority of all independent directors, will designate one of our

independent Board members to serve as Lead Independent Director. The responsibilities and authority of our Lead Independent Director include:

Presiding at all meetings of our Board at which our Chairman is not present, including executive sessions of our independent directors;

Serving as liaison between our Chairman and our independent directors;

Approving the information sent to our Board and the meeting agendas for our Board;

Approving meeting schedules for the Board to assure there is sufficient time for discussion of all agenda items;

Calling meetings of our independent directors;

If requested by major shareholders, ensuring that he or she is available, when appropriate, for consultation and direct communication consistent with our policies regarding shareholder communications;

Providing timely feedback from executive sessions of our independent directors to our CEO or other members of senior management;

Together with the Chairperson of our Management Development and Compensation Committee (or the Chairperson of the Corporate Governance Committee if the same individual is serving as Lead Independent Director and Chairperson of the Management Development and Compensation Committee), playing a key role in the annual CEO evaluation process;

Together with the Chairperson of our Corporate Governance Committee (or the Chairperson of the Management Development and Compensation Committee if the same individual is serving as Lead Independent Director and Chairperson of the Corporate Governance Committee), playing a key role in our Board's annual self-evaluation process and related matters;

When applicable, assisting with the recruitment of director candidates;

When appropriate, serving as the spokesperson for the Board, it being understood that the CEO is the primary spokesperson for us and our Board; and

Such other responsibilities and authority as our Board may determine from time to time.

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The designation of a Lead Independent Director is not intended to inhibit communications among our directors or between any of them and our Chairman. Our Lead Independent Director will serve a two-year term. Unless our independent directors shall determine otherwise due to particular circumstances, no independent director will serve as Lead Independent Director for more than two consecutive two-year terms. Our Lead Independent Director may be removed from the position by the affirmative vote of a majority of all independent directors.

The position of Lead Independent Director is currently held by Mr. Dattilo, as noted above.

Board Meetings and Attendance

General. In fiscal 2015, our Board held 14 meetings, and the committees of our Board held a total of 32 meetings. Each director attended at least 78% of the meetings of our Board and committees on which he or she served. All of the directors taken together attended an average of 97% of such meetings of our Board and committees on which they served. In addition to meetings at our corporate headquarters, our Board periodically holds meetings at other facilities and locations.

Attendance at Annual Meetings of Shareholders. We typically schedule a Board meeting in conjunction with our Annual Meeting of Shareholders. In the absence of unavoidable conflict, all Board members are expected to attend each Annual Meeting of Shareholders. All 12 of our Board members attended our 2014 Annual Meeting of Shareholders.

Executive Sessions of Independent Directors

Our Board and its standing committees meet throughout the year on a set schedule and also hold special meetings and may act by written consent from time to time as appropriate. Executive sessions of independent directors are provided for in the agenda for each regularly scheduled Board meeting. Our Lead Independent Director chairs these executive sessions of independent directors. Executive sessions of independent directors also are provided for in the agenda for each regularly scheduled standing committee meeting (other than quarterly earnings review meetings of our Audit Committee).

Board Committees and Committee Charters

Our Board currently has 5 standing committees to assist in discharging its responsibilities. These

committees are our Audit Committee, our Business Conduct and Corporate Responsibility Committee, our Corporate Governance Committee, our Finance Committee and our Management Development and Compensation Committee. The committees regularly report their activities and actions to our full Board, generally at the next Board meeting following the committee meeting. Our Board has adopted a written charter for each committee, copies of which are available on the Corporate Governance section of our website at harris.com/corporate_governance/. The charter of each of our Audit Committee, Corporate Governance Committee and Management Development and Compensation Committee complies with the NYSE corporate governance requirements. There are no NYSE requirements with respect to the charter of each of our Business Conduct and Corporate Responsibility Committee or Finance Committee. Copies of all such charters and our Corporate Governance Guidelines also are available to shareholders free of charge upon written request to our Secretary at Harris Corporation, 1025 West NASA Boulevard, Melbourne, Florida 32919. The principal functions of each standing committee are summarized below.

Audit Committee

Our Audit Committee oversees our independent registered public accounting firm and accounting and internal control matters. Our Audit Committee also assists our Board in fulfilling its responsibilities to oversee, among other things:

The integrity of our financial statements;

Our compliance with relevant legal and regulatory requirements;

Our independent registered public accounting firm's qualifications and independence; and

The performance of our independent registered public accounting firm and our internal audit function. The purposes and responsibilities of our Audit Committee also include:

Directly appointing, compensating, retaining, terminating and overseeing the work of our independent registered public accounting firm;

Pre-approving, or adopting appropriate procedures to pre-approve, all audit services, internal control-related services and non-audit services to be provided by our independent registered public accounting firm;

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Reviewing and discussing with our independent registered public accounting firm, internal audit department and our management (i) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the selection or application of accounting principles, (ii) any major issues concerning the adequacy of our internal controls and any special steps adopted in light of any material control deficiencies, and (iii) the effect of regulatory and accounting initiatives or actions applicable to us, as well as off-balance sheet structures on our financial statements;

Discussing guidelines and policies governing the process by which our management assesses and manages exposure to risk, including key credit risks, liquidity risks, market risks, financial risks and operational risks;

Reviewing and discussing our earnings press releases, including the use of pro forma or adjusted non-GAAP results, and the types of financial information and earnings guidance provided, and the types of presentations made by us to analysts and rating agencies; and

Reviewing and discussing with our independent registered public accounting firm, internal audit department and our management quarterly and year-end operating results, reviewing our interim financial statements prior to their inclusion in our Quarterly Reports on Form 10-Q, and recommending to our Board the inclusion of our annual financial statements in our Annual Reports on Form 10-K. A more detailed description of our Audit Committee's purposes and responsibilities is contained in its charter.

Our Board has determined in its business judgment that each member of our Audit Committee is independent within the meaning of the NYSE listing standards, the Sarbanes-Oxley Act of 2002 and related SEC rules and our Director Independence Standards.

Our Board also has determined in its business judgment that each of the members of our Audit Committee satisfies the financial literacy requirements of the NYSE listing standards and has accounting or related financial management expertise and that David B. Rickard, Chairperson of

our Audit Committee, satisfies the audit committee financial expert criteria, as that term is defined by SEC rules, and is independent of Harris.

Our Audit Committee held 10 meetings in fiscal 2015, including meeting regularly with Ernst & Young LLP and our internal auditors, both privately and with management present.

Business Conduct and Corporate Responsibility Committee

The purposes and responsibilities of our Business Conduct and Corporate Responsibility Committee include:

Oversight and monitoring of our business conduct program and compliance with sound ethical business practices and legal requirements in connection with our business;

Oversight and monitoring of our policies, procedures and programs with respect to environmental, health and safety matters;

Reviewing and monitoring our support of charitable, civic, educational and philanthropic contributions and activities; and

Reviewing and acting on, as appropriate, strategic issues and trends relating to corporate citizenship and responsibility, including social, political and public policy issues that may have an impact on our operations, financial performance or public image. A more detailed description of our Business Conduct and Corporate Responsibility Committee's purposes and responsibilities is contained in its charter.

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Our Board has determined in its business judgment that each member of our Business Conduct and Corporate Responsibility Committee is independent within the meaning of the NYSE listing standards and our Director Independence Standards. Our Business Conduct and Corporate Responsibility Committee held 2 meetings in fiscal 2015.

Corporate Governance Committee

The purposes and responsibilities of our Corporate Governance Committee include:

Identifying individuals believed to be qualified to become Board members consistent with criteria approved by our Board

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and set forth in our Corporate Governance Guidelines, and recommending nominees to stand for election at annual meetings of shareholders or to fill vacancies;

Adopting a policy and procedure for consideration of candidates for director recommended by our shareholders;

Developing and recommending to our Board our Corporate Governance Guidelines and monitoring trends and evolving practices in corporate governance;

Periodically assessing the adequacy of our governance framework, including our Restated Certificate of Incorporation and By-Laws, and recommending changes to the Board for approval, as appropriate;

Developing, reviewing and recommending director compensation and benefit plans;

Reviewing and making recommendations to our Board concerning the structure, size, composition and operation of our Board and its committees;

Recommending committees of our Board and committee assignments;

In consultation with each committee chairperson and our Lead Independent Director, if one has been designated, setting meeting schedules for our Board and recommending meeting schedules for our Board's committees;

Reviewing and approving related person transactions in accordance with relevant policies;

Reviewing and making recommendations to our Board regarding shareholder proposals;

Facilitating our Board's annual evaluation of its performance and effectiveness; and

Retaining (after considering the independence and any conflicts of interest of director compensation consultants) and terminating director compensation consultants, including approving such consultants' fees and other retention terms.

A more detailed description of our Corporate Governance Committee's purposes and responsibilities is contained in its charter and our Corporate Governance Guidelines.

For additional information regarding the role of our Corporate Governance Committee and our director compensation process and procedures, including the role of compensation consultants relating to director compensation, see the "Director Compensation and Benefits" section of this proxy statement beginning on page 27.

Our Board has determined in its business judgment that each member of our Corporate Governance Committee is independent within the meaning of the NYSE listing standards and our Director Independence Standards. Our Corporate Governance Committee held 4 meetings in fiscal 2015.

Finance Committee

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Our Finance Committee is authorized to review periodically our financial position, capital structure, working capital, capital transactions, debt ratings, and bank and lender relationships, and the financial and investment aspects of our benefit plans, including our defined contribution and defined benefit plans. Our Finance Committee annually reviews and approves our capital investment plan and capital expenditures and also reviews our dividend policy and share repurchase policy and makes recommendations to our Board relating to such policies. A more detailed description of our Finance Committee's purposes and responsibilities is contained in its charter. Our Board has determined in its business judgment that each member of our Finance Committee is independent within the meaning of the NYSE listing standards and our Director Independence Standards. Our Finance Committee held 5 meetings in fiscal 2015.

Management Development and Compensation Committee

The purposes and responsibilities of our Management Development and Compensation Committee include:

Reviewing plans for our management training, development, organizational structure and succession, and recommending to our Board for its approval individuals for election as executive officers and other corporate officers;

Overseeing and reviewing our overall compensation philosophy and establishing the compensation and benefits of our executive officers;

Reviewing and approving corporate goals and objectives relevant to the compensation of our

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CEO, evaluating our CEO's performance in light of those goals and objectives, and together with all independent directors of our Board, determining and approving our CEO's annual salary, cash and equity incentives and other benefits based on this evaluation;

Reviewing and approving the annual salary, cash and equity incentives and other benefits of our other executive officers;

Reviewing and approving the use and the terms of employment, separation, severance and change in control agreements and any special arrangements in the event of termination of employment, death or retirement of executive officers (together, in the case of our CEO, with all independent directors of our Board);

Administering our equity-based compensation plans;

Reviewing and discussing the Compensation Discussion and Analysis section in this proxy statement with our management and making a recommendation to our Board on the inclusion of the Compensation Discussion and Analysis section in this proxy statement; and

Retaining (after considering the independence and any conflicts of interest of compensation consultants) and terminating compensation consultants, including approving such consultants' fees and other retention terms.

A more detailed description of our Management Development and Compensation Committee's purposes and responsibilities is contained in its charter.

Our Management Development and Compensation Committee has delegated to our CEO the authority to make equity grants to employees who are not executive officers, subject to an annual maximum number of shares and options that may be granted, and annually reviews these awards.

For additional information regarding the role of our Management Development and Compensation Committee and our executive compensation process and procedures, including the role of executive officers and compensation consultants in recommending the amount or form of executive compensation, see the Compensation Discussion and Analysis section of this proxy statement beginning on page 33.

Our Board has determined in its business judgment that each member of our Management Development and Compensation Committee is independent within the meaning of the NYSE listing standards, SEC rules and our Director Independence Standards. Our Management Development and Compensation Committee held 8 meetings in fiscal 2015.

The Board's Role in Risk Oversight

The responsibility for the day-to-day management of risk lies with our management, and our management continually monitors the material risks facing Harris, including strategic risk, financial risk, operational risk, and legal and compliance risk. We have in place an enterprise risk management (ERM) process that, among other things, is designed to identify material risks across Harris with input from each business unit and function. Under our ERM process, which is coordinated through a cross-functional management committee, various material business risks are regularly identified, assessed and prioritized. The top risks to Harris and any mitigation plans associated with those risks are reported to our Board. In addition, in order to ensure dissemination of information about identified risks to management and throughout Harris, our management ERM committee regularly provides reports to our senior executives. Our ERM process has been reviewed by our Board and is the subject of oversight and regular review by our Audit Committee. We also manage risk through numerous controls and processes embedded in our operations, and such controls and processes are reviewed from time to time with our Board and/or its relevant committees.

Risk considerations also are raised in the context of a range of matters that are reported by management to our Board or one of its committees for review. For example, elements of risk are discussed by our full Board in presentations concerning Company-wide and business unit annual operating plans, three-year strategic plans, merger and acquisition opportunities, market environment updates, regular operations updates and other strategic discussions. Elements of risk related to financial reporting, internal audit, internal control over financial reporting, auditor independence and related areas of accounting, taxation, law and regulation are regularly reviewed by our Audit Committee. Elements of risk related to various aspects of U.S. and international regulatory compliance, business conduct, social responsibility,

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environmental matters and export/import controls are regularly reviewed by our Business Conduct and Corporate Responsibility Committee. Elements of risk related to corporate governance issues are regularly reviewed by our Corporate Governance Committee. Elements of risk related to liquidity, financial arrangements, capital structure and our ability to access the capital markets are regularly reviewed by our Finance Committee. Our Finance Committee also

reviews risks related to our retirement plans and their related investments. Elements of risk related to compensation policies and practices and talent management and succession planning are regularly reviewed by our Management Development and Compensation Committee. Each committee also regularly provides reports regarding such risks to our full Board.

