



L3HARRIS™

Scott T. Mikuen
Sr. Vice President, General Counsel and Secretary
Corporate Headquarters
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Email: Scott.Mikuen@L3Harris.com
t 321 727 9125

December 1, 2020

Via Electronic Mail (shareholderproposals@sec.gov)

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: L3Harris Technologies, Inc.
Shareholder Proposal of John Chevedden
Securities Exchange Act of 1934—Rule 14a-8

Ladies and Gentlemen:

This letter is to inform you that L3Harris Technologies, Inc. (the “Company”) intends to omit from its Proxy Statement and form of Proxy for its 2021 Annual Meeting of Shareholders (collectively, the “2021 Proxy Materials”) a shareholder proposal and statement in support thereof (the “Proposal”) received from John Chevedden (the “Proponent”).

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the “Commission”) no later than eighty (80) calendar days before the Company intends to file its definitive 2021 Proxy Materials with the Commission; and
- Simultaneously sent copies of this correspondence to the Proponent.

Rule 14a-8(k) requires shareholder proponents to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the “Staff”). Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should concurrently be furnished to the undersigned on behalf of the Company pursuant to Rule 14a-8(k).

STM/bs/20-090

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THE PROPOSAL

The Proposal requests that the Company's Board of Directors (the "Board") "take such steps as may be necessary to permit written consent by shareholders entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting. This includes shareholder ability to initiate any appropriate topic for written consent." (See Exhibit A for a complete copy of the Proposal.)

BASIS FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2021 Proxy Materials pursuant to Rule 14a-8(h)(3) because the Proponent did not present the Proponent's shareholder proposal that was included in the Company's 2020 Proxy Statement at the Company's 2020 Annual Meeting.

ANALYSIS

The Proposal May Be Excluded Under Rule 14a-8(h)(3) Because Neither the Proponent nor his Qualified Representative Presented the Proponent's Shareholder Proposal Contained in the Company's 2020 Proxy Statement at the Company's 2020 Annual Meeting.

Under Rule 14a-8(h)(1), a shareholder proponent must attend the shareholders' meeting to present its shareholder proposal, or, alternatively, must send a representative who is qualified under state law to present the proposal on the proponent's behalf. Rule 14a-8(h)(3) provides that, if a shareholder or its qualified representative fails, without good cause, to appear and present a proposal included in a company's proxy materials, the company will be permitted to exclude all of such shareholder's proposals from the company's proxy materials for any meetings held in the following two calendar years.

The Company intends to omit the Proposal from its 2021 Proxy Materials because the Proponent failed, without good cause, to present the shareholder proposal that the Proponent had submitted for the Company's 2020 Annual Meeting of Shareholders (the "2020 Proposal") at the Annual Meeting held on April 24, 2020 (the "2020 Annual Meeting"). The Company filed its definitive proxy statement on March 12, 2020 (the "2020 Proxy Statement") with respect to the 2020 Annual Meeting, which was to be held in Salt Lake City on April 24, 2020, and gave timely notice regarding the 2020 Annual Meeting to the Company's shareholders. The Proponent's 2020 Proposal was contained in the 2020 Proxy Statement.

On April 3, 2020, the Company filed additional proxy materials notifying shareholders that in response to current public health guidelines concerning the coronavirus, the meeting would be held at the same time, 9:30 a.m. Eastern time, but would be a virtual-only meeting—all necessary information to attend the webcast meeting virtually was contained in this filing. On April 14, 2020, Mr. Chevedden sent an email to me, asking if management had provided the dial-in number for presenting 14a-8 proposals, and I responded on the same day that Robert Johnson of the Company would be sending him the necessary information. See Exhibit B. On April 16, 2020, Robert Johnson sent Mr. Chevedden a letter by email and overnight delivery, attached as

Exhibit C. This letter included the additional proxy materials concerning the virtual meeting, set forth a toll-free telephone number by which Mr. Chevedden could present his proposal by phone (and an alternate telephone number for calling from outside the U.S.) and informed him it would be necessary to use the phone, rather than the webcast, to present his Proposal, recommended that Mr. Chevedden call in 15 minutes before the meeting start time and asked Mr. Chevedden for the name of the person who would be presenting the Proposal, so the operator would have the correct name. The cover email requested Mr. Chevedden to confirm receipt. Not having heard from Mr. Chevedden, on April 22, Mr. Johnson again emailed Mr. Chevedden, attaching the April 16, 2020 letter, and asked Mr. Chevedden to confirm receipt and for the name of the person who would be presenting the Proposal. See Exhibit D. Mr. Chevedden responded the same day by email that he would call in. See Exhibit E.

The 2020 Annual Meeting was conducted virtually utilizing the Broadridge webcast platform for routine participants, and for management and other participants with potential speaking roles known in advance (e.g., Mr. Chevedden, the representative from the Company's independent audit firm and members of the Company's Board of Directors), an operator-assisted conference line service supplied by Chorus Call and accessible via the telephone numbers provided to Mr. Chevedden (as described above). Chorus Call's conference line services included functionality that enabled Company personnel assisting in the conduct of the meeting to view remotely, concurrently with Chorus Call's meeting-specific operator, an on-screen, real-time listing of telephone participants who had been joined into the meeting conference line by Chorus Call's separate, initial receiving operator, as well as to "chat" online with Chorus Call's meeting-specific operator to facilitate the administration of telephone participants speaking during the meeting.

