

HARRIS CORP /DE/  
Form SC TO-I/A  
August 17, 2007

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
SCHEDULE TO  
(RULE 14d-100)  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**(Amendment No. 1 )**

**HARRIS CORPORATION**

**(Name of Subject Company (Issuer))**

**HARRIS CORPORATION**

**(Name of Filing Person (Issuer))**

**3.5% Convertible Debentures due 2022**

**(Title of Class of Securities)**

**413 875 AH 8**

**(CUSIP Number of Class of Securities)**

**Scott T. Mikuen, Esq.**

**Vice President, Associate General Counsel  
and Corporate Secretary**

**Harris Corporation**

**1025 West NASA Boulevard**

**Melbourne, Florida 32919**

**(321) 727-9100**

**(Name, address and telephone number of person authorized to receive notices and communications on behalf of  
filing person)**

***with copy to:***

**Robert J. Grammig, Esq.**

**Ivan A. Colao, Esq.**

**Holland & Knight LLP**

**100 North Tampa Street, Suite 4100**

**Tampa, Florida 33602**

**(813) 227-8500**

**CALCULATION OF FILING FEE**

Transaction Valuation\*: \$149,056,000

Amount of Filing Fee\*\*: \$4,577

\* Calculated solely for purposes of determining the filing fee. The purchase price of the 3.5% Convertible Debentures due 2022 (the Debentures ), as described

herein, is \$1,000  
per \$1,000  
principal  
amount plus  
accrued and  
unpaid interest,  
if any, to, but  
not including,  
August 15, 2007  
with respect to  
the Debentures.  
As of July 16,  
2007, there was  
\$149,056,000 in  
aggregate  
principal  
amount of  
Debentures  
outstanding.

\*\* The amount of  
the filing fee  
was calculated  
in accordance  
with Rule 0-11  
of the Securities  
Exchange Act  
of 1934, as  
amended, and  
equals \$30.70  
for each  
\$1,000,000 of  
the value of the  
transaction.

x **Check the box if any part of the fee is offset as provided by Rule 0- 11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.**

Amount Previously Paid: \$4,577 Filing Party: Harris Corporation

Form or Registration No.: Schedule TO Date Filed: July 19, 2007

**Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.**

Check the appropriate boxes below to designate any transactions to which this statement relates:

- |                                  |                                                        |                       |                                                         |
|----------------------------------|--------------------------------------------------------|-----------------------|---------------------------------------------------------|
| <input type="radio"/>            | <b>third-party tender offer subject to Rule 14d-1.</b> | <input type="radio"/> | <b>going-private transaction subject to Rule 13e-3.</b> |
| <input checked="" type="radio"/> | <b>issuer tender offer subject to Rule 13e-4.</b>      | <input type="radio"/> | <b>amendment to Schedule 13D under Rule 13d-2.</b>      |

Check the following box if the filing is a final amendment reporting the results of the tender offer:



### INTRODUCTORY STATEMENT

This Amendment No. 1 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO-I (Schedule TO-I) originally filed by Harris Corporation, a Delaware corporation (the Company), related to the offer by the Company to purchase, at the option of the holder thereof (the Holder), all of the outstanding 3.5% Convertible Debentures due 2022 issued by the Company on August 26, 2002 (the Debentures), upon the terms and subject to the conditions set forth in the Indenture (as defined below), the Debentures, the Company Notice, dated July 19, 2007, filed as Exhibit (a)(1)(A) to the Schedule TO-I (the Company Notice), and the related offer materials filed as Exhibit (a)(1)(B) to the Schedule TO-I (the Company Notice and related offer materials, as amended or supplemented from time to time, collectively constitute the Put Option). The Debentures were issued pursuant to an Indenture, dated as of August 26, 2002 (the Indenture), between the Company and The Bank of New York, as trustee.

This Amendment is intended to satisfy the disclosure requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended.

#### Item 4 Terms of the Transaction.

Item 4 of the Schedule TO-I is amended and supplemented by adding the following:

The Put Option expired at 12:00 midnight, New York City time, on Wednesday, August 15, 2007. The Company has been advised by The Bank of New York, as paying agent, that no Debentures were tendered pursuant to the terms of the Put Option and not withdrawn prior to the expiration of the Put Option. At the expiration of the Put Option, \$146,506,000 million aggregate principal amount of Debentures were outstanding.

#### Item 12 Exhibits.

- (a)(1)(A)\* Company Notice to Holders of 3.5% Convertible Debentures due 2022, dated July 19, 2007.
- (a)(1)(B)\* Form of Purchase Notice.
- (b) Not applicable.
- (d)(1) Indenture, dated as of August 26, 2002, between the Company and The Bank of New York, incorporated herein by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 26, 2002.
- (g) Not applicable.
- (h) Not applicable.

\* Previously filed with Schedule TO-I filed by Harris Corporation with the Securities and Exchange Commission on July 19, 2007.

#### Item 13. Information Required by Schedule 13E-3.

Not applicable.

**SIGNATURE**

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

HARRIS CORPORATION

/s/ Scott T. Mikuen

Name: Scott T. Mikuen

Title: Vice President, Associate General  
Counsel and Corporate Secretary

Dated: August 17, 2007

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**EXHIBIT INDEX**

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\*      Previously filed  
with  
Schedule TO-I  
filed by Harris  
Corporation  
with the  
Securities and  
Exchange  
Commission on  
July 19, 2007.