

HARRIS CORP /DE/  
Form DEF 14A  
September 09, 2015  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549  
**SCHEDULE 14A INFORMATION**  
**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**HARRIS CORPORATION**  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
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- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
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- 1) Amount Previously Paid:
- 2) Form, Schedule or Registration Statement No.:
- 3) Filing Party:
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**HARRIS CORPORATION**

1025 West NASA Boulevard

Melbourne, Florida 32919

September 9, 2015

Dear Fellow Shareholder:

On behalf of your Board of Directors, I am pleased to invite you to attend the 2015 Annual Meeting of Shareholders of Harris Corporation. The meeting will be held at the Harris Technology Center located at 1395 Troutman Boulevard, Palm Bay, Florida, on Friday, October 23, 2015, starting at 1:00 p.m., local time.

The accompanying Notice of 2015 Annual Meeting of Shareholders and Proxy Statement describe the matters to be acted on at the meeting, which include:

election of the 12 nominees for director named in the accompanying Proxy Statement for a one-year term;

an advisory vote to approve the compensation of our named executive officers;

approval of the new Harris Corporation 2015 Equity Incentive Plan;

approval of the new Harris Corporation Annual Incentive Plan;

ratification of the appointment of our independent registered public accounting firm for fiscal year 2016; and

such other business as may properly come before the meeting or any adjournments or postponements thereof.

Your Board of Directors unanimously recommends a vote FOR election of its nominees for director, FOR advisory approval of the compensation of our named executive officers, FOR approval of the new Harris Corporation 2015 Equity Incentive Plan, FOR approval of the new Harris Corporation Annual Incentive Plan and FOR ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2016. These matters are discussed in greater detail in the accompanying Proxy Statement.

Following the voting, we will report on our operations and future plans. There also will be an open discussion period during which your questions and comments will be welcome.

The attendance of shareholders at our annual meetings has been helpful in maintaining communication and understanding. We hope you will be able to join us. Whether or not you plan to attend, it is important that your shares be represented and voted at the meeting. You can ensure that your shares are represented and voted at the meeting by submitting your proxy/voting instruction over the Internet or by telephone. If you received paper copies of the proxy materials by mail, you can also submit your proxy/voting instruction by mail by using the traditional proxy/voting instruction card that was included. Instructions for these convenient ways to vote are set forth on both the Notice of Internet Availability of Proxy Materials and the proxy/voting instruction card.

Sincerely,

William M. Brown

*Chairman, President and Chief Executive Officer*

**VOTING YOUR SHARES IS IMPORTANT. PLEASE SUBMIT YOUR PROXY/VOTING INSTRUCTION  
OVER THE INTERNET OR BY TELEPHONE.**

**YOU CAN ALSO COMPLETE, SIGN, DATE AND PROMPTLY RETURN  
YOUR PROXY/VOTING INSTRUCTION CARD IF YOU RECEIVED PROXY MATERIALS BY MAIL.**

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# **HARRIS CORPORATION**

1025 West NASA Boulevard

Melbourne, Florida 32919

## **Notice of**

**2015 Annual Meeting of Shareholders**

**to be held on October 23, 2015**

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY**

**MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON**

**OCTOBER 23, 2015:**

**The Proxy Statement and 2015 Annual Report to Shareholders**

**are available at:**

**[harris.com/proxy](http://harris.com/proxy)**

TO THE HOLDERS OF COMMON STOCK

OF HARRIS CORPORATION:

NOTICE IS HEREBY GIVEN that the 2015 Annual Meeting of Shareholders of Harris Corporation will be held at the Harris Technology Center located at 1395 Troutman Boulevard, Palm Bay, Florida, on Friday, October 23, 2015, at 1:00 p.m., local time, for the following purposes:

1. to elect as directors the 12 nominees named in the accompanying Proxy Statement for a one-year term expiring at the 2016 Annual Meeting of Shareholders;
2. to hold an advisory vote to approve the compensation of our named executive officers as disclosed in the accompanying Proxy Statement;

3. to approve the new Harris Corporation 2015 Equity Incentive Plan;
4. to approve the new Harris Corporation Annual Incentive Plan;
5. to ratify the appointment by our Audit Committee of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2016; and
6. to consider and act upon such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.

The accompanying Proxy Statement more fully describes these items. We have not received notice of other matters that may be properly presented at the Annual Meeting.

