

L 3 COMMUNICATIONS HOLDINGS INC
Form 8-K
May 05, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 3, 2016

L-3 COMMUNICATIONS HOLDINGS, INC.

L-3 COMMUNICATIONS CORPORATION

(Exact names of registrants as specified in their charters)

| | | |
|--------------------------------------|---------------------|-----------------------|
| | 001-14141 | 13-3937434 |
| DELAWARE | 333-46983 | 13-3937436 |
| (State or other jurisdiction) | (Commission) | (IRS Employer) |

of incorporation)

File Numbers)

Identification Nos.)

600 THIRD AVENUE, NEW YORK, NEW YORK

(Address of principal executive offices)

Registrants telephone number, including area code: (212) 697-1111

10016

(Zip Code)

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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

ITEM 5.07. Submission of Matters to a Vote of Security Holders.

On May 3, 2016, L-3 Communications Holdings, Inc. (the Company) held its 2016 Annual Meeting as described in the definitive proxy statement for the Annual Meeting filed on March 23, 2016. A quorum was present at the meeting as required by the Company's Amended and Restated Bylaws. The chart below sets forth the number of votes cast for and against, and the number of abstention votes and broker non-votes, with respect to each matter voted upon by the shareholders:

Proposal 1 Election of Directors

The following ten directors were elected to the Board of Directors of the Company to serve as directors until the 2017 Annual Meeting of Shareholders and until their successors have been duly elected and qualified.

| | Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|----------------------|--------------|------------------|--------------------|---------------------|
| Claude R. Canizares | 64,579,343 | 1,208,232 | 598,349 | 6,185,078 |
| Thomas A. Corcoran | 64,372,786 | 1,450,949 | 562,189 | 6,185,078 |
| Ann E. Dunwoody | 65,071,265 | 879,649 | 435,010 | 6,185,078 |
| Lewis Kramer | 64,529,755 | 1,260,930 | 595,239 | 6,185,078 |
| Robert B. Millard | 64,318,576 | 1,491,524 | 575,824 | 6,185,078 |
| Lloyd W. Newton | 64,756,724 | 1,022,763 | 606,437 | 6,185,078 |
| Vincent Pagano, Jr. | 64,308,277 | 1,522,477 | 555,170 | 6,185,078 |
| H. Hugh Shelton | 64,759,303 | 1,027,584 | 599,037 | 6,185,078 |
| Arthur L. Simon | 64,371,407 | 1,425,824 | 588,693 | 6,185,078 |
| Michael T. Strianese | 63,298,152 | 2,345,893 | 741,879 | 6,185,078 |

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

The appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016 was ratified.

| Votes For | Votes Against | Votes Abstained |
|--------------|------------------|--------------------|
| 70,789,931 | 1,477,810 | 303,261 |

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

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

| Votes | Votes | Votes | Broker |
|------------|-----------|-----------|-----------|
| For | Against | Abstained | Non-Votes |
| 62,303,014 | 3,212,365 | 870,545 | 6,185,078 |

Proposal 4 Approve an amendment to the L-3 Communications Holdings, Inc. Amended and Restated 2008 Long Term Performance Plan

The shareholders approved an amendment to the L-3 Communications Holdings, Inc. Amended and Restated 2008 Long Term Performance Plan.

| Votes | Votes | Votes | Broker |
|------------|-----------|-----------|-----------|
| For | Against | Abstained | Non-Votes |
| 57,568,944 | 8,292,788 | 524,192 | 6,185,078 |

Proposal 5 Adopt an Agreement and Plan of Merger effecting the elimination of the Company s holding company structure

The shareholders adopted an Agreement and Plan of Merger effecting the elimination of the Company s holding company structure.

| Votes | Votes | Votes | Broker |
|------------|---------|-----------|-----------|
| For | Against | Abstained | Non-Votes |
| 64,936,060 | 926,978 | 522,886 | 6,185,078 |

Proposal 6 Consider a shareholder proposal to amend and restate the Company s Amended and Restated Certificate of Incorporation to permit shareholders to take action by written consent

The shareholders did not approve the shareholder proposal to permit shareholders to take action by written consent.

| Votes | Votes | Votes | Broker |
|------------|------------|-----------|-----------|
| For | Against | Abstained | Non-Votes |
| 43,359,066 | 21,469,150 | 1,557,708 | 6,185,078 |

SIGNATURES

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

L-3 COMMUNICATIONS HOLDINGS, INC.

L-3 COMMUNICATIONS CORPORATION

By: /s/ Allen E. Danzig

Name: Allen E. Danzig

Title: Vice President, Assistant General
Counsel and Assistant Secretary

Dated: May 5, 2016