

Exelis Inc.
Form 425
March 03, 2015

Filed
by:
Harris
Corporation
Pursuant

to
Rule
425
under
the
Securities
Act
of
1933
and
deemed
filed
pursuant
to
Rule
14a-12
of
the
Securities
Exchange
Act
of
1934
Subject
Company:
Exelis
Inc.
Commission
File
No.:
001-35228
J.P. Morgan Aviation,
Transportation and
Industrials Conference
March 3, 2015

2

Investor briefing

Forward-looking statements

Statements in this presentation that are not historical facts are forward-looking statements that reflect management's current expectations, assumptions and estimates of future performance and economic conditions. Such statements are made in reliance on the safe harbor provisions of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements include but are not limited to: earnings, revenue, operating margin, free cash flow, tax rate and other guidance for fiscal 2015;

opportunities and awards; the potential value and timing of contract awards; the value of opportunity pipelines; statements regarding Government budget; statements regarding outlook, including expected revenue, orders, cash flow, share repurchases and dividend growth and expansion; statements regarding the expected timing and completion of the proposed acquisition of Exelis Inc.; the proposed acquisition of Exelis, including estimated synergies; the estimated financial results of Exelis for 2014; the effects of acquisition of Exelis, including effects on future financial and operating results, and other statements that are not historical fact cautions investors that any forward-looking statements are subject to risks and uncertainties that may cause actual results and financial performance to differ materially from those matters expressed in or implied by such forward-looking statements. The company's consolidated results related to the proposed acquisition of Exelis and the forward-looking statements could be affected by many factors, risks and uncertainties, but not limited to: the loss of the company's relationship with the U.S. Government or a reduction in U.S. Government funding; changes in U.S. Government or customer priorities and requirements (including potential deferrals of awards, terminations, reductions of expenditures) that may not respond to the priorities of Congress and the Administration, budgetary constraints, debt ceiling implications, sequestration and other actions; the potential impact of a security breach, through cyber attack or otherwise, or other significant disruptions of the company's operations or those the company operates for customers; risks inherent with large long-term fixed-price contracts, particularly the ability to complete them; financial and government and regulatory risks relating to international sales and operations; the continued effects of the general economic conditions, economy and U.S. Government's budget deficits, national debt and sequestration; the company's ability to continue to develop and commercialize new products; the company's ability to achieve market acceptance; the consequences of future geo-political events; strategic acquisitions and the risks and uncertainties associated with them, including the company's ability to manage and integrate acquired businesses; performance of the company's subcontractors and suppliers; claims that the company is infringing the intellectual property rights of third parties; the successful resolution of patent infringement claims; the ultimate outcome of other contingencies, litigation and legal matters; risks inherent in developing new technologies; changes in tax laws and tax rate; the potential impact of natural disasters or other disruptions on the company's operations; the potential impact of changes in the regulatory framework that applies to, or of satellite bandwidth constraints on, the company's managed satellite and terrestrial communications services; changes in future business or other market conditions that could cause business investments and/or recorded goodwill or other long-term assets to become impaired; the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement; the possibility that Exelis shareholders may not approve the merger agreement; the risk that the company and Exelis may not be able to obtain all necessary regulatory approvals or to satisfy any of the other conditions to the proposed acquisition in a timely manner or at all; the risk that the proposed acquisition may not be obtained on anticipated terms or at all; risks related to disruption of management time due to the proposed acquisition; the risk that Harris may fail to realize the benefits expected from the proposed acquisition; the risk that announcements relating to the proposed acquisition could have adverse effects on the market price of the company's common stock; and the risk that the proposed acquisition and its announcement could have an adverse effect on the ability of the company and Exelis to retain and hire key personnel and maintain relationships with their suppliers and customers, including the U.S. Government, and on the operations of the company and businesses generally. Further information relating to factors that may impact the company's and Exelis' results and forward-looking statements are disclosed in their respective filings with the SEC. The forward-looking statements contained in this presentation are made as of the date of this presentation, and the company and Exelis disclaim any intention or obligation, other than imposed by law, to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Investors are cautioned not to place undue reliance on forward-looking statements.