Only holders of common stock of record at the close of business on August 28, 2015 are entitled to notice of and to vote at the Annual Meeting and any adjournments or postponements thereof. No ticket is required for admission to the Annual Meeting. For security purposes, however, you may be required to present evidence of your share ownership and a valid, government-issued photo identification, such as a driver's license or passport, to gain admission to the Annual Meeting. Packages, boxes, handbags, briefcases and other items may be inspected.

We are pleased to be furnishing proxy materials over the Internet for most of our shareholders as permitted by Securities and Exchange Commission rules. These rules allow us to provide you with the information you need while conserving natural resources and lowering the costs of delivery. **Please submit your proxy/voting instruction over the Internet or by telephone by following the instructions about how to view the proxy materials on your Notice of Internet Availability of Proxy Materials. If you received your proxy materials by mail, you may submit your proxy/voting instruction over the Internet or by telephone or by completing, signing, dating and promptly mailing your proxy/voting instruction card that was included. If you attend the Annual Meeting, you may vote in person.**

**By Order of the Board of Directors**

Scott T. Mikuen

*Senior Vice President,*

*General Counsel and Secretary*

Melbourne, Florida

September 9, 2015

**IMPORTANT NOTICE**

**Voting your shares is important. If you do not expect to attend the Annual Meeting of Shareholders or if you plan to attend but wish to vote by proxy, please submit your proxy/voting instruction over the Internet or by telephone. If you received printed proxy materials by mail, you can also submit your proxy/voting instruction by completing, signing, dating and promptly mailing the proxy/voting instruction card that was included and for which a postage-paid return envelope was provided.**

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**HARRIS CORPORATION**

**2015 ANNUAL MEETING OF SHAREHOLDERS**

**PROXY STATEMENT**

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Proxy Statement

for

2015 Annual Meeting of Shareholders

to be held on October 23, 2015

**GENERAL INFORMATION ABOUT THE ANNUAL MEETING**

**Why am I receiving this**

**proxy statement?**

We are making this proxy statement available to you over the Internet or delivering paper copies of this proxy statement to you by mail in connection with the solicitation of proxies by the Board of Directors (the **Board**) of Harris Corporation (which we refer to as **Harris, Company, we, our or us**) and the solicitation of voting instructions by the trustees of the Harris Corporation Retirement Plan (the **Retirement Plan**) and the Exelis Retirement Savings Plan (the **Exelis Savings Plan**), in each case for use at the 2015 Annual Meeting of Shareholders to be held on October 23, 2015, and at any adjournments or postponements thereof.

On September 10, 2015, we will commence mailing the Notice of Internet Availability of Proxy Materials to most of our shareholders, and we will also commence mailing to some of our shareholders, and make available electronically over the Internet to all of our shareholders: (1) the Notice of 2015 Annual Meeting of Shareholders and this proxy statement, and (2) a copy of our 2015 Annual Report to Shareholders, which includes our Annual Report on Form 10-K for the fiscal year ended July 3, 2015 and our audited financial statements. If you receive a paper copy of our proxy materials by mail, a proxy/voting instruction card will be included.

*What is a proxy?*

A proxy is your legal designation of another person to vote the shares you own. That other person is called a proxy. If you designate someone as your proxy, the document in which you make that designation also is called a proxy.

*What is a proxy statement?*

This document is a proxy statement. It is a document that we are required by law to provide to you when we ask you to name a proxy to vote your shares. We encourage you to read this proxy statement carefully.

**Why did I receive a Notice of Internet**

**Availability of Proxy Materials instead of a**

**paper copy of the proxy materials?**



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The rules of the Securities and Exchange Commission (the SEC) permit us to furnish proxy materials over the Internet. As a result, we are mailing to most of our shareholders a Notice of Internet Availability of Proxy Materials instead of a paper copy of our proxy materials. All shareholders receiving the Notice of Internet Availability of Proxy Materials will have the ability to access our proxy materials over the Internet and, if desired, to request to receive a paper copy of our proxy materials by mail. Instructions on how to access our proxy materials over the Internet or to request a paper copy may be found in the Notice of Internet Availability of Proxy Materials. In addition, the Notice of Internet Availability of Proxy Materials contains instructions on how you may elect to receive future proxy materials electronically on an ongoing basis.

**Why didn't I receive a notice in  
the mail about the Internet availability of  
the proxy materials?**

We are providing some of our shareholders, including shareholders who have previously requested to receive paper copies of our proxy

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materials, with paper copies of our proxy materials instead of a Notice of Internet Availability of Proxy Materials.

