



Scott T. Mikuen
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t 321 727 9125

January 11, 2021

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:
Supplemental Letter from Mr. Chevedden

Ladies and Gentlemen:

This is in connection with the no-action request submitted by L3Harris Technologies, Inc. (the “Company”) on December 1, 2020 with respect to the shareholder proposal submitted by John Chevedden. In that letter, the Company requested that the Staff concur in the Company’s view that Mr. Chevedden’s proposal for the Company’s 2021 annual meeting could be excluded from the Company’s proxy materials for its 2021 annual meeting under Rule 14a-8(h)(3) because Mr. Chevedden failed to present his proposal that had been included in the proxy materials for the Company’s 2020 annual meeting.

In response to Mr. Chevedden’s supplemental letter of January 10, 2021, we would like to note the following. First, rather than imposing hardships, the ability to dial into a virtual meeting is in fact far easier than attending a meeting in person. The Company announced that the 2020 Annual Meeting would be virtual on April 3, 2020, three full weeks prior to the April 24, 2020 date of the 2020 Annual Meeting, and filed additional proxy materials with respect to that change on April 3, 2020, and there were a number of email exchanges between Mr. Chevedden and the Company thereafter describing how he would participate, which were attached as exhibits to our December 1, 2020 no-action request.

Second, as we noted in our letter of December 15, 2020 to you in response to an earlier supplemental letter from Mr. Chevedden, Mr. Chevedden, or his representative, was able to successfully present proposals at 24 virtual annual meetings in the month of April 2020 alone.

Third, we are not aware, and Mr. Chevedden offers no support and, in fact, does not suggest, that any of the issues he raised with respect to calling into virtual meetings occurred when he called into the Company's annual meeting—he simply called in too late. As was noted in my December 1, 2020 letter and reflected in the exhibits thereto, the Company arranged a special line for persons who might speak at the meeting and also advised Mr. Chevedden in writing in advance of the meeting to call in 15 minutes early. Those steps were taken to avoid exactly the sorts of problems Mr. Chevedden referred to in his January 10, 2021 letter. Mr. Chevedden advised the Company that he would be the person calling in, yet failed to do so on time. Then, although it had no obligation to do so, the Company emailed him 2 1/2 minutes into the meeting when it was apparent he had not yet dialed in urging him to do so immediately. Only some minutes after that did he call in.

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

January 11, 2021

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

#7 Rule 14a-8 Proposal
L3Harris Technologies, Inc. (LHX)
Written Consent
John Chevedden

Ladies and Gentlemen:

This is in regard to the December 1, 2020 no-action request.

The 2020 L3Harris Technologies annual meeting proxy bragged about “extensive shareholder outreach” like many other companies.

Yet since the *Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns* was issued in April 2020 not one company has asked this shareholder what might be done to reduce the hardships for shareholders with online shareholder meetings.

These are a few examples of the hardships:

Calls greeted with lengthy holds.

No sound check before the meeting.

Many operators tired to transfer the shareholder to a listen only line.

Most companies had unprofessional telephone operators who considered the call as low priority and who had no idea that the line had to be unmuted for the shareholder during the meeting for the proposal to be presented. Most of the operators were in a mad rush to simply transfer the call regardless whether the call was transferred correctly.

There was no advance notice of the name of the lead operator for the online annual meeting.

And a large number of operators were totally stumped if the shareholder gave them the name of the company and the time of the meeting on the very day of the meeting. If a shareholder did not have a code the shareholder was told abruptly there was absolutely no recourse – not even the option to talk to a supervisor. And a number of companies incorrectly told the shareholder that no code was needed.

Sincerely,


John Chevedden

cc: Scott T. Mikuen <Scott.Mikuen@L3Harris.com>

JOHN CHEVEDDEN

January 10, 2021

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

#6 Rule 14a-8 Proposal
L3Harris Technologies, Inc. (LHX)
Written Consent
John Chevedden

Ladies and Gentlemen:

This is in regard to the December 1, 2020 no-action request.

The *Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns* referred to “other hardships.” Other hardships included the rapid transition from in-person rule 14a-8 proposal presentations to remote presentations. The Staff Guidance was issued about 10-days before the busiest part of the annual proxy meeting season. Other hardships included short notice changes by companies from in-person annual meeting to remote annual meetings.

Plus there was no opportunity to withdraw proposals in order to be able to handle more manageable number of annual meetings in order to gradually transition to the remote meeting format. And the vast majority of companies were not offering to present proposals for the shareholder.

And most companies had unprofessional telephone operators who had no idea that the line had to be unmuted for the shareholder during the meeting for the proposal to be presented. Most of the operators were in a mad rush to simply transfer the call regardless whether the call was transferred correctly.

And a large number of operators were totally stumped if the shareholder gave them the name of the company and the time of the meeting on the very day of the meeting. If a shareholder did not have a code the shareholder was totally out of luck. And a number of companies incorrectly told the shareholder that no code was needed.

Sincerely,



John Chevedden

cc: Scott T. Mikuen <Scott.Mikuen@L3Harris.com>

JOHN CHEVEDDEN

December 27, 2020

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

#5 Rule 14a-8 Proposal
L3Harris Technologies, Inc. (LHX)
Written Consent
John Chevedden

Ladies and Gentlemen:

This is in regard to the December 1, 2020 no-action request.

The plain language below states that if a shareholder was not able to attend the 2020 annual meeting and present the proposal due to the inability to travel related to COVID-19, the staff would consider this to be “good cause” under Rule 14a-8(h) should issuers assert Rule 14a-8(h)(3) as a basis to exclude a proposal submitted by the shareholder proponent for any meetings held in the following two calendar years.

The shareholder was not able to travel to attend the annual meeting due to COVID-19 and hence Rule 14a-8(h) does not operate to allow management to exclude a 2021 rule 14a-8 proposal by the same proponent.

Exclusions based on Rule 14a-8(h) do not operate in 2021 for shareholders not able to travel to 2020 annual meetings due to COVID-19.

“Furthermore, to the extent a shareholder proponent or representative is not able to attend the annual meeting and present the proposal due to the inability to travel or other hardships related to COVID-19, the staff would consider this to be ‘good cause’ under Rule 14a-8(h) should issuers assert Rule 14a-8(h)(3) as a basis to exclude a proposal submitted by the shareholder proponent for any meetings held in the following two calendar years.”

