HARRIS CORP /DE/
Form 424B5
February 26, 2018

Filed Pursuant to Rule 424(b)(5)
Registration No. 333-213408
CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee[(1)]
Floating Rate Notes due February 2019	$300,000,000	100.000%	$300,000,000	$37,350.00

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

Prospectus Supplement dated February 23, 2018
(To Prospectus dated August 31, 2016)
$300,000,000
HARRIS CORPORATION
Floating Rate Notes due February 2019

We are offering $300,000,000 aggregate principal amount of our floating rate notes due February 27, 2019. We will pay interest on the principal amount of the notes quarterly in arrears on May 27, 2018, August 27, 2018, November 27, 2018 and February 27, 2019 at a floating rate, reset quarterly, equal to three-month LIBOR plus 0.475% per annum, commencing May 27, 2018.

If we experience a change of control repurchase event, we may be required to offer to repurchase the notes from holders, as described under “Description of Notes—Repurchase upon Change of Control Repurchase Event.”

The notes will be our unsecured, unsubordinated obligations and will rank equally in right of payment with all of our other unsecured, unsubordinated indebtedness from time to time outstanding. The notes will be issued only in minimum denominations of $2,000 and integral multiples of $1,000 above that amount. The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

Investing in the notes involves risks. See “Risk Factors” beginning on page S-4 of this prospectus supplement and on page 7 of the accompanying prospectus.

	Per Note	Total
Public offering price (1)	100.000%	$300,000,000
Underwriting discount	0.250%	$750,000
Proceeds, before expenses, to Harris Corporation	99.750%	$299,250,000

(1) Plus accrued interest, if any, from February 27, 2018, if settlement occurs after this date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or determined if this prospectus supplement or the accompanying prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the notes to purchasers in book-entry form only through the facilities of The Depository Trust Company on or about February 27, 2018.

Joint Book-Running Managers

Citigroup

BofA Merrill Lynch HSBC J.P. Morgan Scotiabank

SunTrust Robinson Humphrey US Bancorp Wells Fargo Securities

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus is in two parts. The first part is this prospectus supplement, which describes the specific terms of the notes we are currently offering and certain other matters relating to us and our financial condition. The second part is the accompanying prospectus dated August 31, 2016, which gives more general information about the securities that we may offer from time to time, some of which does not apply to the notes that we are currently offering. Generally, when we refer to this prospectus, we are referring to both this prospectus supplement and the accompanying prospectus combined. The information in this prospectus supplement supersedes any inconsistent information included in the accompanying prospectus.

You should rely only on the information contained in, or incorporated by reference in, this prospectus supplement, the accompanying prospectus or any free writing prospectus filed by us with the Securities and Exchange Commission (the "SEC") relating to this offering. We and the underwriters have not authorized anyone to provide you with different or additional information. We are not, and the underwriters are not, making an offer of these securities in any state where the offer is not permitted. The information which appears in this prospectus supplement, the accompanying prospectus, any free writing prospectus filed by us with the SEC relating to this offering and any documents incorporated by reference, may be accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since the date of such information.

It is important for you to read and consider all information contained in, or incorporated by reference in, this prospectus supplement, the accompanying prospectus and any free writing prospectus filed by us with the SEC relating to this offering in making your investment decision. You should also read and consider the information in the documents we have referred you to in "Incorporation by Reference of Certain Documents" and "Where You Can Find More Information" in this prospectus supplement.

In this prospectus supplement and the accompanying prospectus, references to "company," "we," "us," "our" and "Harris" refe to Harris Corporation and do not include any of its subsidiaries in the context of the issuer of securities and the "Description of Notes." In other contexts, references to "company," "we," "us," "our" and "Harris" may also include subsidiari Harris.

INCORPORATION BY REFERENCE OF CERTAIN DOCUMENTS

Some of the information that you may want to consider in deciding whether to invest in the notes is not included in this prospectus supplement or the accompanying prospectus, but rather is "incorporated by reference" herein or therein from certain reports that we have filed with the SEC. This permits us to disclose important information to you by referring to those documents rather than repeating them in full in this prospectus supplement or the accompanying prospectus. The information incorporated by reference in this prospectus is considered part of this prospectus, except for any information that is updated or superseded, and contains important business and financial information. We incorporate by reference in this prospectus the following documents filed by us with the SEC (Commission File No. 1-3863):

(1) Annual Report on Form 10-K for the fiscal year ended June 30, 2017, including portions of our Proxy Statement for our 2017 Annual Meeting of Shareholders to the extent specifically incorporated by reference therein;

(2) Quarterly Reports on Form 10-Q for the quarterly period ended September 29, 2017 and for the quarterly period ended December 29, 2017; and

(3) Current Reports on Form 8-K (excluding any information and exhibits furnished under either Item 2.02 or Item 7.01 thereof) filed with the SEC on August 30, 2017, November 2, 2017 and November 9, 2017.

All documents and reports that we file with the SEC (other than any portion of such filings that are furnished under applicable SEC rules rather than filed) under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, which we refer to in this prospectus as the "Exchange Act," after the date of this prospectus supplement and prior to the end of the offering of the notes under this prospectus supplement, shall also be deemed to be incorporated by reference herein from the date of filing of such documents and reports, and will update and supersede the information contained in documents filed earlier with the SEC or contained in this prospectus. The information contained on our website (http://www.harris.com) is not incorporated into this prospectus.

We will provide without charge to each person, including any beneficial owner of notes offered under this prospectus, to whom a copy of this prospectus has been delivered, upon the written or oral request of such person, a copy of any or all of the documents that have been or may be incorporated by reference in this prospectus, other than exhibits to such documents, unless such exhibits are specifically incorporated by reference into such documents or this prospectus. You should direct any such requests to us at the following address:

Harris Corporation
1025 West NASA Boulevard
Melbourne, Florida 32919
Attention: Secretary

You may also request such documents by calling our Secretary at (321) 727-9100.