Committee Membership

The current composition of the 5 standing committees of our Board of Directors is as follows:

Director	Audit Committee	Business Conduct and Corporate Responsibility Committee	Corporate Governance Committee	Finance Committee	Management Development and Compensation Committee
William M. Brown					
Peter W. Chiarelli	X	X			
Thomas A. Dattilo	X				X*
Terry D. Growcock		X*			X
Lewis Hay III				X	X
Vyomesh I. Joshi			X		
Karen Katen		X	X		
Leslie F. Kenne		X		X	
David B. Rickard	X*			X	
James C. Stoffel		X	X		
Gregory T. Swinton	X			X*	
Hansel E. Tookes II			X*		X

* Committee Chairperson

Director Retirement

We do not impose term limits for directors. It is our policy that a director who would be age 72 or older at the time of election shall not stand for re-election. A director also is expected to offer to tender automatically his or her resignation in the event of retirement or other significant change in employment position or employer, and our Board then will determine whether such director's continued Board membership under the new circumstances is in the best interests of Harris and our shareholders, free from conflicts of interest and otherwise appropriate.

Communications with Members of our**Board of Directors**

General. Shareholders and other interested persons who wish to communicate with a member or members of our Board, including our Chairman, our Lead Independent Director, if one has been designated, the chairperson of any standing

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committee of our Board or the independent directors as a group, may do so by sending an e-mail message to the intended recipient(s) c/o our Secretary at *corporate.secretary@harris.com*. Shareholders and other interested persons also may write to the intended recipient(s) c/o our Secretary, Harris Corporation, 1025 West NASA Boulevard, Melbourne, Florida 32919. Our Secretary will review each such communication, and if it is related to the duties and responsibilities of our Board and its committees, it will be forwarded to the appropriate recipient(s). Our Board has instructed our Secretary not to forward communications the Secretary deems unduly hostile, threatening, illegal or similarly inappropriate (such as surveys, spam, junk mail, resumes, service or product inquiries or complaints, solicitations or advertisements). Our Secretary will periodically provide our Board a summary of all communications received that were not forwarded to the intended recipient(s) (other than surveys, spam, junk mail, resumes, service or product inquiries or

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complaints, solicitations or advertisements) and will make those communications available to any director upon request. Our Chairman, our Lead Independent Director, if one has been designated, or other director in receipt of a communication for which he or she was the intended recipient will determine whether it will be sent to our full Board or a committee. If a communication is determined to be a complaint or concern pertaining to accounting, internal control or auditing matters, it will be handled in accordance with the procedures discussed below under Accounting, Internal Control, Auditing and Certain Other Matters.

Accounting, Internal Control, Auditing and Certain Other Matters. Our Audit Committee has established procedures for the receipt, retention and treatment of complaints and concerns regarding accounting, internal accounting controls or auditing matters, financial reporting or disclosure matters, and other matters relating to actual or alleged violations or potential violations of any law, rule or regulation relating to securities or to fraud against shareholders. Any of our employees may communicate concerns about any of these matters to such employee's supervisor, manager or ethics advisor, or to the Vice President, Internal Audit and Compliance or the Director, Ethics and Compliance or certain other individuals, or on a confidential and anonymous basis by way of e-mail or our toll-free hotline numbers listed on our website and in our Code of Conduct. Other persons with such complaints or concerns may contact our Vice President, Internal Audit and Compliance or Director, Ethics and Compliance at 1025 West NASA Boulevard, Melbourne, Florida 32919. Upon receipt of a complaint or concern, a determination will be made whether it pertains to accounting, internal control, auditing, financial reporting or disclosure matters, and if it does, it will be handled in accordance with the procedures established by our Audit Committee. A copy of these procedures is available on the Corporate Governance section of our website at harris.com/corporate_governance/.

Code of Conduct

All Harris directors and employees, including our CEO, Chief Financial Officer, Principal Accounting Officer and other senior officers, are required to abide by our Code of Conduct, originally adopted as our Standards of Business Conduct in 1987, to help ensure that our business is conducted in a consistently ethical and legal manner. Our Code of

Conduct is an important component of a comprehensive business conduct program that includes compliance with all laws and corporate policies and procedures, an open relationship among employees that contributes to good business conduct, and an abiding belief that we should conduct all business dealings with integrity, honesty and responsibility. Our Code of Conduct policies cover many topics, including:

Conflicts of interest

Preventing bribery and corruption

International business practices

Gifts, entertainment and hospitality

Antitrust and competition

Use of social media

Insider trading

Political activities and lobbying

Environmental, health and safety

Government contracts

Export and import control

Boycotts

Integrity of business records

Use of Company assets

Confidential information and intellectual property

Employees are required to report any conduct they believe in good faith to be a violation of our Code of Conduct or policies.

Our Code of Conduct is posted on our website at harris.com/about/business-conduct.aspx and also is available free of charge by written request to our Director, Ethics and Compliance, Harris Corporation, 1025 West NASA Boulevard, Melbourne, Florida 32919. Any amendment to, or waiver from, our Code of Conduct that is required to be disclosed to shareholders will be posted on our website within four business days following such amendment or waiver.

**Director Nomination Process and Criteria,
and Board Diversity**

Our Board is responsible for approving nominees to stand for election as directors. Our Corporate Governance Committee assists our Board in this process and identifies individuals it believes to

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be qualified to become Board members and recommends nominees.

It is a long-standing policy of our Board to consider director nominees recommended by shareholders. A shareholder who wishes to recommend a nominee for our Corporate Governance Committee's consideration must include at least the following information about the proposed nominee: name, age, business or residence address, principal occupation or employment, and the written consent of the nominee to be named in the proxy statement as a nominee and to serve as a director if elected. The required information should be sent to our Secretary at 1025 West NASA Boulevard, Melbourne, Florida 32919. Our Secretary will forward properly submitted shareholder-recommended nominations to the Chairperson of our Corporate Governance Committee for consideration at a future Corporate Governance Committee meeting. Individuals recommended by shareholders in accordance with these procedures will be evaluated and considered by our Corporate Governance Committee in the same manner as it evaluates other proposed nominees.

In addition to recommending nominees for consideration to our Corporate Governance Committee, shareholders also may directly propose nominees for consideration at an annual meeting of our shareholders. The requirements and procedures to be followed by shareholders for directly nominating directors are discussed beginning on page 94 under Shareholder Proposals for the 2016 Annual Meeting of Shareholders.

Our Corporate Governance Committee also has a process for considering, reviewing and evaluating incumbent directors as potential nominees for re-election. Pursuant to this process, prior to each annual meeting of shareholders, each current director discusses participation on our Board and its committees and other relevant matters with our Chairman or Lead Independent Director, if one has been designated. Each current director also is requested to discuss any concerns or issues regarding continued membership on our Board with the Chairperson of our Corporate Governance Committee. In addition, our Corporate Governance Committee reviews each current director's experience, qualifications, attributes, skills, tenure, contributions, other directorships, meeting attendance record, any changes in employment status and other information it deems helpful in considering and evaluating the director for nomination.

Our Corporate Governance Guidelines contain Board membership criteria that apply to all nominees for a position on our Board. Our Board, based on the recommendation of our Corporate Governance Committee (which will be based on the criteria set forth below, regardless of whether the nominee is recommended by shareholders or is identified by our Corporate Governance Committee or otherwise), will select nominees considering the following criteria:

Demonstrated ability and sound judgment that usually will be based on broad experience;

Personal qualities and characteristics, accomplishments and reputation in the business community, professional integrity, educational background, business experience and related experience;

Willingness to objectively appraise management performance;

Current knowledge and contacts in the businesses in which we participate and in our industry or other industries relevant to our businesses, giving due consideration to potential conflicts of interest;

Ability and willingness to commit adequate time to Board and committee matters, including attendance at Board, committee and annual shareholder meetings;

The number of other boards on which the individual serves;

Compatibility of the individual's experience, qualifications, attributes, skills and personality with those of other directors and potential directors in building a Board that is effective, collegial and responsive to the needs of Harris and the interests of our shareholders; and

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Diversity of viewpoints, background, experience, gender, race, ethnicity and similar demographics. Our Board values diversity as a factor in selecting nominees to serve on our Board. Although we have adopted no specific policy on diversity, our Corporate Governance Committee considers our Board membership criteria in selecting nominees for directors, including diversity of viewpoints, background, experience, gender, race, ethnicity and similar demographics. Such considerations also may include personal characteristics, functional background, executive or professional experience,

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and international experience. As a general matter, our Board considers diversity in the context of our Board as a whole and takes into account the personal characteristics and experience of current and prospective directors to facilitate Board deliberations and decisions that reflect a broad range of perspectives.

Our Corporate Governance Committee has as a general matter retained a third-party search firm to assist in identifying and evaluating potential nominees, and all of our current independent directors have been identified and/or evaluated using this process.

Majority Voting for Directors

Pursuant to our By-Laws and Corporate Governance Guidelines, the voting standard applicable for the election of our directors in uncontested elections is a majority voting standard. An uncontested election of directors is an election in which the number of properly nominated nominees does not exceed the number of director positions to be filled. In contested director elections, the plurality voting standard will apply, which means the nominees receiving the greatest numbers of votes will be elected to serve as directors.

To be elected in an uncontested election under the majority voting standard, a director nominee must receive more For votes than Against votes. Abstentions and any broker non-votes will have no effect in an uncontested election of directors because only votes cast For or Against a nominee will be counted. If an incumbent director nominee does not receive a greater number of For votes than Against votes, he or she must promptly offer to tender his or her resignation following certification of the vote. Our Corporate Governance Committee shall consider the resignation offer and shall recommend to our Board the action to be taken. Our Board shall take action within 90 days following certification of the vote, unless such action would cause us to fail to comply with NYSE independence or other legal requirements, in which event our Board shall take action as promptly as practicable while continuing to meet such requirements. Our Board also will promptly publicly disclose its decision and the reasons therefor. If our Board does not accept the resignation, the nominee will continue to serve as a director until the next annual meeting and until his or her successor shall be duly elected and qualified, or until his or her prior death, retirement, resignation or

removal from office. If our Board accepts the resignation, then our Board, in its sole discretion, may fill any resulting vacancy or may choose not to fill the vacancy and to decrease the size of our Board.

The election of directors at the 2015 Annual Meeting of Shareholders is an uncontested election and thus the majority voting standard applies.

DIRECTOR COMPENSATION AND BENEFITS

Our Board compensation program is intended to attract and retain directors with demonstrated ability, integrity, judgment and experience to fulfill their responsibility to oversee management and to develop and oversee the implementation of strategies aimed at creating sustainable, long-term value for our shareholders. The program also is intended to recognize the time commitments and potential liability associated with serving on the board of a public company.

The form and amount of director compensation is periodically reviewed and assessed by our Corporate Governance Committee. Our Corporate Governance Committee reviews our compensation comparison group data and broad survey data concerning director compensation practices, levels and trends for companies comparable to us in revenue, businesses and complexity, which data is requested by or on behalf of our Corporate Governance Committee from compensation consultants, including Pearl Meyer & Partners. Changes to director compensation, if any, are recommended by our Corporate Governance Committee to our Board for action. Employee directors are not separately compensated for service as a director.

Retainer and Attendance Fees

Directors who are not employees of Harris currently receive the following fees, as applicable, for their service on our Board and its committees:

\$55,000 annual cash retainer, payable on a quarterly basis, for service as a member of our Board;

\$150,000 annual cash retainer, payable on a quarterly basis, for service as non-executive Chairman of the Board;

\$25,000 annual cash retainer, payable on a quarterly basis, for service as Lead Independent Director;

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\$20,000 annual cash retainer, payable on a quarterly basis, for service as Chairperson of our Audit Committee;

\$15,000 annual cash retainer, payable on a quarterly basis, for service as Chairperson of each committee of our Board other than our Audit Committee; and

\$2,000 cash attendance fee for each meeting or telephonic meeting of our Board or of each committee of our Board or for attendance at any other meeting or event for or on our behalf.

Each cash retainer payable for a quarter is pro-rated based on period of service if a director does not serve on our Board or as Chairperson of a committee, non-executive Chairman of the Board or Lead Independent Director for the entire quarter. Independent directors may not receive, directly or indirectly, any consulting, advisory or other compensatory fees from us.

Equity Awards and Deferred Compensation

We maintain the Harris Corporation 2005 Directors' Deferred Compensation Plan, as amended and restated and as further amended (the Directors' Deferred Compensation Plan), an unfunded, non-qualified deferred compensation plan for the benefit of our non-employee directors. Under the Directors' Deferred Compensation Plan, quarterly on January 1, April 1, July 1 and October 1 of each year, we credit each non-employee director's account with a number of Harris stock equivalent units (each unit is equivalent in value to one share of our common stock) having an aggregate fair market value equal to \$33,750 (representing an annual rate of \$135,000), which amount may be changed from time to time by our Board. In October 2014, on the recommendation of our Corporate Governance Committee, our Board approved, effective January 1, 2015, a \$2,500 increase in this quarterly amount from \$31,250 (representing a previous annual rate of \$125,000) to the current quarterly rate of \$33,750. The number of Harris stock equivalent units credited to a non-employee director's account for a quarter is pro-rated, based on period of service, if the director does not serve on our Board for the entire quarter.

In addition, under the Directors' Deferred Compensation Plan, prior to the commencement of a calendar year, each non-employee director may make an irrevocable election to defer all or a portion of his

or her cash director compensation for the subsequent year or years. The Directors' Deferred Compensation Plan replaced the Harris Corporation 1997 Directors' Deferred Compensation and Annual Stock Unit Award Plan (the 1997 Directors' Plan). Effective December 31, 2004, no further deferrals of director compensation were permitted and no further annual awards of Harris stock equivalent units were made under the 1997 Directors' Plan.

Amounts deferred at the election of a non-employee director under such plans are deemed to be invested, at the non-employee director's discretion, in investment alternatives that mirror those available under our Retirement Plan or in Harris stock equivalent units based on the fair market value of Harris common stock on the date the deferral is credited to the non-employee director's plan account. A non-employee director may not transfer or reallocate deferred amounts invested in other investments into Harris stock equivalent units, but may reallocate (provided director minimum stock ownership guidelines are satisfied) deferred amounts invested in Harris stock equivalent units into any other investment alternatives. Each Harris stock equivalent unit is credited with dividend equivalents equal to the dividends paid on our common stock, which are deemed reinvested in additional Harris stock equivalent units on the dividend payment date. Amounts invested in Harris stock equivalent units shall be appropriately adjusted in the event of any stock dividend or split, recapitalization, merger, spin-off, extraordinary dividends or other similar events.