3
Investor briefing
(\$million except EPS)
Based on guidance provided February 6, 2015.
EPS
Operating
income

margin
Revenue
\$4.95
to
\$5.05
Harris overview
3,956
4,431
4,725
5,418
5,451
5,112
5,012
Down
1 to 3%
\$3.16
\$3.78
\$4.57
\$4.98
\$5.20
\$4.90
\$5.00
17%
18%
21%
19%
18%
18%
18%
FY08
FY09
FY10
FY11
FY12
FY13
FY14
FY15
Guid

4

Investor briefing

Recent highlights

Continued strength in Government

Communications and international tactical radios

International now 31% of total revenue, up from
24% in 2012

Robust operating margins
while raising R&D to
5.3% of revenue, up from 4.0% in 2012
U.S. budget bottoming
U.S. tactical radio procurement activity picking up

Strong core franchises

\$770M NGA geospatial content management

\$495M Air Force Hosted Payload Solutions

\$300M to integrate various intelligence systems

Government Communications Systems

ongoing strength

Geospatial

Imagery

Air Traffic

Management

Space &

Intelligence

Weather

Avionics

Revenue

Operating margin

+1%

+11%

+2%

+12%

+5%

Based on guidance provided February 6, 2015.

Outstanding operating performance

Strategic recent wins

and \$18.5B

pipeline, up 36% y/y

5 consecutive quarters of revenue growth

15

15.5%

2QFY14

3QFY14

4QFY14

1QFY15

2QFY15

Prior Yr

Current Yr

12.9%

14.2%

14.7%

15.4%

FY11

FY12

FY13

FY14

FY15

5

Investor briefing

6

Investor briefing

Recently announced acquisition of Exelis

A transformational acquisition

Powerful combination of two culturally-
aligned, technology-focused, highly
complementary companies

Revenue

EBITDA

Notes:

(1)

Trailing 12 months as of quarter ending January 2, 2015

(2)

Represents 2014 Exelis guidance as of February 6, 2015

(1)

(2)

(1)

(2)

\$ Billions

\$ Billions

4.96

3.25

8.21

Harris

Exelis

Harris

Pro forma

1.07

0.51

1.58

Harris

Exelis

Creates an industry innovator with much greater scale providing a broad spectrum of technology-based advanced communication systems

~23,000 employees including ~9,000 engineers/scientists

~\$8.2 billion revenue

~\$1.6 billion EBITDA

Harris

Pro forma

7

Investor briefing

Exelis overview

Spun out of ITT in 2011

Headquartered in McLean, VA

~10,000 employees, 3,000 engineers
and scientists

2014 revenue of ~\$3.25 billion /
EBITDA of ~\$511 million

(1)

Prime: 71%; Sub: 29%

Fixed price: 53%; Cost plus: 47%

Funded backlog of ~\$2.8 billion as of
12/31/14

(1)

Electronic
Systems

Segment revenue

Geospatial

Night Vision

& Comms

Information

Systems

Aerostructures

Air Force

Customer revenue

Army

Other DoD

& Intel

Civil U.S.

International &

Commercial

Navy &

Marines

Night Vision

and Communications

Geospatial

Systems

Electronic

Systems

Information

Systems

Aerostructures

Note:

(1)

Represents 2014 Exelis guidance as of February 6, 2015

29%

21%

13%

34%

3%

21%

17%
6%
17%
16%
23%

8
Investor briefing
Transaction overview
Consideration
Financing
Valuation and
accretion

Total purchase price of \$23.75 per share or \$4.75 billion enterprise value

70% cash / 30% equity

Exelis
shareholders will receive \$16.625 in cash and 0.1025 Harris shares

Fully committed bridge financing in place

Historically low rate financing environment

Strong
balance
sheet
providing
flexibility
and
ability
to
invest
for
growth

Pro-forma
leverage
of
~2.9x
net
debt
to
adjusted
EBITDA
(1)
at
closing

Rapid de-leveraging with net leverage of ~1.5x in year 3

9.3x 2014 EBITDA
(2)