The 2020 Annual Meeting began promptly at 9:30 a.m. Eastern time. At 9:32:30, because it was ascertainable to Company personnel and the Chorus Call meeting-specific operator utilizing the functionality described above that Mr. Chevedden had not yet been joined into the meeting (see Exhibit F, online "chat" involving Chorus Call meeting-specific operator "Ian" and Company employee "Paige"), Mr. Johnson sent Mr. Chevedden an email telling him the meeting had started and to please call in. See Exhibit G. Mr. Chevedden responded to this email at 9:39 that he was on hold. See Exhibit H. The Chorus Call telephone participant information sheet (Exhibit I (names and affiliations of participants other than Mr. Chevedden have been deleted for privacy reasons)) indicated that Mr. Chevedden first connected to the Chorus Call system at 9:35, but at that point he still had to go through the process of talking to the initial receiving operator, identifying himself, being verified and then being joined into the meeting-specific conference line, which according to Exhibit F only occurred at 9:38. The attached portion of the transcript for the 2020 Annual Meeting with respect to the 2020 Proposal (the seventh and final item of business at the meeting) shows that Bill Brown, the Company's Chairman and CEO who presided at the 2020 Annual Meeting, announced that he had been advised that no representative of the Proponent was present at the 2020 Annual Meeting and consequently that the 2020 Proposal was disregarded and not placed before the 2020 Annual Meeting, which occurred from 9:35:47 to 9:36:30, after which the polls closed at 9:36:42. See Exhibit J. Following the 2020 Annual Meeting, Mr. Johnson sent Mr. Chevedden an email stating that because he had not joined the meeting in time, the proposal had been disregarded pursuant to the Company's bylaws, that it did not receive enough votes to pass had it been presented, and that he and

I were available to discuss the proposal further with Mr. Chevedden in the following week. See Exhibit K. Mr. Chevedden did not respond.

On numerous occasions the Staff has concurred that a company may exclude a shareholder proposal under Rule 14a-8(h)(3) because the proponent or its qualified representative, without good cause, failed to appear and present a proposal at either of the company's previous two years' annual meetings. See, e.g., *Aetna, Inc.* (avail. Feb. 1, 2017); *McDonalds Corporation* (avail. Mar. 3, 2015); *Verizon Communications, Inc.* (avail. Nov. 6, 2014); *E.I. duPont de Nemours and Co.* (avail. Feb. 16, 2010); *State Street Corp.* (avail. Feb. 3, 2010); *Entergy Corp.* (avail. Jan. 12, 2010 recon. denied March 16, 2010); and *Comcast Corp.* (avail. Feb. 25, 2008).

The Staff has found that a proponent "has not stated a 'good cause' for the failure to appear," despite a proponent arguing that issues such as travel expenses, missed flights, traffic delays, parking problems or illness shortly before the meeting constituted "good cause." See, e.g., *IDACORP, Inc.* (avail. Oct. 21, 2004) (travel expenses and lack of alternative travel options did not constitute "good cause"); *Southwest Airlines, Co.* (available April 10, 2000) (missing a flight did not constitute "good cause"); *Aetna, Inc.* (avail. Feb. 1, 2017) (traffic and parking issues did not constitute "good cause"); *Community Health Systems, Inc.* (avail. Jan. 25, 2006) (traffic delays did not constitute "good cause"); *Sonat Inc.* (avail. Jan. 6, 1994) (traffic delays did not constitute "good cause"); *Great Western Financial* (available Feb. 5, 1991) ("freeway traffic" did not constitute "good cause") and *Providence & Worcester Railway Company* (available Jan. 17, 2013) (sudden illness on the morning of the meeting did not constitute "good cause").

Mr. Chevedden is highly knowledgeable about Rule 14a-8 and the conduct of corporate annual meetings. Mr. Johnson was informed by the Company's Broadridge representative that Mr. Chevedden successfully attended a number of virtual shareholder meetings for 2020 at which he presented shareholder proposals, including a number of meetings occurring shortly before the 2020 Annual Meeting. Accordingly, he would be familiar with the fact that there necessarily is some process between dialing a call-in number for an operator-assisted conference line and actually being joined into the meeting, similar to the process required to confirm the identity of a shareholder in order to attend an annual meeting, either in person or virtually. The Company also had expressly recommended in its letter providing him the call-in number that he call in 15 minutes before the start time, and went so far as to email him when it became apparent he had not joined the meeting once it began to urge him to call in. The telephone number provided to him was only provided to a limited number of people who might speak at the meeting, nearly all of whom initiated their calls and connection processes well in advance of the start time (see Exhibit H), so he was not confronted with any unusual delay in joining the meeting due to a backlog of other participants. His failure to appear in time to make the proposal was not related to the Covid complications cited in the April 7, 2020 Staff Guidance (inability to travel or other hardships related to Covid) --he simply called in too late.