Sincerely,


John Chevedden

cc: Scott T. Mikuen <Scott.Mikuen@L3Harris.com>

JOHN CHEVEDDEN

December 21, 2020

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

#4 Rule 14a-8 Proposal
L3Harris Technologies, Inc. (LHX)
Written Consent
John Chevedden

Ladies and Gentlemen:

This is in regard to the December 1, 2020 no-action request.

The managements of dozens or perhaps hundreds of the largest companies in America do not believe that properly presenting a rule 14a-8 proposal is an easy task. These managements claim that the risk is so high of failed presentation that they put warnings in the introduction to the annual meeting proxy that rule 14a-8 proposals may not be properly presented. Many of these huge companies think the risk is so high that they also put a warning on the ballot that a proposal may not be promptly presented at the annual meeting.

There will be at least one more response to this no action request.

Sincerely,



John Chevedden

cc: Scott T. Mikuen <Scott.Mikuen@L3Harris.com>

NOTICE OF 2020 ANNUAL MEETING OF SHAREHOLDERS

When:*
Friday, April 24, 2020
7:30 AM Mountain Time

Where:*
The Grand America Hotel
555 South Main Street
Salt Lake City, Utah 84111

YOUR VOTE IS IMPORTANT
Even if you plan to attend the Annual Meeting, we encourage you to vote your shares in advance to ensure they are counted.

Meeting Agenda

Proposal 1: To elect as directors the 12 nominees named in the accompanying proxy statement for a one-year term expiring at the 2021 Annual Meeting of Shareholders.

Proposal 2: To approve, in an advisory vote, the compensation of our named executive officers as disclosed in the accompanying proxy statement.

Proposal 3: To ratify our Audit Committee's appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year 2020.

Proposal 4: To amend our Restated Certificate of Incorporation to eliminate the supermajority voting and "fair price" requirements for business combinations involving interested shareholders.

Proposal 5: To amend our Restated Certificate of Incorporation to eliminate the "anti-greenmail" provision.

Proposal 6: To amend our Restated Certificate of Incorporation to eliminate the cumulative voting provision that applies when we have a 40% shareholder.

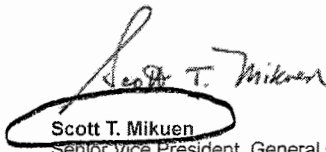
Proposal 7: Consideration of a shareholder proposal as described in the accompanying proxy statement, if such proposal is properly presented at the Annual Meeting.

The accompanying proxy statement more fully describes these matters.

Shareholders also will act on any other business matters that may properly come before the meeting, but we have not received notice of any such matters.

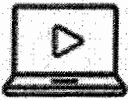
All holders of common stock of record at the close of business on February 28, 2020 are entitled to notice of and to vote at the Annual Meeting and any adjournments or postponements thereof. No ticket is required to attend the Annual Meeting, but for security reasons, you may be asked to show evidence of share ownership and a valid government issued photo ID. Packages, bags, boxes and other items are subject to inspection.

By Order of the Board of Directors,

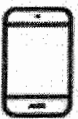

Scott T. Mikuen
Senior Vice President, General Counsel and Secretary
Melbourne, Florida
March 12, 2020

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 2019 Transition Report to Shareholders are available at: www.l3harris.com/corporate-governance.

HOW YOU CAN VOTE



Internet**
www.proxyvote.com



Phone**
1-800-690-6903



Mail
Complete, sign and date your proxy/voting instruction card and mail in the postage-paid return envelope.



In Person*
If you attend the Annual Meeting, you can cast your vote there.

* If it becomes necessary due to coronavirus/COVID-19 precautions or impacts to change the date, time, location (including to Melbourne, Florida) and/or means of holding the Annual Meeting (including solely by means of remote communication), we will announce the change(s) in advance, and details on how to participate will be issued by press release, posted on our website and filed as additional proxy materials.

** Until 11:59 p.m. Eastern time on April 23, 2020. You must have the control number that appears on your Notice of Internet Availability of Proxy Materials or proxy/voting instruction card

JOHN CHEVEDDEN

December 15, 2020

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

3 Rule 14a-8 Proposal
L3Harris Technologies, Inc. (LHX)
Written Consent
John Chevedden

Ladies and Gentlemen:

This is in regard to the December 1, 2020 no-action request.

The management December 15, 2020 letter presents evidence that illustrates the hardship of presenting a large number of proposals in a concentrated period of time or arranging for such presentations.

The large number of meetings given in the management letter fails to point out that most of these meetings were in the last 2 weeks in April and most of the meetings were in a 4-hour time window each day.

And this followed the Staff Guidance, which was dated approximately April 7, 2020, that changed shareholder meetings more than they had ever been changed at one time since anyone can remember. When the Staff Guidance was issued there was no established format dealing with a large number of online meeting presentations. There would be a learning curve.

After management presented this evidence that illustrated hardship then management said that the only thing that counts is whether a person had the raw capability to present one proposal.

Management in effect says that the Staff Guidance is solely for the benefit of management.

Sincerely,



John Chevedden

cc: Scott T. Mikuen <Scott.Mikuen@L3Harris.com>



L3HARRIS™

Scott T. Mikuen

Sr. Vice President, General Counsel and Secretary

Corporate Headquarters

1025 West NASA Boulevard

Melbourne, FL 32919

E-mail: Scott.Mikuen@L3Harris.com

t.321.727.9125

December 15, 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 is in connection with the no-action request submitted by L3Harris Technologies, Inc. (the “Company”) on December 1, 2020 with respect to the shareholder proposal submitted by John Chevedden. In that letter, the Company requested that the Staff concur in the Company’s view that Mr. Chevedden’s proposal for the Company’s 2021 annual meeting could be excluded from the Company’s proxy materials for its 2021 annual meeting under Rule 14a-8(h)(3) because Mr. Chevedden failed to present his proposal that had been included in the Company’s proxy materials for its 2020 annual meeting.