Statements made in this prospectus or in any document incorporated by reference in this prospectus as to the contents of any contract or other document referred to herein or therein are not necessarily complete, and in each instance, reference is made to the copy of such contract or other document filed as an exhibit to the registration statement of which this prospectus is a part or to the documents incorporated by reference therein, each such statement being qualified in all material respects by such reference.

Any statement made in a document incorporated by reference or deemed incorporated by reference into this prospectus is deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or in any other subsequently filed document that also is incorporated or deemed incorporated by reference herein modifies or supersedes that statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the information reporting requirements of the Exchange Act and accordingly, we file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are available over the Internet at the SEC's website (http://www.sec.gov). You may also read and copy any document we file with the SEC at its public reference room:

Public Reference Room
100 F Street, N.E.
Washington, D.C. 20549

You may call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference room and copying charges. Our SEC filings are also available at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement contains or incorporates by reference a number of forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. Forward-looking statements may be identified by their use of forward-looking terminology, such as “may,” “could,” “would,” “should,” “will,” “believe,” “expect,” “anticipate,” “plan,” “estimate,” “target,” “project,” “intend” and similar expressions. All statements other statements of historical fact are statements that could be deemed forward-looking statements. Such forward-looking statements include, but are not limited to: our plans, strategies and objectives for future operations; new products, systems, technologies, services or developments; future economic conditions, performance or outlook; future political conditions; expectations regarding U.S. Government demand for our products and services; the outcome of contingencies; the potential level of share repurchases, dividends or pension contributions; potential acquisitions or divestitures; the value of contract awards and programs; expected cash flows or capital expenditures; our beliefs or expectations; activities, events or developments that we intend, expect, project, believe or anticipate will or may occur in the future; and assumptions underlying any of the foregoing.

These forward-looking statements are subject to a number of factors and uncertainties that could cause our actual results and experiences to differ materially from anticipated results and expectations expressed in such forward-looking statements. We wish to caution readers not to rely on any forward-looking statements, which speak only as of the date made. Among the factors that may cause actual results and expectations to differ from anticipated results and expectations expressed in such forward-looking statements are the following:

- We depend on U.S. Government customers for a significant portion of our revenue, and the loss of these relationships, a reduction in U.S. Government funding or a change in U.S. Government spending priorities could have an adverse impact on our business, financial condition, results of operations and cash flows.
- We depend significantly on U.S. Government contracts, which often are only partially funded, subject to immediate termination, and heavily regulated and audited. The termination or failure to fund, or negative audit findings for, one or more of these contracts could have an adverse impact on our business, financial condition, results of operations and cash flows.
- We could be negatively impacted by a security breach, through cyber attack, cyber intrusion, insider threats or otherwise, or other significant disruption of our information technology networks and related systems or of those we operate for certain of our customers.
- The U.S. Government’s budget deficit, the national debt and sequestration could have an adverse impact on our business, financial condition, results of operations and cash flows.
- The level of returns on defined benefit plan assets, changes in interest rates and other factors could affect our earnings and cash flows in future periods.
- We enter into fixed-price contracts that could subject us to losses in the event of cost overruns or a significant increase in inflation.
- We use estimates in accounting for many of our programs and changes in our estimates could adversely affect our future financial results.
- We derive a significant portion of our revenue from international operations and are subject to the risks of doing business internationally, including fluctuations in currency exchange rates.
- Our reputation and ability to do business may be impacted by the improper conduct of our employees, agents or business partners.
- We may not be successful in obtaining the necessary export licenses to conduct certain operations abroad, and Congress may prevent proposed sales to certain foreign governments.
- Our future success will depend on our ability to develop new products, systems, services and technologies that achieve market acceptance in our current and future markets.

- We participate in markets that are often subject to uncertain economic conditions, which makes it difficult to estimate growth in our markets and, as a result, future income and expenditures.
- We cannot predict the consequences of future geo-political events, but they may adversely affect the markets in which we operate, our ability to insure against risks, our operations or our profitability.
- We have made, and may continue to make, strategic acquisitions and divestitures that involve significant risks and uncertainties.
- Disputes with our subcontractors and the inability of our subcontractors to perform, or our key suppliers to timely deliver our components, parts or services, could cause our products, systems or services to be produced or delivered in an untimely or unsatisfactory manner.
- Third parties have claimed in the past and may claim in the future that we are infringing directly or indirectly upon their intellectual property rights, and third parties may infringe upon our intellectual property rights.
- The outcome of litigation or arbitration in which we are involved from time to time is unpredictable and an adverse decision in any such matter could have a material adverse effect on our financial condition, results of operations and cash flows.
- We face certain significant risk exposures and potential liabilities that may not be covered adequately by insurance or indemnity.
- Changes in our effective tax rate may have an adverse effect on our results of operations.
- Our level of indebtedness and our ability to make payments on or service our indebtedness and our unfunded defined benefit plans liability may adversely affect our financial and operating activities or our ability to incur additional debt.
- A downgrade in our credit ratings could materially adversely affect our business.
- Unforeseen environmental issues could have a material adverse effect on our business, financial condition, results of operations and cash flows.
- We have significant operations in locations that could be materially and adversely impacted in the event of a natural disaster or other significant disruption.
- Changes in future business or other market conditions could cause business investments and/or recorded goodwill or other long-term assets to become impaired, resulting in substantial losses and write-downs that would adversely affect our results of operations.
- Some of our workforce is represented by labor unions, so our business could be harmed in the event of a prolonged work stoppage.
- We must attract and retain key employees, and failure to do so could seriously harm us.
- We may be responsible for U.S. Federal income tax liabilities that relate to the spin-off of Vectrus, Inc. (“Vectrus”) completed by Exelis Inc. (“Exelis”), an entity we acquired on May 29, 2015.
- In connection with the Vectrus spin-off, Vectrus indemnified Exelis for certain liabilities and Exelis indemnified Vectrus for certain liabilities. This indemnity may not be sufficient to insure us against the full amount of the liabilities assumed by Vectrus and Vectrus may be unable to satisfy its indemnification obligations to us in the future.