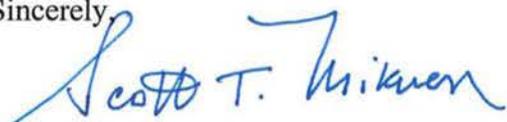
Consistent with the no-action letter precedents cited above, the Company believes that under Rule 14a-8(h)(3) it may exclude the Proposal from the 2021 Proxy Materials.

CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur with the Company's view and confirm that the Staff will not recommend enforcement action to the Commission if the Company excludes the Proposal from its 2021 Proxy Materials. We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject.

If we can be of any further assistance in the matter, please do not hesitate to call me at (321) 727-9125.

Sincerely,



Scott T. Mikuen

cc: John Chevedden

JOHN CHEVEDDEN

Mr. Scott T. Mikuen
Senior Vice President, General Counsel and Secretary
L3Harris Technologies, Inc. (LHX)
1025 West NASA Boulevard
Melbourne, Florida 32919
PH: 321-727-9100

Dear Mr: Mikuen,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance—especially compared to the substantial capitalization of our company.

This proposal is for the next annual shareholder meeting. Rule 14a-8 requirements will be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting and presentation of the proposal at the annual meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message it may very well save you from requesting a broker letter from me.

Sincerely,


John Chevedden


Date

cc: Robert Johnson <Robert.Johnson3@L3Harris.com>

[LHX: Rule 14a-8 Proposal, November 9, 2020]

[This line and any line above it – *Not* for publication.]

Proposal 4 – Adopt a Mainstream Shareholder Right – Written Consent

Shareholders request that our board of directors take such steps as may be necessary to permit written consent by shareholders entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting. This includes shareholder ability to initiate any appropriate topic for written consent.

This proposal topic won 95%-support at Dover Corporation and 88%-support at AT&T.

A shareholder right to act by written consent affords L3Harris Technologies management strong protection for any lingering status quo management mentality during the current rapidly changing business environment. Any action taken by written consent would still need 55% supermajority approval from the shares that normally cast ballots at the L3Harris annual meeting to equal a majority from the L3Harris shares outstanding. At a special shareholder meeting only a 51% vote is needed.

A cornerstone of the 2020 management resistance to shareholder written consent was that with special shareholder meetings there is “discussion and interaction among shareholders.” This has been completely blown out of the water in 2020 with the near extinction of in-person shareholder meetings.

With the near universal use of tightly controlled online annual shareholder meetings, which can be only 10-minutes of stilted formalities, meaningful opportunities to raise important matters can be severely restricted because all challenging questions and comments can be easily screened out by management.

For instance Goodyear management hit the mute button right in the middle of a formal shareholder proposal presentation at its 2020 shareholder meeting to bar constructive criticism.

Please see:

Goodyear's virtual meeting creates issues with shareholder

<https://www.craigslist.com/manufacturing/goodyears-virtual-meeting-creates-issues-shareholder>

Plus AT&T management would not even allow the proponents of shareholder proposals to read their proposals by telephone at the 2020 AT&T online annual meeting during the pandemic.

Please see:

AT&T investors denied a dial-in as annual meeting goes online

<https://whbl.com/2020/04/17/att-investors-denied-a-dial-in-as-annual-meeting-goes-online/1007928/>

Imagine the control a management like AT&T could have over an online special shareholder meeting.

Online shareholder meetings also give management a blank check to make misleading or cover-up statements. For instance management at scores of 2020 online annual meetings falsely stated that there were no more shareholder questions. Shareholders were powerless to point out that their questions were not answered.

Please see:

Schwartz-Ziv, Miriam, *How Shifting from In-Person to Virtual Shareholder Meetings Affects Shareholders' Voice* (August 16, 2020).

Available at SSRN: <https://ssrn.com/abstract=3674998> or

<http://dx.doi.org/10.2139/ssrn.3674998>

Plus it currently takes a high 28% of the shares, that usually vote at a shareholder meeting, to call for a special shareholder meeting. Plus all shares held for less than one-year are totally disqualified from calling for a special meeting. Hence the owners of 28% of L3Harris stock may find that they own 51% of L3Harris stock when the length of stock ownership is factored out. 51% stock ownership is indeed a high burden for shareholders to call for a special shareholder meeting.

Please vote yes:

Adopt a Mainstream Shareholder Right – Written Consent – Proposal 4

[The line above – *Is* for publication. Please assign the correct proposal number in the 2 places.]

