

L 3 COMMUNICATIONS HOLDINGS INC
Form SC 13D/A
September 26, 2001

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

SCHEDULE 13D
AMENDMENT NO. 5

UNDER THE SECURITIES EXCHANGE ACT OF 1934

L-3 COMMUNICATIONS HOLDINGS, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01
(Title of Class of Securities)

502424104000
(CUSIP Number)

JEFFREY WELIKSON
VICE PRESIDENT AND SECRETARY
LEHMAN BROTHERS HOLDINGS INC.
101 HUDSON STREET
JERSEY CITY, NJ 07302
(201) 524-5640

(Name, Address and Telephone Number of Person Authorized
to Receive Notice and Communications)

SEPTEMBER 17, 2001
(Date of Event which required Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

CUSIP No.
502424104000

- 1) Names of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

LEHMAN BROTHERS HOLDINGS INC.
13-3216325

- 2) Check the Appropriate box if a Member of a Group (see instructions)

(a) [X]
(b) []

- 3) SEC Use Only

- 4) Source of Funds (see instructions)

OO

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5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[]

6) Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person with:

7) Sole Voting Power

579,873

8) Shared Voting Power

1,144,096

9) Sole Dispositive Power

579,873

10) Shared Dispositive Power

1,144,096

11) Aggregate Amount Beneficially Owned by Each Reporting Person

1,723,969

12) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[]

13) Percent of Class Represented by Amount in Row 9

4.42%

14) Type of Reporting Person

HC/CO

CUSIP No.
502424104000

1) Names of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

LEHMAN BROTHERS INC.
13-2518466

2) Check the Appropriate box if a Member of a Group (see instructions)

(a) [X]
(b) []

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3) SEC Use Only

4) Source of Funds (see instructions)

OO

5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[X]

6) Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person with:

7) Sole Voting Power

-0-

8) Shared Voting Power

192,565

9) Sole Dispositive Power

-0-

10) Shared Dispositive Power

192,565

11) Aggregate Amount Beneficially Owned by Each Reporting Person

192,565

12) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[]

13) Percent of Class Represented by Amount in Row 9

0.49%

14) Type of Reporting Person

BD/CO

CUSIP No.
502424104000

1) Names of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

LB I GROUP INC.

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13-2741778

2) Check the Appropriate box if a Member of a Group (see instructions)

(a) [X]

(b) []

3) SEC Use Only

4) Source of Funds (see instructions)

OO

5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[]

6) Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person with:

7) Sole Voting Power

192,565

8) Shared Voting Power

-0-

9) Sole Dispositive Power

192,565

10) Shared Dispositive Power

-0-

11) Aggregate Amount Beneficially Owned by Each Reporting Person

192,565

12) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[]

13) Percent of Class Represented by Amount in Row 9

0.49%

14) Type of Reporting Person

CO

CUSIP No.
502424104000

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- 1) Names of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

LEHMAN BROTHERS CAPITAL PARTNERS III, L.P.
- 2) Check the Appropriate box if a Member of a Group (see instructions)

(a) [X]
(b) []
- 3) SEC Use Only
- 4) Source of Funds (see instructions)

OO
- 5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

 []
- 6) Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person with:
- 7) Sole Voting Power

951,531
- 8) Shared Voting Power

-0-
- 9) Sole Dispositive Power

951,531
- 10) Shared Dispositive Power

-0-
- 11) Aggregate Amount Beneficially Owned by Each Reporting Person

951,531
- 12) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

 []
- 13) Percent of Class Represented by Amount in Row 9

2.44%
- 14) Type of Reporting Person

LP

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SCHEDULE 13D

Item 1. Security and Issuer

No Change.

Item 2. Identity and Background

Except as stated below, no change.

This amended statement is filed jointly on behalf of the following entities:

Lehman Brothers Holdings Inc., a Delaware corporation ("Holdings"),
3 World Financial Center
New York, NY 10285

Holdings, through its domestic and foreign subsidiaries, is a full-line securities firm and is the 100% parent of Lehman Brothers Inc. and the general partner of Lehman Brothers Capital Partners III, L.P.

Lehman Brothers Inc., a Delaware corporation ("LBI"),
3 World Financial Center
New York, NY 10285

LBI is a wholly-owned subsidiary of Holdings and is the 100% parent of LB I Group Inc.

