

L 3 COMMUNICATIONS HOLDINGS INC
Form 424B3
July 28, 2003

Filed Pursuant to Rule 424(b)(3)
Registration File No.: 333-99693

PROSPECTUS SUPPLEMENT
(TO PROSPECTUS DATED OCTOBER 31, 2002)

L-3 COMMUNICATIONS HOLDINGS, INC.
448,582 Shares of Common Stock

This prospectus supplement relates to 448,582 shares of Common Stock that may be sold by certain selling stockholders.

This prospectus supplement, which supplements our prospectus dated October 31, 2002, contains information about the selling stockholders.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS SUPPLEMENT IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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You should rely only on the information contained in this prospectus supplement and the prospectus to which it refers. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. This prospectus supplement shall not constitute an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement and the prospectus

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to which it refers is accurate only as of their respective dates.

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SELLING STOCKHOLDERS

The selling stockholders listed below received shares as consideration in connection with our acquisition of ComCept, Inc. ("ComCept"). The selling stockholders may receive additional consideration in cash or common stock, which is contingent on the performance of ComCept for its fiscal year ending June 30, 2004. The maximum additional common stock which may be payable to the selling stockholders for that additional contingent consideration is 109,544 shares.

The following table states the number of shares of our outstanding common stock that the selling stockholders own resulting from payments made in our common stock in connection with our acquisition of ComCept, the number of such shares that may be sold for the account of the selling stockholders (or any of their donees with respect to donations to any such donee that does not exceed 500 shares), and the number of shares that will be owned by the selling stockholders assuming the sale of all the shares offered hereby.

SELLING STOCKHOLDER -----	NUMBER OF SHARES OF COMMON STOCK OWNED -----	NUMBER OF SHARES OF COMMON STOCK TO BE SOLD -----	NUMBER OF SHARES OF COMMON STOCK OWNED AFTER SALE -----
Robert L. Amick	10,439	10,439	0
Dennis R. Baas	10,439	10,439	0
George Bach	83	83	0
B&B Cullen Family LTD	59,402	59,402	0
Elizabeth Beasley	83	83	0
Claude Bennett	166	166	0
Tracy Benninger	437	437	0
Mark Bigham	6,041	6,041	0
Pressly Bonner	104	104	0
David Bryson	2,916	2,916	0
Thi Cao	20	20	0
Adelbert W. Carpenter	7,863	7,863	0
Christopher Christon	5,569	5,569	0
Neal B. Cooper	14,979	14,979	0
Max Corneau	166	166	0
Brian D. Cullen	50,102	50,102	0
Cullen Family Foundation	30,000	30,000	0
Gary Davis	2,441	2,441	0
Charles DeGilio	83	83	0
Paul Deuell	20	20	0
Robert E. Dryden	27,025	27,025	0
Robert S. Dunn	436	436	0
George M. Eargle	14,277	14,277	0
Chris Freeze	125	125	0
James C. Glenn, Jr.	1,616	1,616	0
Evan Goen	83	83	0
Joseph Goodman	1,458	1,458	0
Rose Goodrich	62	62	0
Michael C. Greer	22,254	22,254	0
Rebecca Henseley	104	104	0
Michell Hilton	41	41	0
James Higdon	41	41	0

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Janey Hood	499	499	0
Ben K. Howell	3,123	3,123	0
Jamie Hydrick	104	104	0
Emily Juricek	83	83	0
John Langan	41	41	0
Edward Lavallee	104	104	0
Jim Mask	1,416	1,416	0
Greg Miller	604	604	0
Susan Mitchell	41	41	0
Bob Mimlitch	208	208	0
Art Money	833	833	0
Dick Murphy	83	83	0
John Parker	312	312	0
Kevin Powell	41	41	0
Art Sikes	354	354	0
Don Smith	208	208	0
Robert R. Spaulding	911	911	0
Lex E. Thornton	2,249	2,249	0
Bruce Trego	2,083	2,083	0
David L. Tschoerner	8,032	8,032	0
Jim Turner	1,249	1,249	0
Darrell Villarma	491	491	0
Maria Valdez	41	41	0
Greg Voelcker	41	41	0
Mark R. Von Schwartz	18,252	18,252	0
Frederick L. Wahl	7,605	7,605	0
Dee Ann Watkins	2,451	2,451	0
Anne Wester	1,041	1,041	0
John C. Wester and Anne L. Wester JT TEN WROS.	5,025	5,025	0
Chris White	1,104	1,104	0
Mark Wilhelm	1,166	1,166	0
Curtis Wold	83	83	0
Philip A. Yates	3,925	3,925	0
Kathy Young	20	20	0
Phil Young	833	833	0
Newbury Piret Companies, Inc.	5,477	5,477	0
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