

L 3 COMMUNICATIONS CORP
Form 8-K
October 25, 2006

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): October 25, 2006

L-3 Communications Holdings, Inc.
L-3 Communications Corporation
(Exact Name of Registrants as Specified in Charter)
Delaware

(State or Other Jurisdiction of Incorporation)

001-14141

13-3937434

333-46983

13-3937436

(Commission File Number)

(IRS Employer Identification No.)

600 Third Avenue, New York, New York

10016

(Address of Principal Executive Offices)

(Zip Code)

(212) 697-1111

(Registrants' Telephone Number, Including Area Code)

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 (see General Instruction A.2. below):

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))

SECTION 1 — REGISTRANT'S BUSINESS AND OPERATIONS

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On October 25, 2006, L-3 Communications Corporation (the “Company”) entered into an amendment (the “First Amendment”) to its Amended and Restated Credit Agreement dated July 29, 2005 with the Guarantors and Lenders party thereto and Bank of America, N.A., as administrative agent (the “Credit Agreement”) that amends certain provisions of the Credit Agreement.

The First Amendment (i) permits the Company to exclude, as a non-recurring cost, the \$125.6 million litigation charge related to the OSI Systems, Inc. matter, more fully described in the Company’s June 30, 2006 quarterly report on Form 10-Q, from the calculation of EBITDA, for the purpose of eliminating the temporary impact on the Company's financial covenants; (ii) excludes certain non-recurring costs of acquired companies incurred prior to the acquisition date, from the pro forma results of acquired companies; (iii) deletes the Senior Leverage Ratio covenant in its entirety; and (iv) clarifies that L-3 Communications Holdings, Inc. may guarantee the indebtedness and other obligations of the Company and its subsidiaries.

The foregoing description of the First Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the First Amendment, which is filed as Exhibit 10.41 hereto and is incorporated herein by reference.

SECTION 9 — FINANCIAL STATEMENTS AND EXHIBITS

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(D) EXHIBITS.

Exhibit Number	Title
10.41	Form of L-3 Communications Corporation First Amendment to Amended and Restated Credit Agreement

SIGNATURES

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.

L-3 COMMUNICATIONS HOLDINGS, INC.
L-3 COMMUNICATIONS CORPORATION

By: /s/ Christopher C. Cambria
Name: Christopher C. Cambria
Title: Senior Vice President, Secretary and
General Counsel

Dated: October 25, 2006

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4
SOURCE OF FUNDS

OO
5
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

o
6
CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

2,583,797

NUMBER OF
SHARES 8 SHARED VOTING POWER

0

BENEFICIALLY
OWNED BY EACH
REPORTING PERSON 9 SOLE DISPOSITIVE POWER

2,583,797

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,583,797

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.0% (See Item 5)

14 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Aisling Capital Partners III LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

2,583,797

NUMBER OF
SHARES

8 SHARED VOTING POWER

BENEFICIALLY
OWNED BY EACH

0

REPORTING PERSON WITH

9 SOLE DISPOSITIVE POWER

2,583,797

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,583,797

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.0% (See Item 5)

14 TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Steven Elms

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

961

NUMBER OF
SHARES 8 SHARED VOTING POWER

BENEFICIALLY
OWNED BY EACH 2,583,797

REPORTING PERSON 9 SOLE DISPOSITIVE POWER

WITH 961

10 SHARED DISPOSITIVE POWER

2,583,797

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,584,758

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.0% (See Item 5)

14 TYPE OF REPORTING PERSON

IN

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Dennis Purcell

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

1,879

NUMBER OF
SHARES

8 SHARED VOTING POWER

2,583,797

BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
WITH

9 SOLE DISPOSITIVE POWER

1,879

10 SHARED DISPOSITIVE POWER

2,583,797

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,585,676

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.0% (See Item 5)

14 TYPE OF REPORTING PERSON

IN

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Andrew Schiff

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

460

NUMBER OF
SHARES 8 SHARED VOTING POWER

BENEFICIALLY
OWNED BY EACH 2,583,797

REPORTING PERSON 9 SOLE DISPOSITIVE POWER

WITH 460

10 SHARED DISPOSITIVE POWER

2,583,797

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,584,257

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.0% (See Item 5)

14 TYPE OF REPORTING PERSON

IN

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Item 1. Security and Issuer.

This Amendment No. 2 (this “Amendment”) to the Schedule 13D filed with the Securities and Exchange Commission (the “SEC”) on May 30, 2014 as previously amended by Amendment No. 1 on March 9, 2016, relates to the Common Stock, \$0.0001 par value (the “Common Stock”) of Agile Therapeutics, Inc., a Delaware corporation (the “Issuer”) and is being filed to amend the Schedule 13D as specifically set forth below. The principal executive office of the Issuer is located at 101 Poor Farm Road, Princeton, New Jersey 08540.

Unless otherwise indicated, all capitalized terms shall have the meanings ascribed to them in the Schedule 13D, and unless otherwise amended hereby, all information previously filed remains in effect.

Item 2. Identity and Background.

