

L3 TECHNOLOGIES, INC.

Form 425

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Filed by: Harris Corporation Commission File No. 1-3863 Pursuant to Rule 425 under the Securities Act of 1933 and deemed filed pursuant to Rule 14a-12 under the Securities Exchange Act of 1934 Subject Company: L3 Technologies, Inc. Commission File No. 1-37975 IMO Icebreaker: Sam Schwall and Shelley Gilliland
on Integrating Principles of Mission-Critical Excellence in a Combined Continuous Improvement Program How do you combine two programs of operational excellence with different structures, processes and roles? According to Integration Management Office (IMO) quality leads Sam Schwall and Shelley Gilliland, leveraging common operating principles of quality, excellence and best-in-class priorities between these two leading defense contractors will be essential.

“Although L365 and HBX might be different in procedures and execution, our core values are similar,” Gilliland says. “Both programs leverage cutting-edge technology and cost savings to exceed our customers’ expectations and improve shareholder value.” Gilliland, Vice President of Corporate Continuous Improvement and Quality at L3, brings insight to the integration, having worked at Harris on the Harris Business Excellence (HBX) launch team in 2012 at the segment level.

She has been at L3 for almost five years and has 18 years of experience in the commercial automotive industry. “My experience at both companies provides a unique advantage as Sam and I plan to integrate the two programs,” Gilliland says. “I’m familiar with the policies, the people and the cultures of both companies so I can help recommend the most optimal solutions moving forward.” Schwall, Vice President of Supply Chain and Operations at Harris, has led five major integrations throughout his career. He specializes in acquisition integration, supply chain and strategic sourcing in operations. Prior to Harris, Schwall worked at United Technologies Corporation as Director of Operations Integration and Supply Chain. “Whether you’re in the L365 or HBX program, the focus is on customer satisfaction and being the supplier of choice,” Schwall says. “Those are the core principles that will create the bonding glue between both programs.”

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As the integration planning continues, Schwall and Gilliland's priority will be evaluating both programs, looking for the best in each of them. The future continuous improvement program will be the groundwork of L3 Harris Technologies post-close. Both Schwall and Gilliland want employees to take ownership of their roles in propelling the new company forward in quality and excellence, starting on Day 1. "We want our employees to focus on continuous improvement like it's in their DNA," Gilliland says. "It's in everything we do, and everything we are." The continuous improvement program for L3 Harris Technologies will have a new name, but maintain the same core principles. "We are approaching this integration methodically, with rigor and with our eyes wide open," Schwall says. "And, as a result, we believe L3 Harris Technologies will be stronger, more competitive and excel in the industry." Learn more about suggesting a name for the future enterprise system of excellence by clicking here or submit your suggestion by clicking on the button below.

Forward-Looking Statements Certain of the matters discussed in this communication are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than historical facts may be forward-looking statements; words such as "may," "will," "should," "likely," "projects," "guidance," "expects," "anticipates," "intends," "plans," "estimates," and similar expressions are used to identify forward-looking statements. Such statements are made in reliance on the safe harbor provisions of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Harris and L3 caution investors that these statements are subject to risks and uncertainties, many of which are difficult to predict and generally beyond Harris' and L3's control, that could cause actual results to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. In addition to factors previously disclosed in Harris' and L3's reports filed with the U.S. Securities and Exchange Commission (the "SEC") and those identified elsewhere in this communication, the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance: the occurrence of any event, change or other circumstances that could give rise to the right of one or both of Harris and L3 to terminate the definitive merger agreement between Harris and L3; the outcome of any legal proceedings that may be instituted against Harris, L3, or their respective directors; the risk that the stockholder approvals of Harris or L3 may not be obtained on the expected schedule or at all; the ability to obtain regulatory approvals and satisfy other closing conditions to the merger in a timely manner or at all, including the risk that regulatory approvals required for the merger are not obtained or are obtained subject to conditions that are not anticipated; delay in closing the merger; difficulties and delays in integrating the Harris and L3 businesses or fully realizing anticipated cost savings and other benefits; business disruptions from the proposed merger that may harm Harris' and L3's businesses, including current plans and operations; any announcement relating to the proposed transaction could have adverse effects on the ability of Harris or L3 to retain and hire key personnel or maintain relationships with suppliers and customers, including the U.S. government and other governments, or on Harris' or L3's operating results and businesses generally; the risk that the announcement of the proposed transaction could have adverse effects on the market price of the common stock of either or both of Harris' and L3's common stock and the uncertainty as to the long-term value of the common stock of the combined company following the merger; certain restrictions during the pendency of the merger that may impact Harris' or L3's ability to pursue certain business opportunities or strategic transactions; the business, economic and political conditions in the markets in which Harris and L3 operate; and events beyond Harris' and L3's control, such as acts of terrorism. 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 SEC. These forward-looking statements speak only as of the date of this communication or as of the date they were made, and neither Harris nor L3 undertakes any obligation to update forward-looking statements. For a more detailed discussion of these factors, also see the information

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under the captions "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Harris' and L3's most recent reports on Form 10-K for the years ended June 29, 2018 and December 31, 2017, respectively, and any material updates to these factors contained in any of Harris' and L3's subsequent and future filings. As for the forward-looking statements that relate to future financial results and other projections, actual results will be different due to the inherent uncertainties of estimates, forecasts and projections and may be better or worse than projected and such differences could be material.

Annualized, pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results. Given these uncertainties, persons receiving this communication should not place any reliance on these forward-looking statements. Important Additional Information and

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Harris Corporation ("Harris" and together with L3, the "parties"), as contemplated by the Agreement and Plan of Merger, dated as of October 12, 2018 (the "merger agreement"), among L3, Harris and a wholly owned merger subsidiary of Harris. In connection with the proposed merger, Harris filed with the SEC on

December 14, 2018 a registration statement on Form S-4 that includes a joint proxy statement of the parties that also constitutes a prospectus of Harris. This registration statement has not yet been declared effective. The parties will send the definitive joint proxy statement/prospectus to their respective stockholders. The

parties also may file with the SEC other relevant documents regarding the proposed transaction. This communication is not a substitute for the registration statement, the joint proxy statement/prospectus or any other documents that either or both of the 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 REGISTRATION STATEMENT AND THE JOINT PROXY STATEMENT/PROSPECTUS, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, 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.l3t.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. 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 is included in the preliminary joint proxy statement/prospectus and will be included in the

definitive joint proxy statement/prospectus 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.