In addition, we are providing notice of the availability of our proxy materials by e-mail to those shareholders who have previously elected to receive proxy materials electronically. Those shareholders should have received an e-mail containing instructions and links to the website where our proxy materials are available and to the proxy voting website.

### **How can I access the proxy**

#### **materials over the Internet?**

Your Notice of Internet Availability of Proxy Materials or proxy/voting instruction card contains instructions on how to (1) view our proxy materials for the 2015 Annual Meeting of Shareholders over the Internet and (2) elect to receive future proxy materials electronically by e-mail. Our proxy materials are also available on our website at *[harris.com/proxy](http://harris.com/proxy)*.

Electing to receive future proxy materials electronically will help us conserve natural resources and reduce the cost of delivering our proxy materials. If you elect to receive future proxy materials electronically, you will receive an e-mail containing instructions and links to the website where our proxy materials are available and to the proxy voting website. Your election to receive proxy materials electronically by e-mail will remain in effect until you terminate it.

### **How may I obtain a paper copy of**

#### **the proxy materials?**

If you receive a Notice of Internet Availability of Proxy Materials, you will find instructions about how to obtain a paper copy of our proxy materials on the Notice of Internet Availability of Proxy Materials. If you receive notice of the availability of our proxy materials by e-mail, you will find instructions about how to obtain a paper copy of our proxy materials included in that e-mail. Shareholders who do not receive a Notice of Internet Availability of Proxy Materials or an e-mail regarding the availability of our proxy materials will receive a paper copy of our proxy materials by mail.

### **What is the purpose of the meeting?**

The purpose of the 2015 Annual Meeting of Shareholders is to obtain shareholder action on the

matters outlined in the notice of meeting included with this proxy statement. These matters include: (1) election of the 12 nominees for director named in this proxy statement for a one-year term expiring at the 2016 Annual Meeting of Shareholders; (2) an advisory vote to approve the compensation of our named executive officers as disclosed in this proxy statement; (3) approval of the new Harris Corporation 2015 Equity Incentive Plan; (4) approval of the new Harris Corporation Annual Incentive Plan; and (5) ratification of the appointment by our Audit Committee of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2016. This proxy statement provides detailed information about each of these matters. In addition, at the 2015 Annual Meeting, our management will report on our operations and future plans and respond to questions from shareholders.

### **What is a record date and**

#### **who is entitled to vote at the meeting?**

A record date is the date, as of the close of business on which, shareholders of record are entitled to notice of and to vote at a meeting of shareholders. The record date for the 2015 Annual Meeting is August 28, 2015. The record date was established by our Board as required under the laws of Delaware, our state of incorporation. Thus, owners of record of shares of Harris common stock as of the close of business on August 28, 2015 are entitled to receive notice of and to vote at the 2015 Annual Meeting and at any adjournments or postponements thereof.

### **How many shares can be voted and**

#### **what is a quorum?**

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You are entitled to one vote for each share of Harris common stock that you owned as of the close of business on August 28, 2015, and you may vote all of those shares. Only our common stock has voting rights. On the record date, there were 123,627,092 shares of our common stock outstanding and entitled to vote at the 2015 Annual Meeting and approximately 15,245 holders of record.

A quorum is the minimum number of shares that must be represented in person or by proxy for us to conduct the 2015 Annual Meeting. The attendance in person or by proxy of holders of a majority of the shares of common stock entitled to vote at the 2015 Annual Meeting, or 61,813,547 shares of our common stock based on the record date of August 28, 2015, will constitute a quorum to hold the 2015 Annual Meeting. If you grant your proxy over the Internet, by telephone

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or by your proxy/voting instruction card, your shares will be considered present at the 2015 Annual Meeting and counted toward the quorum.

### **What different methods can I**

#### **use to vote my shares?**

You have a choice of voting your shares:

- Over the Internet;
- By telephone;
- By mail; or
- In person at the Annual Meeting.

Even if you plan to attend the Annual Meeting, we encourage you to vote your shares over the Internet, by telephone or by mail. Please carefully read the instructions below on how to vote your shares. Because the instructions vary depending on how you own your shares and the method you use to vote your shares, it is important that you follow the instructions that apply to your particular situation.

**If you vote your shares over the Internet or by telephone, you should not return a proxy/voting instruction card.**

### **What is the difference between a**

#### **record holder and a beneficial owner**

#### **holding shares in street name ?**

You are a record holder if your shares are registered in your name, in which case you either hold a stock certificate or have an account directly with our transfer agent, Computershare Shareowner Services. Your shares are held in street name if your shares are registered or held in the name of your broker, bank or other nominee, in which case you are considered the beneficial owner of such shares.

