

L 3 COMMUNICATIONS HOLDINGS INC  
Form S-8 POS  
June 30, 2009

As filed with the Securities and Exchange Commission on June 30, 2009  
Registration No. 333-134607

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

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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

Delaware  
(State or other jurisdiction of  
incorporation or organization)

13-3937434  
(I.R.S. Employer  
Identification Number)

L-3 Communications Holdings, Inc.  
600 Third Avenue  
New York, New York 10016

(Address of Principal Executive Offices) (Zip Code)

L-3 Communications Corporation Employee Stock Purchase Plan  
(Full title of the plan)

Steven M. Post, Esq.  
Senior Vice President, General Counsel and Corporate Secretary  
L-3 Communications Holdings, Inc.

600 Third Avenue  
New York, New York 10016

(Name and address of agent for service)

(212) 697-1111

(Telephone number, including area code, of agent for service)

*Copies of all notices, orders and communication to:*

Avrohom J. Kess, Esq.  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, New York 10017-3954  
(212) 455-2000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller

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reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

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**TABLE OF CONTENTS**

**SIGNATURES**

**EXPLANATORY NOTE**

L-3 Communications Holdings, Inc. (the Registrant ) registered 5,074,000 shares of its common stock, par value \$0.01 ( Common Stock ), for issuance under the L-3 Communications Corporation Employee Stock Purchase Plan (the Plan ) pursuant to Registration Statement on Form S-8, File No. 333-134607, filed with the Securities and Exchange Commission on May 31, 2006. Effective immediately, no shares of Common Stock will be issued under the Plan. Accordingly, this Post-Effective Amendment No. 1 is being filed to deregister any shares of Common Stock that have not yet been issued under the Plan.

Accordingly, the Registrant hereby withdraws from registration under the Registration Statement on Form S-8, File No. 333-134607, any shares of its Common Stock that have not yet been issued under the Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 30<sup>th</sup> day of June, 2009.

L-3 COMMUNICATIONS HOLDINGS, INC.

By: /s/ Steven M. Post  
Name: Steven M. Post, Esq.  
Title: Senior Vice President, General  
Counsel and Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment has been signed below by the following persons in the capacities indicated on the 30<sup>th</sup> day of June, 2009.

<b>Signature</b>	<b>Title</b>
/s/ Michael T. Strianese	Chairman, President and Chief Executive Officer
Michael T. Strianese	<i>(Principal Executive Officer)</i>
/s/ Ralph G. D. Ambrosio	Vice President and Chief Financial Officer
Ralph G. D. Ambrosio	<i>(Principal Financial Officer)</i>
/s/ Dan Azmon	Corporate Controller
Dan Azmon	<i>(Principal Accounting Officer)</i>
Robert B. Millard	Director
/s/ Claude R. Canizares	Director
Claude R. Canizares	
/s/ Thomas A. Corcoran	Director
Thomas A. Corcoran	
/s/ John M. Shalikashvili	Director
John M. Shalikashvili	
/s/ Arthur L. Simon	Director
Arthur L. Simon	

/s/ Alan H. Washkowitz

Director

Alan H. Washkowitz

/s/ John P. White

Director

John P. White