L3 TECHNOLOGIES, INC. Form 425 November 13, 2018





proposed combination, including estimated synergies, the effects of the proposed combination, including on future financial and operating results, and the integration of the parties' operations, levels and timing of share repurchases; and other statements that are not historical facts. The parties caution investors that any forward-looking statements are subject to risks and uncertainties that may cause actual results and future trends to differ materially from those matters expressed in or implied by such forward-looking statements. Among the risks and uncertainties that could cause actual results to differ from those described in forward-looking statements are the following: the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement; the possibility that stockholders of either party may not approve the proposed combination; the risk that the parties may not be able to obtain (or may be required to make divestitures in order to obtain) the necessary regulatory approvals or to satisfy any of the other conditions to the proposed combination in a timely manner or at all; risks related to disruption of management time from ongoing business operations due to the proposed combination; risks related to the inability to realize benefits or to implement integration plans and other consequences associated with the proposed combination; the risk that any announcements relating to the proposed combination could have adverse effects on the market price of the common stock of either or both parties; and the risk that the proposed combination and its announcement could have an adverse effect on either or both parties' ability to retain customers and retain and hire key personnel and maintain relationships with suppliers and customers, including the U.S. Government and other governments, and on their operating results and businesses generally. The foregoing list of risks and uncertainties that could cause actual results to differ from those described in forward-looking statements is not exhaustive. Further information relating to factors that may impact the parties' results and forward-looking statements are disclosed in their respective filings with the Securities and Exchange Commission. The forward-looking statements in this presentation are made as of the date of this presentation, and the parties disclaim any intention or obligation, other than imposed by law, to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Persons receiving this presentation are cautioned not to place undue reliance on forward-looking statements. Harris Corporation and L3 Technologies, Inc. Confidential and Proprietary Information Presentation Title | 2



Christopher E. Kubasik Leadership Mr. Kubasik to assume CEO role after two years and Chairman role after three years 12 board members total, with equal representation from Harris and L3 Return cash to shareholders Expected Dividend payout expected around 30-35%; consistent with current practice Financial Policies Excess cash toward share repurchases...up to \$2B within first 12 months post close Committed to maintaining an investment grade credit rating \$500M of annual gross pre-tax cost synergies in year 3; \$300M net of savings returned to customers Expected Synergies Free cash flow run rate of \$3B in year 3

Transaction unanimously approved by Board of Directors of both companies Expected in mid-2019, subject to satisfaction of customary closing conditions, including receipt of regulatory and Closing Harris and L3 shareholder approvals L3 Harris Technologies anticipates reporting on a December full fiscal year end basis starting January 1st 2020 Harris Corporation and L3 Technologies, Inc. Confidential and Proprietary Information Presentation Title | 3





organizational Management Set Steering Committee agenda leadership and reporting Office Ensure resolution of critical/at-risk issues structure established by day 1 Ensure functional & value capture teams stay on-track Dedicated post-close integration team with representation from both companies ... seasoned & Develop detailed implementation plans experienced team leaders Make ~80% of critical decisions Identify quick wins Integration Project Teams Regularly update IMO Full responsibility to execute on time, on budget Harris Corporation and L3 Technologies, Inc. Confidential and Proprietary Information Presentation Title | 5





Capture Tracking • Evaluation, estimate and timing of • Key information about each value capture initiatives initiative 1 Critical "at-risk" initiatives report 1 Aggregated integration roadmap 3 Deep dives into selected projects • Major milestones and decisions 2 • Key initiatives from Project Integration • Linkages between teams team Management 3 • Status of each team Office • Status of key initiatives (from 4 Issue weekly update form and KPI -to- Logs form) Steering 2 Aggregated value capture report 4 Committee • Target value capture and timing Issue Logs • Issue faced by Project team • Resolution deadline • Plan for resolution Harris Corporation and L3 Technologies, Inc. Confidential and Proprietary Information Presentation Title | 7





L3 – as a teaming partner, for example, or otherwise - No sharing of proprietary information without business need and proper NDA - No discussions, agreements or exchanges with L3 that could reduce competition; no sharing of competition-sensitive information • There will be an identified Integration Team - Integration planning activities are permitted as governed by legal and procedural structure - Unless you are acting as part of or under specific direction from the Integration Team and within the legal structure of integration activities, it is business as usual with L3 – arm's length, separate company engagement Harris Corporation and L3 Technologies, Inc. Confidential and Proprietary Information Presentation Title | 9



(without customer or supplier contracts influencing employees to leave prior to close) Joint review or discussion of (or reviewing other Site visits party's) prospective bids or pricing of such bids; or, joint agreement on which projects to bid Address general operational issues necessary to implement post-closing integration Joint business decisions regarding customers or suppliers Address services and facilities to be eliminated, consolidated or expanded Involvement in each other's day-to-day operations Legal liability analysis and related work Sharing of competition sensitive information, except through "clean team" and Legal involvement Consult Legal team when in doubt about whether conduct is appropriate Harris Corporation and L3 Technologies, Inc. Confidential and Proprietary Information Presentation Title | 10





October 12, 2018 (the "merger agreement"), among L3, Harris and a wholly owned merger subsidiary of Harris. In connection with the proposed merger, Harris will file with the U.S. Securities and Exchange Commission (the "SEC") a registration statement on Form S-4 that will include a joint proxy statement of the parties that also constitutes a prospectus of Harris, as well as other relevant documents regarding the proposed transaction. The parties also will make the joint proxy statement/prospectus available to their respective stockholders. This communication is not a substitute for the registration statement, the joint proxy statement/prospectus or any other documents that either or both parties or any of their respective affiliates may file with the SEC or make available to their respective security holders. INVESTORS AND SECURITY HOLDERS OF EACH PARTY AND ITS AFFILIATES ARE URGED TO READ CAREFULLY AND IN THEIR ENTIRETY ALL RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING THE JOINT PROXY STATEMENT/PROSPECTUS (WHEN AVAILABLE), BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. A copy of the registration statement and the joint proxy statement/prospectus, as well as other filings containing information about the parties, may be obtained free of charge on the SEC's website at www.sec.gov, or from Harris by accessing its website at www.harris.com, or from L3 by accessing its website at www.13t.com. Participants in Solicitation Harris, L3 and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the parties' respective stockholders in respect of the proposed transaction under the rules of the SEC. Information regarding Harris' directors and executive officers is contained in its Annual Report on Form 10-K for the fiscal year ended June 29, 2018 and its Proxy Statement on Schedule 14A, dated September 6, 2018, which are filed with the SEC. Information regarding L3's directors and executive officers is contained in its Annual Report on Form 10-K for the fiscal year ended December 31, 2017 and its Proxy Statement on Schedule 14A, dated March 26, 2018, which are filed with the SEC. Additional information regarding the interests of those participants and other persons who may be deemed participants in the transaction will be included in the joint proxy statement/prospectus regarding the proposed transaction and other relevant materials to be filed with the SEC when they become available. Copies of these documents may be obtained free of charge as described in the preceding paragraph. Harris Corporation and L3 Technologies, Inc. Confidential and Proprietary Information Presentation Title | 12