- The Vectrus spin-off may expose us to potential liabilities arising out of state and Federal fraudulent conveyance laws and legal distribution requirements.
- The ITT Corporation ("ITT") spin-off of Exelis may expose us to potential liabilities arising out of state and Federal fraudulent conveyance laws and legal distribution requirements.
- If we are required to indemnify ITT or Xylem, Inc. in connection with the ITT spin-off of Exelis, we may need to divert cash to meet those obligations and our financial results could be negatively impacted.

The following also may cause actual results and expectations to differ from anticipated results and expectations expressed in such forward-looking statements: the items identified under "Risk Factors" in this prospectus supplement; risk factors relating to Harris that are incorporated by reference in this prospectus from Harris' Annual Report on Form 10-K for the fiscal year ended June 30, 2017 under the heading "Risk Factors;" and risk factors included in other filings we may make from time to time with the SEC.

We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise.

SUMMARY

This summary highlights selected information about our company and the offering and may not contain all of the information that is important to you. To better understand this offering, you should read the entire prospectus carefully, as well as those additional documents to which we refer you. See "Incorporation by Reference of Certain Documents" and "Where You Can Find More Information." Our fiscal year ends on the Friday nearest June 30. Fiscal 2017, 2016 and 2015 ended on June 30, 2017, July 1 2016 and July 3, 2015, respectively. Fiscal 2018 will end on June 29, 2018.

Harris

Harris Corporation, together with its subsidiaries, is a leading technology innovator, solving customers' toughest mission-critical challenges by providing solutions that connect, inform and protect. We support government and commercial customers in more than 100 countries, with our largest customers being various departments and agencies of the U.S. Government and their prime contractors. Our products, systems and services have defense and civil government applications, as well as commercial applications.

We structure our operations primarily around the products, systems and services we sell and the markets we serve, and we report the financial results of our continuing operations in the following three reportable segments, which are also referred to as our business segments:

- Communication Systems, serving markets in tactical communications and defense products, including tactical ground and airborne radio communications solutions and night vision technology, and in public safety networks;
- Electronic Systems, providing electronic warfare, avionics, and command, control, communications, computers, intelligence, surveillance and reconnaissance solutions for the defense industry and air traffic management solutions for the civil aviation industry; and
- Space and Intelligence Systems, providing intelligence, space protection, geospatial, complete Earth observation, universe exploration, positioning, navigation and timing, and environmental solutions for national security, defense, civil and commercial customers, using advanced sensors, antennas and payloads, as well as ground processing and information analytics.

Corporate Information

Harris Corporation was incorporated in Delaware in 1926 as the successor to three companies founded in the 1890s. Our principal executive offices are located at 1025 West NASA Boulevard, Melbourne, Florida 32919, and our telephone number is (321) 727-9100. Our common stock is listed on the New York Stock Exchange ("NYSE") under the symbol "HRS."

The Offering

The following summary contains basic information about the notes and is not intended to be complete. It does not contain all of the information that is important to you. For a more complete understanding of the notes, please refer to the section of this prospectus supplement entitled “Description of Notes” and the section of the accompanying prospectus entitled “Description of Debt Securities.”

Issuer	Harris Corporation
Notes Offered	$300,000,000 aggregate principal amount of floating rate notes due February 2019.
Maturity	Unless earlier repurchased by us, the notes will mature on February 27, 2019.
Interest	Floating rate, reset quarterly, equal to three-month LIBOR plus 0.475% per annum, on the principal amount of the notes. Interest on the principal amount of the notes is payable quarterly in arrears on May 27, 2018, August 27, 2018, November 27, 2018 and February 27, 2019, commencing May 27, 2018. Interest will accrue from February 27, 2018.
Optional Redemption	The notes will not be redeemable at the option of the company prior to maturity.
Repurchase upon Change of Control Repurchase Event	If we experience a “Change of Control Repurchase Event,” as defined in “Description of Notes—Repurchase upon Change of Control Repurchase Event,” we will be required to offer to repurchase the notes at a purchase price equal to 101% of the principal amount thereof, plus accrued and unpaid interest to, but not including, the date of repurchase. See “Description of Notes—Repurchase upon Change of Control Repurchase Event.”
Ranking	The notes will be unsecured and unsubordinated and will rank equally in right of payment with all other unsecured and unsubordinated indebtedness of Harris from time to time outstanding. See “Use of Proceeds,” “Capitalization” and “Description of Notes—Ranking of Notes.” The notes will be effectively subordinated to the claims of creditors of our subsidiaries, including trade creditors, and to any future claims of secured lenders to Harris with respect to assets securing their loans. See “Risk Factors—The notes are structurally subordinated to the liabilities of our subsidiaries” and “—The notes are subject to prior claims of any secured creditors, and if a default occurs, we may not have sufficient funds to fulfill our obligations under the notes.”
Covenants	We will issue the notes under a senior indenture containing covenants for your benefit. These covenants require us to satisfy certain conditions in order to incur certain debt secured by liens, engage in sale/leaseback transactions or merge or consolidate with another entity. For a more detailed discussion of these covenants, see “Description of Debt Securities” in the accompanying prospectus.
Use of Proceeds	The net proceeds from the offering of the notes, together with cash on hand, will be used to make voluntary contributions of approximately $300 million to our U.S. qualified defined benefit pension plans during the remainder of our fiscal 2018. See “Use of Proceeds.”