### **How do I vote my shares if I am a record holder (shares registered in my name)?**

#### *Voting over the Internet*

Voting over the Internet is easy, fast and available 24 hours a day. If you receive a Notice of Internet Availability of Proxy Materials by mail, you may vote over the Internet by following the instructions on the Notice of Internet Availability of Proxy Materials. If you receive notice of the availability of our proxy materials by e-mail, you may submit your proxy/voting instruction over the Internet by following the instructions included in that e-mail. If you receive a paper copy of a proxy/voting instruction card by mail, you may submit your proxy/

voting instruction over the Internet by following the instructions on the proxy/voting instruction card. You will be able to confirm that the Internet voting system has properly recorded your vote, which will be counted immediately, and there is no need to return a proxy/voting instruction card.

#### *Voting by telephone*

Voting by telephone also is easy, fast and available 24 hours a day. If you live in the United States or Canada, you may vote by telephone by calling toll-free 1-800-690-6903. If you receive a Notice of Internet Availability of Proxy Materials by mail, you must have the control number that appears on the notice when voting. If you receive notice of the availability of our proxy materials by e-mail, you must have the control number included in that e-mail when voting. If you receive a paper copy of a proxy/voting instruction card by mail, you must have the control number that appears on the proxy/voting instruction card when voting. You will be able to confirm that the telephone voting system has properly recorded your vote, which will be counted immediately, and there is no need to return a proxy/voting instruction card.

#### *Voting by mail*

You can save us expense by voting over the Internet or by telephone. Alternatively, if you received a paper copy of a proxy/voting instruction card, you can vote by mail by completing, signing, dating and promptly mailing your proxy/voting instruction card in the accompanying postage-paid return envelope.

*Voting in person at the meeting*

If you plan to attend the Annual Meeting, you can vote in person. To vote in person at the Annual Meeting, you will need to bring with you to present at the Annual Meeting evidence of your share ownership and a valid, government-issued photo identification, such as a driver's license or passport.

**How do I vote my shares if I am a  
beneficial owner (shares held in street name)?**

*Voting over the Internet, by telephone or by mail*

If your shares are registered or held in the name of your broker, bank or other nominee (street name), you have the right to direct your broker, bank or other nominee on how to vote your shares by

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using the method specified by your broker, bank or other nominee. In addition to voting by mail, a large number of brokerage firms and banks are participating in Internet or telephone voting programs. These programs provide eligible street name shareholders the opportunity to vote over the Internet or by telephone. Voting forms will provide instructions for shareholders whose brokerage firms or banks are participating in these programs.

### *Voting in person at the meeting*

If your shares are registered or held in the name of your broker, bank or other nominee and you plan to attend the Annual Meeting to vote in person, you should contact your broker, bank or other nominee to obtain a broker's proxy and bring it with you to the Annual Meeting, together with a valid, government-issued photo identification, such as a driver's license or passport, and your account statement or other evidence of your share ownership.

### **Can I revoke my proxy or change my vote?**

If your shares are registered in your name (record holder), you may revoke your proxy or change your vote at any time before your shares are voted at the Annual Meeting. There are several ways you can do this:

By sending a written notice of revocation to our Secretary at Harris Corporation, Attention: Secretary, 1025 West NASA Boulevard, Melbourne, Florida 32919;

By duly signing and delivering a proxy/voting instruction card that bears a later date;

By subsequently voting over the Internet or by telephone as described above; or

By attending the Annual Meeting and voting in person by ballot.

If your shares are held in street name, you may revoke your proxy or change your vote by submitting new voting instructions to your broker, bank or other nominee.

### **What are my voting choices and what is the**

#### **required vote on the matters proposed?**

By giving us your proxy, you authorize our management to vote your shares at the 2015 Annual Meeting or at any adjournments or postponements thereof in the manner you indicate in your voting instructions.

#### ***Proposal 1: Election of Directors***

With respect to the proposal to elect the 12 nominees for director named in this proxy statement for a one-year term expiring at the 2016 Annual Meeting of Shareholders, you may:

Vote For election of one or more of the nominees for director named in this proxy statement;

Vote Against election of one or more of the nominees for director named in this proxy statement; or

Abstain from voting as to the election of one or more of the nominees for director named in this proxy statement.