In response to Mr. Chevedden’s letter of December 13, we attach a list of shareholder proposals made by Mr. Chevedden in 2020. Looking only at April of 2020, when the Company held its annual meeting, Mr. Chevedden (or his representative) presented proposals at 25 annual meetings, 24 of which were virtual (BorgWarner Inc. was the only company with a meeting in April which we could not determine had been shifted to a virtual meeting). Yet he failed to present at only 2 meetings during that month. Fourteen of these meetings occurred before the Company’s annual meeting, so he was obviously familiar with the processes involved in virtual meetings by the time of the Company’s virtual meeting. As noted in my December 1 letter, the Company advised Mr. Chevedden in writing in advance of the meeting to call in 15 minutes early, and then, although it had no obligation to do so, emailed him 2 ½ minutes into the meeting when it

was apparent he had not yet dialed in urging him to do so immediately. He simply dialed in too late. We note, in closing, that as a prolific shareholder proponent, Mr. Chevedden is highly familiar with the process and timing of annual meetings, that he had successfully presented at a number of virtual meetings before the Company's and that it is far easier for a proponent to dial into a virtual meeting than to travel physically to attend an in-person meeting (or hire a local representative to do so).

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

Company Name	Code	Proposal	Proposal Note	Primary Proponent(s)	Co-Filer(s)	Status	Notes	For/F+A%	For/F+A+AB%	For/Outstanding%	Meeting Date
Abbott Laboratories	S0311	Adopt Simple Majority Vote	##-The SEC challenge was rejected	Chevedden, John		Voted	-	84.9	84.5	65.0	24 Apr 2020
Abbott Laboratories	S0232	Require Shareholder Approval of Bylaw Amendments Adopted by the Board of Directors	##-The SEC challenge was rejected	Steiner, Kenneth	Chevedden, John	Voted	-	2.4	2.4	1.8	24 Apr 2020
Advance Auto Parts, Inc.	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	16.6	16.6	14.4	15 May 2020
AECOM	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	44.8	44.7	37.1	10 Mar 2020
Alarm.com Holdings, Inc.	S0201	Declassify the Board of Directors	-	Young, Myra McRitchie, James	Chevedden, John	Voted	-	62.0	61.9	53.9	03 Jun 2020
Alaska Air Group, Inc.	S0807	Report on Political Contributions Disclosure	-	Chevedden, John		Voted	-	42.1	41.0	32.1	07 May 2020
Alexion Pharmaceuticals, Inc.	S0235	Reduce Ownership Threshold for Shareholders to Call Special Meeting	-	Chevedden, John		Voted	-	48.2	48.1	38.5	13 May 2020

Company Name	Code	Proposal	Proposal Note	Primary Proponent(s)	Co-Filer(s)	Status	Notes	For/F+A%	For/F+A+AB%	For/Outstanding%	Meeting Date
Allegiant Travel Company	S0235	Reduce Ownership Threshold for Shareholders to Call Special Meeting	-	Chevedden, John		Voted	-	18.8	18.8	16.1	04 Aug 2020
American Express Company	S0238	Provide Right to Act by Written Consent	-	Steiner, Kenneth	Chevedden, John	Voted	-	35.8	35.7	28.7	05 May 2020
American Tower Corporation	S0235	Reduce Ownership Threshold for Shareholders to Call Special Meeting	-	Chevedden, John		Voted	-	43.1	43.0	36.6	18 May 2020
AmerisourceBergen Corporation	S0238	Provide Right to Act by Written Consent	-	Steiner, Kenneth	Chevedden, John	Voted	-	34.6	34.6	30.3	05 Mar 2020
AMN Healthcare Services, Inc.	S0235	Approve Reduction of Threshold to Call Special Meetings to 10% of Outstanding Shares	##-The SEC challenge was rejected	Chevedden, John		Voted	-	31.7	31.5	28.5	22 Apr 2020
Annaly Capital Management, Inc.	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		not presented	-	-	-	-	20 May 2020
Anthem, Inc.	S0235	Reduce Ownership Threshold for Shareholders to Call Special Meeting	-	Chevedden, John		Voted	-	49.4	48.6	39.8	21 May 2020

Company Name	Code	Proposal	Proposal Note	Primary Proponent(s)	Co-Filer(s)	Status	Notes	For/F+A%	For/F+A+AB%	For/Outstanding%	Meeting Date
AT&T Inc.	S0311	Adopt Simple Majority Vote	#-Proposal was challenged at the SEC	Chevedden, John		omitted	I-10 Is moot by being substantially implemented by the company.	-	-	-	24 Apr 2020
AutoNation, Inc.	S0235	Reduce Ownership Threshold for Shareholders to Call Special Meeting	##-The SEC challenge was rejected	Chevedden, John		Voted	-	36.7	36.7	32.0	22 Apr 2020
Bank of America Corporation	S0226	Amend Proxy Access Right	-	Chevedden, John		Voted	-	26.5	26.2	17.4	22 Apr 2020
Baxter International Inc.	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	38.6	38.4	30.9	05 May 2020
Best Buy Co., Inc.	S0311	Adopt Simple Majority Vote	#-Proposal was challenged at the SEC	Chevedden, John		omitted	I-10 Is moot by being substantially implemented by the company.	-	-	-	11 Jun 2020
Booking Holdings Inc.	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	49.2	49.1	41.0	04 Jun 2020
Booz Allen Hamilton Holding Corporation	S0201	Declassify the Board of Directors	#-Proposal was challenged at the SEC	Chevedden, John		omitted	I-10 Is moot by being substantially implemented by the company.	-	-	-	29 Jul 2020

Company Name	Code	Proposal	Proposal Note	Primary Proponent(s)	Co-Filer(s)	Status	Notes	For/F+A%	For/F+A+AB%	For/Outstanding%	Meeting Date
BorgWarner Inc.	S0232	Require Shareholder Approval of Bylaw Amendments Adopted by the Board of Directors	-	Chevedden, John		Voted	-	4.9	4.9	4.2	29 Apr 2020
Cadence Design Systems, Inc.	S0235	Reduce Ownership Threshold for Shareholders to Call Special Meeting	##-The SEC challenge was rejected	Chevedden, John		Voted	-	54.5	53.7	44.2	30 Apr 2020
Capital One Financial Corporation	S0107	Require Independent Board Chair	-	Chevedden, John		Voted	-	33.0	33.0	27.9	30 Apr 2020
Cardinal Health, Inc.	S0235	Reduce Ownership Threshold for Shareholders to Call Special Meeting	-	Chevedden, John		Voted	-	39.0	38.9	30.9	04 Nov 2020
Caterpillar Inc.	S0107	Require Independent Board Chair	-	Chevedden, John		Voted	-	30.5	30.3	21.1	10 Jun 2020
CBRE Group, Inc.	S0235	Reduce Ownership Threshold for Shareholders to Call Special Meeting	-	Chevedden, John		Voted	-	42.3	42.2	36.6	14 May 2020
CDW Corp.	S0221	Adopt Proxy Access Right	#-Proposal was challenged at the SEC	Chevedden, John		omitted	I-10 Is moot by being substantially implemented by the company.	-	-	-	21 May 2020