A non-employee director may elect to receive deferred amounts either in a cash lump sum on a date certain within five years after his or her resignation or retirement, or in annual substantially equal cash installments over a designated number of years beginning on a date certain within five years after his or her resignation or retirement, provided that all amounts are fully paid within 10 years of resignation or retirement.

Within 90 days following a non-employee director's death, a lump sum cash payment equal to the then-remaining balance in his or her account will be made to his or her beneficiary.

Within 90 days following a change in control (as defined in the director deferred compensation plans) and to the extent permitted by Federal tax laws, each non-employee director (or former non-employee director) will receive a lump sum cash payment equal to the then-remaining balance in his or her account. If

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payment within 90 days following a change in control is not permitted by Federal tax laws, then payment will be made at the time and in the form that payment would have been made if a change in control had not occurred.

Amounts credited to non-employee directors' accounts under the director deferred compensation plans may be partially or fully funded by a grantor trust, also known as a rabbi trust. Upon a change in control, we are required to fund such rabbi trust in an amount equal to the amounts credited to the directors' accounts, as well as anticipated trust and trustee fees and expenses. In all cases, the assets in such trust are subject to the claims of our creditors, and directors are treated as our unsecured general creditors.

Reimbursement, Insurance and Charitable**Gift Matching**

We pay or reimburse each non-employee director for travel and out-of-pocket expenses incurred in connection with attendance at Board and committee meetings and other meetings on our behalf and for the costs and expenses of attending director education programs. Spouses or guests are invited occasionally to accompany directors to Board-related events, for which we pay or reimburse travel and related expenses. In addition, we provide each non-employee director with accidental death and dismemberment insurance in the amount of up to \$200,000 and business travel insurance of up to an additional \$200,000 in the event that he or she is involved in an accident while traveling on business relating to our affairs. We pay the premiums for such insurance, and the premiums for coverage for all non-employee directors during fiscal 2015 was \$140. We also provide liability insurance coverage for all of our directors and officers.

Non-employee directors may participate in the Harris Foundation charitable gift matching program available to all employees, under which the Harris Foundation matches contributions to eligible educational institutions and tax exempt organizations up to an annual maximum of \$10,000 per director and per employee.

Fiscal 2015 Compensation of Non-Employee Directors

The following table sets forth information regarding compensation paid to each of our non-employee directors for fiscal 2015. We currently do not have a non-equity incentive plan or pension plan for directors.

Non-Employee Director	Change in						Total
	Fees Earned			Nonqualified Deferred Compensation Earnings	All Other Compensation		
	or Paid in	Stock	Option				
	Cash	Awards	Awards	Compensation Earnings	Compensation		
\$(1)	\$(2)	\$(3)	\$(4)	\$(5)	\$		
Peter W. Chiarelli	\$ 105,000	\$ 130,000	\$ 0	\$ 0	\$ 0	\$ 235,000	
Thomas A. Dattilo	\$ 159,000	\$ 130,000	\$ 0	\$ 0	\$ 0	\$ 289,000	
Terry D. Growcock	\$ 122,000	\$ 130,000	\$ 0	\$ 0	\$ 10,000	\$ 262,000	
Lewis Hay III	\$ 109,000	\$ 130,000	\$ 0	\$ 0	\$ 10,000	\$ 249,000	
Vyomesh I. Joshi	\$ 97,000	\$ 130,000	\$ 0	\$ 0	\$ 0	\$ 227,000	
Karen Katen	\$ 91,000	\$ 130,000	\$ 0	\$ 0	\$ 0	\$ 221,000	
Stephen P. Kaufman*	\$ 36,334	\$ 41,667	\$ 0	\$ 0	\$ 10,000	\$ 88,001	

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Leslie F. Kenne	\$ 103,000	\$ 130,000	\$ 0	\$ 0	\$ 0	\$ 233,000
David B. Rickard	\$ 133,000	\$ 130,000	\$ 0	\$ 0	\$ 0	\$ 263,000
Dr. James C. Stoffel	\$ 116,000	\$ 130,000	\$ 0	\$ 0	\$ 3,500	\$ 249,500
Gregory T. Swienton	\$ 128,000	\$ 130,000	\$ 0	\$ 0	\$ 0	\$ 258,000
Hansel E. Tookes II	\$ 124,000	\$ 130,000	\$ 0	\$ 0	\$ 0	\$ 254,000

* Mr. Kaufman retired from our Board in October 2014.

(1) Reflects total cash compensation earned in fiscal 2015 for Board, committee, committee Chairperson and Lead Independent Director retainers and meeting attendance fees and includes amounts that may have been deferred at the director's election and credited to such director's account under our Directors' Deferred Compensation Plan, as described above.

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(2) Reflects the aggregate grant date fair value computed in accordance with the Financial Accounting Standards Board's Accounting Standards Codification Topic 718, Compensation - Stock Compensation (ASC 718), with respect to the Harris stock equivalent units awarded in fiscal 2015 and credited to the director's account under our Directors' Deferred Compensation Plan, as described above. Under ASC 718, the fair value of these awards is determined as of the grant date using the closing market price of Harris common stock on the grant date. The grant date fair value of each of these awards credited on each of October 1, 2014 and January 1, 2015 was \$31,250 and on each of April 1, 2015 and July 1, 2015 was \$33,750. These amounts reflect our accounting for these awards and do not necessarily correspond to the actual values that may be realized by the directors.

As of July 3, 2015, our non-employee directors had the following aggregate number of Harris stock equivalent units accumulated in their deferred accounts for all years of service as a director from deferrals of cash compensation and awards of Harris stock equivalent units, including additional Harris stock equivalent units credited as a result of dividend equivalents earned with respect to such Harris stock equivalent units: Peter W. Chiarelli 5,978 units; Thomas A. Dattilo 41,938 units; Terry D. Growcock 26,704 units; Lewis Hay III 40,389 units; Vyomesh I. Joshi 3,292 units; Karen Katen 84,331 units; Leslie F. Kenne 28,174 units; David B. Rickard 68,724 units; Dr. James C. Stoffel 16,494 units; Gregory T. Swinton 78,057 units; and Hansel E. Tookes II 27,016 units.

(3) The use of stock options as an element of compensation for our non-employee directors was discontinued in December 2004. None of our non-employee directors hold any stock options.

(4) There were no above-market or preferential earnings in our director deferred compensation plans.

(5) As noted above, non-employee directors may participate in the Harris Foundation gift matching program up to an annual maximum of \$10,000 per director. Although our directors participate on the same basis as our employees, SEC rules require disclosure of the amount of a director's participation in a gift matching program. The amounts shown for Messrs. Growcock, Hay, Kaufman and Stoffel represent the amount of gift matching payments made during fiscal 2015 with respect to our non-employee directors.

Stock Ownership Guidelines for

Non-Employee Directors

To further align the interests of members of our Board and shareholders, our Board has adopted stock ownership guidelines for our non-employee directors. Our non-employee directors are expected to own, within five years after election or appointment to our Board, Harris stock or stock equivalent units having a minimum value of \$500,000. As of September 1, 2015, all of our non-employee directors met the stock ownership guidelines or were on track to achieve such ownership within the applicable compliance timeframe.

Indemnification

We have entered into indemnification agreements with each of our directors and Board-elected officers, including the executive officers named in the Fiscal 2015 Summary Compensation

Table on page 55. These agreements require us to indemnify these directors and officers with respect to their activities as a director, officer or employee of Harris, or when serving at our request as a director, officer or in any other capacity for another corporation, joint venture, trust or other enterprise, against expenses (including attorneys' fees, judgments, fines, penalties and amounts paid in settlement) actually and reasonably incurred by them in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, to which they were, are or are threatened to be made parties as a result of their service to us.

Under the indemnification agreements, each director or officer will continue to be so indemnified with respect to his or her service to or for us, even after ceasing to occupy a position as an officer, director, employee or agent of Harris.

Table of Contents**OUR LARGEST SHAREHOLDERS**

SEC rules require disclosure regarding any persons known to us to be a beneficial owner of more than 5% of our common stock. The following table sets forth the beneficial ownership of our common stock, as of August 28, 2015, by each person who has reported to the SEC beneficial ownership of more than 5% of our common stock, based on the reports filed by these persons.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
The Vanguard Group 100 Vanguard Boulevard Malvern, PA 19355	9,644,972 ⁽¹⁾	9.22% ⁽¹⁾
BlackRock, Inc. 55 East 52 nd Street New York, NY 10022	6,649,773 ⁽²⁾	6.4% ⁽²⁾
T. Rowe Price Associates, Inc. 100 E. Pratt Street Baltimore, MD 21202	6,432,070 ⁽³⁾	6.1% ⁽³⁾

(1) Beneficial and percentage ownership information is based on information contained in Amendment No. 3 to Schedule 13G filed with the SEC on February 11, 2015 by The Vanguard Group. The schedule indicates that, as of December 31, 2014, The Vanguard Group had sole voting power over 174,483 shares, shared voting power over 0 shares, sole dispositive power over 9,475,686 shares and shared dispositive power over 169,286 shares.

(2) Beneficial and percentage ownership information is based on information contained in Amendment No. 6 to Schedule 13G filed with the SEC on January 30, 2015 by BlackRock, Inc. The schedule indicates that, as of December 31, 2014, BlackRock, Inc. had sole voting power over 5,638,749 shares, shared voting power over 0 shares, sole dispositive power over 6,649,773 shares and shared dispositive power over 0 shares.

(3) Beneficial and percentage ownership information is based on information contained in Amendment No. 3 to Schedule 13G filed with the SEC on February 13, 2015 by T. Rowe Price Associates, Inc. The schedule indicates that, as of December 31, 2014, T. Rowe Price Associates, Inc. had sole voting power over 1,741,380 shares, shared voting power over 0 shares, sole dispositive power over 6,432,070 shares and shared dispositive power over 0 shares.

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The following table sets forth the beneficial ownership of shares and equivalent units of our common stock, as of August 28, 2015, by: (a) each member of our Board, including the nominees for election at the 2015 Annual Meeting; (b) our CEO and each other named executive officer; and (c) all of our directors and executive officers as a group. Except as otherwise noted, the named individual had sole voting and investment power with respect to the securities.

Name	Shares Beneficially Owned			Percentage of Shares	Stock Equivalent Units(4)
	Shares Owned(1)	Shares Under Exercisable Options(2)	Total Shares Beneficially Owned(3)		
DIRECTORS AND NOMINEES:					
Peter W. Chiarelli					5,978
Thomas A. Dattilo					41,938
Terry D. Growcock	1,021		1,021	*	26,704
Lewis Hay III	4,228		4,228	*	40,389
Vyomesh I. Joshi					3,292
Karen Katen	18,456		18,456	*	84,331
Leslie F. Kenne					28,174
David B. Rickard					68,724
James C. Stoffel					16,494
Gregory T. Swinton					78,057
Hansel E. Tookes II	1,000		1,000	*	27,016
NAMED EXECUTIVE OFFICERS:					
William M. Brown**	123,026	712,752	835,778	*	139,940
Miguel A. Lopez(5)	4,234	12,300	16,534	*	28,070
Sheldon J. Fox(5)	43,437	159,734	203,171	*	26,825
Scott T. Mikuen(5)	39,786	109,801	149,587	*	24,472
Robert L. Duffy(5)	13,236	87,534	100,770	*	21,910
All Directors and Executive Officers, as a group (22 persons)(6)	375,154	1,327,406	1,702,560	1.37%	723,209

* Less than 1%.

** Also serves as a director and Chairman of our Board.

(1) Includes shares over which the individual or his or her immediate family members hold or share voting and/or investment power and excludes shares listed under the Shares Under Exercisable Options and Stock Equivalent Units columns. For our named executive officers and other executive officers, includes shares owned through our retirement plans.

(2) Includes shares underlying options granted by us that are exercisable as of August 28, 2015 and shares underlying options that become exercisable within 60 days thereafter.

(3) Represents the total of shares listed under the Shares Owned and Shares Under Exercisable Options columns.

(4)

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For non-employee directors, represents stock equivalent units credited under our 1997 Directors Plan and our Directors Deferred Compensation Plan discussed above under Director Compensation and Benefits. Stock equivalent units deferred under our 1997 Directors Plan and our Directors Deferred Compensation Plan are settled in cash following a director's resignation, retirement or death, may not be voted and may be reallocated into other investment alternatives, as discussed above under Director Compensation and Benefits. For named executive officers and other executive officers, includes amounts deferred in the form of stock equivalent units under our Supplemental Executive Retirement Plan (SERP), which are settled in cash following, or under certain circumstances prior to, retirement, may not be voted and may be reallocated into other investment alternatives. For named executive officers and other executive officers, also includes performance share units and restricted stock units that have been granted and for which the performance period or restricted period has not ended and which have not vested and are subject to adjustment, including as follows for our named executive officers: Mr. Brown 136,440 performance share units and 3,500 restricted stock units; Mr. Lopez 15,570 performance share units and 12,500 restricted stock units; Mr. Fox 26,355 performance share units; Mr. Mikuen 21,900 performance share units and 1,500 restricted stock units; and Mr. Duffy 21,910 performance share units. Amounts in this column are not included in the Total Shares Beneficially Owned column.

- (5) The shares reported as beneficially owned by our other named executive officers include shares of restricted stock for which the restriction period had not expired and as to which the named individuals have sole voting power but no investment power as follows: Mr. Lopez 3,140 shares of restricted stock; Mr. Fox 6,275 shares of restricted stock; Mr. Mikuen 3,140 shares of restricted stock; and Mr. Duffy 3,140 shares of restricted stock.
- (6) The shares reported as beneficially owned by all directors and executive officers, as a group, include 57,970 shares of restricted stock awarded to the executive officers for which the restriction period had not expired and as to which the executive officers have sole voting power but no investment power. Reported beneficial ownership of shares and stock equivalent units also includes ownership by family members as follows: 2,025 shares owned; 8,467 shares underlying options granted by us that are exercisable as of August 28, 2015 and shares underlying options that become exercisable within 60 days thereafter; and 800 stock equivalent units. No directors or executive officers have pledged any shares of our common stock, nor are any such persons permitted to make any such pledge under our policies.