Notes:

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email

Mikuen, Scott (US)

From: Mikuen, Scott (US)
Sent: Tuesday, April 14, 2020 12:24 PM
To: John Chevedden
Cc: Johnson, Robert (rjohns45) (US)
Subject: RE: AGM (LHX)

Mr. Chevedden,
By this e-mail I am copying Robert Johnson of L3Harris. He will provide you the dial-in number and other relevant information for joining the virtual meeting next Friday.
Please confirm receipt of this e-mail.
Thanks and stay safe.
Scott

Scott

Scott T. Mikuen, Esq.
Senior Vice President, General Counsel and Secretary
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From: John Chevedden *** >
Sent: Tuesday, April 14, 2020 12:08 PM
To: Mikuen, Scott (US) <Scott.Mikuen@L3Harris.com>
Subject: AGM (LHX)

Mr. Mikuen,
Has management provided the dial-in number for presenting rule 14a-8 proposals.
John Chevedden

Mikuen, Scott (US)

From: Johnson, Robert (rjohns45) (US)
Sent: Thursday, April 16, 2020 4:52 PM
To: John Chevedden
Cc: Mikuen, Scott (US)
Subject: RE: AGM (LHX)
Attachments: Annual_meeting_of_shareholders_(2020)_telephone_instructions_Chevedden.pdf

Mr. Chevedden,

Following up on Mr. Mikuen's email, please find attached a letter containing instructions for joining the L3Harris Annual Meeting of Shareholders by telephone in order to present the rule 14a-8 proposal you submitted dated December 17, 2019.

Please confirm receipt of this email, and as indicated in the letter, if you have questions regarding these instructions, please do not hesitate to contact me.

Thanks,
Robert

Robert A. Johnson Jr.
Vice President, Associate General Counsel – Corporate and Assistant Secretary
CORPORATE HEADQUARTERS / L3HARRIS TECHNOLOGIES
t +1 321 724 3319 / m +1 321 266 6890 / efax +1 321 726 3013
L3Harris.com / Robert.Johnson3@L3Harris.com
1025 W. NASA Boulevard / MS A-11H / Melbourne, FL 32919 / USA



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Mr. Chevedden,

By this e-mail I am copying Robert Johnson of L3Harris. He will provide you the dial-in number and other relevant information for joining the virtual meeting next Friday.

Please confirm receipt of this e-mail.

Thanks and stay safe.

Scott

Scott

Scott T. Mikuen, Esq.
Senior Vice President, General Counsel and Secretary
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John Chevedden



L3HARRIS™

Robert A. Johnson Jr.
Vice President, Associate General Counsel – Corporate
and Assistant Secretary
1025 West NASA Boulevard
Melbourne, FL USA 32919
t 321-724-3319 | f 321-727-9636

April 16, 2020

Via e-mail *** and overnight delivery

John Chevedden

Re: Shareholder Proposal Pursuant to Rule 14a-8

Dear Mr. Chevedden:

In connection with the shareholder proposal you submitted to L3Harris Technologies, Inc. (“L3Harris”) for its Annual Meeting of Shareholders, which will be virtual-only and held April 24, 2020 starting at 9:30 a.m. Eastern Time (7:30 a.m. Mountain Time), please use one of the following numbers to join the meeting by telephone in order to be able to present the shareholder proposal you submitted:

Toll free: **1-877-328-2502**
International: **1-412-317-5419** (if calling from outside the U.S.).

Please ask the operator to join you into the L3Harris Technologies, Inc. Annual Meeting of Shareholders call and note the recommendation that you call in 15 minutes in advance of the meeting start time. The operator may ask you to give your name to confirm your identity, and in that regard, please confirm that you will be the person calling in to present the proposal or, if not, provide me with the name of your designated representative who will do so in your place, so that I can ensure the operator’s list is updated accordingly.

I also have enclosed for your reference additional proxy materials that L3Harris filed regarding the virtual-only Annual Meeting of Shareholders. Please note that although the materials include instructions for attending the online webcast of the meeting, you (or your designated representative) will need to use the telephone instructions above in order to be able to join the meeting and present the proposal. (For avoidance of doubt, you will not be able to present the proposal via the online webcast – you must instead join the meeting using the telephone instructions above.)

If you have questions regarding the instructions above, please do not hesitate to contact me.

Sincerely,

Robert A. Johnson Jr.
Vice President, Associate General Counsel – Corporate
and Assistant Secretary

cc: Scott T. Mikuen
Senior Vice President, General Counsel and Secretary

Enclosure:
Additional Proxy Materials



L3HARRIS TECHNOLOGIES, INC.
1025 West NASA Boulevard
Melbourne, Florida 32919

**ADDITIONAL INFORMATION REGARDING 2020 ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON FRIDAY, APRIL 24, 2020**

The following information notifying shareholders of L3Harris Technologies, Inc. (the "Company") of a change in meeting location relates to the Company's proxy statement (the "Proxy Statement"), dated March 12, 2020, furnished to shareholders of the Company in connection with the solicitation of proxies by the Board of Directors of the Company for use at the Company's 2020 Annual Meeting of Shareholders to be held on Friday, April 24, 2020. This information is being filed with the Securities and Exchange Commission and is being made available to shareholders on or about April 3, 2020.

PLEASE READ THIS INFORMATION IN CONJUNCTION WITH THE PROXY STATEMENT.