Company Name	Code	Proposal	Proposal Note	Primary Proponent(s)	Co-Filer(s)	Status	Notes	For/F+A%	For/F+A+AB%	For/Outstanding%	Meeting Date
Centene Corporation	S0311	Eliminate Supermajority Vote Requirement	-	Chevedden, John		Voted	-	93.9	93.8	82.0	28 Apr 2020
CF Industries Holdings, Inc.	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	41.8	41.7	33.9	20 May 2020
Chemed Corporation	S0807	Report on Political Contributions	-	Chevedden, John		Voted	-	48.2	47.5	40.1	18 May 2020
Citigroup Inc.	S0226	Amend Proxy Access Right	-	Chevedden, John		Voted	-	37.1	37.0	27.7	21 Apr 2020
Cognizant Technology Solutions Corporation	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	17.1	17.1	14.3	02 Jun 2020
Colgate-Palmolive Company	S0235	Reduce Ownership Threshold for Shareholders to Call Special Meeting	-	Chevedden, John		Voted	-	45.4	45.1	34.1	08 May 2020
Comcast Corporation	S0107	Require Independent Board Chair	-	Chevedden, John		not presented	-	-	-	-	03 Jun 2020
Crown Holdings, Inc.	S0107	Require Independent Board Chair	-	Chevedden, John		Voted	-	37.0	36.9	30.3	23 Apr 2020

Company Name	Code	Proposal	Proposal Note	Primary Proponent(s)	Co-Filer(s)	Status	Notes	For/F+A%	For/F+A+AB%	For/Outstanding%	Meeting Date
CVS Health Corporation	S0107	Require Independent Board Chair	-	Chevedden, John		Voted	-	20.6	20.5	14.7	14 May 2020
Dana Incorporated	S0232	Require Shareholder Approval of Bylaw Amendments Adopted by the Board of Directors	-	Chevedden, John		not presented	-	-	-	-	22 Apr 2020
Delta Air Lines, Inc.	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	46.3	45.9	22.6	18 Jun 2020
Dollar General Corporation	S0311	Reduce Supermajority Vote Requirement	#-Proposal was challenged at the SEC	Chevedden, John		omitted	I-10 Is moot by being substantially implemented by the company.	-	-	-	27 May 2020
Dover Corporation	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	33.1	33.0	27.6	08 May 2020
Dow, Inc.	S0235	Amend Articles/Bylaws/Charter -- Call Special Meetings	#-Proposal was challenged at the SEC	Steiner, Kenneth	Chevedden, John	omitted	E-2 Resolution was filed too late for consideration.	-	-	-	09 Apr 2020
Duke Energy Corporation	S0311	Eliminate Supermajority Vote Requirement	-	Chevedden, John		Voted	-	94.2	85.6	55.0	07 May 2020
E*TRADE Financial Corporation	S0311	Adopt Simple Majority Vote	-	Chevedden, John		Voted	-	99.4	97.4	72.7	07 May 2020

Company Name	Code	Proposal	Proposal Note	Primary Proponent(s)	Co-Filer(s)	Status	Notes	For/F+A%	For/F+A+AB%	For/Outstanding%	Meeting Date
Eastman Chemical Company	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	47.7	47.4	36.0	07 May 2020
eBay Inc.	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	45.7	45.6	36.5	29 Jun 2020
Ecolab Inc.	S0226	Amend Proxy Access Right	-	Chevedden, John		Voted	-	33.0	32.8	26.8	07 May 2020
Edison International	S0232	Require Shareholder Approval of Bylaw Amendments Adopted by the Board of Directors	-	Chevedden, John		Voted	-	1.8	1.8	1.5	23 Apr 2020
Eli Lilly and Company	S0311	Reduce Supermajority Vote Requirement	#-Proposal was challenged at the SEC	Chevedden, John		omitted	I-10 Is moot by being substantially implemented by the company.	-	-	-	04 May 2020
EMCOR Group, Inc.	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	45.0	44.8	40.0	11 Jun 2020
Equinix, Inc.	S0807	Report on Political Contributions	-	Chevedden, John		Voted	-	32.3	30.9	27.0	18 Jun 2020
FedEx Corporation	S0807	Report on Political Contributions Disclosure	-	Chevedden, John		Voted	-	28.0	27.9	21.7	21 Sep 2020

Company Name	Code	Proposal	Proposal Note	Primary Proponent(s)	Co-Filer(s)	Status	Notes	For/F+A%	For/F+A+AB%	For/Outstanding%	Meeting Date
Ferro Corporation	S0311	Reduce Supermajority Vote Requirement	#-Proposal was challenged at the SEC	Steiner, Kenneth	Chevedden, John	omitted	I-10 Is moot by being substantially implemented by the company.	-	-	-	30 Apr 2020
FirstEnergy Corp.	S0226	Amend Proxy Access Right	-	Chevedden, John		Voted	-	28.2	28.0	21.9	19 May 2020
Fitbit, Inc.	S0311	Adopt Simple Majority Vote	##-The SEC challenge was rejected	Steiner, Kenneth	Chevedden, John	Voted	-	20.1	20.0	15.8	21 May 2020
Ford Motor Company	S0316	Approve Recapitalization Plan for all Stock to Have One-vote per Share	-	Chevedden, John		Voted	-	35.2	34.9	24.3	14 May 2020
Fortinet, Inc.	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	41.3	41.2	32.4	19 Jun 2020
Fortive Corporation	S0311	Reduce Supermajority Vote Requirement	#-Proposal was challenged at the SEC	Chevedden, John		omitted	I-10 Is moot by being substantially implemented by the company.	-	-	-	02 Jun 2020
General Dynamics Corporation	S0235	Reduce Ownership Threshold for Shareholders to Call Special Meeting	##-The SEC challenge was rejected	Chevedden, John		Voted	-	40.2	40.1	33.4	06 May 2020