Trustee, Paying Agent, Security Registrar, and Calculation Agent	The Bank of New York Mellon Trust Company, N.A.
No Listing	We do not intend to list the notes on any securities exchange. The notes will be a new issue of securities for which there currently is no public market. There can be no assurance such public market will ever be established. See "Risk Factors—There is no established public trading market for the notes."
Risk Factors	Any investment in the notes involves risks. See "Risk Factors" beginning on page S-4 of this prospectus supplement and page 7 of the accompanying prospectus.

RISK FACTORS

An investment in the notes involves risk. Prior to making a decision about investing in the notes, and in consultation with your own financial and legal advisors, you should carefully consider the following risk factors relating to the notes and the offering, as well as the risk factors relating to our business generally and other important matters included in the risk factors in our Form 10-K for the fiscal year ended June 30, 2017 under the heading "Risk Factors" and in other filings we may make from time to time with the SEC. You should also refer to the other information included and incorporated by reference in this prospectus supplement and the accompanying prospectus. Additional risks and uncertainties not now known to us or that we now deem immaterial may also adversely affect our business or financial performance. The market or trading price of the notes could decline due to any of these risks or other factors, and you may lose all or part of your investment.

The notes are structurally subordinated to the liabilities of our subsidiaries.

The notes are our obligations exclusively and not of any of our subsidiaries. A significant portion of our operations is conducted through our subsidiaries. Our subsidiaries are separate legal entities that have no obligation to pay any amounts due under the notes or to make any funds available therefor, whether by dividends, loans or other payments. Except to the extent we are a creditor with recognized claims against our subsidiaries, all claims of creditors (including trade creditors) and holders of preferred stock, if any, of our subsidiaries will have priority with respect to the assets of such subsidiaries over our claims (and therefore the claims of our creditors, including holders of the notes). Consequently, the notes will be effectively subordinated to all liabilities of any of our subsidiaries and any subsidiaries that we may in the future acquire or establish.

The notes are subject to prior claims of any secured creditors, and if a default occurs, we may not have sufficient funds to fulfill our obligations under the notes.

The notes are our unsecured general obligations, ranking equally with other senior unsecured indebtedness. The indenture governing the notes permits us and our subsidiaries to incur additional debt, including secured debt, subject to certain limited covenants. If we incur any secured debt, our assets and the assets of our subsidiaries will be subject to prior claims by our secured creditors. In the event of our bankruptcy, liquidation, reorganization or other winding up, assets that secure debt will be available to pay obligations on the notes only after all debt secured by those assets has been repaid in full. Holders of the notes will participate in our remaining assets ratably with all of our unsecured and unsubordinated creditors, including our trade creditors. If we incur any additional obligations that rank equally with the notes, including trade payables, the holders of those obligations will be entitled to share ratably with the holders of the notes and our other unsecured and unsubordinated creditors in any proceeds distributed upon our insolvency, liquidation, reorganization, dissolution or other winding up. This may have the effect of reducing the amount of proceeds paid to you. If there are not sufficient assets remaining to pay all these creditors, all or a portion of the notes then outstanding would remain unpaid.

There are limited covenants in the indenture governing the notes.

The senior indenture governing the notes contains limited covenants, including those restricting our ability and certain of our subsidiaries' ability to incur certain debt secured by liens and engage in sale/leaseback transactions. The limitations on incurring debt secured by liens and sale/leaseback transactions contain certain exceptions. The covenants in the senior indenture do not limit the amount of additional debt we may incur and do not require us to maintain any financial ratios or specific levels of net worth, revenue, income, cash flows or liquidity. See "Description of Debt Securities—Additional Terms Applicable to Senior Debt Securities" in the accompanying prospectus. In light of these exceptions, holders of the notes may be effectively subordinated to any new debt we may incur.

There is no established public trading market for the notes.

The notes will constitute a new issue of securities with no established trading market. If a trading market does not develop or is not maintained, holders of notes may find it difficult or impossible to resell their notes. If a trading market were to develop, the notes may trade at prices that are higher or lower than their initial offering price, depending on many factors, including prevailing interest rates, our operating results and financial condition and the market for similar securities. The underwriters are not obligated to make a market in the notes, and if they do so, they may discontinue any market-making activity at any time without notice. Accordingly, there can be no assurance regarding any future development of a trading market for the notes or the ability of holders of the notes to sell their notes at all or the price at which such holders may be able to sell their notes.

Changes in our credit ratings or the financial and credit markets could adversely affect the market price of the notes.
The market price of the notes will be based on a number of factors, including:

- our ratings with major credit rating agencies;
- the prevailing interest rates being paid by companies similar to us;
- our operating results, financial condition, financial performance and future prospects; and
- the overall condition of the financial and credit markets.

We cannot be sure that credit rating agencies will maintain their ratings on the notes. Credit rating agencies continually review their ratings for the companies that they follow, including us, and revise those ratings as warranted. The credit rating agencies also evaluate the communications and defense industries as a whole and may change their credit rating for us based on their overall view of our businesses, including the prospects for our major end user markets. We cannot be sure that credit rating agencies will maintain their ratings on the notes. A negative change in our credit ratings could have an adverse effect on the price of the notes.

In addition, the condition of the financial and credit markets and prevailing interest rates have fluctuated in the past and are likely to fluctuate in the future. In the past, there have been significant disruptions in the global economy, including volatile credit and capital market conditions. Fluctuations in these factors or a worsening of market conditions could have an adverse effect on the price of the notes.

We may not be able to repurchase the notes upon a change of control.

