

HARRIS CORP /DE/  
Form 8-K  
July 31, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 31, 2012**

**HARRIS CORPORATION**

(Exact name of registrant as specified in its charter)

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

**1025 West NASA Blvd., Melbourne, Florida**  
(Address of principal executive offices)

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

**32919**  
(Zip Code)

**No change**

(Former name or former address, if changed since last report)

## Edgar Filing: HARRIS CORP /DE/ - Form 8-K

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

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 2.02 Results of Operations and Financial Condition.**

**Item 7.01 Regulation FD Disclosure.**

*The information contained in this Current Report on Form 8-K that is furnished under this Item 2.02 and 7.01, including the accompanying Exhibit 99.1, is being furnished pursuant to Item 2.02 and 7.01 of Form 8-K and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liability of that section. The information contained in this Current Report on Form 8-K that is furnished under this Item 2.02 and 7.01, including the accompanying Exhibit 99.1, shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, except as shall be expressly set forth by specific reference in such a filing.*

On July 31, 2012, Harris Corporation (Harris) issued a press release announcing, among other things, its results of operations and financial condition as of and for its fourth quarter of fiscal 2012 and full fiscal year 2012 and reiterating its previous guidance range regarding expected income from continuing operations per diluted share for fiscal 2013 and its previous guidance range regarding expected revenue for fiscal 2013. The full text of the press release and related financial tables is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

**Non-GAAP Financial Measures**

The press release includes a discussion of non-GAAP financial measures, (i) including income from continuing operations and income from continuing operations per diluted share for the fourth quarter of fiscal 2012 and the fourth quarter of fiscal 2011 and for fiscal 2012 and fiscal 2011; the percentage increase in income from continuing operations per diluted share for the fourth quarter of fiscal 2012 compared with the fourth quarter of fiscal 2011 and for fiscal 2012 compared with fiscal 2011; and operating income for the Integrated Network Solutions segment for the fourth quarter of fiscal 2012 and the fourth quarter of fiscal 2011; in each case excluding, as the case may be, the impact of charges for certain costs and expenses associated with the acquisitions of CapRock Holdings, Inc. and its subsidiaries, including CapRock Communications, Inc. (collectively, CapRock), the Global Connectivity Services business of the Schlumberger group (Schlumberger GCS), the terrestrial network infrastructure assets of the government business of Core180, Inc. (the Core180 Infrastructure) and Carefx Corporation (Carefx); and (ii) also including free cash flow for fiscal 2012 and fiscal 2011, excluding cash flow for capital expenditures. A non-GAAP financial measure is generally defined as a numerical measure of a company's historical or future performance that excludes or includes amounts, or is subject to adjustments, so as to be different from the most directly comparable measure calculated and presented in accordance with generally accepted accounting principles (GAAP). Income from continuing operations and income from continuing operations per diluted share for the fourth quarter of fiscal 2012 and the fourth quarter of fiscal 2011 and for fiscal 2012 and fiscal 2011; the percentage increase in income from continuing operations per diluted share for the fourth quarter of fiscal 2012 compared with the fourth quarter of fiscal 2011 and for fiscal 2012 compared with fiscal 2011; and operating income for the Integrated Network Solutions segment for the fourth quarter of fiscal 2012 and the fourth quarter of fiscal 2011; in each case excluding, as the case may be, the impact of charges for certain costs and expenses associated with the acquisitions of CapRock, Schlumberger GCS, the Core180 Infrastructure and Carefx; and free cash flow for fiscal 2012 and fiscal 2011, excluding cash flow for capital expenditures, are financial measures that are not defined by GAAP and should be viewed in addition to, and not in lieu of, income from continuing operations, income from continuing operations per diluted share, segment operating income, cash flow from operations and other financial measures on a GAAP basis. Harris has included in its press release a reconciliation of non-GAAP financial measures disclosed in the press release to the most directly comparable GAAP financial measure.

Harris management believes that these non-GAAP financial measures, when considered together with the GAAP financial measures, provide information that is useful to investors in understanding period-over-period operating results separate and apart from items that may, or could, have a disproportionate positive or negative impact on results in any particular period. Harris management also believes that these non-GAAP financial measures enhance the ability of investors to analyze trends in Harris' business and to understand Harris' performance. In addition, Harris may utilize non-GAAP financial measures as a guide in its forecasting, budgeting and long-term planning process and to measure operating performance for some management compensation purposes. Please refer to Harris' financial statements and accompanying footnotes for additional information and for a presentation of results in accordance with GAAP. Non-GAAP financial measures should be considered in addition to, and not as a substitute for, or superior to, financial measures prepared in accordance with GAAP.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is furnished herewith:

99.1 Press Release, issued by Harris Corporation on July 31, 2012 (furnished pursuant to Item 2.02 and Item 7.01).

SIGNATURE

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

HARRIS CORPORATION

By: /s/ Gary L. McArthur  
Name: Gary L. McArthur  
Title: Senior Vice President and Chief Financial  
Officer

Date: July 31, 2012

EXHIBIT INDEX

Exhibit No.	Description
Under Regulation S-K, Item 601	
99.1	Press Release, issued by Harris Corporation on July 31, 2012 (furnished pursuant to Item 2.02 and Item 7.01).