Company Name	Code	Proposal	Proposal Note	Primary Proponent(s)	Co-Filer(s)	Status	Notes	For/F+A%	For/F+A+AB%	For/Outstanding%	Meeting Date
General Motors Company	S0226	Amend Proxy Access Right	#-Proposal was challenged at the SEC	Mayhugh, Mary Lowe	Chevedden, John	omitted	B-1 Proponent failed to meet requirements for ownership of stock entitled to be voted on.	-	-	-	16 Jun 2020
General Motors Company	S0107	Require Independent Board Chair	#-Proposal was challenged at the SEC	Lauve, John Dollinger, James	Chevedden, John	omitted	B-2 Proponent did not provide verification of stock ownership.	-	-	-	16 Jun 2020
Gilead Sciences, Inc.	S0232	Eliminate the Ownership Threshold for Stockholders to Request a Record Date to Take Action by Written Consent	-	Chevedden, John		Voted	-	9.5	9.4	7.1	06 May 2020
Greenhill & Co., Inc.	S0226	Amend Proxy Access Right	-	Steiner, Kenneth	Chevedden, John	Voted	-	29.5	29.5	23.8	23 Apr 2020
Guidewire Software, Inc.	S0311	Adopt Simple Majority Vote	-	Young, Myra	Chevedden, John	pending	-	-	-	-	15 Dec 2020
HCA Healthcare, Inc.	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	19.4	19.3	16.7	01 May 2020
Hewlett Packard Enterprise Company	S0232	Require Shareholder Approval of Bylaw Amendments Adopted by the Board of Directors	##-The SEC challenge was rejected	Chevedden, John		Voted	-	1.9	1.9	1.4	01 Apr 2020

Company Name	Code	Proposal	Proposal Note	Primary Proponent(s)	Co-Filer(s)	Status	Notes	For/F+A%	For/F+A+AB%	For/Outstanding%	Meeting Date
Honeywell International Inc.	S0232	Require Shareholder Approval of Bylaw Amendments Adopted by the Board of Directors	##-The SEC challenge was rejected	Chevedden, John		Voted	-	4.6	4.5	3.5	27 Apr 2020
HP Inc.	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	50.0	49.7	37.5	12 May 2020
Huntington Ingalls Industries, Inc.	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	43.6	43.4	36.7	28 Apr 2020
Huntsman Corporation	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	43.9	43.7	36.0	01 May 2020
Illinois Tool Works Inc.	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	35.6	35.2	28.4	08 May 2020
Intel Corporation	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	41.7	41.4	26.5	14 May 2020
International Business Machines Corporation	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	42.2	41.5	25.4	28 Apr 2020
International Business Machines Corporation	S0107	Require Independent Board Chair	##-The SEC challenge was rejected	Steiner, Kenneth	Chevedden, John	Voted	-	43.3	42.7	26.1	28 Apr 2020

Company Name	Code	Proposal	Proposal Note	Primary Proponent(s)	Co-Filer(s)	Status	Notes	For/F+A%	For/F+A+AB%	For/Outstanding%	Meeting Date
ITT, Inc.	S0226	Amend Proxy Access Right	-	Chevedden, John		Voted	-	30.9	30.8	27.0	15 May 2020
JetBlue Airways Corporation	S0232	Require Shareholder Approval of Bylaw Amendments Adopted by the Board of Directors	-	Chevedden, John		Voted	-	1.9	1.9	1.5	14 May 2020
JPMorgan Chase & Co.	S0232	Amend Shareholder Written Consent Provisions	##-The SEC challenge was rejected	Chevedden, John		Voted	-	10.9	10.9	7.9	19 May 2020
JPMorgan Chase & Co.	S0107	Require Independent Board Chair	-	Steiner, Kenneth	Chevedden, John	Voted	-	41.9	41.7	30.3	19 May 2020
Kaman Corporation	S0221	Adopt Proxy Access Right	#-Proposal was challenged at the SEC	Chevedden, John		omitted	I-10 Is moot by being substantially implemented by the company.	-	-	-	15 Apr 2020
KeyCorp	S0235	Reduce Ownership Threshold for Shareholders to Call Special Meeting	-	Steiner, Kenneth	Chevedden, John	Voted	-	46.2	46.0	37.1	21 May 2020
Kohls Corporation	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	7.3	7.3	5.4	13 May 2020

Company Name	Code	Proposal	Proposal Note	Primary Proponent(s)	Co-Filer(s)	Status	Notes	For/F+A%	For/F+A+AB%	For/Outstanding%	Meeting Date
L Brands, Inc.	S0201	Declassify the Board of Directors	#-Proposal was challenged at the SEC	Chevedden, John		omitted	I-10 Is moot by being substantially implemented by the company.	-	-	-	14 May 2020
L3Harris Technologies, Inc.	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		not presented	-	-	-	-	24 Apr 2020
Laboratory Corporation of America Holdings	S0235	Reduce Ownership Threshold for Shareholders to Call Special Meeting	-	Chevedden, John		Voted	-	53.4	53.2	43.0	13 May 2020
Lincoln National Corporation	S0235	Amend Special Meeting Right Provisions	-	Chevedden, John		Voted	-	8.8	8.8	6.8	11 Jun 2020
Linde Plc	S0235	Amend Articles/Bylaws/Charter -- Call Special Meetings	#-Proposal was challenged at the SEC	Chevedden, John		omitted	I-10 Is moot by being substantially implemented by the company.	-	-	-	27 Jul 2020
Lockheed Martin Corporation	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	47.7	46.8	36.4	23 Apr 2020
Lowe's Companies, Inc.	S0235	Reduce Ownership Threshold for Shareholders to Call Special Meeting	-	Chevedden, John		Voted	-	33.4	33.3	24.7	29 May 2020