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EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

Overview

The Compensation Discussion and Analysis section of this proxy statement is intended to help shareholders understand our overall executive compensation program, objectives, framework and elements and discusses and analyzes the basis for the compensation paid with respect to fiscal 2015 to our named executive officers shown in the Fiscal 2015 Summary Compensation Table on page 55 and other tables and narrative discussion that follow. The focus of this Compensation Discussion and Analysis is to provide background and information relevant to decisions of our Management Development and Compensation Committee (our Compensation Committee) and Board about compensation for such named executive officers. Our named executive officers for fiscal 2015 were:

William M. Brown, Chairman, President and Chief Executive Officer;

Miguel A. Lopez, Senior Vice President and Chief Financial Officer;

Sheldon J. Fox, Group President, Government Communications Systems;

Scott T. Mikuen, Senior Vice President, General Counsel and Secretary; and

Robert L. Duffy, Senior Vice President, Human Resources and Administration;

In this proxy statement, we refer to Messrs. Lopez, Fox, Mikuen and Duffy as our other named executive officers.

Executive Summary

Overall Objective and Guiding Principles of Our Executive Compensation Program

The overall objective of our executive compensation program is to encourage and reward the creation of sustainable, long-term shareholder value. The following guiding principles provide a framework for our executive compensation program:

Alignment with Shareholders' Interests We believe executives' interests are more directly aligned with our shareholders' interests when compensation programs appropriately balance short- and long-term financial performance, are impacted by our stock price performance and require meaningful ownership of our stock.

Competitiveness We believe an executive's total compensation should be competitive at the target performance level to attract qualified executives, motivate performance and retain, develop and reward executives who possess the abilities and skills needed to build long-term shareholder value.

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Motivate Achievement of Financial Goals and Strategic Objectives We believe an effective way to create long-term shareholder value is to make a significant portion of an executive's overall compensation dependent on the achievement of our short- and long-term financial goals and strategic objectives and on the value of our stock.

Align Realized Pay with Performance We believe that although an executive's total compensation should be tied to achievement of financial goals and strategic objectives and should be competitive at the target performance level, performance that exceeds target should be appropriately rewarded. We also believe there should be downside risk of below-target compensation if our financial performance is below target and if we do not achieve our financial goals and strategic objectives.

Key Aspects of Our Executive Compensation Program

Our executive compensation and governance practices reflect the overall objective and guiding principles of our executive compensation program, and the following summarizes key aspects of what we do and what we don't do in order to encourage and reward the creation of sustainable, long-term shareholder value:

What We Do

Our executive compensation decisions are made by the independent members of our Board or by our Compensation Committee, which is made up exclusively of independent members;

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Our Compensation Committee has retained an independent executive compensation consulting firm to provide objective analysis, advice and information and to provide no other services to us;

Our Compensation Committee periodically reviews the composition of our compensation comparison group and makes changes it determines are appropriate;

We address each element of our executive compensation program in the context of competitive practices. We generally set an executive officer's target direct annual compensation (the total of base salary, target annual cash incentives and target long-term equity incentive compensation) within 20% below to 20% above the median for comparable positions at companies in our compensation comparison group, with realized compensation dependent on our performance;

We make a significant portion of each executive's overall compensation dependent on our performance as measured against pre-determined short- and long-term financial performance measures and targets. We believe our financial performance targets are challenging yet achievable;

We design our incentive programs to drive annual operating performance as well as sustainable profitable growth over the longer term. Our Annual Incentive Plan is aligned with our annual operating plan's key measures of annual financial performance such as revenue, operating income and free cash flow, and the related targets. Our long-term incentive compensation uses a balanced portfolio of compensation elements, including stock options, performance share units and, in more limited circumstances, performance stock options, restricted stock units or shares of restricted stock, and our long-term incentive compensation financial measures and targets are aligned with our long-term strategic plan;

We provide a significant portion of each executive's overall compensation opportunity in the form of equity to establish a strong relationship between an executive's compensation and our stock price performance;

We align performance share unit award payouts with our stock price performance by including a relative total shareholder return adjustment metric;

We have meaningful stock ownership guidelines that align executives' interests with those of our shareholders;

We review and evaluate plans for management development and succession;

We will pay cash severance payments under executive change in control severance agreements only on a double trigger basis (i.e., only on both a change in control and a qualifying termination of employment); and

We have a clawback policy that entitles us to recover cash and equity incentive payments from executives in the event of a restatement of our financial statements as a result of errors, omissions or fraud.

What We Don't Do

We do not provide excessive perquisites and, in recent years, have eliminated virtually all executive perquisites;

We do not permit repricing or back-dating of options;

We do not provide excise tax gross-ups under executive change in control severance agreements;

We do not pay dividend equivalents on performance share unit awards unless the performance share unit award ultimately is earned at the end of the performance period;

We do not permit executives (or directors or other employees) to engage in short sales with respect to Harris stock or enter into hedging, puts, calls or other derivative transactions with respect to our securities; and

We do not permit executives (or directors) to hold or purchase Harris stock on margin or in a margin account or otherwise pledge Harris stock as collateral for margin accounts, loans or any other purpose.

Business Environment and Exelis Acquisition

Harris provides advanced, technology-based solutions that solve government and commercial customers' mission-critical challenges. As of the end of fiscal 2015, we have approximately \$8 billion in

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annual revenue and about 22,300 employees including approximately 9,000 engineers and scientists supporting customers in more than 125 countries. We serve both domestic and international customers with products, systems and services that have defense and civil government applications, as well as commercial applications, with our largest customers being agencies of the U.S. Government. In fiscal 2015, our sales to U.S. Government customers, including the Department of Defense and intelligence and civilian agencies, as well as foreign military sales funded through the U.S. Government, whether directly or through prime contractors, was approximately 64% of our total sales. Our common stock is listed on the New York Stock Exchange.

While opportunities for growth in many of our businesses continued to be impacted by constrained U.S. Government budgets, fiscal 2015 was another year of solid overall financial results for us. Despite a challenging business environment, we continued to invest in our future while delivering shareholder value.

Our key fiscal 2015 financial results (including results for Exelis Inc. (Exelis) for approximately one month following our acquisition of Exelis on May 29, 2015) include:

Revenue of \$5.08 billion, compared with \$5.01 billion in fiscal 2014;

Income from continuing operations per diluted common share of \$3.11 (we incurred \$313 million, or \$2.03 per diluted share, of acquisition-related costs and charges for restructuring and other items), compared with \$5.00 in fiscal 2014;

Continuing significant investment in our Company-sponsored research and development \$277 million in fiscal 2015 compared with \$264 million in fiscal 2014 and \$254 million in fiscal 2013;

Free cash flow of \$713 million (\$854 million of operating cash flow less \$141 million of net capital expenditures), compared with \$675 million in fiscal 2014 (\$849 million of operating cash flow less \$174 million of net capital expenditures). We believe free cash flow, which we use to measure operating performance and for some management compensation purposes, is useful to investors in understanding period-over-period operating results and analyzing trends in our business;
We used \$150 million of cash to repurchase 2,136,362 shares of our common stock in fiscal 2015; and

We increased our quarterly cash dividend from \$.42 per share to \$.47 per share in the first quarter of fiscal 2015, resulting in an annualized cash dividend rate of \$1.88 per share, and paid \$198 million in total dividends to our shareholders in fiscal 2015. Further, effective for the first quarter of fiscal 2016, our Board increased our quarterly cash dividend rate from \$.47 per share to \$.50 per share, resulting in an annualized cash dividend rate of \$2.00 per share.

In addition, on May 29, 2015, we completed our acquisition of Exelis. Each outstanding share of Exelis common stock converted into the right to receive \$16.625 in cash and 0.1025 of a share of Harris common stock. Legacy Harris shareholders own 84 percent of the combined company and legacy Exelis shareholders own 16 percent. Based on the closing price of \$79.22 per share of Harris common stock on the New York Stock Exchange on May 29, 2015, the date of the closing of the acquisition, the aggregate implied value of the consideration paid to former holders of Exelis common stock in connection with the acquisition was approximately \$4.7 billion, including approximately \$1.5 billion in Harris common stock and approximately \$3.2 billion in cash. The source of funds for such cash payment was cash on hand and third-party debt financing, including a combination of borrowings under our new senior unsecured term loan facility in an aggregate principal amount of \$1.3 billion and a portion of the proceeds from our issuance of new debt securities in an aggregate principal amount of \$2.4 billion.

The Exelis acquisition is transformative for us and marks a major milestone in our 120-year history. The acquisition creates significantly greater scale, bringing together two engineering-driven companies and workforces with similar cultures that value technology leadership. Together, the two companies complementary technologies and capabilities strengthen core franchises and provide new opportunities for innovation to solve our customers most complex challenges.

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The following summarizes the named executive officer compensation actions taken by our Compensation Committee and independent directors of our Board for fiscal 2015:

We increased base salaries for our named executive officers as follows:

	Fiscal 2014 Base Salary	% Increase	Fiscal 2015 Base Salary	Reason for Increase
Mr. Brown	\$ 925,000	10.3%	\$ 1,020,000	Merit and Market Adjustment
Mr. Lopez	\$ 525,000	3.0%	\$ 540,800	Merit
Mr. Fox	\$ 440,000	6.0%	\$ 466,500	Merit and Market Adjustment
Mr. Mikuen	\$ 440,000	5.0%	\$ 462,000	Merit and Market Adjustment
Mr. Duffy	\$ 440,000	5.0%	\$ 462,000	Merit and Market Adjustment

We increased the annual cash incentive targets under our existing Annual Incentive Plan for our named executive officers as follows:

	Fiscal 2014 Cash Incentive Target	% Increase	Fiscal 2015 Cash Incentive Target	Reason for Increase
Mr. Brown	\$ 1,100,000	18.2%	\$ 1,300,000	Merit and Market Adjustment
Mr. Lopez	\$ 393,750	3.1%	\$ 406,000	Merit
Mr. Fox	\$ 318,000	6.0%	\$ 337,000	Merit and Market Adjustment
Mr. Mikuen	\$ 309,000	4.9%	\$ 324,000	Merit and Market Adjustment
Mr. Duffy	\$ 309,000	4.9%	\$ 324,000	Merit and Market Adjustment

We established a relatively high percentage for the performance-based, at-risk (tied to our performance) portion of fiscal 2015 total target direct compensation (consisting of base salary, annual cash incentive target, performance share units and stock options, but excluding retention compensation or other benefits, and also excluding special share-based retention and integration awards and special one-time awards of immediately vested shares of our common stock to our other named executive officers related to our acquisition of Exelis): 85% for Mr. Brown and 73% for our other named executive officers on average;

Fiscal 2015 annual cash incentive payouts for Messrs. Brown, Lopez, Mikuen and Duffy averaged 23.1% above target and were determined based on a thorough assessment of our consolidated revenue, operating income and free cash flow (defined as cash flow from operations less net capital expenditures) performance relative to pre-determined targets and an assessment of performance against other objectives. Mr. Fox's annual cash incentive payout was determined based on consideration of these financial goals as well as similar goals specific to our Government Communication Systems segment financial performance. The payout for Mr. Fox was increased based on achievement of his individual objectives;

We paid out an above-target performance share unit award to Messrs. Brown, Fox, Mikuen and Duffy for the three-year performance period of fiscal 2013-2015: at 120.5% of target because our average annual return on invested capital (ROIC) performance exceeded our target set early in fiscal 2013 and because our total shareholder return for such period was in the second quintile of our fiscal 2013-2015 performance share unit award total shareholder return peer group (the Standard & Poor's 500 Industrials Sector and Information Technology Sector, excluding the semiconductor and semiconductor equipment industries, such peer group hereinafter

referred to as our Fiscal 2013-2015 TSR Peer Group), resulting in a 15% upward adjustment in the payout calculation; and

In recognition of their extraordinary efforts in connection with our acquisition of Exelis, we granted our other named executive officers
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special one-time award of immediately vested shares of our common stock and a special share-based retention and integration award consisting of shares of restricted stock with three-year cliff vesting and performance stock options that vest only on achievement of full-year run rate net synergies from the Exelis acquisition, as measured at the end of a three-year performance period against target full-year run rate net synergies established as part of our acquisition business case.

Our Executive Compensation Process

The philosophy, objectives, elements, policies and practices of compensation for our executive officers are set by our Compensation Committee. In approving compensation levels and targets, individual objectives and financial performance measure targets for our named executive officers, our Compensation Committee reviews the relationship between our executive compensation program and the achievement of our financial goals and strategic objectives, with an emphasis on creating a pay for profitable growth environment.

Our Compensation Committee has the authority to retain compensation consultants and other advisors to assist in fulfilling its duties and responsibilities. In recent years, our Compensation Committee has directly retained Pearl Meyer & Partners (PM&P), a nationally recognized, independent executive compensation consulting firm, to provide objective analysis, plan design recommendations, advice and information, including competitive market data, to our Compensation Committee related to our CEO compensation and the compensation of our other executive officers. Our Corporate Governance Committee also has directly retained PM&P to provide objective analysis, plan design recommendations, advice and information to our Corporate Governance Committee related to the compensation of our directors. PM&P performs these services at the direction and under the supervision of our Compensation Committee or our Corporate Governance Committee, as applicable, and does not provide any other services for, or receive other fees from, Harris. With regard to our CEO compensation and the compensation of our other executive officers, our Compensation Committee has the sole authority to modify or approve PM&P s compensation, determine the nature and scope of its services, evaluate its performance, terminate the engagement and engage a replacement or additional consultant at

any time. Our Compensation Committee also has assessed the independence of PM&P and whether its work raised any conflicts of interest, taking into consideration the independence factors set forth in the NYSE listing standards and SEC rules. Based on that assessment, our Compensation Committee determined in its business judgment that PM&P was independent and that its work did not raise any conflicts of interest.