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Pursuant to our By-Laws and Corporate Governance Guidelines, the voting standard for the election of our directors is a majority voting standard in uncontested elections and a plurality voting standard in contested elections. We have nominated 12 directors for election at the 2015 Annual Meeting, and because we did not receive advance notice under our By-Laws of any shareholder nominees for director, the 2015 election of directors is an uncontested election. To be elected in an uncontested election under a majority voting standard, a director nominee must receive more For votes than Against votes. Abstentions and any broker non-votes will have no effect on the election of directors because only votes cast For or Against a nominee will be counted. If an incumbent director nominee does not receive a greater number of For votes than Against votes, he or she must promptly offer to tender his or her resignation following certification of the vote. Our Corporate Governance Committee shall make a recommendation to our Board regarding action to be taken with respect to such offer to resign. If our Board does not accept the resignation, the nominee will continue to serve as a director until the next Annual Meeting and until his or her successor shall be duly elected and qualified, or until his or her prior death, resignation, retirement or removal from office. For additional information regarding the majority voting standard, see Majority Voting for Directors beginning on page 27.

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***Proposal 2: An Advisory Vote to Approve the Compensation of our Named Executive Officers***

With respect to the non-binding, advisory vote to approve the compensation of our named executive officers as disclosed in this proxy statement, you may:

Vote For approval of the compensation of our named executive officers as disclosed in this proxy statement;

Vote Against approval of the compensation of our named executive officers as disclosed in this proxy statement; or

Abstain from voting on this proposal.

The affirmative vote of a majority of the shares present or represented at the Annual Meeting and entitled to vote on this proposal will be required to approve, on a non-binding, advisory basis, the compensation of our named executive officers. Abstaining from voting on this proposal will have the effect of a vote against approval of the compensation of our named executive officers. Any broker non-votes will have no effect on the approval of the compensation of our named executive officers.

The vote on this proposal is advisory, and the result of the vote on this proposal is not binding on Harris, our Management Development and Compensation Committee or our Board. However, our Management Development and Compensation Committee and our Board will consider the voting results when making future decisions regarding compensation for our named executive officers.

***Proposal 3: Approval of the Harris Corporation 2015 Equity Incentive Plan***

With respect to the proposal to approve the new Harris Corporation 2015 Equity Incentive Plan, you may:

Vote For approval of the plan;

Vote Against approval of the plan; or

Abstain from voting on this proposal.

The affirmative vote of a majority of the shares present or represented at the Annual Meeting and entitled to vote on this proposal will be required to approve the new Harris Corporation 2015 Equity Incentive Plan. Abstaining from voting on this proposal will have the effect of a vote against

approval of the new Harris Corporation 2015 Equity

Incentive Plan. Any broker non-votes will have no effect on the approval of the new Harris Corporation 2015 Equity Incentive Plan.

***Proposal 4: Approval of the Harris Corporation Annual Incentive Plan***

With respect to the proposal to approve the new Harris Corporation Annual Incentive Plan, you may:

Vote For approval of the plan;



Vote Against approval of the plan; or

Abstain from voting on this proposal.

The affirmative vote of a majority of the shares present or represented at the Annual Meeting and entitled to vote on this proposal will be required to approve the new Harris Corporation Annual Incentive Plan. Abstaining from voting on this proposal will have the effect of a vote against approval of the new Harris Corporation Annual Incentive Plan. Any broker non-votes will have no effect on the approval of the new Harris Corporation Annual Incentive Plan.

**Proposal 5: Ratification of the Appointment of Independent Registered Public Accounting Firm**

With respect to the proposal to ratify the appointment by our Audit Committee of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2016, you may:

Vote For ratification;

Vote Against ratification; or

Abstain from voting on this proposal.

The affirmative vote of a majority of the shares present or represented at the Annual Meeting and entitled to vote on this proposal will be required to ratify our Audit Committee's appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2016. Abstaining from voting on this proposal will have the effect of a vote against ratification of the appointment of our independent registered public accounting firm. Because brokers, banks and other nominees are permitted under New York Stock Exchange ( NYSE ) rules to vote on this routine proposal even if such broker, bank or other nominee does not receive voting instructions, we do not expect broker non-votes on this routine proposal.

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**How do I vote my shares held in the  
Harris Retirement Plan or in the Exelis  
Savings Plan?**

If you are a participant in our Retirement Plan or in the Exelis Savings Plan and you own shares of Harris common stock through one or more of those plans, your voting instruction covers the shares of Harris common stock you own through those plans. You may provide voting instructions for those shares to the trustee of the applicable plan over the Internet, by telephone or by mail as described above. If you do not provide voting instructions for those shares, then as directed by the terms of those plans, those shares will be voted by the trustee in the same proportion as the shares for which other participants in the applicable plan have timely provided voting instructions, except as otherwise provided in accordance with the Employee Retirement Income Security Act of 1974, as amended ( ERISA ).