Company Name	Code	Proposal	Proposal Note	Primary Proponent(s)	Co-Filer(s)	Status	Notes	For/F+A%	For/F+A+AB%	For/Outstanding%	Meeting Date
Marathon Petroleum Corporation	S0311	Adopt Simple Majority Vote	-	Chevedden, John		Voted	-	98.5	97.9	67.4	29 Apr 2020
McDonald's Corporation	S0235	Reduce Ownership Threshold for Shareholders to Call Special Meeting	-	Chevedden, John		Voted	-	42.6	42.3	29.0	21 May 2020
McKesson Corporation	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	40.7	40.3	32.4	29 Jul 2020
Moodys Corporation	S0311	Reduce Supermajority Vote Requirement	#-Proposal was challenged at the SEC	McRitchie, James Young, Myra	Chevedden, John	omitted	I-10 Is moot by being substantially implemented by the company.	-	-	-	21 Apr 2020
NetApp, Inc.	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	50.4	50.3	42.1	10 Sep 2020
Netflix, Inc.	S0236	Adopt Simple Majority Vote	-	Chevedden, John		Voted	-	73.6	73.3	55.6	04 Jun 2020
Newell Brands, Inc.	S0238	Provide Right to Act by Written Consent	#-Proposal was challenged at the SEC	Chevedden, John		omitted	I-10 Is moot by being substantially implemented by the company.	-	-	-	11 May 2020
NiSource Inc.	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	37.1	36.9	31.5	19 May 2020

Company Name	Code	Proposal	Proposal Note	Primary Proponent(s)	Co-Filer(s)	Status	Notes	For/F+A%	For/F+A+AB%	For/Outstanding%	Meeting Date
Norfolk Southern Corporation	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	12.9	12.8	8.7	14 May 2020
Northrop Grumman Corporation	S0238	Reduce Ownership Threshold for Shareholders to Request Action by Written Consent	-	Chevedden, John		Voted	-	27.8	27.6	23.0	20 May 2020
O'Reilly Automotive, Inc.	S0107	Require Independent Board Chair	-	Chevedden, John		Voted	-	39.8	39.8	31.9	14 May 2020
OGE Energy Corp.	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	79.8	78.7	53.5	21 May 2020
Omnicom Group, Inc.	S0226	Amend Proxy Access Right	-	Chevedden, John		Voted	-	32.6	32.5	27.1	09 Jun 2020
Oracle Corporation	S0107	Require Independent Board Chair	-	Steiner, Kenneth	Chevedden, John	Voted	-	35.4	35.3	29.5	04 Nov 2020
Oshkosh Corporation	S0212	Require a Majority Vote for the Election of Directors	#-Proposal was challenged at the SEC	Chevedden, John		omitted	I-2 Is counter to any relevant state, federal or foreign law.	-	-	-	04 Feb 2020
PayPal Holdings, Inc.	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	42.0	41.8	32.4	21 May 2020

Company Name	Code	Proposal	Proposal Note	Primary Proponent(s)	Co-Filer(s)	Status	Notes	For/F+A%	For/F+A+AB%	For/Outstanding%	Meeting Date
PDL BioPharma, Inc.	S0201	Declassify the Board of Directors	-	Chevedden, John		Voted	-	62.7	61.4	42.1	19 Aug 2020
PepsiCo, Inc.	S0235	Reduce Ownership Threshold for Shareholders to Call Special Meeting	-	Steiner, Kenneth	Chevedden, John	Voted	-	44.8	44.5	32.4	06 May 2020
Pfizer Inc.	S0226	Amend Proxy Access Right	##-The SEC challenge was rejected	Chevedden, John		Voted	-	30.2	30.0	21.1	23 Apr 2020
PG&E Corporation	S0226	Amend Proxy Access Right	#-Proposal was challenged at the SEC	Chevedden, John		omitted	B-2 Proponent did not provide verification of stock ownership.	-	-	-	15 May 2020
Pinnacle West Capital Corporation	S0235	Reduce Ownership Threshold for Shareholders to Call Special Meeting	-	Chevedden, John		Voted	-	38.6	38.3	30.7	20 May 2020
PPG Industries, Inc.	S0201	Declassify the Board of Directors	#-Proposal was challenged at the SEC	Chevedden, John		omitted	I-10 Is moot by being substantially implemented by the company.	-	-	-	16 Apr 2020
PPL Corporation	S0107	Require Independent Board Chair	-	Steiner, Kenneth	Chevedden, John	Voted	-	44.7	44.4	31.6	13 May 2020

Company Name	Code	Proposal	Proposal Note	Primary Proponent(s)	Co-Filer(s)	Status	Notes	For/F+A%	For/F+A+AB%	For/Outstanding%	Meeting Date
Prudential Financial, Inc.	S0107	Require Independent Board Chair	-	Chevedden, John		Voted	-	47.4	46.9	28.6	12 May 2020
Quest Diagnostics Incorporated	S0238	Provide Right to Act by Written Consent	#-Proposal was challenged at the SEC	Chevedden, John		omitted	H-3 Proponent did not have "good cause" for failure to present the proposal at the previous annual meeting; company may exclude proponent's resolutions for the next two years.	-	-	-	19 May 2020
Raytheon Technologies Corp.	S0311	Adopt Simple Majority Vote	-	Chevedden, John		Voted	-	97.3	93.7	71.0	27 Apr 2020
Reliance Steel & Aluminum Co.	S0226	Amend Proxy Access Right	-	Chevedden, John		Voted	-	29.2	29.1	24.2	20 May 2020
Resideo Technologies, Inc.	S0238	Provide Right to Act by Written Consent	#-Proposal was challenged at the SEC	Chevedden, John		omitted	B-1 Proponent failed to meet requirements for ownership of stock entitled to be voted on.	-	-	-	08 Jun 2020