**NOTICE OF CHANGE OF LOCATION OF 2020 ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON FRIDAY, APRIL 24, 2020**

To the Shareholders of L3Harris Technologies, Inc. (the "Company"):

NOTICE IS HEREBY GIVEN that the Board of Directors of the Company has changed the location of the Company's 2020 Annual Meeting of Shareholders (the "Annual Meeting") from an in-person meeting to a virtual-only meeting, in response to current public health guidance regarding the coronavirus (COVID-19) pandemic and for the safety of participants. As previously announced, the Annual Meeting will be held on Friday, April 24, 2020 at 9:30 a.m. Eastern Time (equivalent to 7:30 a.m. Mountain Time). Participants will not be able to attend the Annual Meeting in person, and we expect our use of a virtual-only meeting format to be a one-time occurrence effective only for 2020 due to the coronavirus (COVID-19) pandemic-related extenuating circumstances.

The platform for the virtual Annual Meeting includes functionality that affords validated shareholders the same meeting participation rights and opportunities they would have at an in-person meeting. Instructions to access and log-in to the virtual Annual Meeting are provided below, and once admitted, shareholders may view reference materials such as our list of shareholders as of the record date, submit questions and vote their shares by following the instructions that will be available on the meeting website.

It remains very important that your shares are represented and voted at the Annual Meeting. **We therefore strongly encourage you to vote in advance of the Annual Meeting**, regardless of the number of shares you own, whether you are able to participate in the meeting webcast, and the ability to vote during the Annual Meeting. If you have already voted, we thank you for taking the time to exercise your right to make your voice heard. **If you have not already voted, please take a moment to vote at your earliest convenience.** See "Voting Methods" below for instructions for various voting methods.

As described in the proxy materials for the Annual Meeting that we previously distributed, you are entitled to participate in the Annual Meeting if you were a shareholder as of the close of business on February 28, 2020, the record date, or hold a legal proxy for the meeting provided by your bank, broker or nominee.

Access and Log-in Instructions for Virtual Annual Meeting

To be admitted to the Annual Meeting, go to www.virtualshareholdermeeting.com/LHX2020 and enter the 16-digit control number on your notice or proxy/voting instruction card previously distributed to you. Online access to the Annual Meeting will open at 9:15 a.m. Eastern Time to allow time for you to log-in prior to the start of the live audio webcast of the Annual Meeting at 9:30 a.m. Eastern Time. If you are unable to locate your notice or proxy/voting instruction card containing your 16-digit control number or otherwise to log-in as a validated shareholder, you may opt to participate in the Annual Meeting as a "guest," in which case you will be able to hear the audio webcast but will not be able to utilize the question, voting or other functionality noted above.

The virtual meeting platform is widely supported across browsers (Internet Explorer, Safari, Chrome and Firefox) and devices (desktops, laptops, tablets and cell phones) running the most updated version of applicable software and plugins. Participants, however, should ensure that they have a strong Wi-Fi connection and allow sufficient time prior to the start of the meeting to log-in and ensure that they can hear streaming audio prior to the start of the meeting.

Voting Methods

BEFORE the Annual Meeting:

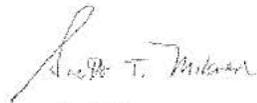
Vote by Internet	Go to www.proxyvote.com until 11:59 p.m. Eastern Time on April 23, 2020.
Vote by Phone	Call toll-free 1-800-690-6903 until 11:59 p.m. Eastern Time on April 23, 2020.
Vote by Mail	Complete, sign and date your latest proxy/voting instruction card and return it in the postage-paid envelope we have provided.

DURING the Annual Meeting:

Vote by Internet	Go to www.virtualshareholdermeeting.com/LHX2020 and vote during the meeting by following the instructions on the meeting website.
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As noted above, we strongly encourage you to vote in advance of the Annual Meeting by using one of the methods set forth above under "BEFORE the Annual Meeting" (also set forth in the proxy materials previously distributed), whether or not you plan to access the Annual Meeting. The proxy/voting instruction card included with the proxy materials previously distributed will not be updated to reflect the change in location and may continue to be used to vote your shares in connection with the Annual Meeting. If you have already voted, you do not need to take any further voting action unless you wish to change your vote.

By Order of the Board of Directors,



Scott T. Mikuen
Senior Vice President, General Counsel and Secretary

Melbourne, Florida
April 3, 2020

The virtual-only Annual Meeting on Friday, April 24, 2020 at 9:30 a.m. Eastern Time will be accessible at www.virtualshareholdermeeting.com/LHX2020.

Important notice regarding the availability of proxy materials for the annual meeting of shareholders to be held on Friday, April 24, 2020: The Proxy Statement and our Transition Report on Form 10-KT for the fiscal transition period ended January 3, 2020 are available at www.proxyvote.com and on our website at www.l3harris.com/corporate-governance.

Mikuen, Scott (US)

From: Johnson, Robert (rjohns45) (US)
Sent: Wednesday, April 22, 2020 3:27 PM
To: John Chevedden
Cc: Mikuen, Scott (US)
Subject: FW: AGM (LHX)
Attachments: Annual_meeting_of_shareholders_(2020)_telephone_instructions_Chevedden.pdf

Mr. Chevedden,

I am following up on the email thread below because I have not received a response from you.