Our Compensation Committee considers recommendations from our CEO in making decisions regarding our executive compensation program and the compensation of our other executive officers. As part of our annual compensation planning process, our CEO recommends targets for our incentive compensation programs. As part of our annual performance review process, which includes an assessment of each executive officer s performance of individual objectives, our CEO presents his evaluation of each executive officer s contributions during the previous year, including strengths and development needs, reviews succession plans for each of the executive positions and recommends specific compensation for our executive officers, including base salary adjustments and cash incentive and equity awards. In fiscal 2015, in recognition of their extraordinary efforts in connection with our acquisition of Exelis, our CEO also made recommendations to our Compensation Committee for a special one-time award of immediately vested shares of our common stock to certain individuals, including Messrs. Lopez, Fox, Mikuen and Duffy. Our CEO also made recommendations to our Compensation Committee for a special share-based retention and integration award consisting of shares of restricted stock and performance stock options linked to achievement of full-year run rate net synergies from the Exelis acquisition.

After input from our CEO, as well as from PM&P, and following the assessment of compensation trends and competitive market data, our Compensation Committee determines what changes, if any, should be made to the executive compensation program and sets the level of compensation for our executive officers, other than our CEO. As part of this process, our Compensation Committee reviews each executive officer s three-year compensation history, including base salary, annual cash incentive and equity awards, and also reviews the types and levels of other benefits, such as change in control severance agreements. In the case of our CEO, the review and final compensation decisions are made by the independent directors of our Board.

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In setting the levels of compensation early in the fiscal year, our Compensation Committee also establishes the short- and long-term financial measures, weighting and targets for performance-based, at-risk elements of compensation. For our CEO, such measures, weighting and targets are established by the independent directors of our Board. The specific financial measures, weighting and targets are intended to encourage and reward the creation of sustainable, long-term value for our shareholders and are aligned with our Board-approved annual operating plan and long-term strategic plan.

At the end of each fiscal year, the independent directors of our Board meet in executive session without our CEO or other members of management present under the leadership of the Chairperson of our Compensation Committee to conduct a performance review of our CEO. During such review, the independent directors evaluate our CEO's achievement of agreed-upon objectives established early in the fiscal year, our overall performance, our CEO's self-evaluation of his performance over the past fiscal year and our CEO's other accomplishments. Also at the end of each fiscal year, our Compensation Committee receives a specific compensation recommendation from our CEO for our other executive officers, which is based on our CEO's assessment of each executive's performance, achievement of objectives established early in the fiscal year for the executive and his or her business unit or organization within our Company, contribution to our performance and other accomplishments.

Although compensation levels may differ among our named executive officers based on competitive factors and the role, responsibilities and performance of each named executive officer, there are no material differences in our compensation policies or the manner in which total target direct compensation is determined for any of our named executive officers. The material elements of our executive compensation program applicable to our named executive officers also apply to our other executive officers.

Information regarding consideration of elements of our risk related to our compensation policies and practices is set forth below in the Relationship Between Compensation Plans and Risk section of this proxy statement beginning on page 53.

Consideration of Advisory Say-on-Pay and Say-on-Frequency Voting Results

At our 2014 Annual Meeting of Shareholders, we presented our shareholders with a proposal to approve on an advisory basis the compensation of our named executive officers as disclosed in our 2014 proxy statement. Approximately 96% of the shares voted on this proposal were cast in support of our 2014 executive compensation and related disclosures. Our Compensation Committee viewed the results of this vote as broad shareholder support for our executive compensation program. Our Compensation Committee did not make changes to our executive compensation program or policies as a result of the advisory vote. Our Compensation Committee and Board will continue to consider the outcome of shareholder advisory votes on executive compensation when making future decisions relating to the compensation of our named executive officers and our executive compensation program and policies.

At our 2011 Annual Meeting of Shareholders, our shareholders strongly supported a frequency of every year for holding future advisory votes to approve the compensation of our named executive officers, consistent with the recommendation of our Board. As a result, our Board decided to hold annual Say-on-Pay votes, and we are presenting a proposal to our shareholders to approve on an advisory basis the compensation of our named executive officers as disclosed in this proxy statement. See Proposal 2 beginning on page 75 of this proxy statement.

Competitive Considerations

Each element of our executive compensation program is addressed in the context of competitive practices. In general, our Compensation Committee sets total target direct compensation for our CEO and other executives to be within 20% below to 20% above the median of total target direct compensation for comparable positions at companies in our compensation comparison group. Although our Compensation Committee reviews survey data, it uses discretion in setting an executive's compensation after considering experience, position, tenure and contributions. For fiscal 2015, our Human Resources Department performed a comprehensive assessment and benchmarking of the competitive compensation positioning of our CEO and other executive officers and the mix and elements of such compensation. Although the primary focus of such assessment and benchmarking was our compensation

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comparison group, such analysis and benchmarking also included other broad compensation surveys to provide additional data points for our Compensation Committee. For fiscal 2015, our Compensation Committee also engaged PM&P to assess the composition of our compensation comparison group and to review, assess and validate our Human Resources Department's assessment and benchmarking of the median pay levels for our CEO and other executive officers, the competitive position of the compensation for our CEO and other executive officers, and the mix and elements of such compensation.

We seek to include in our compensation comparison group used for assessing the compensation of our CEO and other executive officers companies with one or more of the following attributes: business operations and business models in the markets in which we participate; similar revenue and market capitalization; and businesses that compete with us for executive talent. For fiscal 2015, our compensation comparison group consisted of the following 14 companies:

Alliant Techsystems Inc.

AMETEK, Inc.

Amphenol Corporation

Exelis

Garmin Ltd.

Juniper Networks, Inc.

L-3 Communications Holdings, Inc.
Motorola Solutions, Inc.

NetApp Inc.

Rockwell Automation, Inc.

Rockwell Collins, Inc.

Spirit AeroSystems Holdings, Inc.

TE Connectivity Ltd.

Triumph Group, Inc.

Our Compensation Committee periodically reviews the composition of our comparison group and makes changes it determines are appropriate based on changes to the attributes of each such company and whether it continues to make its compensation data available. PM&P, our CEO and management provide input to our Compensation Committee as to changes to the attributes of companies in our compensation comparison group. Changes in our compensation comparison group for fiscal 2015 versus fiscal 2014 were the removal of Molex Incorporated, which was acquired, and SAIC, Inc., which spun off a significant portion of its business.

In addition, our Compensation Committee has made significant changes to our compensation comparison group for fiscal 2016, effective as of July 4, 2015, primarily as a result of our acquisition of Exelis. Our Compensation Committee has added

B/E Aerospace, Inc., Booz Allen Hamilton Holding Corporation, CACI International Inc., General Dynamics Corporation, Huntington Ingalls Industries, Inc., Leidos Holdings, Inc., Northrop Grumman Corporation, Precision Castparts Corp., Raytheon Company and Textron Inc. to our compensation comparison group on the basis of similarity to Harris in revenue, market capitalization and industry and business model. Our Compensation Committee has removed Alliant Techsystems Inc., AMETEK, Inc., Amphenol Corporation, Exelis, Garmin Ltd., Juniper Networks, Inc., NetApp Inc., TE Connectivity Ltd. and Triumph Group, Inc. from our compensation comparison group in recognition of emerging disparities to Harris with respect to business model and/or size or because they are no longer publicly providing executive compensation information.

CEO Employment Agreement

On October 8, 2011, we entered into an employment agreement with Mr. Brown pursuant to which he became our President and Chief Executive Officer effective November 1, 2011. Mr. Brown's compensation arrangement under his employment agreement was the result of arm's-length negotiation. In negotiating such arrangement our Compensation Committee received information, analysis and advice from PM&P, from independent legal counsel and from the national executive search firm retained by our Board's CEO Search Committee. In developing the compensation arrangement for Mr. Brown, our Compensation Committee and Board also considered the same executive compensation objectives and competitive positioning used for our other executives and the substantial amount of long-term compensation that he would forfeit to join us. As a result, Mr. Brown's compensation arrangement addressed both ongoing compensation and benefits as well as transition compensation. Elements of Mr. Brown's ongoing compensation and benefits provided under his employment agreement that continued in fiscal 2015 included: (i) base salary; (ii) annual cash incentive opportunity under our Annual Incentive Plan; (iii) eligibility for grants of equity-based long-term incentives; and (iv) eligibility to participate in our retirement and employee welfare and benefit plans in accordance with their terms.

A description of the material terms of Mr. Brown's employment agreement, including payments and benefits to be provided to Mr. Brown in the event his employment is terminated by us

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without cause or by Mr. Brown as a result of a constructive termination is set forth in the Potential Payments Upon Termination or a Change in Control section of this proxy statement beginning on page 66. We also entered into an Executive Change in Control Severance Agreement with Mr. Brown, which is described in the Executive Change in Control Severance Agreements section of this proxy statement beginning on page 68.

Chief Financial Officer Offer Letter

On February 4, 2014, we entered into an offer letter agreement with Mr. Lopez pursuant to which he became our Senior Vice President and Chief Financial Officer effective February 10, 2014. Mr. Lopez's compensation arrangement under his offer letter agreement was the result of arm's-length negotiation. In developing the compensation arrangement for Mr. Lopez, our Compensation Committee considered the same executive compensation objectives and competitive positioning used for our other executives. Mr. Lopez's compensation arrangement addressed both ongoing compensation and benefits as well as transition compensation. Elements of Mr. Lopez's ongoing compensation and benefits under his offer letter agreement that continued in fiscal 2015 included: (i) base salary; (ii) an annual cash incentive under our Annual Incentive Plan with a target value of 75% of his base salary; (iii) eligibility for annual grants of equity-based long-term incentives, which for fiscal 2015 were required to have a target value of not less than \$1.2 million; and (iv) eligibility to participate in our Retirement Plan, Supplemental Executive Retirement Plan, Performance Reward Plan and health and welfare benefit plans in accordance with their terms, on the same basis as such plans are generally made available to our senior executives. For more information regarding Mr. Lopez's ongoing compensation and benefits and transition compensation, see the Fiscal 2015 Summary Compensation Table on page 55 and the related footnotes.

We also entered into an Executive Change in Control Severance Agreement with Mr. Lopez. A description of the material terms of Mr. Lopez's offer letter agreement and Executive Change in Control Severance Agreement is set forth in the Potential Payments Upon Termination or a Change in Control section of this proxy statement beginning on page 66.

Elements of Our Executive Compensation Program

During fiscal 2015, the compensation program for our executive officers consisted of the following elements:

base salary;

annual cash incentive award compensation;

equity-based long-term incentives, including stock options, performance share units and, in certain limited instances, shares of restricted stock;

health, welfare and other personal benefits; and

change in control, severance, retirement and other post-employment pay and benefits.

In addition, late in fiscal 2015, in recognition of their extraordinary efforts in connection with our acquisition of Exelis, certain of our executive officers, including our other named executive officers, also received a special one-time award of immediately vested shares of our common stock and a special share-based retention and integration award consisting of shares of restricted stock with three-year cliff vesting and performance stock options that vest only on achievement of full-year run rate net synergies from the Exelis acquisition, as measured at the end of a three-year performance period against target full-year run rate net synergies established as part of our acquisition business case (such special awards are collectively referred to as the Special Exelis Equity Awards).

Our Compensation Committee believes that the elements of our executive compensation program more directly align the interests of our executives and shareholders, are competitive, motivate achievement of our short- and long-term financial goals and strategic objectives and align realized pay with performance, in furtherance of our overall objective of encouraging and rewarding the creation of sustainable, long-term shareholder value. We do not have a formal policy relating to the mix among the various elements of our compensation program. However, we believe the greater an executive's responsibility level and ability to influence results, the greater the portion of the executive's overall compensation that should be performance-based, at-risk compensation.

Table of Contents**Named Executive Officer Fiscal 2015 Target Direct Compensation Mix**

The following charts set forth, for Mr. Brown and for our other named executive officers on average, respectively, the percentage of fiscal 2015 total target direct compensation represented by each major element of target direct compensation, indicating the percentage of fiscal 2015 total target direct compensation that was at risk in the form of performance-based cash incentive and equity awards. Total target direct compensation does not include retirement benefits, severance benefits or health, welfare or other personal benefits. For our other named executive officers, total target direct compensation does not include the Special Exelis Equity Awards. The percentages are based on fiscal 2015 base salary (annualized), target annual cash incentive awards and the target value of long-term equity incentive awards at the time of approval. A description of the valuation and how each major element is determined is discussed below.

Base Salary and How Base Salary is**Determined*****General Considerations***

We provide executives with a base salary for services rendered during the year. Our Compensation Committee reviews executive base salaries on an annual basis as well as any time there is a substantial change in an executive's responsibilities or in market conditions. Our Compensation Committee generally targets an executive officer's base salary to be within 20% below to 20% above the median of the market for base salaries for comparable positions at companies in our compensation comparison group and other applicable market data surveys. However, the specific base salary for an executive also is influenced by the executive's experience, position, changes in responsibilities, tenure and contributions, and individual performance, and by current market conditions and our outlook. Base salary reflects a fixed portion of the overall compensation package and generally is the base amount from which other compensation elements are determined, such as target annual cash incentive awards and target value of long-term equity incentive awards at the time of approval. Base salary represents a relatively small

percentage of total target direct compensation. In general, executive officers with higher levels of responsibility and ability to influence results have a lower percentage of compensation fixed as base salary and a higher percentage of performance-based, at-risk compensation.

2015 Base Salary for Named Executive Officers

In August 2014, our Compensation Committee conducted its annual base salary review for our CEO and other named executive officers. Our Compensation Committee, and in the case of our CEO, the independent directors of our Board, approved increases for fiscal 2015 base salaries for our CEO and other named executive officers from fiscal 2014 base salaries as follows:

	Fiscal 2014 Base Salary	% Increase	Fiscal 2015 Base Salary
Mr. Brown	\$ 925,000	10.3%	\$ 1,020,000
Mr. Lopez	\$ 525,000	3.0%	\$ 540,800
Mr. Fox	\$ 440,000	6.0%	\$ 466,500
Mr. Mikuen	\$ 440,000	5.0%	\$ 462,000
Mr. Duffy	\$ 440,000	5.0%	\$ 462,000

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For Messrs. Brown, Fox, Mikuen and Duffy the increase was for merit and a market adjustment. For Mr. Lopez, the increase was for merit.

Effectiveness of base salary increases was deferred to December 27, 2014, midway through our fiscal 2015. Information regarding base salaries for fiscal 2015 is set forth in the Fiscal 2015 Summary Compensation Table on page 55 under the "Salary" column.