Company Name	Code	Proposal	Proposal Note	Primary Proponent(s)	Co-Filer(s)	Status	Notes	For/F+A%	For/F+A+AB%	For/Outstanding%	Meeting Date
ResMed Inc.	S0807	Report on Political Contributions	#-Proposal was challenged at the SEC	Young, Myra	Chevedden, John	omitted	I-5 Relates to less than 5 percent of the company's total assets and less than 5 percent of net earnings and gross sales and "is not significantly related" to the company's business.	-	-	-	21 Nov 2020*
Ryder System, Inc.	S0232	Require Shareholder Approval of Bylaw Amendments Adopted by the Board of Directors	-	Chevedden, John		Voted	-	2.2	2.2	1.7	01 May 2020
S&P Global, Inc.	S0234	Adopt Majority Vote Cast to Remove Directors and Majority Of All Stockholders for Election of Directors	#-Proposal was challenged at the SEC	Chevedden, John		omitted	I-10 Is moot by being substantially implemented by the company.	-	-	-	13 May 2020
Sempra Energy	S0107	Require Independent Board Chair	-	Chevedden, John		Voted	-	38.3	38.2	31.7	05 May 2020
Skyworks Solutions, Inc.	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	44.9	44.7	32.7	06 May 2020
Southwest Airlines Co.	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	9.4	9.4	7.4	21 May 2020

Company Name	Code	Proposal	Proposal Note	Primary Proponent(s)	Co-Filer(s)	Status	Notes	For/F+A%	For/F+A+AB%	For/Outstanding%	Meeting Date
Southwestern Energy Company	S0235	Reduce Ownership Threshold for Shareholders to Call Special Meeting	##-The SEC challenge was rejected	Steiner, Kenneth	Chevedden, John	Voted	-	37.4	37.3	27.2	19 May 2020
Spirit AeroSystems Holdings, Inc.	S0232	Require Shareholder Approval of Bylaw Amendments Adopted by the Board of Directors	-	Chevedden, John		Voted	-	2.8	2.7	2.2	22 Apr 2020
Stanley Black & Decker, Inc.	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	51.0	50.9	39.1	17 Apr 2020
State Street Corporation	S0234	Adopt Majority Vote Cast to Remove Directors and Majority Of All Stockholders for Election of Directors	###-The SEC challenge was withdrawn	McRitchie, James	Chevedden, John	withdrawn	-	-	-	-	20 May 2020
Stericycle, Inc.	S0235	Reduce Ownership Threshold for Shareholders to Call Special Meeting	-	Chevedden, John		Voted	-	44.9	44.8	40.3	22 May 2020
T. Rowe Price Group, Inc.	S0308	Proxy Voting Disclosure	#-Proposal was challenged at the SEC	McRitchie, James Chevedden, John		omitted	I-7 Deals with a subject relating to the ordinary business operations of the company.	-	-	-	12 May 2020

Company Name	Code	Proposal	Proposal Note	Primary Proponent(s)	Co-Filer(s)	Status	Notes	For/F+A%	For/F+A+AB%	For/Outstanding%	Meeting Date
Tesla, Inc.	S0311	Adopt Simple Majority Vote	-	McRitchie, James	Chevedden, John	final vote	-	-	-	-	22 Sep 2020
The AES Corporation	S0232	Require Shareholder Approval of Bylaw and Charter Amendments Adopted by the Board of Directors	-	Chevedden, John		Voted	-	17.5	17.5	14.9	23 Apr 2020
The Allstate Corporation	S0107	Require Independent Board Chair	#-Proposal was challenged at the SEC	Steiner, Kenneth	Chevedden, John	omitted	H-3 Proponent did not have "good cause" for failure to present the proposal at the previous annual meeting; company may exclude proponent's resolutions for the next two years.	-	-	-	19 May 2020
The Bank of New York Mellon Corporation	S0232	Require Shareholder Approval of Bylaw Amendments Adopted by the Board of Directors	##-The SEC challenge was rejected	Steiner, Kenneth	Chevedden, John	Voted	-	1.5	1.5	1.1	15 Apr 2020
The Clorox Company	S0311	Reduce Supermajority Vote Requirement	###-The SEC challenge was withdrawn	McRitchie, James	Chevedden, John	withdrawn	-	-	-	-	20 Nov 2020*

Company Name	Code	Proposal	Proposal Note	Primary Proponent(s)	Co-Filer(s)	Status	Notes	For/F+A%	For/F+A+AB%	For/Outstanding%	Meeting Date
The Goldman Sachs Group, Inc.	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	42.7	41.4	30.6	30 Apr 2020
The Goodyear Tire & Rubber Company	S0232	Require Shareholder Approval of Bylaw Amendments Adopted by the Board of Directors	-	Chevedden, John		Voted	-	3.8	3.8	2.7	06 Apr 2020
The Home Depot, Inc.	S0232	Amend Shareholder Written Consent Provisions	##-The SEC challenge was rejected	Chevedden, John		Voted	-	19.4	19.3	13.5	21 May 2020
The Manitowoc Company, Inc.	S0238	Provide Right to Act by Written Consent	#-Proposal was challenged at the SEC	Chevedden, John		omitted	B-2 Proponent did not provide verification of stock ownership.	-	-	-	05 May 2020
The Mosaic Company	S0238	Provide Right to Act by Written Consent	-	Steiner, Kenneth	Chevedden, John	Voted	-	35.8	35.7	26.8	21 May 2020
The Southern Company	S0107	Require Independent Board Chair	#-Proposal was challenged at the SEC	Chevedden, John		omitted	I-11 Is a duplicate of a proposal submitted earlier.	-	-	-	27 May 2020
The Western Union Company	S0807	Report on Political Contributions Disclosure	-	Chevedden, John		Voted	-	53.3	53.0	45.3	14 May 2020

Company Name	Code	Proposal	Proposal Note	Primary Proponent(s)	Co-Filer(s)	Status	Notes	For/F+A%	For/F+A+AB%	For/Outstanding%	Meeting Date
Union Pacific Corporation	S0107	Require Independent Board Chairman	-	Chevedden, John		Voted	-	28.8	27.7	20.8	14 May 2020
United Airlines Holdings, Inc.	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	24.2	24.1	17.5	20 May 2020
United Parcel Service, Inc.	S0316	Approve Recapitalization Plan for all Stock to Have One-vote per Share	-	Chevedden, John		Voted	-	29.4	28.9	19.3	14 May 2020
UnitedHealth Group Incorporated	S0232	Require Shareholder Approval of Bylaw Amendments Adopted by the Board of Directors	-	Chevedden, John		Voted	-	2.2	2.2	1.8	01 Jun 2020
VeriSign, Inc.	S0238	Provide Right to Act by Written Consent	-	Chevedden, John		Voted	-	43.6	43.3	36.0	21 May 2020
Walgreens Boots Alliance, Inc.	S0235	Reduce Ownership Threshold for Shareholders to Call Special Meeting	-	Chevedden, John		Voted	-	39.2	39.0	29.7	30 Jan 2020
Wells Fargo & Company	S0232	Require Shareholder Approval of Bylaw Amendments Adopted by the Board of Directors	##-The SEC challenge was rejected	Chevedden, John		Voted	-	3.3	3.2	2.5	28 Apr 2020