Please confirm receipt of the attached letter containing instructions for joining the L3Harris Annual Meeting of Shareholders by telephone in order to present the rule 14a-8 proposal you submitted dated December 17, 2019.

Also, as requested in the letter, please confirm that you will be the person calling in to present the proposal or, if not, provide the name of your designated representative who will do so in your place, so that I can ensure the operator has an updated list and will know which line to activate in order to present the proposal.

Thanks,
Robert

Robert A. Johnson Jr.
Vice President, Associate General Counsel – Corporate and Assistant Secretary
CORPORATE HEADQUARTERS / L3HARRIS TECHNOLOGIES
t +1 321 724 3319 / m +1 321 266 6890 / efax +1 321 726 3013
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1025 W. NASA Boulevard / MS A-11H / Melbourne, FL 32919 / USA



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Please confirm receipt of this email, and as indicated in the letter, if you have questions regarding these instructions, please do not hesitate to contact me.

Thanks,

Robert

Robert A. Johnson Jr.

Vice President, Associate General Counsel – Corporate and Assistant Secretary

CORPORATE HEADQUARTERS / L3HARRIS TECHNOLOGIES

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L3Harris.com / Robert.Johnson3@L3Harris.com

1025 W. NASA Boulevard / MS A-11H / Melbourne, FL 32919 / USA



From: Mikuen, Scott (US) <Scott.Mikuen@L3Harris.com>
Sent: Tuesday, April 14, 2020 12:24 PM
To: John Chevedden *** >
Cc: Johnson, Robert (rjohns45) (US) <Robert.Johnson3@L3Harris.com>
Subject: RE: AGM (LHX)

Mr. Chevedden,

By this e-mail I am copying Robert Johnson of L3Harris. He will provide you the dial-in number and other relevant information for joining the virtual meeting next Friday.

Please confirm receipt of this e-mail.

Thanks and stay safe.

Scott

Scott

Scott T. Mikuen, Esq.

Senior Vice President, General Counsel and Secretary

CORPORATE HEADQUARTERS / L3HARRIS TECHNOLOGIES

Office: +1-321-727-9125 / Efax +1-321-727-9616

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From: John Chevedden <***>
Sent: Tuesday, April 14, 2020 12:08 PM
To: Mikuen, Scott (US) <Scott.Mikuen@L3Harris.com>
Subject: AGM (LHX)

Mr. Mikuen,

Has management provided the dial-in number for presenting rule 14a-8 proposals.

John Chevedden



L3HARRIS™

Robert A. Johnson Jr.
Vice President, Associate General Counsel – Corporate
and Assistant Secretary
1025 West NASA Boulevard
Melbourne, FL USA 32919
t 321-724-3319 | f 321-727-9636

April 16, 2020

Via e-mail *** and overnight delivery

John Chevedden

Re: Shareholder Proposal Pursuant to Rule 14a-8

Dear Mr. Chevedden:

In connection with the shareholder proposal you submitted to L3Harris Technologies, Inc. (“L3Harris”) for its Annual Meeting of Shareholders, which will be virtual-only and held April 24, 2020 starting at 9:30 a.m. Eastern Time (7:30 a.m. Mountain Time), please use one of the following numbers to join the meeting by telephone in order to be able to present the shareholder proposal you submitted:

Toll free: **1-877-328-2502**
International: **1-412-317-5419** (if calling from outside the U.S.).

Please ask the operator to join you into the L3Harris Technologies, Inc. Annual Meeting of Shareholders call and note the recommendation that you call in 15 minutes in advance of the meeting start time. The operator may ask you to give your name to confirm your identity, and in that regard, please confirm that you will be the person calling in to present the proposal or, if not, provide me with the name of your designated representative who will do so in your place, so that I can ensure the operator’s list is updated accordingly.

I also have enclosed for your reference additional proxy materials that L3Harris filed regarding the virtual-only Annual Meeting of Shareholders. Please note that although the materials include instructions for attending the online webcast of the meeting, you (or your designated representative) will need to use the telephone instructions above in order to be able to join the meeting and present the proposal. (For avoidance of doubt, you will not be able to present the proposal via the online webcast – you must instead join the meeting using the telephone instructions above.)

If you have questions regarding the instructions above, please do not hesitate to contact me.

Sincerely,

Robert A. Johnson Jr.
Vice President, Associate General Counsel – Corporate
and Assistant Secretary

cc: Scott T. Mikuen
Senior Vice President, General Counsel and Secretary

Enclosure:
Additional Proxy Materials

Mikuen, Scott (US)

From: John Chevedden *** >
Sent: Wednesday, April 22, 2020 9:01 PM
To: Johnson, Robert (rjohns45) (US)
Cc: Mikuen, Scott (US)
Subject: [EXTERNAL] AGM (LHX)

I wil telephone.
Thank you.