Upon the occurrence of a Change of Control Repurchase Event (as defined in “Description of Notes—Repurchase upon Change of Control Repurchase Event”) each holder of the notes will have the right to require us to repurchase all or any part of such holder’s notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to, but not including, the date of repurchase. Substantially all of our other outstanding senior notes have a substantially similar change of control repurchase feature. If we experience a Change of Control Repurchase Event, there can be no assurance that we would have sufficient financial resources available to satisfy our obligations to repurchase the notes. Our failure to repurchase the notes as required would result in a default under the indenture, which could have material adverse consequences for us and the holders of the notes. See “Description of Notes—Repurchase upon Change of Control Repurchase Event” in this prospectus supplement.

The amount of interest payable on the notes is set only once per interest period based on the three-month LIBOR rate on the LIBOR determination date, which rate may fluctuate substantially.

In the past, the level of the three-month LIBOR rate has experienced significant fluctuations. Historical levels, fluctuations and trends of the three-month LIBOR rate are not necessarily indicative of future levels. Any historical upward or downward trend in the three-month LIBOR rate is not an indication that the three-month LIBOR rate is more or less likely to increase or decrease at any time during an Interest Period (as defined in “Description of Notes”), and the historical levels of the three-month LIBOR rate are not an indication of its future performance. Further, although the actual three-month LIBOR rate on an Interest Payment Date (as defined in “Description of Notes”) or at other times during an Interest Period (as defined in “Description of Notes”) may be higher than the three-month LIBOR rate on the applicable LIBOR Determination Date (as defined in “Description of Notes”), you will not benefit from the three-month LIBOR rate at any time other than on the LIBOR Determination Date for such Interest Period. As a result, changes in the three-month LIBOR rate may not result in a comparable change in the market value of the notes. Increases in the three-month LIBOR rate as of any LIBOR Determination Date will require us to make higher interest payments on the notes.

Increased regulatory oversight, uncertainty relating to the LIBOR calculation process and potential phasing out of LIBOR after 2021 may adversely affect the value of and return on the notes.

LIBOR is the subject of recent national and international regulatory guidance and proposals for reform. On July 27, 2017, the United Kingdom Financial Conduct Authority (“FCA”), which regulates LIBOR, announced that it intends to stop persuading or compelling banks to submit rates for the calculation of LIBOR to the administrator of LIBOR after

2021 (“FCA Announcement”). The FCA Announcement indicates that the continuation of LIBOR on the current basis is not guaranteed after 2021. It is not possible to predict the effect of the FCA Announcement, any changes in the methods pursuant to which LIBOR rates are determined and any other reforms to LIBOR that will be enacted in the United Kingdom and elsewhere, which may adversely affect the trading market for LIBOR-based securities or result in the phasing out of LIBOR as a reference rate for securities. In addition, any changes announced by the FCA, including the FCA Announcement, the ICE Benchmark Administration Limited (the independent administrator of LIBOR) or any other successor governance or oversight body, or future changes adopted by such body, in the method pursuant to which LIBOR rates are determined may result in a sudden or prolonged increase or decrease in reported LIBOR rates. If that were to occur, the level of interest payments would be affected and the value of the notes may be materially affected.

Further, if a LIBOR rate is not available on a LIBOR Determination Date, the terms of the notes will require alternative determination procedures which may result in interest payments differing from expectations and could materially affect the value of the notes. If a published LIBOR rate is unavailable, the rate on the notes will be determined as set forth under "Description of the Notes—Interest."

USE OF PROCEEDS

We will receive net proceeds of approximately $298 million from the sale of the notes in this offering (after deducting underwriting discounts and our estimated offering expenses). We intend to use the net proceeds from the sale of the notes in this offering, together with cash on hand, to make voluntary contributions of approximately $300 million to our U.S. qualified defined benefit pension plans during the remainder of our fiscal 2018. Pending application of the net proceeds from the sale of the notes in this offering, we anticipate that we will invest such net proceeds in interest-bearing instruments or other investment-grade securities.

RATIO OF EARNINGS TO FIXED CHARGES

Our consolidated ratio of earnings to fixed charges for each of the periods indicated is set forth below. Each ratio of earnings to fixed charges set forth below is presented on a continuing operations basis.

We computed the ratio of earnings to fixed charges by dividing: (i) earnings, which consist of income from continuing operations before income taxes plus fixed charges and amortization of capitalized interest less interest capitalized during the period, by (ii) fixed charges, which consist of interest expense, interest capitalized during the period and the portion of rental expense under operating leases estimated to be representative of the interest factor.

There were no undistributed earnings in equity investments for the periods indicated. Additionally, our fixed charges do not include any dividend requirements with respect to preferred stock because, as of the date of this prospectus supplement and for the five preceding fiscal years and two quarters ended December 29, 2017, we have had no preferred stock outstanding.

This information should be read in conjunction with our historical consolidated financial statements and the related notes incorporated by reference into this prospectus supplement.

	Two Quarters Ended	Fiscal Year Ended				
	December 29, 2017	June 30, 2017	July 1, 2016	July 3, 2015	June 27, 2014	June 28, 2013
Ratio of earnings to fixed charges	6.29x	6.06x	5.71x	3.92x	7.46x	5.98x

CAPITALIZATION

The following table sets forth our capitalization as of December 29, 2017 on an actual basis and as adjusted after giving effect to this offering and the use of proceeds therefrom. You should read the data set forth in the table below in conjunction with "Use of Proceeds" contained elsewhere in this prospectus supplement and with our unaudited condensed consolidated financial statements as of and for the quarter ended December 29, 2017 and the information under the caption "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Quarterly Report on Form 10-Q for the quarter ended December 29, 2017, as well as our audited consolidated financial statements as of and for the fiscal year ended June 30, 2017 and the information under the caption "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in

our Annual Report on Form 10-K for the fiscal year ended June 30, 2017, in each case incorporated by reference into this prospectus supplement.