Company Name	Code	Proposal	Proposal Note	Primary Proponent(s)	Co-Filer(s)	Status	Notes	For/F+A%	For/F+A+AB%	For/Outstanding%	Meeting Date
Wynn Resorts Ltd.	S0311	Adopt Simple Majority Vote	###-The SEC challenge was withdrawn	McRitchie, James Young, Myra	Chevedden, John	withdrawn	-	-	-	-	25 Jun 2020
Xerox Holdings Corporation	S0235	Reduce Ownership Threshold for Shareholders to Call Special Meeting	#-Proposal was challenged at the SEC	Steiner, Kenneth	Chevedden, John	omitted	E-2 Resolution was filed too late for consideration.	-	-	-	21 May 2020
Zynga Inc.	S0235	Reduce Ownership Threshold for Shareholders to Call Special Meeting	-	Steiner, Kenneth	Chevedden, John	Voted	-	46.3	45.8	33.2	19 May 2020

December 13, 2020

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

2 Rule 14a-8 Proposal
L3Harris Technologies, Inc. (LHX)
Written Consent
John Chevedden

Ladies and Gentlemen:

This is in regard to the December 1, 2020 no-action request.

This no action request in effect claims that the latitude granted in *Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns* goes 100% to management and 00% to shareholders.

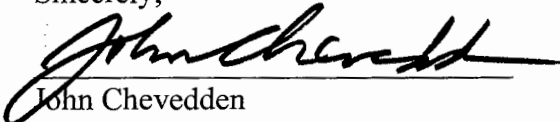
Management has already extracted a penalty against the shareholder by not including the 2020 vote for this proposal topic and in effects asks the Staff to not object if it extracts a further penalty and preclude rule 14a-8 proposals in 2021 and 2020.

The no action request in effect says that management is entitled to be excused due to the disruption caused by the pandemic but not shareholders.

Arranging for remote shareholder proposal presentations requires different procedures than arranging for in-person presentations. Arranging for in-person presentations has certain fail safe procedures that do not apply to remote presentations. Adjustment had to be made quickly to the last minute Staff Guidance.

Management was fortunate in having to adjust to the new Staff Guidance for only one meeting. The shareholder had to adjust for dozens of meetings.

Sincerely,



John Chevedden

cc: Scott T. Mikuen <Scott.Mikuen@L3Harris.com>

JOHN CHEVEDDEN

December 1, 2020

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

1 Rule 14a-8 Proposal
L3Harris Technologies, Inc. (LHX)
Written Consent
John Chevedden

Ladies and Gentlemen:

This is in regard to the December 1, 2020 no-action request.

Management does not discuss
Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns

<https://www.sec.gov/oct/staff-guidance-conducting-annual-meetings-light-covid-19-concerns>

Which contains the text on the next page.

The LHX meeting was one of the first meetings of the 2020 proxy season which required rapid adjustment to almost 100% of shareholder meetings being converted to the online format.

Management benefitted from this arrangement and apparently management believes that all the benefit of the Staff Guidance belongs to management. Management did not claim that the proponent had the opportunity to attend the annual meeting or send a representative.

Sincerely,


John Chevedden

cc: Scott T. Mikuen <Scott.Mikuen@L3Harris.com>

Presentation of Shareholder Proposals

Exchange Act Rule 14a-8(h) requires shareholder proponents, or their representatives, to appear and present their proposals at the annual meeting. In light of the possible difficulties for shareholder proponents to attend annual meetings in person to present their proposals, the staff encourages issuers, to the extent feasible under state law, to provide shareholder proponents or their representatives with the ability to present their proposals through alternative means, such as by phone, during the 2020 proxy season.

Furthermore, to the extent a shareholder proponent or representative is not able to attend the annual meeting and present the proposal due to the inability to travel or other hardships related to COVID-19, the staff would consider this to be “good cause” under Rule 14a-8(h) should issuers assert Rule 14a-8(h)(3) as a basis to exclude a proposal submitted by the shareholder proponent for any meetings held in the following two calendar years.



Scott T. Mikuen
Sr. Vice President, General Counsel and Secretary
Corporate Headquarters
1025 West NASA Boulevard
Melbourne, FL 32919
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.

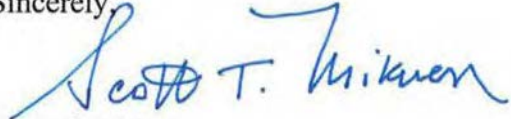
Consistent with the no-action letter precedents cited above, the Company believes that under Rule 14a-8(h)(3) it may exclude the Proposal from the 2021 Proxy Materials.

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.

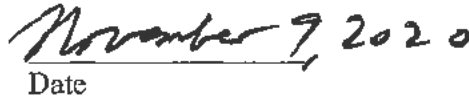
This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.

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
CORPORATE HEADQUARTERS / L3HARRIS TECHNOLOGIES
Office: +1-321-727-9125 / Efax +1-321-727-9616
www.L3Harris.com / Scott.Mikuen@L3harris.com
1025 West NASA Blvd. / Melbourne, FL 32919 / USA



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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
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t +1 321 724 3319 / m +1 321 266 6890 / efax +1 321 726 3013
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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
CORPORATE HEADQUARTERS / L3HARRIS TECHNOLOGIES
Office: +1-321-727-9125 / Efax +1-321-727-9616



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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.
------------------	--

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
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Robert A. Johnson Jr.

Vice President, Associate General Counsel – Corporate and Assistant Secretary

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Senior Vice President, General Counsel and Secretary

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April 16, 2020

Via e-mail *** and overnight delivery

John Chevedden

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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
CORPORATE HEADQUARTERS / L3HARRIS TECHNOLOGIES
t +1 321 724 3319 / m +1 321 266 6890 / e fax +1 321 726 3013
L3Harris.com / Robert.Johnson3@L3Harris.com
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)
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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.
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