Annual Cash Incentive Pay and How Annual

Cash Incentive Pay is Determined

Annual Incentive Plan

Under our existing Harris Corporation Annual Incentive Plan, which was approved by our shareholders in October 2010 (our "Annual Incentive Plan"), early in each fiscal year our Compensation Committee sets an annual cash incentive compensation target for each executive officer other than our CEO and recommends to the independent directors of our Board the target to set for our CEO. Our Compensation Committee and the independent directors of our Board, as applicable, also establish specific financial performance measures and targets early in each fiscal year, including the relative weighting and thresholds, as well as individual performance objectives for each executive officer, against which performance is measured and payouts are determined under our Annual Incentive Plan. In certain instances, financial performance targets and our actual results are adjusted by our Compensation Committee, and in the case of our CEO, by the independent directors of our Board, to take into account items that occur during the fiscal year that are determined not to be reflective of normal, ongoing business operations. Our Compensation Committee believes the annual cash incentive motivates our executives to focus on achieving or exceeding the fiscal year financial performance targets and individual objectives.

Determination of Participant Incentive Compensation Targets We set annual cash incentive compensation targets for our named executive officers early in each fiscal year using our compensation comparison group data as a reference point, if available for a comparable position, or broad survey data. Annual cash incentive awards provide executives the potential to achieve above-target payouts if our financial performance is above target. However, there is downside risk of below-target payouts if our financial performance is below target. Payouts can range from 0% to 200% of annual cash incentive compensation targets depending on our financial performance and named executive officer performance against individual objectives.

Financial Performance Measures, Targets and Weighting For Messrs. Brown, Lopez, Mikuen and Duffy, the financial performance measures for annual cash incentives for fiscal 2015 were Harris' consolidated revenue, operating income and free cash flow (defined as cash flow from operations less net capital expenditures), weighted 30%, 40% and 30%, respectively. For Mr. Fox, the financial performance measures for annual cash incentives for fiscal 2015 were (a) for 80% of the overall annual cash incentive award Government Communications Systems segment revenue, operating income and free cash flow, weighted 30%, 40% and 30%, respectively; and (b) for 20% of the overall annual cash incentive award Harris' consolidated revenue, operating income and free cash flow, weighted 30%, 40% and 30%, respectively. As a general principle, we seek to establish financial performance targets that are aligned with our annual operating plan and are challenging yet achievable. Targets are set at levels we believe require significant effort on the part of the executives, yet also represent a reasonable expectation of performance based on prior-year performance, existing business conditions, the markets in which we participate and our outlook.

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For each financial performance measure, we make no payout for performance below the threshold. For fiscal 2015, the threshold for each of the revenue, operating income and free cash flow performance measures was 80% of target financial performance. Payout percentages resulting from results as a percentage of target for each performance measure were based on the following table, which was established early in fiscal 2015:

% of Target Financial Performance	Revenue	Operating	Free Cash
	Payout %	Income Payout %	Flow Payout %
Below 80%	0%	0%	0%
80%	50%	50%	50%
95%	90%	90%	90%
100%	100%	100%	100%
105%	110%	110%	110%
120% and above	200%	200%	200%

2015 Annual Cash Incentive Awards for Named Executive Officers

In August 2014, our Compensation Committee reviewed the annual cash incentive targets for our CEO and other named executive officers. Our Compensation Committee, and in the case of our CEO, the independent directors of our Board, approved increases for fiscal 2015 annual cash incentive targets for our CEO and other named executive officers from fiscal 2014 targets as follows:

	Fiscal 2014 Cash Incentive Target	% Increase	Fiscal 2015 Cash Incentive Target
Mr. Brown	\$ 1,100,000	18.2%	\$ 1,300,000
Mr. Lopez	\$ 393,750	3.1%	\$ 406,000
Mr. Fox	\$ 318,000	6.0%	\$ 337,000
Mr. Mikuen	\$ 309,000	4.9%	\$ 324,000
Mr. Duffy	\$ 309,000	4.9%	\$ 324,000

For Messrs. Brown, Fox, Mikuen and Duffy, the increase was for merit and a market adjustment. For Mr. Lopez, the increase was for merit.

Fiscal 2015 approved financial performance measures and weighting, targets, GAAP results, adjusted financial results, adjusted financial results as a percentage of target, resulting percentage for financial results and the weighted financial performance measure achievement under our Annual Incentive Plan were as follows:

Financial Performance Measures and Weighting	Fiscal 2015 Financial Targets (in millions)	GAAP Results (in millions)	Adjusted Financial Results (in millions)*	Adjusted Financial Results as % of Target	Resulting % For Financial Results	Weighted
						Financial Measure
						Achievement Under Annual Incentive Plan (%)
Harris Corporation						
Revenue 30%:	\$ 5,000	\$ 5,083	\$ 4,804	96.1%	92.2%	106.8%
Operating Income 40%:	\$ 887	\$ 713	\$ 811	91.5%	80.7%	
Free Cash Flow 30%:	\$ 550	\$ 713	\$ 620	112.7%	156.2%	
Government Communications Systems						
Revenue 30%:	\$ 1,883	\$ 1,855	\$ 1,855	98.5%	97.0%	97.0%

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Operating Income 40%:	\$	290	\$	292	\$	292	100.8%	101.6%
Free Cash Flow 30%:	\$	175	\$	167	\$	167	95.5%	91.0%

* Our GAAP results for Harris Corporation generally were adjusted by excluding Exelis results for the period of May 29, 2015 through July 3, 2015 and by excluding acquisition-related costs. Specifically, our GAAP revenue was decreased by excluding Exelis revenue of \$280 million. Our GAAP operating income was increased by excluding acquisition-related costs of \$136 million, partially offset by excluding Exelis operating income of \$37 million. Our GAAP free cash flow was decreased by excluding a total of \$93 million for Exelis free cash flow and the beneficial impact to our free cash flow from acquisition and integration actions.

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These financial performance measures and targets represent internal measurements of performance, and although the calculations are based on our financial results calculated in accordance with generally accepted accounting principles in the United States (GAAP), our actual GAAP results were adjusted by our Compensation Committee, and in the case of our CEO, by the independent directors of our Board, to take into account items that occurred during the fiscal year that were determined not to be reflective of normal, ongoing business operations. Our Compensation Committee has adopted guidelines in making specific decisions for these purposes on which items to include or exclude from our financial results, including that any adjustment must be objectively measurable under GAAP.

Fiscal 2015 approved weighted financial measure achievement under our Annual Incentive Plan, named executive officer Annual Incentive Plan compensation targets, actual payouts and actual payouts as a percentage of incentive compensation target for our named executive officers were as follows:

Named Executive Officer	Organization	Weighted Financial Measure Achievement Under Annual Incentive Plan	Participant s		
			Participant s Annual Incentive Plan Target	Actual Incentive Plan Payout	Participant s Actual Payout as % of Actual
William M. Brown Chairman, President and Chief Executive Officer	Harris	106.8%	\$ 1,300,000	\$ 1,600,000	123.1%
Miguel A. Lopez Senior Vice President and Chief Financial Officer	Harris	106.8%	\$ 406,000	\$ 434,000	106.9%
Sheldon J. Fox Group President, Government Communications Systems	GCS	80%	\$ 337,000	\$ 425,000	126.1%
	Harris	20%			
Scott T. Mikuen Senior Vice President, General Counsel and Secretary	Harris	106.8%	\$ 324,000	\$ 425,000	131.2%
Robert L. Duffy Senior Vice President, Human Resources and Administration	Harris	106.8%	\$ 324,000	\$ 425,000	131.2%

Payouts under our Annual Incentive Plan were subject to an upward or downward adjustment for individual performance of the pre-established individual objectives as well as the individual s contribution to our overall results. Pursuant to the terms of our Annual Incentive Plan, annual cash incentive payouts for participants may not exceed 200% of the participant s annual cash incentive target. For fiscal 2015, payouts under our Annual Incentive Plan for our other named executive officers, as calculated based on the weighted financial measure achievement under our Annual Incentive Plan, were adjusted from 0% to 27% higher based on achievement of pre-established individual objectives and contribution to our overall results. The adjustments for our other named executive officers were approved by our Compensation Committee based on our CEO s recommendation as a result of his assessment of individual performance of the pre-established individual objectives.

The payouts under our Annual Incentive Plan for fiscal 2015 are also set forth in the note to the Non-Equity Incentive Plan Compensation column of the Fiscal 2015 Summary Compensation Table on page 55.

Broad-Based Performance Reward Plan

We maintain broad-based annual cash incentive plans, available to most of our U.S.-based employees. Pursuant to our Performance Reward Plan in effect for fiscal 2015, our executive officers participate after the officer has been credited with one year of company service, and for corporate headquarters employees and corporate officers (including our executive officers), we will make a cash payment to each such employee from 0% up to a maximum of 4% of such employee s eligible compensation based on our performance against financial targets set early in fiscal 2015. For amounts of such employee s eligible compensation above the Social Security wage base, the payment is increased up to an additional 4% of such eligible compensation above the Social Security wage base. For fiscal 2015, the target payout was 2% of such employee s eligible compensation if we achieved operating income of \$886.6 million. We achieved adjusted operating income of \$811.3 million for fiscal 2015, and as a result, a

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payout of 1.58% of such employee's eligible compensation plus an additional 1.58% of such eligible compensation above the Social Security wage base was approved for fiscal 2015 under our Performance Reward Plan. The amounts earned by

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our named executive officers under our Performance Reward Plan for fiscal 2015 are set forth in the note to the Non-Equity Incentive Plan Compensation column of the Fiscal 2015 Summary Compensation Table on page 55.

Long-Term Compensation**Equity Incentives and How Long-Term****Compensation is Determined**

We provide long-term incentive compensation to our executive officers through a combination of stock options and performance share unit awards. As part of long-term compensation, as discussed below, we also may grant shares of restricted stock and restricted stock unit awards primarily to facilitate recruitment, retention and succession planning. In more limited circumstances, we also may grant performance stock options to better align compensation with execution against certain strategic initiatives. The long-term compensation elements of our executive compensation program are designed to motivate our executives to focus on achievement of our long-term financial goals and strategic objectives. Our Compensation Committee awards different types of equity compensation because it believes that each type incentivizes and rewards shareholder value creation in a different way. Although the value of all forms of equity-based compensation is directly impacted by both increases and decreases in the price of our common stock, performance share unit grants motivate our executives to achieve our multi-year financial and operating goals because the number of shares ultimately earned depends on the level of our performance against internal and external financial measures, generally over a three-year period. Under such grants, each new fiscal year begins a new three-year performance cycle for which our Compensation Committee establishes financial performance measures and targets and long-term incentive compensation targets. Stock option grants motivate our executives to increase shareholder value because the options only have value to the extent the price of our common stock on the date of exercise exceeds the stock price on the grant date, and thus compensation is realized only if our stock price increases over the term of the award and the option is exercised by the executive. Equity awards also are intended to retain executives, encourage share ownership and maintain a direct link between our executive compensation program and the value and appreciation in value of our stock.

Equity Compensation Mix

In determining the appropriate mix of equity compensation elements, our Compensation Committee, and with respect to our CEO, the independent directors of our Board, consider the mix of such elements for our compensation comparison group, the retention value of each element and other factors important to us, including tax and accounting treatment, linking incentive compensation to performance and the recommendation of PM&P. The total value of long-term incentive compensation for each of our executive officers is typically set by reference to a multiple of such executive officer's base salary, which multiple is assessed using our compensation comparison group. For fiscal 2015 annual grants, our Compensation Committee, and with respect to our CEO, the independent directors of our Board, targeted that 50% of the value of long-term equity incentive compensation (excluding shares of restricted stock and other retention-based awards) at the time of award would be allocated as stock options and 50% of the value would be allocated as performance share units. This is the same long-term equity incentive compensation target mix approved by our Compensation Committee for annual grants the past several fiscal years. The number of stock options and performance share units granted to our named executive officers as part of our normal annual grant cycle for fiscal 2015 was determined based on the 60-day average closing market price of our common stock ending August 1, 2014 (prior to the grant date), which valuation methodology differs from the grant date fair value method required for the calculation of amounts presented for fiscal 2015 in the Stock Awards and Option Awards columns of the Fiscal 2015 Summary Compensation Table on page 55.

Stock Options

Stock options, including performance stock options, granted to our named executive officers and other employees during fiscal 2015 were made pursuant to our existing Harris Corporation 2005 Equity Incentive Plan (As Amended and Restated Effective August 27, 2010), which our shareholders initially approved in October 2005 and re-approved in October 2010 (our Equity Incentive Plan). Stock options, other than performance stock options, granted in fiscal 2015 have the following terms:

An exercise price equal to the closing price of our stock on the grant date;

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Vest in equal installments of one-third each on the first, second and third anniversary of the grant date;

Expire 10 years from the grant date; and

Accelerated vesting upon a change in control or other events as discussed below.

Performance stock options granted in fiscal 2015, which were part of the Special Exelis Equity Awards, have the following terms:

An exercise price equal to the closing price of our stock on the grant date;

Vest on June 1, 2018 if the executive officer is employed by us on such date and only as to a number of shares of common stock that is contingent on our achievement of full-year run rate net synergies from the Exelis acquisition, as measured at the end of the three-year performance period that ends June 1, 2018 against target full-year run rate net synergies established as part of our acquisition business case, subject to a threshold achievement of 80% of target full-year run rate net synergies and a maximum of 200% of the target number of shares of common stock for achievement at or above 133% of target full-year run rate net synergies;

Expire 10 years from the grant date; and

Accelerated vesting at target upon a change in control or other events as discussed below.

A listing of the stock options and performance stock options granted to our named executive officers in fiscal 2015 and information relating to the terms and conditions of such stock options and performance stock options appears in the Grants of Plan-Based Awards in Fiscal 2015 Table on page 58 and the related notes. For additional information relating to the terms and conditions of stock options and performance stock options, see the notes to the Outstanding Equity Awards at 2015 Fiscal Year End Table on page 60.

Without prior approval of our shareholders, stock options, including performance stock options, granted by us may not be repriced, replaced, regranted through cancellation or modified by us if the effect thereof would be to reduce the exercise price of such stock options, other than in connection with a change in our capitalization, including spin-offs.

