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DRS TECHNOLOGIES INC
Form S-3MEF
December 14, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON DECEMBER 14, 2001
REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

DRS TECHNOLOGIES, INC.
(Exact name of Registrant as Specified in its Charter)

DELAWARE
(State or other jurisdiction
of
incorporation or organization)

13-2632319
(I.R.S. Employer
Identification Number)

5 SYLVAN WAY, PARSIPPANY, NEW JERSEY 07054
(973) 898-1500
(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

NINA LASERSON DUNN, ESQ.
EXECUTIVE VICE PRESIDENT, GENERAL COUNSEL
AND SECRETARY
DRS TECHNOLOGIES, INC.
5 SYLVAN WAY
PARSIPPANY, NEW JERSEY 07054
(973) 898-1500
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

COPIES TO:

DAVID J. GOLDSCHMIDT, ESQ.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
(212) 735-3000

PAUL JACOBS, ESQ.
STEVEN I. SUZZAN, ESQ.
Fulbright & Jaworski L.L.P.
666 Fifth Avenue
New York, New York 10103
(212) 318-3000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as
practicable after the effective date of this Registration Statement.

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If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. / /

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. / /

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. /X/ 333-73912

If this form is a post-effective amendment filed pursuant to rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / /

If delivery of the prospectus is expected to be made pursuant to rule 434, please check the following box. / /

CALCULATION OF REGISTRATION FEE CHART

TITLE OF SHARES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2)	A REGI
Common Stock, par value \$.01 par value.....	575,000	\$32.00	\$18,400,000	\$

-
- (1) Includes 525,000 shares of Common Stock to be sold upon exercise of an over-allotment option granted to the Underwriters.
 - (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act of 1933 based upon the public offering price of \$32.00.
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THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

This registration statement is being filed with respect to the registration of additional shares of common stock, \$.01 par value per share, of DRS Technologies, Inc., for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the registrant's earlier effective registration statement on Form S-3 (File No. 333-73912) are incorporated into this registration statement by reference. The form of prospectus contained in the earlier effective registration statement will reflect the aggregate amount of securities registered in this registration statement and the earlier effective registration statement.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Parsippany, in the state of New Jersey, on December 14, 2001.

DRS TECHNOLOGIES, INC.

By: /s/ NINA LASERSON DUNN

 Name: Nina Laserson Dunn
 Title: Executive Vice President,
 General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

NAME -----	TITLE -----	DATE -----
* ----- Mark S. Newman	Chairman of the Board, President, Chief Executive Officer and Director	December 1 2001
* ----- Richard A. Schneider	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	December 1 2001
* ----- Ira Albom	Director	December 1 2001
* ----- Donald C. Fraser	Director	December 1 2001
* ----- William F. Heitmann	Director	December 1 2001
* ----- Steven S. Honigman	Director	December 1 2001

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NAME -----	TITLE -----	DATE -----
* ----- C. Shelton James	Director	December 1 2001
* ----- Mark N. Kaplan	Director	December 1 2001
* ----- Stuart F. Platt, RADM, USN (Ret.)	Director	December 1 2001
* ----- General Dennis J. Reimer, USA (Ret.)	Director	December 1 2001
* ----- Eric J. Rosen	Director	December 1 2001

*By: /s/ NINA LASERSON DUNN

 Attorney in Fact

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EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP
23.1	Consent of KPMG LLP
23.2	Consent of Deloitte & Touche LLP
23.3	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1)
23.4	Power of Attorney (incorporated by reference to the Registrant's Registration Statement on Form S-3 (File No. 333-73912)).