Chorus Call Meeting Operator "Chat Log" for L3Harris Technologies, Inc. 2020 Annual Meeting

Katrina Jones (BR): [09:07 AM EDT] just to confirm, do you each have the script?

CC Andrea: [09:08 AM EDT] Katrina, I replied to the confirmation that we did not receive the script of dial out webcast lines.

Paige: [09:12 AM EDT] Hi this is Paige, we just spoke on the call.

Paige: [09:14 AM EDT] Ian you and I will communicate through the call, correct? I may have to give you que to cut a caller, should they be going on to long or nor appropriate.

CC Ian: [09:15 AM EDT] Paige, yes that is confirmed

Paige: [09:16 AM EDT] Roger that

CC Ian: [09:31 AM EDT] Everything sounds good on my end!

CC Ian: [09:33 AM EDT] Still have not seen our representative join the call just to confirm

Paige: [09:34 AM EDT] Ian, we are still waiting for John Chevedden...I am refreshing to upate....let me know if you see him coming in...

CC Ian: [09:34 AM EDT] will do thank you

CC Ian: [09:34 AM EDT] nothing yet

Paige: [09:35 AM EDT] Thank you keep me in the loop:)

CC Ian: [09:35 AM EDT] will do!

CC Ian: [09:36 AM EDT] still no John

Paige: [09:37 AM EDT] nope

CC Ian: [09:38 AM EDT] John just joined now..

Paige: [09:38 AM EDT] John Cjevedden showed up too late and we have now moved on..:(

CC Ian: [09:38 AM EDT] okay that's what I thought, just wanted to confirm, thank you!

Paige: [09:39 AM EDT] Thanks Ian :)That is correct.

Paige: [09:40 AM EDT] can you see the time John Chevedden dialed in?

CC Ian: [09:42 AM EDT] let me check if I can confirm that

CC Ian: [09:43 AM EDT] Once the call ends I can get you that time Paige

Paige: [09:43 AM EDT] Cool!

CC Ian: [09:44 AM EDT] Paige, where would you like us to send that to following the call?

Paige: [09:45 AM EDT] paige.coffey@l3harris.com

CC Ian: [09:46 AM EDT] Thank you everyone and have a good rest of your day!

Paige: [09:47 AM EDT] can you get that to me asap....

Paige: [09:47 AM EDT] :)

CC Andrea: [09:47 AM EDT] Paige, I am working on the list and you will have it soon. thank you.

CC Ian: [09:48 AM EDT] have a good day everyone!

EXHIBIT G

From: "Johnson, Robert" <Robert.Johnson3@L3Harris.com>
Subject: RE: AGM (LHX)
Date: April 24, 2020 at 6:32:30 AM PDT
To: John Chevedden *** >
Cc: "Mikuen, Scott" <Scott.Mikuen@L3Harris.com>

Mr. Chevedden,
The meeting has started, so please call in now, if you are not already in the process of doing so.
Thanks,
Robert

Robert A. Johnson Jr.
Vice President, Associate General Counsel - Corporate and Assistant Secretary
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1025 W. NASA Boulevard / MS A-11H / Melbourne, FL 32919 / USA

-----Original Message-----

From: John Chevedden *** >
Sent: Wednesday, April 22, 2020 9:01 PM
To: Johnson, Robert (rjohns45) (US) <Robert.Johnson3@L3Harris.com>
Cc: Mikuen, Scott (US) <Scott.Mikuen@L3Harris.com>
Subject: [EXTERNAL] AGM (LHX)

I wil telephone.
Thank you.

Mikuen, Scott (US)

From: John Chevedden *** >
Sent: Friday, April 24, 2020 9:39 AM
To: Johnson, Robert (rjohns45) (US)
Subject: [EXTERNAL] Fwd: AGM (LHX)

i am on hold

Begin forwarded message:

From: "Johnson, Robert" <Robert.Johnson3@L3Harris.com>
Subject: RE: AGM (LHX)
Date: April 24, 2020 at 6:32:30 AM PDT
To: John Chevedden ***
Cc: "Mikuen, Scott" <Scott.Mikuen@L3Harris.com>

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Thanks,
Robert

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Thank you.

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Start Time: 04/24/2020 09:30 am
Company Name: L3 Harris Technologies
Host's Name: Bill Brown
Conference Name: L3Harris Te(09:30 AM)Broadridg
Conference Title: L3Harris Technologies Annual Meeting of Shareholders