**How do I vote my shares held in  
the Harris Dividend Reinvestment Plan?**

If you are a participant in the Harris Dividend Reinvestment Plan ( DRIP ) administered by Computershare Trust Company, N.A., your voting instruction covers the shares of Harris common stock held in your DRIP account. Computershare Trust Company, N.A., as the DRIP administrator, is the shareholder of record of Harris common stock owned through the DRIP and will not vote those shares unless you provide it with voting instructions, which you may do over the Internet, by telephone or by mail as described above.

**What are the Harris Board s voting  
recommendations and what happens if I return an unmarked proxy/voting instruction card?**

If you properly execute and return a proxy/voting instruction card with no votes marked, your shares will be voted as recommended by our Board. Our Board s recommendations, together with the description of each proposal, are set forth below in this proxy statement. In summary, our Board unanimously recommends a vote:

**FOR** election of all 12 of the nominees for director named in this proxy statement for a one-year term expiring at the 2016 Annual Meeting of Shareholders (*see Proposal 1*);

**FOR** approval, on a non-binding, advisory basis, of the compensation of our named executive officers as disclosed in this proxy statement (*see Proposal 2*);

**FOR** approval of the new Harris Corporation 2015 Equity Incentive Plan (*see Proposal 3*);

**FOR** approval of the new Harris Corporation Annual Incentive Plan (*see Proposal 4*); and

**FOR** ratification of the appointment by our Audit Committee of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2016 (*see Proposal 5*).

**Could other matters be decided at the meeting?**

At the date of this proxy statement, our Board did not know of any matters to be raised at the Annual Meeting other than those referred to in this proxy statement and did not intend to bring before the Annual Meeting any matter other than the proposals described in this proxy statement. With respect to other matters that may properly be brought before the Annual Meeting or any adjournments or postponements thereof, your shares will be voted at the discretion of the proxy holders.

**How will my shares be voted if I do not**

**provide instructions to my broker?**

It is possible for a proxy to indicate that some of the shares represented are not being voted with respect to certain proposals. This occurs, for example, when a broker, bank or other nominee does not have discretion under NYSE rules to vote on a matter without instructions from the beneficial owner of the shares and has not received such instructions. In these cases, non-voted shares will not be considered present and entitled to vote with respect to that matter, although they may be considered present and entitled to vote for other purposes and will be counted in determining the presence of a quorum. Under NYSE rules, brokers, banks and other nominees have discretionary voting power to vote without receiving voting instructions from the beneficial owner on routine matters, but not on non-routine matters. Under NYSE rules as currently in effect, routine matters include, among other things, ratification of the appointment of an independent registered public accounting firm. The proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting

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firm for fiscal year 2016 is the only proposal set forth in this proxy statement that is considered routine under NYSE rules. This means that if you hold your shares through a broker, bank or other nominee, and you do not provide voting instructions by the 10<sup>th</sup> day before the Annual Meeting, your broker, bank or other nominee has the discretion to vote your shares on the proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2016. Under NYSE rules, the proposal to elect the 12 nominees for director named in this proxy statement, the proposal to approve, on an advisory basis, the compensation of our named executive officers, the proposal to approve the new Harris Corporation 2015 Equity Incentive Plan and the proposal to approve the new Harris Corporation Annual Incentive Plan are not routine and your broker, bank or other nominee will not have the discretion to vote your shares on such proposals.

### **What does it mean if I receive more than one**

#### **Notice of Internet Availability of Proxy Materials or more than one proxy/voting instruction card?**

If you receive more than one Notice of Internet Availability of Proxy Materials or more than one proxy/voting instruction card, you own shares of Harris common stock in multiple accounts with brokers and/or our transfer agent. Please vote all of these shares. We recommend that you contact your broker and/or our transfer agent to consolidate as many accounts as possible under the same name and address. Our transfer agent is Computershare Shareowner Services, which may be reached by telephone at 1-888-261-6777 or over the Internet at [www.computershare.com/investor](http://www.computershare.com/investor).

#### **Who pays for the solicitation of proxies?**

We actively solicit proxy participation by Internet, by telephone, by mail or in person. We will bear the cost of soliciting proxies, including the cost of preparation, assembly, printing and mailing. In addition to this proxy statement, we request and encourage brokers, custodians, nominees and others to make available or supply proxy materials to our shareholders, and, upon request, we will reimburse them for their expenses. Our officers, directors and employees may, by letter, telephone or e-mail, or in person, make additional requests for the return of proxies, although we do not reimburse our own officers, directors or employees for soliciting proxies.