	At December 29, 2017	
	Actual	As Adjusted (1)
	(in millions)	
Cash and cash equivalents	$422	$ 420
Short-term debt (including current portion of long-term debt)	$528	$ 828
Long-term debt:		
Variable-rate debt:		
Term loan, 3-year tranche, due May 2018	20	20
Floating rate notes, due February 2019 offered hereby	—	300
Floating rate notes, due April 2020	250	250
Revolving Credit Facility	—	—
Fixed-rate debt:		
1.999% notes, due April 2018	500	500
2.7% notes, due April 2020	400	400
4.4% notes, due December 2020	400	400
5.55% notes, due October 2021	400	400
3.832% notes, due April 2025	600	600
7.0% debentures, due January 2026	100	100
6.35% debentures, due February 2028	26	26
4.854% notes, due April 2035	400	400
6.15% notes, due December 2040	300	300
5.054% notes, due April 2045	500	500
Other	14	14
Less: current portion of long-term debt	(523)	(823)
Total long-term debt	3,387	3,387
Plus: unamortized bond premium, discounts and debt issuance costs, net	4	2
Total long-term debt, net (2)	3,391	3,389
Total debt (2)	3,919	4,217
Total equity	2,994	2,994
Total capitalization	$6,913	$ 7,211

(1) Adjustment includes net proceeds of $298 million from the sale of notes in this offering (after deducting underwriting discounts and our estimated offering expenses).

(2) Debt amounts are presented net of unamortized bond premium, discounts and debt issuance costs.

SELECTED FINANCIAL DATA

In the tables below, we summarize our selected historical financial information for each of the last three fiscal years and for the two quarters ended December 29, 2017 and December 30, 2016. The selected financial information shown below for fiscal years 2017, 2016 and 2015 has been derived from our audited consolidated financial statements, which are included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2017 (except for balance sheet data at July 3, 2015). Certain amounts for fiscal years 2017, 2016 and 2015 have been

reclassified to conform with current-year classifications. Reclassifications include certain human resources and information technology costs from the “Cost of product sales and services” line item to the “Engineering, selling and administrative expenses” line item of our Consolidated Statements of Income. The selected financial information shown below as of December 29, 2017 and for the two quarters ended December 29, 2017 and December 30, 2016 has been derived from our unaudited interim condensed consolidated financial statements, which are included in our Quarterly Report on Form 10-Q for the quarter ended December 29, 2017, and includes, in the opinion of management, all normal and recurring adjustments necessary to present fairly the information for such periods. Results for the two quarters ended December 29, 2017 are not necessarily indicative of results to be expected for the full fiscal year.

	Two Quarters Ended		Fiscal Years Ended		
	December 29, 2017	December 30, 2016	June 30, 2017	July 1, 2016	July 3, 2015
	(In millions)				
Consolidated Statement of Income Information*:					
Revenue from product sales and services	$2,948	$ 2,869	$5,900	$5,992	$3,885
Cost of product sales and services	(1,897)	(1,817)	(3,787)	(3,882)	(2,355)
Engineering, selling and administrative expenses	(507)	(529)	(1,040)	(1,055)	(898)
Income from continuing operations	306	308	638	611	287
Consolidated Balance Sheet Information* (as of):					
Cash and cash equivalents	$422	$ 361	$484	$487	$481
Total assets	9,856	11,618	10,090	12,009	13,127
Total liabilities	6,862	8,460	7,162	8,952	9,725
Total equity	2,994	3,158	2,928	3,057	3,402

* The above financial information should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in each of our fiscal 2017 Annual Report on Form 10-K and our second quarter fiscal 2018 Quarterly Report on Form 10-Q,

which are intended to assist in an understanding of our financial condition and results of operations.

DESCRIPTION OF NOTES

The following description of the particular terms of the notes supplements the description of the general terms of the debt securities set forth under the heading "Description of Debt Securities" in the accompanying prospectus. If the descriptions are inconsistent, the information in this prospectus supplement replaces the information in the accompanying prospectus with respect to the notes. Capitalized terms used in this prospectus supplement that are not otherwise defined have the meanings given to them in the accompanying prospectus. The following statements with respect to the notes are summaries of the provisions of the notes and the senior indenture. We urge you to read the documents in their entirety because they, and not this description, will define your rights as holders of the notes.

General

The notes offered will be issued in an aggregate principal amount of $300,000,000. The notes will mature on February 27, 2019, and will bear interest at a floating rate, reset quarterly, equal to three-month LIBOR plus 0.475% per year, as further described below.

The notes will be issued under our senior indenture, dated as of September 3, 2003, between Harris Corporation and The Bank of New York Mellon Trust Company, N.A., as successor to The Bank of New York, as trustee. The notes will constitute a new series under the senior indenture. You can obtain copies of the senior indenture by following the directions described under the heading "Where You Can Find More Information."

The trustee, through its corporate trust office in Jacksonville, Florida (in such capacity, the "paying agent") will act as our paying agent, calculation agent and security registrar with respect to the notes. The current location of such corporate trust office is 10161 Centurion Parkway N., 2nd Floor, Jacksonville, Florida 32256. The paying agent maintains an office in the Borough of Manhattan, the City and State of New York, located at 101 Barclay Street, Floor 7W, New York, New York 10286. So long as the notes are issued in the form of a global security, payments of principal, interest and premium, if any, will be made by us through the paying agent to The Depository Trust Company.

The notes are a series of U.S. dollar-denominated senior debt securities as described in the accompanying prospectus. There is no limit on the aggregate principal amount of senior debt securities that we may issue under the senior indenture.

We will issue the notes in minimum denominations of $2,000 and integral multiples of $1,000 above that amount.

The notes will not be entitled to any sinking fund.

Interest

The notes will bear interest at a floating rate of interest, reset quarterly, from the date of original issuance or from the most recent Interest Payment Date (as defined below) to which interest has been paid or provided for.