LB I Group Inc., a Delaware corporation ("LB I Group"),
3 World Financial Center
New York, NY 10285

LB I Group is a wholly-owned subsidiary of LBI.

Lehman Brothers Capital Partners III, L.P., a Delaware limited partnership
("Capital Partners"),
3 World Financial Center
New York, NY 10285

Capital Partners is a limited partnership, the general partner of which is Holdings.

The names, residence or business addresses, citizenships and present principal occupations or employment of the senior executive officers and directors of the Reporting Persons are set forth in Appendix A hereto.

Neither the Reporting Persons nor to the best knowledge of the Reporting Persons any of the persons listed in Appendix A hereto have during the last five years (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) except as set forth in Appendix B attached hereto and incorporated herein by reference, has been party to a civil proceeding of a judicial or administrative body of a competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source of Funds or Other Consideration

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No Change.

Item 4. Purpose of Transaction

No Change.

Item 5. Interest in Securities of the Issuer

(a) The cover pages hereto are incorporated herein by reference.

(b) The cover pages hereto are incorporated herein by reference.

As of the date of this report, Holdings is the actual owner of 579,873 shares of Common Stock; LB I Group is the actual owner of 192,565 shares of common stock; and Capital Partners is the actual owner of 951,531 shares of Common Stock. Under the rules and regulations of the Securities and Exchange Commission, Holdings is deemed to be the beneficial owner of the shares of Common Stock owned by LB I Group and Capital Partners. No other person has power to vote or dispose of such shares of Common Stock.

(c) On September 17, 2001, Reporting Persons (1) Holdings and (2) Capital Partners sold an aggregate of 1,500,000 shares pursuant to Rule 144 under the Securities Act of 1933, as amended, on the New York Stock Exchange, through LBI, as broker. 1,000,000 of such shares were sold at \$85.8476 per share, and 500,000 of such shares were sold at \$86.8165 per share.

LBI and other affiliates of the Reporting Persons, in the ordinary course of business as broker-dealers, may have purchased and sold shares of Common Stock on behalf of their customers.

(d) No Change.

(e) As of September 17, 2001, all Reporting Persons had ceased to be beneficial owners of more than five percent of the Common Stock.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

No Change.

Item 7. Material to be Filed as Exhibits.

EXHIBIT	DESCRIPTION
App. A	Names, residence or business addresses, citizenships and present principal occupations or employment of the senior executive officers and directors of the Reporting Persons
App. B	Legal Proceedings
App. C	Consent to Joint Filing of Schedule 13D pursuant to Rule 13d-1(k) of the 1933 Act

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

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Dated: September 25, 2001

LEHMAN BROTHERS HOLDINGS INC.

By: /s/ Barrett S. DiPaolo

Name: Barrett S. DiPaolo
Title: Vice President and Assistant Secretary

LEHMAN BROTHERS INC.

By: /s/ Barrett S. DiPaolo

Name: Barrett S. DiPaolo
Title: Vice President

LB I GROUP INC.

By: /s/ Barrett S. DiPaolo

Name: Barrett S. DiPaolo
Title: Authorized Signatory

LEHMAN BROTHERS CAPITAL PARTNERS III, L.P.

By: /s/ Barrett S. DiPaolo

Name: Barrett S. DiPaolo
Title: Authorized Signatory

APPENDIX A

LEHMAN BROTHERS HOLDINGS INC.

BOARD OF DIRECTORS

NAME/TITLE

BUSINESS ADDRESS

MICHAEL L. AINSLIE
Private Investor and former
President and Chief Executive
Officer of Sotheby's Holdings

Lehman Brothers Holdings Inc.
3 World Financial Center
New York, NY 10285

JOHN F. AKERS
Retired Chairman of International
Business Machines Corporation

Lehman Brothers Holdings Inc.
3 World Financial Center
New York, NY 10285

ROGER S. BERLIND
Theatrical Producer

Lehman Brothers Holdings Inc.
3 World Financial Center
New York, NY 10285

THOMAS H. CRUIKSHANK
Retired Chairman and Chief Executive

Lehman Brothers Holdings Inc.
3 World Financial Center

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Officer of Halliburton Company	New York, NY 10285
RICHARD S. FULD, JR. Chairman and Chief Executive Officer of Lehman Brothers Holdings Inc.	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
HENRY KAUFMAN President of Henry Kaufman & Company, Inc.	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
JOHN D. MACOMBER Principal of JDM Investment Group	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
DINA MERRILL Director and Vice Chairman of RKO Pictures, Inc. and Actress	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285

All of the above individuals are citizens of the United States.