We also have engaged Georgeson Inc. to assist in the solicitation of proxies for a fee of \$10,000 plus reimbursement of out-of-pocket expenses. We also will reimburse brokers and other custodians, nominees and fiduciaries for forwarding proxy and solicitation materials to our shareholders in accordance with the fee schedule approved by the NYSE.

#### **Will there be a webcast of the**

#### **Annual Meeting of Shareholders?**

Our 2015 Annual Meeting of Shareholders will be webcast live on October 23, 2015. You may visit the Investor Relations section of our website at [harris.com/investors](http://harris.com/investors) to access the webcast of the Annual Meeting. The webcast will enable you to listen only. You will not be able to ask questions or vote your shares via the webcast. A replay of the webcast also will be available on our website through November 23, 2015. The information contained on our website is not incorporated by reference into this proxy statement.

#### **Who will tabulate and oversee the vote?**

Representatives of Broadridge Investor Communication Solutions, Inc. will tabulate and oversee the vote.

#### **Do I need an admission ticket to**

#### **attend the Annual Meeting?**

All shareholders are welcome to attend the Annual Meeting. No ticket is required for admission to the Annual Meeting. Because seating is limited, admission to the meeting will be on a first-come, first-served basis. If you attend, please note that you may be asked to present evidence of your share ownership and a valid, government-issued photo identification, such as a driver's license or passport. For the safety of attendees, all packages, boxes, handbags, briefcases and other items are subject to inspection.

#### **Where can I find the voting results**

#### **of the Annual Meeting?**

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We intend to announce the preliminary voting results at the Annual Meeting and to disclose final results in a current report on Form 8-K, which we will file with the SEC and make available through the Investor Relations section of our website at [harris.com/investors](http://harris.com/investors) within four business days of the Annual Meeting (or, if final results are not available at that time, within four business days of the date on which final results become available).

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**PROPOSAL 1: ELECTION OF DIRECTORS**

Our Restated Certificate of Incorporation provides that our Board shall consist of not less than eight or more than 13 directors, the exact number of directors to be determined from time to time by our Board. The authorized number of directors is presently fixed at 12. All 12 of our incumbent directors are standing for election for a new one-year term expiring at the 2016 Annual Meeting of Shareholders. Based on the recommendation of our Corporate Governance Committee, our Board has nominated the 12 incumbent members of our Board (Ms. Katen, Ms. Kenne and Messrs. Brown, Chiarelli, Dattilo, Growcock, Hay, Joshi, Rickard, Stoffel, Swinton and Tookes) for a new one-year term expiring at the 2016 Annual Meeting of Shareholders. In accordance with our Restated Certificate of Incorporation, a director holds office until the Annual Meeting of Shareholders for the year in which that director's term expires, and until that director's successor is elected and qualified, subject, however, to his or her prior death, resignation, retirement or removal from office. Vacancies may be filled by the remaining directors.

Proxies will be voted for the election of each of Ms. Katen, Ms. Kenne and Messrs. Brown, Chiarelli, Dattilo, Growcock, Hay, Joshi, Rickard, Stoffel, Swinton and Tookes to serve for a one-year term expiring at the 2016 Annual Meeting of Shareholders, unless otherwise specified in the proxy/voting instructions. Proxies cannot be voted for more than the 12 nominees for director named in

this proxy statement. Each of the nominees has consented to stand for election. If any nominee becomes unavailable for election, which is not currently anticipated by us, proxies instructing a vote for that nominee may be voted for a substitute nominee selected by our Board or, in lieu thereof, our Board may determine to leave the vacancy temporarily unfilled or reduce the number of directors in accordance with our By-Laws.

None of our directors (including each of the nominees) is related to any other director or nominee or to any executive officer of Harris or its subsidiaries, by blood, marriage or adoption.

Biographical summaries of the nominees, as well as information on their experience, qualifications, attributes and skills that our Board has determined support their nomination and service as a director of Harris, appear on subsequent pages. Data with respect to the number of shares of our common stock beneficially owned by each of our directors as of August 28, 2015 is set forth in the table on page 32.

Under NYSE rules, brokers, banks and other nominees are prohibited from voting for or against director nominees without receiving voting instructions from the beneficial owner of the shares. We, therefore, urge you to vote your shares, or, if your shares are held in street name, to provide voting instructions to your broker, bank or other nominee.