Performance Share Unit Awards

Fiscal 2015 Grants for Fiscal 2015-2017 Performance Period

Financial performance measures for performance share units granted in fiscal 2015 covering the three-year performance period of fiscal 2015-2017 include the achievement of targets, weighted equally, for three-year cumulative operating income for the fiscal 2015-2017 performance period and average annual ROIC for each fiscal year of such period, subject to possible adjustment upward or downward by as much as 33% based on our quintile ranking for our total shareholder return performance over the fiscal 2015-2017 performance period compared with companies in the Standard & Poor's 500. The actual performance share unit award payout with respect to fiscal 2015 grants will be made in shares of our common stock and can range from 0% to 200% of the target number of performance share units awarded. Our Compensation Committee believes that the operating income, ROIC and total shareholder return measures motivate financial performance that management can influence directly, should improve earnings and capital management over the long term and create long-term shareholder value. For additional information relating to the terms and conditions of performance share units, see the notes to the Grants of Plan-Based Awards in Fiscal 2015 Table on page 58 and the notes to the Outstanding Equity Awards at 2015 Fiscal Year End Table on page 60.

For fiscal 2015, our Compensation Committee, and with respect to our CEO, the independent directors of our Board, approved the grant of performance share units to our named executive officers as set forth in the Grants of Plan-Based Awards in Fiscal 2015 Table on page 58 and related notes.

Payouts for Fiscal 2013-2015 Performance Period Awards Granted in Fiscal 2013

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In fiscal 2013, our Compensation Committee, and with respect to our CEO, the independent directors of our Board, granted performance share units covering the three-year performance period of fiscal 2013-2015 to executive officers then employed by us, including Messrs. Brown, Fox, Mikuen and Duffy. Financial performance measures for awards granted in fiscal 2013 for the fiscal 2013-2015 performance period were three-year cumulative operating income and average annual ROIC for each

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fiscal year of such period. Such measures were equally weighted and subject to possible adjustment upward or downward by as much as 33% based on our quintile ranking for total shareholder return performance over the fiscal 2013-2015 performance period compared with our Fiscal 2013-2015 TSR Peer Group.

For each financial performance measure, we make no payout for performance below the threshold. For the fiscal 2013-2015 performance period, the threshold for three-year cumulative operating income was 80% of target and the threshold for average annual ROIC was 9%. Payout percentages resulting from adjusted results as a percentage of target for each performance measure were based on the following table, which was established early in the fiscal 2013-2015 performance period:

3-Year Cumulative		Average Annual ROIC		
% of Target	Operating Income	Payout %	ROIC	Payout %
	<80%	0%	<9%	0%
	80%	50%	9%	50%
	90%	75%	11%	70%
	100%	100%	12%	80%
	110%	125%	14%	100%
	³ 120%	150%	16%	120%
			³ 19%	150%

For the fiscal 2013-2015 performance period, the possible total shareholder return performance

adjustment to the calculation for the performance share unit award payout, based on achievement of financial performance measure targets, was dependent on the quintile ranking of our total shareholder return compared with our Fiscal 2013-2015 TSR Peer Group, based on the following table, which was established early in the fiscal 2013-2015 performance period:

Quintile	Total Shareholder Return Payout Adjustment
Top	+33%
2 nd	+15%
3 rd	0%
4 th	-15%
Bottom	-33%

Our total shareholder return for the three-year performance period of fiscal 2013-2015 was in the second quintile of our Fiscal 2013-2015 TSR Peer Group and resulted in an upward payout adjustment of 15%.

In determining the performance share unit award payouts for the fiscal 2013-2015 performance period, our actual results were adjusted by our Compensation Committee, and in the case of our CEO, by the independent directors of our Board, as set forth in the table below and related notes. These adjustments were made in accordance with the same guidelines for adjusting actual results adopted by our Compensation Committee, as discussed above.

For performance share unit awards granted in fiscal 2013 for the fiscal 2013-2015 performance period, approved financial performance measures and weighting, targets, GAAP results, adjusted results, adjusted results as a percentage of targets, resulting payout percentages, total shareholder return payout adjustments, resulting total shareholder return adjusted payout percentages and weighted adjusted payout percentages were as follows:

Financial Performance	Targets	GAAP	Adjusted	Adjusted	Resulting	Total	Total
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Measures And Weighting	Results	Results*	Results	Payout %	Shareholder	Shareholder	
							as % of
			Target		Adjustments	Adjusted Payout %	
Cumulative Operating Income 50%	\$ 3,035 million	\$ 2,407 million	\$ 2,545 million	83.8%	59.6%	+15%	68.5%
Average Annual ROIC 50%	14.0%	18.5%	19.6%	139.6%	150%	+15%	172.5%
Approved Weighted Adjusted Payout %							120.5%

* Our GAAP cumulative operating income, for purposes of such results and calculating our average annual ROIC results, was increased by excluding charges of \$39 million in fiscal 2013 in connection with Company-wide restructuring and other actions and by excluding acquisition-related costs of \$136 million in fiscal 2015, partially offset by excluding Exelis operating income of \$37 million for the period of May 29, 2015 through July 3, 2015; and for purposes of calculating our average annual ROIC results, invested capital for fiscal 2015 excluded the new debt and equity we issued late in fiscal 2015 primarily related to the Exelis acquisition.

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The following table shows the performance share unit awards granted in fiscal 2013 for the fiscal 2013-2015 performance period and the fiscal 2015 payout in respect of such performance share unit awards as approved by the independent members of our Board for Mr. Brown and by our Compensation Committee for Messrs. Fox, Mikuen and Duffy:

Named Executive Officer	Performance Share Units Granted	Weighted	Shares Paid Out
		Total Shareholder Return Adjusted Payout %	
William M. Brown Chairman, President and Chief Executive Officer	45,700	120.5%	55,069
Sheldon J. Fox Group President, Government Communications Systems	11,500	120.5%	13,858
Scott T. Mikuen Senior Vice President, General Counsel and Secretary	8,700	120.5%	10,484
Robert L. Duffy Senior Vice President, Human Resources and Administration	8,500	120.5%	10,243

See the Option Exercises and Stock Vested in Fiscal 2015 Table on page 63 and related notes for additional information regarding these payouts for Messrs. Brown, Fox, Mikuen and Duffy.

Restricted Stock and Restricted Stock Units and Special Exelis Equity Awards

As part of long-term incentive compensation, we also may grant shares of restricted stock or restricted stock units primarily to facilitate retention and succession planning and as a recruitment mechanism to replace the value of equity awards that may have been forfeited as a result of leaving a former employer. The restrictions typically expire at the end of a three-year period. The restrictions provide that the shares or units may not be sold or otherwise transferred, and the shares or units will be immediately forfeited in the event of the recipient's termination of employment for any reason other than involuntary termination, death, disability or retirement.

In fiscal 2015, as part of the Special Exelis Equity Awards, our Compensation Committee approved the following grants to our other named executive officers of (i) shares of restricted stock that will vest on June 1, 2018 if such executive officer is employed by us on such date and (ii) immediately vested shares of our common stock: Mr. Lopez 3,140 shares of restricted stock and 1,885 immediately vested shares; Mr. Fox 6,275 shares of restricted stock and 1,885 immediately vested shares; Mr. Mikuen 3,140 shares of restricted stock and 3,140 immediately vested shares; and Mr. Duffy 3,140 shares of restricted stock and 1,885 immediately vested shares. For further

information related to shares of restricted stock, restricted stock units and immediately vested shares of our common stock granted to our named executive officers, see the Grants of Plan-Based Awards in Fiscal 2015 Table on page 58 and related notes and the Outstanding Equity Awards at 2015 Fiscal Year End Table on page 60 and related notes.

Recovery of Executive Compensation**(Clawback)**

Our executive compensation program permits us to recover all or a portion of any performance-based compensation, both cash and equity, if our financial statements are restated as a result of errors, omissions or fraud. The amount that may be recovered shall be the amount by which the affected compensation exceeded the amount that would have been payable had the financial statements been initially filed as restated, or any greater or lesser amount that our Compensation Committee or the independent members of our Board shall determine. In no case shall the amount to be recovered by us be less than the amount required to be repaid or recovered as a matter of law. Recovery of such amounts by us would be in addition to any actions imposed by law, enforcement agencies, regulators or other authorities. We will review the terms of our recovery policy in light of the requirements under the Dodd-Frank Act and will make any necessary changes to be in compliance with those requirements once final regulations have been issued.

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Treatment of Incentive Awards Upon

Change in Control

Under our existing Annual Incentive Plan and equity incentive plans, upon a change in control and irrespective of employment status:

Annual cash incentive awards are fully earned and to be paid out promptly following the change in control or, in certain instances, following the end of the fiscal year, in each case at not less than the target level;

All unvested options immediately vest (in the case of performance stock options, at target level or at such greater level as our Board or our Compensation Committee may authorize) and become exercisable until their regularly scheduled expiration date;

All performance share units are deemed fully earned and fully vested immediately and will be paid at the end of the applicable performance period at not less than the target level, subject to accelerated payout or forfeiture in certain circumstances;

All restricted shares immediately vest; and

All restricted stock units immediately vest and are to be paid as soon as practicable but not later than 60 days following the change in control, or in certain events, promptly following the expiration of the initial restriction period.

Information regarding severance payments and obligations to our named executive officers for termination of employment following a change in control is set forth below in the *Change in Control Severance Agreements* section of this Compensation Discussion and Analysis and the *Potential Payments Upon Termination or a Change in Control* section of this proxy statement beginning on page 66.

Post-Employment Compensation

Severance Arrangements

As a general matter, most of our employees are employees at-will and only a limited number of our executive officers have contracts requiring us to pay amounts to them upon termination of employment. Mr. Brown's employment and payments upon termination of employment are governed by his employment agreement discussed elsewhere in this proxy statement. Pursuant to Mr. Lopez's offer letter

agreement, if his employment is terminated within 24 months of his February 10, 2014 start date by us without cause (as defined in the offer letter agreement) or by Mr. Lopez as a result of constructive termination (as defined in the offer letter agreement), subject to his execution and delivery of a general release of claims against us, he is entitled to receive a severance payment equal to the product of (i) two and (ii) the aggregate of his then-current annual base salary and annual cash incentive compensation under the Annual Incentive Plan at target.

While Messrs. Fox, Mikuen and Duffy do not have severance agreements, we have a long-standing practice of providing severance compensation for terminating an executive's employment without cause. The specific amount will be based on the relevant circumstances, including the reason for termination, length of employment and other factors.

Employment Agreement with our CEO

As discussed above, we are party to an employment agreement with Mr. Brown. The agreement provides for his continued employment as our President and Chief Executive Officer and provides for certain benefits if Mr. Brown's employment is terminated by us without cause or by Mr. Brown as a result of a constructive termination (as defined in the agreement). Obligations in the event of a termination following a change in control will be governed by Mr. Brown's change in control severance agreement. Our Compensation Committee and the independent directors of our Board approved Mr. Brown's employment agreement in the belief that such agreement was critical to Mr. Brown's decision to accept employment with us and assists in retaining Mr. Brown's valued service. In addition, his employment agreement also binds Mr. Brown to certain

non-compete and non-solicitation undertakings that are valuable to us.

Change in Control Severance Agreements

Each of our named executive officers is party to a change in control severance agreement with us. We believe that these agreements align the interests of our officers and shareholders during the period of an actual or rumored change in control and are necessary in some cases to attract and retain executives. Under these agreements, an executive is provided severance benefits if the executive's employment is terminated without cause, or by the

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executive for good reason, within two years following a change in control. These agreements are designed with a double trigger, so that benefits are provided only if there is both a change in control and a termination of employment. Such severance benefits are designed to preserve the focus and productivity of our executive officers, avoid disruption and prevent attrition during a period of uncertainty. We also believe these agreements facilitate the objectiveness of an executive's assessment of a potential transaction that may be in our shareholders' best interests notwithstanding the potential negative impact of a transaction on an executive's future employment.

If triggered, the lump-sum severance benefit payable under the change in control severance agreement equals the sum of: (a) the executive's unpaid base salary through the date of termination, a pro-rated annual bonus (as determined under the change in control severance agreement), any unpaid accrued vacation pay and, to the extent permitted under Section 409A of the Internal Revenue Code of 1986, as amended (the Internal Revenue Code), any other benefits or awards that have been earned or become payable pursuant to the terms of any compensation plan but which have not been paid to the executive; and (b) two times the executive's highest annual rate of base salary during the 12-month period prior to the date of termination plus two times the greatest of (i) the executive's highest annual bonus in the three fiscal years prior to the change in control, (ii) the executive's target bonus for the year during which the change in control occurs or (iii) the executive's target bonus for the year in which the executive's employment is terminated. Change in control severance agreements entered into with our executive officers, including the agreements entered into with our named executive officers, do not provide for any tax gross-ups for excise taxes to the executive in the event that payout of any benefits is subject to excise taxes imposed by the IRS under Section 4999 of the Internal Revenue Code. Our Compensation Committee has determined, in its business judgment, that the substantive terms of these change in control severance agreements are competitive and reasonable.

A description of the material terms of the change in control severance agreements, Mr. Brown's employment agreement and Mr. Lopez's offer letter agreement, as well as a summary of potential payments upon termination or a

change in control for our named executive officers, is set forth in the Potential Payments Upon Termination or a Change in Control section of this proxy statement beginning on page 66.

Retirement Programs

Retirement Plan

We maintain our Retirement Plan, which is a tax-qualified, defined contribution retirement plan available to many of our U.S.-based employees, including our named executive officers. Subject to applicable Internal Revenue Code limits, employees may generally contribute up to 50% of eligible compensation, with our named executive officers and certain other highly compensated employees limited to contributing 12% of eligible compensation. After one year of service, we will make a matching contribution of up to 6% of eligible compensation.

Supplemental Executive Retirement Plan

To the extent contributions by participants to our Retirement Plan are subject to certain limitations under the Internal Revenue Code, certain of our salaried employees, including our named executive officers, may elect to participate in our nonqualified SERP, which is an unfunded, non-qualified defined contribution plan. In addition, our Compensation Committee may, in its discretion, provide for the deferral of other compensation under our SERP, including equity awards.

