

LORAL SPACE & COMMUNICATIONS LTD

Form 10-K/A

May 12, 2004

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**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-K/A

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2002**

Commission file number 1-14180

LORAL SPACE & COMMUNICATIONS LTD.

**c/o Loral SpaceCom Corporation
600 Third Avenue
New York, New York 10016
Telephone: (212) 697-1105**

Jurisdiction of incorporation: Bermuda

IRS identification number: 13-3867424

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of each exchange on which registered |
|--|--|
| Common stock, \$.10 par value | None |

The registrant has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and has been subject to such filing requirements for the past 90 days.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2).
Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. Yes No

The aggregate market value of the common shares held by non-affiliates of the registrant, based upon the closing sale price of the common shares on June 30, 2002, as reported on the New York Stock Exchange was approximately \$360 million.

At April 30, 2004, 44,125,202 common shares were outstanding.

Documents Incorporated by Reference

Portions of the registrant's 2003 definitive proxy statement (to be filed not later than 120 days after the end of the registrant's fiscal year) are incorporated by reference into Part III.

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EXPLANATORY NOTE

We are filing this Amendment on Form 10-K/A to the 2002 Annual Report solely for the purpose of amending Item 14(b) to conform the language in our filing to the exact wording required by Item 14(b).

In addition, we have filed the following exhibits herewith:

31.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Except as specifically indicated herein, no other information included in our Annual Report on Form 10-K and 10-K/A is amended by this Amendment on Form 10-K/A.

PART IV

Item 14. Evaluation of Disclosure Controls and Procedures

(a) *Disclosure controls and procedures.* Our chief executive officer and our chief financial officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in the Securities and Exchange Act of 1934 Rules 13a-15(e) or 15d-15(e)) as of December 31, 2002, have concluded that our disclosure controls and procedures were effective and designed to ensure that material information relating to Loral and its consolidated subsidiaries required to be in our filings under the Securities and Exchange Act of 1934 would be made known to them by others within those entities in a timely manner.

(b) *Internal controls over financial reporting.* There were no changes in our internal controls over financial reporting (as defined in the Securities and Exchange Act of 1934 Rules 13a-15(f) and 15-d-15(f)) during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control

over financial reporting.

Item 15. Exhibits, Financial Statement Schedules and Reports on Form 8-K

INDEX TO EXHIBITS

| <u>Exhibit Number</u> | <u>Description</u> |
|------------------------------|---|
| 31.1 | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (filed herewith) |
| 31.2 | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (filed herewith) |

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Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LORAL SPACE & COMMUNICATIONS LTD.

By: /s/ Bernard L. Schwartz

Bernard L. Schwartz
Chairman of the Board and
Chief Executive Officer
Dated: May 11, 2004

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

| Signatures | Title | Date |
|---|---|--------------|
| <u>/s/ Bernard L. Schwartz</u> | Chairman of the Board and Chief Executive Officer | May 11, 2004 |
| <u>Bernard L. Schwartz /s/ Robert B. Hodes</u> | Director | May 11, 2004 |
| <u>Robert B. Hodes /s/ Gershon Kekst</u> | Director | May 11, 2004 |
| <u>Gershon Kekst /s/ Charles Lazarus</u> | Director | May 11, 2004 |
| <u>Charles Lazarus /s/ Sally Minard</u> | Director | May 11, 2004 |
| <u>Sally Minard</u> | Director | |
| <u>Malvin A. Ruderman /s/ E. Donald Shapiro</u> | Director | May 11, 2004 |
| <u>E. Donald Shapiro /s/ Arthur L. Simon</u> | Director | May 11, 2004 |
| <u>Arthur L. Simon /s/ Daniel Yankelovich</u> | Director | May 11, 2004 |

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|---|--|--------------|
| Daniel Yankelovich /s/ Eric J. Zahler | Director, President and COO | May 11, 2004 |
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| Eric J. Zahler /s/ Richard J. Townsend | Executive Vice President and CFO | May 11, 2004 |
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| Richard J. Townsend /s/ Harvey B. Rein | (Principal Financial Officer) Vice President and Controller | May 11, 2004 |
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| Harvey B. Rein | (Principal Accounting Officer) | |