The per annum interest rate on the notes for the initial Interest Period (as defined below) from the issue date to, but not including, the first Interest Payment Date (as defined below) will be equal to LIBOR on February 23, 2018, plus 47.5 basis points (the "Initial Interest Rate"). Following the initial Interest Period, the per annum interest rate on the notes for each subsequent Interest Period will be equal to LIBOR as determined on the related LIBOR Determination Date, plus 47.5 basis points. The interest rate applicable to any day in a given Interest Period will be either the Initial Interest Rate or the interest rate as reset on the immediately preceding Interest Payment Date.

Interest is payable on the principal amount of the notes quarterly in arrears on May 27, 2018, August 27, 2018, November 27, 2018 and February 27, 2019 (each, an "Interest Payment Date"). The initial Interest Payment Date will be May 27, 2018. The amount of interest for each day that the notes are outstanding (the "Daily Interest Amount") will be calculated by dividing the interest rate in effect for such day by 360 and multiplying the result by the principal amount of the notes outstanding on such day. The amount of interest to be paid on the notes for each Interest Period will be calculated by adding such Daily Interest Amounts for each day in such Interest Period.

If any Interest Payment Date, other than the maturity date of the notes, falls on a day that is not a Business Day, the Interest Payment Date will be postponed to the next succeeding Business Day. If the maturity date of the notes falls on a day that is not a Business Day, the payment of interest and principal will be made on the next succeeding Business Day, and no interest on such payment will accrue for the period from and after the maturity date. If any such Interest Payment Date (other than the maturity date) is postponed as described above, the amount of interest for the relevant Interest Period shall be adjusted accordingly.

The interest payable on the notes on any Interest Payment Date, subject to certain exceptions, will be paid to the person in whose name the notes are registered at the close of business on the 15th calendar day, whether or not a Business Day, immediately preceding the applicable Interest Payment Date; however, interest payable at maturity will be paid to the person to whom principal is payable (i.e., the holder on the maturity date).

All percentages resulting from any of the above calculations will be rounded, if necessary, to the nearest one hundred thousandth of a percentage point, with five one-millionths of a percentage point being rounded upwards (e.g., 9.876545% (or .09876545) being rounded to 9.87655% (or .0987655)) and all dollar amounts used in or resulting from such calculations will be rounded to the nearest cent (with one-half cent being rounded upwards).

Notwithstanding the foregoing, the interest rate of the notes will in no event be higher than the maximum rate permitted by New York law as the same may be modified by United States law of general application.

The Bank of New York Mellon Trust Company, N.A. initially will act as the calculation agent (the "Calculation Agent") in respect of the notes. The Calculation Agent will, upon the written request of any holder of notes, provide the interest rate then in effect with respect to the notes. All calculations made by the Calculation Agent in the absence of manifest error will be conclusive for all purposes and binding on us and the holders of the notes.

Set forth below is a summary of certain of the defined terms used for purposes of determining the interest rate payable on the notes.

"Business Day" means any day, other than a Saturday or Sunday, that is not a day on which banking institutions in any of the city of New York, New York, Melbourne, Florida or a place of payment are authorized or required by law or executive order to close.

"Interest Period" means the period from, and including, an Interest Payment Date to, but excluding, the next succeeding Interest Payment Date, except for the initial Interest Period, which will be the period from, and including, the original issue date of the notes to, but excluding, the Interest Payment Date occurring on May 27, 2018.

"LIBOR" means, with respect to an Interest Period, the rate (expressed as a percentage per annum) for deposits in U.S. dollars for a three-month period beginning on the second London Banking Day after the applicable LIBOR Determination Date that appears on Reuters Page LIBOR01 (or the Bloomberg equivalent) as of 11:00 a.m., London time, on such LIBOR Determination Date. If Reuters Page LIBOR01 (or the Bloomberg equivalent) does not include such a rate or is unavailable on a LIBOR Determination Date, we will request the principal London office of each of four major banks in the London interbank market, as selected by us, to provide such bank's offered quotation (expressed as a percentage per annum), as of approximately 11:00 a.m., London time, on such LIBOR Determination Date, to prime banks in the London interbank market for deposits in a Representative Amount of U.S. dollars for a three-month period beginning on the second London Banking Day after such LIBOR Determination Date. If at least two such offered quotations are so provided, the LIBOR rate for the Interest Period will be the arithmetic mean of such quotations. If fewer than two such quotations are so provided, we will request each of three major banks in New York City, as selected by us, to provide such bank's rate (expressed as a percentage per annum), as of approximately 11:00 a.m., New York City time, on such LIBOR Determination Date, for loans in a Representative Amount in U.S. dollars to leading European banks for a three-month period beginning on the second

London Banking Day after such LIBOR Determination Date. If at least two such rates are so provided, the LIBOR rate for the Interest Period will be the arithmetic mean of such rates. If fewer than two such rates are so provided, then the LIBOR rate for the Interest Period will be the LIBOR rate in effect with respect to the immediately preceding Interest Period.

"LIBOR Determination Date" means, with respect to an Interest Period, the London Banking Day that is two London Banking Days prior to the first day of such Interest Period.

"London Banking Day" is any day on which dealings in U.S. dollars are transacted or, with respect to any future date, are expected to be transacted in the London interbank market.

"Representative Amount" means a principal amount of not less than $1,000,000 for a single transaction in the relevant market at the relevant time.

"Reuters Page LIBOR01" means the display so designated on the Reuters 3000 Xtra (or the Bloomberg equivalent or such other page as may replace the LIBOR01 page on that service, or such other service as may be nominated by the ICE Benchmark Administration Limited, or ICE, or its successor, or such other entity assuming the responsibility of ICE or its successor in the event ICE or its successor no longer does so, as the successor service, for the purpose of displaying London interbank offered rates for U.S. dollar deposits).