No material change.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and replaced with the following:

As of the date hereof, each of the Reporting Persons may be deemed to beneficially own 2,583,797 shares of Common Stock, consisting of (i) 838,498 shares of Common Stock issued upon the conversion of (x) 566,667 shares of Series C Preferred Stock of the Issuer into 793,334 shares of Common Stock and (y) subordinated promissory notes of the Issuer into 45,164 shares of Common Stock at the closing of the Issuer’s initial public offering of Common Stock (“IPO”) on May 22, 2014 (the conversion of the Series C Preferred Stock and the promissory notes collectively referred to herein as, the “Conversion”), (ii) 933,333 shares of Common Stock, which were acquired on May 23, 2014 in the IPO at a price of \$6.00 per share and (iii) 811,966 shares of Common Stock, which were acquired on January 23, 2015 in a private placement at a price of \$5.85 per share. In addition, Messrs. Elms, Schiff and Purcell directly or indirectly hold 961, 1,879 and 460 shares of Common Stock, respectively, in addition to the shares of Common Stock held indirectly through Aisling. Pursuant to the regulations promulgated under Section 13(d) of the Act, each of the Reporting Persons constitute members of a group and may be deemed to beneficially own an aggregate of 2,587,097 shares of Common Stock owned by the group, constituting approximately 9.0% of the outstanding shares of Common Stock. The source of the purchase price for the Common Stock was capital contributions from the partners of Aisling. No borrowed funds were used in the purchase of the Common Stock.

Item 4. Purpose of Transaction.

No material change.

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Item 5. Interest in Securities of the Issuer.

Item 5 is amended and restated in its entirety as follows:

(a),(b)

Reporting Person	Sole Voting and Dispositive Power	Shared Voting and Dispositive Power	Total Shares	% Ownership
Aisling Capital III, LP	2,583,797	0	2,583,797	9.0
Aisling Capital Partners III, LP	2,583,797	0	2,583,797	9.0
Aisling Capital Partners III LLC	2,583,797	0	2,583,797	9.0
Steve Elms	961	2,583,797	2,584,758	9.0
Dennis Purcell	1,879	2,583,797	2,585,676	9.0
Andrew Schiff	460	2,583,797	2,584,257	9.0

The aggregate percentage of shares of Common Stock reported as owned by each Reporting Person is based on 28,742,719 shares of Common Stock issued and outstanding, as of May 5, 2016, as reported in the Issuer's Form 10-Q filed with the SEC on May 9, 2016. Pursuant to the regulations promulgated under Section 13(d) of the Act, each of the Reporting Persons constitute members of a group and may be deemed to beneficially own an aggregate of 2,587,097 shares of Common Stock owned by the group, constituting approximately 9.0% of the outstanding shares of Common Stock.

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(c) On June 2, 2016, Aisling distributed 400,000 shares of Common Stock to its general and limited partners on a pro rata basis. Of the 400,000 Shares distributed by Aisling, Aisling Partners received its pro rata interest of 2,290 Shares, which it immediately distributed to its general and limited partners, Aisling including Aisling Partners GP and Dennis Purcell, Dr. Andrew Schiff and Steve Elms. Of the 2,290 Shares distributed by Aisling Partners, Aisling Partners GP received its pro rata interest of 9 Shares, which it immediately distributed to its members, including Messrs. Elms, Purcell and Schiff. As a result of such distributions by Aisling, Aisling Partners and Aisling Partners GP, Messrs. Elms, Purcell and Schiff received (and now directly or indirectly hold) the number of shares of Common Stock set forth in the table below, in addition to the Shares held indirectly through Aisling.

Reporting Person	Number of Shares of Common Stock Distributed
Steve Elms	961 ⁽¹⁾
Dennis Purcell	1,879 ⁽²⁾
Andrew Schiff	460 ⁽³⁾

(1) Consists of 768 shares of Common Stock held directly by Mr. Elms and 193 shares of Common Stock held indirectly through a family trust.

(2) Consists of 1,629 shares of Common Stock held directly by Mr. Purcell and 250 shares of Common Stock held indirectly through a family trust and Aisling Capital LLC.

(3) Consists of 425 shares of Common Stock held directly by Mr. Schiff and 35 shares of Common Stock held indirectly through a family trust.

(d) The partners of Aisling have the right to participate in the receipt of dividends from, or proceeds from the sale of, the shares of Common Stock held for the account of Aisling in accordance with their ownership interests in Aisling.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

No material change.

Item 7. Material to be Filed as Exhibits.

Fifth Amended and Restated Registration Rights Agreement, dated as of July 18, 2012, by and among the Exhibit Issuer and the parties listed therein, as modified by the Amendment to Registration Rights Agreement, dated 2: as of May 5, 2014, by and among the Issuer and the parties listed therein (incorporated herein by reference to Exhibit 4.2 to the Form S-1/A filed by the Issuer on May 9, 2014 (File No. 333-194621)).

Exhibit Joint Filing Agreement dated as of May 30, 2014, as required by Rule 13d-1(k)(1) under the Securities 3: Exchange Act of 1934, as amended (previously filed).

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SIGNATURE

After reasonable 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.

Date: June 3, 2016

AISLING CAPITAL III, LP

By: Aisling Capital Partners III,
LP
General Partner

By: Aisling Capital Partners III
LLC
General Partner

By: /s/ Dennis Purcell
Name: Dennis Purcell
Title: Managing Member

AISLING CAPITAL
PARTNERS III, LP

By: Aisling Capital Partners III
LLC
General Partner

By: /s/ Dennis Purcell
Name: Dennis Purcell
Title: Managing Member

AISLING CAPITAL PARTNERS III LLC

By: /s/ Dennis Purcell
Name: Dennis Purcell
Title: Managing Member

/s/ Steven Elms
Steven Elms

/s/ Dennis Purcell
Dennis Purcell

/s/ Andrew Schiff
Andrew Schiff

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).