8.0x 2014 adjusted EBITDA
(1)(2)

GAAP EPS accretive in 1 full year and a significant contributor thereafter

Expected pro forma FCF approaching \$1 billion in year 4

Notes:

(1)

(2)
Based on 2014 Exelis guidance as of February 6, 2015
Exelis standalone EBITDA adjusted for the purchase accounting reset of its net actuarial pension losses to zero
st

9

Investor briefing

Highly strategic acquisition

Strengthens core franchises and provides optionality for portfolio shaping

Builds stronger platform for growth

Creates scale and more balanced earnings

Generates meaningful cost synergies

Creates significant value for all stakeholders

Timing perfect, internally and externally

Combination creates a significantly stronger, more diversified and more competitive company that is better positioned with its key customers to compete for and win new contracts

10

Investor briefing

Strengthens core franchises and provides
optionality for portfolio shaping

Highly complementary core franchises

Enhanced scale across platforms to drive
efficiency and better address customer needs

Optimized R&D portfolio to drive innovation

Deep customer relationships

Similar cultures and shared values

Space &

Intelligence

Weather

Air Traffic

Management

Tactical

Communications

11

Investor briefing

Generates meaningful cost synergies

Significant work done to fully diligence
synergy opportunity

Sources of cost synergies

HQ consolidation and public company costs

Manufacturing / supply chain / program
efficiencies

Functional efficiencies / overhead
reductions

Run-rate synergies net of flow-through
savings to customers

No revenue synergies included but
opportunities exist

\$ Millions

Cash Investment

Cost

130

150

100

120

Run-Rate

Savings

A focused and highly experienced management team to drive the integration

Note:

(1)

Excludes deal related costs

12

Investor briefing

Additional Information and Where to Find It

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. This communication may be deemed to be solicitation material in respect of the proposed transaction between Harris Corporation and Exelis. In connection with the proposed transaction, Harris Corporation intends to file a registration statement on Form S-4, that will include a proxy statement of Exelis and a prospectus of Harris with the

Securities and Exchange Commission (SEC). This communication is not a substitute for the registration statement, definitive proxy statement/prospectus or any other documents that Exelis or Harris Corporation may file with the SEC or send to shareholders in connection with the proposed transaction. INVESTORS AND SHAREHOLDERS OF EXELIS ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING THE PROXY STATEMENT/PROSPECTUS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.

Investors and security holders will be able to obtain copies of the proxy statement/prospectus and other documents filed with the SEC (when available) free of charge at the SEC's website, <http://www.sec.gov>. Copies of documents filed with the SEC by Harris Corporation will be made available free of charge on Harris Corporation's website at <http://harris.com/investors/>. Copies of documents filed with the SEC by Exelis will be made available free of charge on Exelis's website at <http://investors.exelisinc.com/>.

Participants in Solicitation

Harris
Corporation
and
its
directors
and
executive
officers,
and
Exelis
and
its
directors
and
executive
officers,
may
be

deemed to be participants in the solicitation of proxies from the holders of Exelis common stock in respect of the proposed transaction. Information about the directors and executive officers of Harris Corporation is set forth in the proxy statement for Harris Corporation's 2014 Annual Meeting of Shareholders, which was filed with the SEC on September 9, 2014.

Information
about
the
directors
and
executive
officers
of
Exelis
is
set
forth
in
the
proxy
statement
for

Exelis s
2014

Annual

Meeting of Shareholders, which was filed with the SEC on March 26, 2014. Investors may obtain additional information regarding

the
interest

of

such

participants

by

reading

the

proxy

statement/prospectus

regarding

the

proposed

transaction

when it becomes available. You may obtain free copies of these documents as described in the preceding paragraph.