

HARRIS CORP /DE/
Form 8-K
June 04, 2018

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

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 4, 2018 (June 4, 2018)

HARRIS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	1-3863	34-0276860
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

1025 West NASA Blvd., Melbourne, Florida	32919
(Address of principal executive offices)	(Zip Code)

Registrant's
telephone
number,
including area
code:
(321) 727-9100

No change
(Former name
or former
address, if
changed since
last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On June 4, 2018, Harris Corporation (“Harris”) closed its issuance and sale of \$850,000,000 aggregate principal amount of its 4.400% Notes due 2028 (the “Notes”).

The Notes were offered and sold under Harris’ “automatic shelf” Registration Statement on Form S-3 (Registration No. 333-213408) filed with the Securities and Exchange Commission (“SEC”) on August 31, 2016 (the “Registration Statement”). In connection with the issuance and sale of the Notes, Harris filed a Prospectus, dated August 31, 2016, and a related Prospectus Supplement, dated May 23, 2018, which relate to the issuance and sale of the Notes, and entered into an Underwriting Agreement, dated as of May 23, 2018, with Morgan Stanley & Co. LLC, Citigroup Global Markets Inc., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, on behalf of themselves and the several underwriters named therein, which was filed as an exhibit to Harris’ Current Report on Form 8-K filed with the SEC on May 29, 2018.

The Notes were issued pursuant to an Indenture, dated as of September 3, 2003 (Exhibit 4(b)(i) to the Registration Statement), between Harris and The Bank of New York Mellon Trust Company, N.A., as successor to The Bank of New York, as trustee.

The following documents relating to the sale of the Notes are filed as exhibits to this Current Report on Form 8-K and are incorporated into this Item 8.01 by reference:

- Form of 4.400% Global Note due 2028; and
- Opinion of Holland & Knight LLP as to the validity of the Notes.

Harris will use the net proceeds from the sale of the Notes, together with cash on hand, to fund the redemption in full of all of the outstanding \$400 million aggregate principal amount of its 4.40% notes due December 2020 and \$400 million aggregate principal amount of its 5.55% notes due October 2021 and to pay accrued interest, fees and expenses associated with each such redemption.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

EXHIBIT INDEX

The following exhibits are filed herewith:

Exhibit Number	Description
4.1	<u>Form of 4.400% Global Note due 2028.</u>
5.1	<u>Opinion of Holland & Knight LLP as to the validity of the Notes.</u>
23.1	<u>Consent of Holland & Knight LLP (included as part of Exhibit 5.1).</u>

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HARRIS
CORPORATION

By: /s/ Rahul Ghai

Name: Rahul
Ghai
Senior
Vice

Date: June 4, 2018

Title: President
and Chief
Financial
Officer