LEHMAN BROTHERS HOLDINGS INC.

EXECUTIVE OFFICERS

NAME/TITLE -----	BUSINESS ADDRESS -----
RICHARD S. FULD, JR. Chairman and Chief Executive Officer of Lehman Brothers Holdings Inc.	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
DAVID GOLDFARB Chief Financial Officer	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
JOSEPH M. GREGORY Chief Administrative Officer	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
JEREMY M. ISAACS Chief Executive Officer- Europe and Asia	Lehman Brothers Holdings Inc. One Broadgate London EC2M7HA United Kingdom
BRADLEY H. JACK Head of Investment Banking Division	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
JEFFREY VANDERBEEK Head of Capital Markets Division	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285

All of the above individuals are citizens of the United States, except

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Mr. Isaacs, who is a citizen of the United Kingdom.

LEHMAN BROTHERS INC.

BOARD OF DIRECTORS

NAME/TITLE -----	BUSINESS ADDRESS -----
ROGER S. BERLIND Theatrical Producer	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
HOWARD L. CLARK, JR. Vice Chairman	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
FREDERICK FRANK Vice Chairman	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
RICHARD S. FULD, JR. Chairman and Chief Executive Officer of Lehman Brothers Holdings Inc.	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
HARVEY M. KRUEGER Vice Chairman	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
SHERMAN R. LEWIS, JR. Vice Chairman	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285

All of the above individuals are citizens of the United States.

LEHMAN BROTHERS INC.

EXECUTIVE OFFICERS

NAME/TITLE -----	BUSINESS ADDRESS -----
RICHARD S. FULD, JR. Chairman and Chief Executive Officer of Lehman Brothers Holdings Inc.	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
DAVID GOLGFARB Chief Financial Officer	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285

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JOSEPH M. GREGORY
Chief Administrative Officer

Lehman Brothers Holdings Inc.
3 World Financial Center
New York, NY 10285

THOMAS A. RUSSO
Chief Legal Officer

Lehman Brothers Holdings Inc.
3 World Financial Center
New York, NY 10285

All of the above individuals are citizens of the United States.

LB I GROUP INC.

BOARD OF DIRECTORS

NAME ----	BUSINESS ADDRESS -----
ROCCO F. ANDRIOLA	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
DAVID GOLDFARB	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285
ALLAN S. KAPLAN	Lehman Brothers Holdings Inc. 3 World Financial Center New York, NY 10285

All of the above individuals are citizens of the United States.

APPENDIX B

Lehman Brothers has been involved in a number of civil proceedings which concern matters arising in connection with the conduct of its business. Certain of such proceedings have resulted in findings of violation of federal or state securities laws. Each of these proceedings was settled by Lehman Brothers consenting to the entry of an order without admitting or denying the allegations in the complaint. All of such proceedings are reported and summarized in the Schedule D to Lehman Brother's Form BD filed with the Securities and Exchange Commission, which descriptions are hereby incorporated by reference.

APPENDIX C

Pursuant to Rule 13d-1(k)(1) of the Securities and Exchange Commission, the undersigned agree that the attached Schedule 13D is, and any future amendments thereto shall be, filed on behalf of each of us.

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Dated: September 25, 2001

LEHMAN BROTHERS HOLDINGS INC.

By: /s/ Barrett S. DiPaolo

Name: Barrett S. DiPaolo
Title: Vice President and Assistant Secretary

LEHMAN BROTHERS INC.

By: /s/ Barrett S. DiPaolo

Name: Barrett S. DiPaolo
Title: Vice President

LB I GROUP INC.

By: /s/ Barrett S. DiPaolo

Name: Barrett S. DiPaolo
Title: Authorized Signatory

LEHMAN BROTHERS CAPITAL PARTNERS III, L.P.

By: /s/ Barrett S. DiPaolo

Name: Barrett S. DiPaolo
Title: Authorized Signatory