Participant Information

	Name	Company	Connect	Disconnect	Duration
1.	[REDACTED]	[REDACTED]	04/24/2020 09:19 AM	04/24/2020 09:46 AM	26
2.	C/John Chavедden		04/24/2020 09:35 AM	04/24/2020 09:46 AM	10
3.	[REDACTED]		04/24/2020 09:00 AM	04/24/2020 09:46 AM	45
4.	[REDACTED]	[REDACTED]	04/24/2020 09:15 AM	04/24/2020 09:46 AM	30
5.	[REDACTED]	[REDACTED]	04/24/2020 09:20 AM	04/24/2020 09:46 AM	25
6.	[REDACTED]	[REDACTED]	04/24/2020 09:00 AM	04/24/2020 09:46 AM	45
7.	[REDACTED]	[REDACTED]	04/24/2020 09:00 AM	04/24/2020 09:46 AM	46
8.	[REDACTED]	[REDACTED]	04/24/2020 09:22 AM	04/24/2020 09:46 AM	24
9.	[REDACTED]	[REDACTED]	04/24/2020 09:19 AM	04/24/2020 09:46 AM	27
10.	[REDACTED]		04/24/2020 09:23 AM	04/24/2020 09:46 AM	22
11.	[REDACTED]	[REDACTED]	04/24/2020 09:35 AM	04/24/2020 09:46 AM	10
12.	[REDACTED]	[REDACTED]	04/24/2020 09:18 AM	04/24/2020 09:46 AM	27
13.	[REDACTED]	[REDACTED]	04/24/2020 09:14 AM	04/24/2020 09:46 AM	31
14.	[REDACTED]	[REDACTED]	04/24/2020 09:17 AM	04/24/2020 09:46 AM	28
15.	[REDACTED]	[REDACTED]	04/24/2020 09:19 AM	04/24/2020 09:46 AM	26
16.	[REDACTED]	[REDACTED]	04/24/2020 09:17 AM	04/24/2020 09:37 AM	19
17.	[REDACTED]	[REDACTED]	04/24/2020 09:20 AM	04/24/2020 09:46 AM	25
18.	[REDACTED]	[REDACTED]	04/24/2020 09:02 AM	04/24/2020 09:46 AM	43
19.	[REDACTED]	[REDACTED]	04/24/2020 09:15 AM	04/24/2020 09:46 AM	31
20.	[REDACTED]	[REDACTED]	04/24/2020 09:25 AM	04/24/2020 09:46 AM	21
21.	[REDACTED]	[REDACTED]	04/24/2020 09:21 AM	04/24/2020 09:46 AM	24



	Name	Company	Connect	Disconnect	Duration
22.	[REDACTED]	[REDACTED]	AM 04/24/2020 09:04 AM	AM 04/24/2020 09:46 AM	41

Transcribed Portion of Recording of Webcast
of
L3Harris Technologies, Inc. Annual Meeting of Shareholders Held April 24, 2020 at 9:30 a.m.
Relating to Shareholder Proposal

Speakers:

William M. Brown, Chairman and CEO, L3Harris Technologies, Inc.

Scott T. Mikuen, Senior Vice President, General Counsel and Secretary, L3Harris Technologies, Inc.

[beginning of transcribed portion]

[5:13 into webcast, which commenced at 9:30 a.m.]

Mikuen: Mr. Chairman, with respect to the first six business items, the board recommends a vote "For" each of the 12 nominees for director; "For" approval of the named executive officer compensation; "For" ratification of the audit committee's appointment of EY; and "For" approval of the three amendments of the company's restated certificate of incorporation, in each case, as set forth in the company's 2020 proxy statement.

[5:47 into webcast]

Brown: With respect to the final item of business, the shareholder proposal to permit the ability of shareholders to act by written consent, I have been advised that no representative of the shareholder bringing forth the proposal is present.

[6:01 into webcast]

Mikuen: Mr. Chairman, under our bylaws, if the shareholder proponent or a qualified representative of the shareholder proponent does not appear at the annual meeting to make the shareholder proposal, the proposal must be disregarded.

[6:16 into webcast]

Brown: Because the shareholder proponent or a qualified representative has not appeared, the shareholder proposal is hereby disregarded in accordance with our bylaws and is not placed before the meeting.

[6:28 into webcast]

This concludes the presentation of the proposals. The polls are about to close, so if you have not yet voted, please do so now and I'll pause for a few seconds.

[6:41 into webcast]

The polls are now closed, and the inspectors of election will submit their preliminary report.

[end of transcribed portion]

Recording of Complete Webcast Available at: www.virtualshareholdermeeting.com/LHX2020

Mikuen, Scott (US)

From: Johnson, Robert (rjohns45) (US)
Sent: Friday, April 24, 2020 1:54 PM
To: John Chevedden
Cc: Mikuen, Scott (US)
Subject: RE: [EXTERNAL] Fwd: AGM (LHX)

Mr. Chevedden,

Although I understand you eventually joined the meeting via the participant telephone line, it was not until after the time during the meeting for presentation of your proposal, and therefore we had already proceeded with disregarding the proposal in accordance with the company's bylaws. In any case, the proposal did not receive sufficient votes to be approved, had you appeared in time to present it.

Mr. Mikuen and I can be available next week to discuss your proposal further. Please let us know your availability.

Thanks,

Robert

Robert A. Johnson Jr.
Vice President, Associate General Counsel – Corporate and Assistant Secretary
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Sent: Friday, April 24, 2020 9:39 AM
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Date: April 24, 2020 at 6:32:30 AM PDT
To: John Chevedden *** >
Cc: "Mikuen, Scott" <Scott.Mikuen@L3Harris.com>

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Robert

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