Further Issuances

We may from time to time, without the consent of the holders of the notes, issue additional senior debt securities, having the same ranking and the same interest rate, maturity and other terms as the notes offered hereby except for the issue price and issue date and, in some cases, the first interest payment date and the initial interest accrual date. Any such additional senior debt securities will, together with the then outstanding notes, constitute a single class of notes under the senior indenture, and as such will vote together on matters under the senior indenture.

Ranking of Notes

The notes will be unsecured and unsubordinated and will rank equally in right of payment with all other unsecured and unsubordinated indebtedness of Harris Corporation from time to time outstanding. As of December 29, 2017, we had a carrying value of approximately $3,914 million of long-term debt and current maturities of long-term debt, all of which was unsecured indebtedness that would rank equally with the notes.

Repurchase upon Change of Control Repurchase Event

If a Change of Control Repurchase Event (as defined below) occurs with respect to the notes, we will make an offer to each holder of notes to repurchase all or any part (in a principal amount of $2,000 or an integral multiple of $1,000 above that amount) of that holder's notes at a repurchase price in cash equal to 101% of the aggregate principal amount of notes being repurchased plus any accrued and unpaid interest on the notes being repurchased to, but not including, the date of repurchase. Within 30 days following any Change of Control Repurchase Event or, at our option, prior to any Change of Control (as defined below), but after the public announcement of an impending Change of Control, we will mail a notice to each holder of notes, with a copy to the trustee, describing the transaction or transactions that constitute or may constitute the Change of Control Repurchase Event and offering to repurchase notes on the payment date specified in the notice, which date will be no earlier than 30 days and no later than 60 days from the date such notice is mailed. The notice shall, if mailed prior to the date of consummation of the Change of Control, state that the offer to repurchase is conditioned on the Change of Control Repurchase Event occurring on or prior to the payment date specified in the notice.

We will comply with the requirements of Rule 14e-1 under the Exchange Act, and any other securities laws and regulations thereunder, to the extent those laws and regulations are applicable in connection with the repurchase of the notes as a result of a Change of Control Repurchase Event. To the extent that the provisions of any securities laws or regulations conflict with the Change of Control Repurchase Event provisions of the notes, we will comply

with the applicable securities laws and regulations and will not be deemed to have breached our obligations under the Change of Control Repurchase Event provisions of the notes by virtue of such conflict.

On the Change of Control Repurchase Event payment date, we will, to the extent lawful:

- accept for payment all notes or portions of notes (in a principal amount of $2,000 or an integral multiple of $1,000 above that amount) properly tendered pursuant to our offer;
- deposit with the paying agent an amount equal to the aggregate purchase price in respect of all notes or portions of notes properly tendered; and
- deliver or cause to be delivered to the trustee the notes properly accepted, together with an officers' certificate stating the aggregate principal amount of notes being repurchased by us.

The paying agent will promptly deliver or arrange for delivery to each holder of notes properly tendered the repurchase price for such holder's notes being repurchased, and the trustee will promptly authenticate and mail (or cause to be transferred by book-entry) to each such holder a new note equal in principal amount to any unpurchased portion of any notes surrendered; provided, that each new note will be in a principal amount of $2,000 or an integral multiple of $1,000 above that amount.

We will not be required to make an offer to repurchase the notes upon a Change of Control Repurchase Event if a third party makes such an offer in the manner, at the times and otherwise in compliance with the requirements for an offer made by us and such third party purchases all notes properly tendered and not withdrawn under its offer.

Notwithstanding anything to the contrary herein, an offer to repurchase the notes upon a Change of Control Repurchase Event may be made in advance of such Change of Control Repurchase Event, conditional upon such Change of Control, if a definitive agreement is in place for the Change of Control at the time of making the offer.

We have no present intention to engage in a transaction involving a Change of Control, although it is possible that we would decide to do so in the future. We could, in the future, enter into certain transactions, including acquisitions, refinancings or other recapitalizations, that would not constitute a Change of Control, but that could increase the amount of debt outstanding at such time or otherwise affect our capital structure or credit ratings.

The definitions of "Change of Control Repurchase Event" and "Change of Control," along with the definitions of other terms used with initial capitalized letters in the definition of "Change of Control Repurchase Event" and "Change of Control," are set forth below for your reference:

"Below Investment Grade Rating Event" means the rating for the notes is lowered to below Investment Grade by both Rating Agencies on any date from the date of the public notice of an arrangement that could result in a Change of Control until the end of the 60-day period following public notice of the occurrence of a Change of Control (which period shall be extended so long as the rating of the notes is under publicly announced consideration for possible downgrade by either of the Rating Agencies as a result of such Change of Control); provided that a Below Investment Grade Rating Event otherwise arising by virtue of a particular reduction in rating shall not be deemed to have occurred in respect of a particular Change of Control (and thus shall not be deemed a Below Investment Grade Rating Event for purposes of the definition of Change of Control Repurchase Event hereunder) if any of the Rating Agencies making the reduction in rating to which this definition would otherwise apply does not announce or publicly confirm or inform the trustee in writing at our request that the reduction was the result, in whole or in part, of any event or circumstance comprised of or arising as a result of, or in respect of, the applicable Change of Control (whether or not the applicable Change of Control shall have occurred at the time of the Below Investment Grade Rating Event).

"Change of Control" means the occurrence of any of the following:

(1) the direct or indirect sale, transfer, conveyance or other disposition (other than by way of merger or consolidation), in one or a series of related transactions, of all or substantially all of our properties or assets and

those of our subsidiaries taken as a whole to any “person” or “group” (as that term is used in Section 13(d)(3) of the Exchange Act), other than us or one of our subsidiaries;
(2) the adoption by the holders of our Voting Stock of a plan relating to our liquidation or dissolution;