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**NOMINEES FOR ELECTION**

**William M. Brown**, 52, is our Chairman of the Board, President and Chief Executive Officer. Mr. Brown joined Harris in November 2011 as President and Chief Executive Officer and was appointed Chairman in April 2014. Prior to joining Harris, Mr. Brown was Senior Vice President, Corporate Strategy and Development, of United Technologies Corporation ( UTC ). Earlier, he served five years as President of UTC s Fire & Security Division. In all, Mr. Brown spent 14 years with UTC, holding U.S. and international roles at various divisions, including Carrier Corporation s Asia Pacific Operations and the Carrier Transicold division. Before joining UTC in 1997, he worked for McKinsey & Company as a senior engagement manager. He began his career as a project engineer at Air Products and Chemicals, Inc.

Mr. Brown has been a member of our Board since December 2011.

Mr. Brown serves on the board of directors of the Fire Department of NYC Foundation and the board of trustees of both the Florida Institute of Technology and Florida Polytechnic University. He is a member of the National Security Telecommunications Advisory Committee and is an appointee of the United States-Brazil CEO Forum.

*Qualifications Statement:* Our Board nominated Mr. Brown for election as a director based upon his current role as our Chief Executive Officer and the terms of his employment agreement (failure to nominate him would constitute constructive termination ), as well as his extensive leadership and management skills. Mr. Brown s prior service as a senior executive of UTC, a large international public company, including as President of UTC s Fire & Security Division and his management and leadership positions at UTC s Carrier Corporation, including as President of its Asia Pacific Operations, provide him with extensive knowledge of complex strategic, operational, management and financial issues faced by a large company with international operations. This experience brings our Board important knowledge and expertise related to strategic planning, global supply chain and procurement, productivity and lean manufacturing initiatives, international sales, marketing and operations, domestic and international mergers and acquisitions, regulatory challenges, and enterprise risk management. His more recent role as UTC s Senior Vice President, Corporate Strategy and Development and his prior role as a consultant also provide him with additional experience and knowledge related to global strategic planning, mergers and acquisitions, economic analysis and operational improvement projects. His engineering and finance education and experience provide him with knowledge relevant to many of our businesses and our overall capital structure and financial processes.

**Peter W. Chiarelli**, General U.S. Army (Ret.), 65, retired in March 2012 from the U.S. Army, where he most recently served as Vice Chief of Staff, the Army s second-highest-ranking officer, with responsibility for oversight of the day-to-day operations of the Army and for leading the Army s budget planning and execution and its efforts to modernize its equipment, procedures and formations. During his nearly 40 years of service with the U.S. Army, Mr. Chiarelli held several other senior officer positions, including Senior Military Assistant, Secretary of Defense, serving as principal military advisor to the Secretary of Defense; Commander of the Multi-National Corps Iraq, serving as the senior tactical commander of U.S. and Coalition troops in Iraq; Division Commander, Fort Hood, Texas and Baghdad, Iraq; U.S. Army Chief of Operations, Training and Mobilization; and Executive Officer, Supreme Allied Commander, Europe, serving as principal military assistant and advisor to the Supreme Allied Commander, Europe. He also commanded troops at all levels from platoon to Multi-National Corps. Since his retirement from the U.S. Army, Mr. Chiarelli has served as Chief Executive Officer of One Mind, a non-profit organization bringing together healthcare providers, researchers and academics to cure brain disorders.

Mr. Chiarelli has been a member of our Board since August 2012 and is a member of our Audit Committee and our Business Conduct and Corporate Responsibility Committee.

*Qualifications Statement:* Mr. Chiarelli had a distinguished career in the U.S. Army prior to joining our Board in August 2012. His vast U.S. and global military leadership experience provides him with an understanding of and appreciation for the complexities of both the U.S. and international militaries, defense communities and defense industries, which brings our Board important knowledge and expertise in these areas and makes him a valuable strategic advisor to our U.S. Government businesses. Mr. Chiarelli s responsibility as a senior U.S. Army officer also provides him with experience addressing complex operational and strategic issues, managing significant operating budgets and handling

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legislative and public affairs, and with an extensive background in military operations and national security, which adds to our Board's skills and furthers our Board's knowledge and expertise in these areas. Mr. Chiarelli's recent experience serving as Chief Executive Officer of a healthcare-oriented non-profit organization, together with his healthcare-related leadership experience in the U.S. Army, furthers our Board's appreciation and understanding of medical research, the healthcare industry and military healthcare.



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