The value of our contributions credited to our named executive officers' accounts under our Retirement Plan and SERP is set forth in the Fiscal 2015 Summary Compensation Table on page 55 under the All Other Compensation column and related notes. Additional information regarding our SERP and credits to accounts under our SERP is set forth in the Nonqualified Deferred Compensation section of this proxy statement beginning on page 64.

Health, Welfare and Other Benefits

We maintain health, welfare and other benefit programs for our U.S.-based employees, including medical coverage, prescription coverage, dental and vision programs, short-term disability insurance, basic life insurance, supplemental life insurance, dependent life insurance, accidental death and dismemberment insurance and business travel insurance as well as customary paid time-off, leave of absence and other similar policies. Our executive

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officers are eligible to participate in these programs on the same basis as many of our other salaried employees. We also offer a long-term disability plan to many of our U.S.-based employees, including our named executive officers. The plan is fully insured and provides a benefit of 60% of eligible compensation before offsets for Social Security and certain other Company or government provided disability or other benefits. Eligible compensation for purposes of the long-term disability plan is currently limited to \$400,000 per year. For executives with annual eligible compensation in excess of \$400,000, we provide a Company-paid supplemental long-term disability benefit of 50% of eligible compensation above \$400,000 up to \$800,000, for a maximum annual supplemental disability benefit of up to \$200,000. We also provide liability insurance coverage to our officers and offer our executive officers the option to participate in a group excess liability umbrella policy at the executive's cost.

Perquisites

We have eliminated virtually all perquisites for executives. Currently, we provide eligibility for annual physical examinations for Board-elected officers, for which we pay if such an officer elects to have such an examination. We believe this practice is in the best interest of our Company because the health of an executive officer is critical to his or her performance. For our CEO, we also provide limited personal use of Company-owned aircraft. In very limited instances as approved by our CEO, we also may provide limited personal use of Company-owned aircraft for other executives. We do not provide tax reimbursement or gross-up payments with respect to any perquisites provided to executive officers. Tax gross-up payments made pursuant to a plan, policy or arrangement applicable to a broad base of management employees, such as a relocation or tax equalization policy, are permitted.

In consideration of the time demands on our CEO and to minimize and more effectively utilize his travel time, our Compensation Committee has authorized the personal use of Company-owned aircraft by our CEO and his family and guests. Such personal use is subject to limits on the number of hours, which are set by our Compensation Committee and reviewed annually. In fiscal 2015, Mr. Brown's personal use of Company-owned aircraft was below the limits set by our Compensation Committee. Our CEO is responsible for paying the tax on income

imputed for such personal use of Company-owned aircraft.

Perquisites provided in fiscal 2015, namely annual physical examinations and limited personal use of Company-owned aircraft, represent a small portion of the total compensation of each named executive officer. The dollar values ascribed to these perquisites in fiscal 2015 are set forth in the Fiscal 2015 Summary Compensation Table on page 55 under the "All Other Compensation" column and related notes.

Policies Relating to Our Common Stock

Stock Ownership Guidelines

To further promote ownership of shares by management and to more closely align management and shareholder interests, our Compensation Committee has established stock ownership guidelines for our Board-elected officers. Executives are expected to own Harris stock having a minimum value, denominated as a multiple of their annual base salaries, which can be accumulated over a five-year period from the date of hire or promotion into a covered position. Our Compensation Committee annually reviews our stock ownership guidelines, including reviewing the stock ownership guidelines of our compensation comparison group.

Our current stock ownership guidelines are as follows:

CEO five times base salary;

Senior corporate officers and segment Presidents (including the other named executive officers) three times base salary; and

Other corporate officers two times base salary.

Shares that count toward our stock ownership guidelines include shares owned outright or jointly by the executive, shares credited in our Retirement Plan, share equivalents represented by amounts deferred in the Harris stock fund account of our SERP, and restricted stock and restricted stock unit awards (on an after-tax basis). Stock options, including performance stock options, and unearned performance share units do not count for the purpose of measuring compliance with the ownership guidelines. Executives age 62 or older are not subject to the guidelines.

An annual review is conducted by our Compensation Committee to assess compliance

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with the guidelines. As of September 1, 2015, our named executive officers met their applicable ownership guidelines or were on track to achieve their ownership guidelines within the applicable compliance timeframe.

Our Equity-Based Compensation Award Practices

As described above, our annual cycle for grants to executive officers of stock option and other equity awards typically occurs at the same time as decisions relating to base salary increases and annual cash incentive awards. This occurs early in the fiscal year, typically in late August, following the release of our financial results for the preceding fiscal year and the completion of the audit of our financial statements. The dates for the meetings at which such grants are typically made are set well in advance of such meetings, typically one year or more. We typically make annual equity grants to our other eligible employees on the same date as the grants to executive officers. Our Compensation Committee also may make grants of equity awards to executive officers at other times during the year due to special circumstances, such as new hires or promotions or for retention or recognition. Late in fiscal 2015, our Compensation Committee made grants of equity awards to executive officers due to special circumstances in connection with our acquisition of Exelis. We have not repriced options and, if our stock price declined after the grant date, we have not replaced options. The exercise price of stock options is the closing market price of our common stock on the grant date or, if the grant is made on a weekend or holiday, the closing market price of our common stock on the prior business day. Our Compensation Committee or Board also has the discretion to set the exercise price of stock options higher than the closing market price of our common stock on the grant date.

Pursuant to our policy on equity grant practices previously adopted by our Compensation Committee, the grant date of equity awards made outside of the annual grant cycle, whether for new hires, promotions, retention or recognition, shall be the first trading day of the month following the new hire date or promotion, retention or recognition, provided if such trading day is during a quiet period under our insider trading policy, the grant will be made on the first trading day following the end of such period. We do not time equity grants to take advantage of information, either positive or negative, about Harris that has not been publicly disclosed.

As permitted by the terms of our existing Equity Incentive Plan, our Board has delegated to our CEO the authority to make equity grants to employees who are not executive officers. Such grants are subject to our equity grant policy. The maximum number of shares and options that can be awarded pursuant to this delegation is set by our Compensation Committee, which reviews these awards annually.

Insider Trading Policy and Policy Against Hedging and Pledging

Our insider trading policy prohibits directors, employees and certain of their family members from purchasing or selling any type of security, whether issued by us or another company, while such person is aware of material non-public information relating to the issuer of the security (except pursuant to an approved 10b-5 trading plan) or from providing such material non-public information to any person who may trade while aware of such information. This policy also prohibits directors and employees from engaging in short sales with respect to our securities and from entering into hedging, puts, calls or other derivative transactions with respect to our securities. Our policies also prohibit directors and executives from purchasing Harris stock on margin, holding Harris stock in a margin account or otherwise pledging Harris stock as collateral for margin accounts, loans or any other purpose. Use of cashless exercise procedures to exercise stock options granted by us is permitted by this policy if such exercise complies with our insider trading and other relevant policies. None of our directors or executive officers pledged our stock during fiscal 2015. We also have procedures that require trades by directors and executive officers to be pre-cleared by our General Counsel or his staff.

Tax and Accounting Considerations***Tax Deductibility of Executive Compensation***

Section 162(m) of the Internal Revenue Code generally prohibits a public company from deducting compensation paid in any year in excess of \$1 million to the company's CEO or any of the company's three other most highly compensated executive officers (other than the chief financial officer) as of the end of the year. Certain compensation is specifically exempt from the deduction limit to the extent it is performance-based under Section 162(m). In evaluating whether to structure executive compensation components as

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performance-based and thus exempt from the deduction limit, our Compensation Committee considers the net cost to us and its ability to effectively administer executive compensation in the long-term interest of shareholders. Our Compensation Committee believes that it is important to preserve flexibility in administering compensation programs in a manner designed to promote corporate goals. Accordingly, our Compensation Committee may approve elements of compensation that it believes are consistent with the objectives of our executive compensation program, but that may not be fully deductible. For example, sign-on bonuses and grants of time-based restricted stock or restricted stock units are not performance-based under Section 162(m) and, in certain instances, deductibility of such compensation may be limited.

Nonqualified Deferred Compensation

Section 409A of the Internal Revenue Code requires that nonqualified deferred compensation be deferred and paid under plans or arrangements that satisfy the requirements of the law with respect to the timing of deferral elections, timing of payments and certain other matters. If such requirements are not complied with, amounts that are deferred under compensation arrangements that are subject to Section 409A will be currently includable in income to the employee and subject to an excise tax to be assessed on the employee. In general, it is our intention to design and administer our compensation and benefits plans and arrangements for all of our employees so that they are either exempt from, or satisfy the requirements of, Section 409A.

Accounting for Share-Based Compensation

Before we grant share-based compensation awards, we consider the accounting impact of the award as structured and other scenarios in order to analyze the expected impact of the award.

MANAGEMENT DEVELOPMENT AND COMPENSATION COMMITTEE REPORT

The following Report of our Management Development and Compensation Committee does not

constitute soliciting material and the Report should not be deemed filed or incorporated by reference into any other previous or future filings by Harris under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that Harris specifically incorporates this Report by reference therein.

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis section of this proxy statement. Based on its review and discussion, the Compensation Committee has recommended to the Board, and the Board has approved, that this Compensation Discussion and Analysis be included in this proxy statement for the 2015 Annual Meeting of Shareholders and incorporated by reference in Harris Annual Report on Form 10-K for the fiscal year ended July 3, 2015.

Submitted on September 5, 2015 by the

Management Development and

Compensation Committee of the

Board of Directors.

Thomas A. Dattilo, Chairperson

Terry D. Growcock

Lewis Hay III

Hansel E. Tookes II

RELATIONSHIP BETWEEN COMPENSATION

PLANS AND RISK

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In fiscal 2011, our Compensation Committee and management, with the assistance of Aon Hewitt Associates LLC, conducted a review of our compensation strategy, plans, programs, policies and practices, including executive compensation and major broad-based compensation programs in which salaried and hourly employees at various levels of our organization participate. The goal of this review was to assess whether any of our compensation strategy, plans, programs, policies or practices, either individually or in the aggregate, would encourage executives or employees to undertake unnecessary or excessive risks that were reasonably likely to have a material adverse impact on Harris.

We reviewed our variable pay, sales commission and other compensation plans and considered the number of participants in each plan, the participants' levels within the organization, the target and maximum payment potential and the performance criteria under each plan, and the type of plan. Management and our Compensation Committee

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also applied a risk assessment to those plans that were identified as having the potential to deliver a material amount of compensation, which were the annual and long-term incentive plans that are described in the Compensation Discussion and Analysis section of this proxy statement. In fiscal 2012, 2013 and 2014, our Compensation Committee and management, with the assistance of Aon Hewitt, again conducted a review of such compensation strategy, plans, programs, policies and practices, with a focus on those that changed since fiscal 2011. In fiscal 2015, there were no material changes to our compensation strategy, plans, programs, policies or practices, and management and our Compensation Committee again concluded that our executive compensation strategy, plans, programs, policies and practices do not pose material risk due to a variety of mitigating factors. These factors include:

An emphasis on long-term compensation that utilizes a balanced portfolio of compensation elements, such as cash and equity and delivers rewards based on sustained performance over time;

Our Compensation Committee's power to set short- and long-term performance objectives for our incentive plans, which we believe are appropriately correlated with shareholder value and which use multiple financial metrics to measure performance;

Our performance share unit awards focus on cumulative operating income and average annual ROIC over overlapping three-year performance periods. This creates a focus on driving sustained performance over multiple performance periods, which mitigates the potential for executives to take excessive risks to drive one-time, short-term performance spikes in any one performance period;

The use of equity awards with vesting periods to foster retention and align our executives' interests with those of our shareholders;

Capping potential payouts under both short- and long-term incentive plans to eliminate the potential for any windfalls;

A clawback policy that allows us to recover all or a portion of any performance-based compensation if our financial statements are restated as a result of errors, omissions or fraud;

Share ownership guidelines; and

A broad array of competitive benefit programs that offer employees and executives an opportunity to build meaningful retirement assets and benefit protections throughout their careers.

As a result of this review, both management and our Compensation Committee concluded that our compensation strategy, plans, programs, policies and practices are not reasonably likely to have a material adverse effect on Harris.

Table of Contents**FISCAL 2015 SUMMARY COMPENSATION TABLE**

The following table summarizes the compensation paid to, or accrued on behalf of, our named executive officers for the fiscal years ended July 3, 2015, June 27, 2014 and June 28, 2013. Our named executive officers are our Chief Executive Officer, our Chief Financial Officer and our three other most highly compensated executive officers serving at the end of the fiscal year ended July 3, 2015. The Summary Compensation Table and the Grants of Plan-Based Awards in Fiscal 2015 Table on page 58 should be viewed together for a more complete representation of both the annual and long-term incentive compensation elements of our executive compensation program.

Name and Principal Position	Year	Salary \$(1)	Bonus \$(2)	Awards \$(3)	Stock Awards \$(4)	Option Awards \$(5)	Incentive Plan Compensation \$(6)	Change in Pension Value and Nonqualified Non-Equity Deferred Compensation \$(7)	All Other Compensation \$(8)	Total \$(9)
William M. Brown Chairman, President and Chief Executive Officer	2015	\$ 992,115	\$ 0	\$ 1,999,543	\$ 1,679,005	\$ 1,680,567	\$ 0	\$ 469,804	\$ 6,821,034	
	2014	\$ 921,154	\$ 0	\$ 2,547,275	\$ 2,203,452	\$ 1,604,252	\$ 0	\$ 571,249	\$ 7,847,382	
	2013	\$ 884,615	\$ 0	\$ 2,186,745	\$ 1,876,491	\$ 1,018,346	\$ 0	\$ 440,362	\$ 6,406,559	
Miguel A. Lopez (7) Sr. Vice President and Chief Financial Officer	2015	\$ 543,300	\$ 0	\$ 931,933	\$ 643,548	\$ 453,096	\$ 0	\$ 13,041	\$ 2,584,918	
	2014	\$ 201,923	\$ 0	\$ 922,375	\$ 0	\$ 190,000	\$ 0	\$ 127,814	\$ 1,442,112	