

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-1
(Final Amendment)

TENDER OFFER STATEMENT
PURSUANT TO SECTION 14(d)(1) OF THE
SECURITIES EXCHANGE ACT OF 1934

LORAL CORPORATION
(Name of Subject Company)

LOCKHEED MARTIN CORPORATION
LAC ACQUISITION CORPORATION
(Bidders)

Common Stock, par value \$0.25 per share
(Title of Class of Securities)

543859 10 2
(CUSIP number of Class of Securities)

Frank H. Menaker, Jr., Esq.
Lockheed Martin Corporation
6801 Rockledge Drive
Bethesda, Maryland 20817
(301) 897-6000

(Name, address and telephone number of person
authorized to receive notice and communications on
behalf of the person(s) filing statement)

With a copy to:

Peter Allan Atkins, Esq.
Lou R. Kling, Esq.
Skadden, Arps, Slate, Meagher & Flom
919 Third Avenue
New York, New York 10022
(212) 735-3000

SCHEDULE 14D-1

CUSIP No. 543859 10 2

14D-1

(1) NAMES OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

LOCKHEED MARTIN CORPORATION 52-1893632

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

(a) ()

(b) ()

(3) SEC USE ONLY

(4) SOURCE OF FUNDS:

BK,00

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(e) or 2(f)

()

(6) CITIZENSHIP OR PLACE OF ORGANIZATION:

MARYLAND

(7) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

176,162,588

(8) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN
SHARES

()

(9) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7): 100%

SCHEDULE 14D-1

CUSIP No. 543859 10 2 14D-1

(1) NAMES OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

LAC ACQUISITION CORPORATION

13-3866371

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

(a) ()

(b) ()

(3) SEC USE ONLY

(4) SOURCE OF FUNDS:

AF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(e) or 2(f)

()

(6) CITIZENSHIP OR PLACE OF ORGANIZATION:

NEW YORK

(7) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

176,162,588

(8) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES

()

(9) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7): 100%

(10) TYPE OF REPORTING PERSON:

CO

This Final Amendment amends and supplements the Tender Offer Statement on Schedule 14D-1 (as amended from time to time, the "Schedule 14D-1") of LAC Acquisition Corporation, a New York corporation (the "Purchaser") and a wholly-owned subsidiary of Lockheed Martin Corporation, a Maryland corporation ("Lockheed Martin"), filed on January 12, 1996 with the Securities and Exchange Commission (the "Commission") in respect of the tender offer (the "Offer") by the Purchaser for all of the outstanding shares of Common Stock (the "Shares"), par value \$0.25 per share, of Loral Corporation (the "Company" or "Loral"). The Offer was made pursuant to an Agreement and Plan of Merger dated as of January 7, 1995 by and among the Company, Purchaser and Lockheed Martin. All capitalized terms set forth herein which are not otherwise defined herein shall have the same meanings as ascribed thereto in the Offer to Purchase, dated January 12, 1996 (which is attached as Exhibit (a)(9) to the Schedule 14D-1 (the "Offer to Purchase")). In connection with the foregoing, the Purchaser and Lockheed Martin are hereby amending and supplementing the Schedule 14D-1 as follows:

Item 5. PURPOSE OF TENDER OFFER AND PLANS OR PROPOSALS OF THE BIDDER

Items 5(a) and 5(e) are hereby amended and supplemented as set forth in Item 6 below.

Items 5(a) and 5(e) are hereby further amended and supplemented by the addition of the following paragraph thereto:

"New York Stock Exchange. The New York Stock Exchange, Inc. ("NYSE") advised Lockheed Martin that trading in the Shares on the NYSE was suspended

before the opening on April 30, 1996."

Item 6. INTEREST IN THE SECURITIES OF THE SUBJECT COMPANY

Item 6 is hereby amended and supplemented by the addition of the following paragraphs thereto:

"The Offer. The Offer expired at Midnight, New York City time, on April 22, 1996. Based on the final information provided by the Depositary, a total of 166,529,814 Shares (or approximately 95%) were validly tendered and not withdrawn pursuant to the Offer, including 13,738,017 Shares tendered pursuant to notices of guaranteed delivery. The Purchaser has accepted for payment all such Shares at a purchase price of \$38.00 per Share in cash. Through April 29, 1996 166,449,231 Shares had been purchased by the Purchaser pursuant to the Offer."

"The Merger. On April 29, 1996 a merger of the Purchaser with and into the Company (the "Merger") pursuant to Section 905 of the New York Business Corporation Law (the "NYBCL") became effective. The Company was the Surviving Corporation in the Merger and was renamed Lockheed Martin Tactical Systems, Inc. The Merger was the second and final step in the acquisition of the Company pursuant to the Agreement and Plan of Merger dated as of January 7, 1996 (the "Merger Agreement"), among the Company, Lockheed Martin and the Purchaser. The first step was the Offer described above. Under the Merger Agreement, each Share outstanding immediately prior to the Effective Time was converted solely into the right to receive the merger consideration of \$38.00 per Share in cash. As a result of the Merger, the Company became a wholly owned subsidiary of Lockheed Martin."

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

LOCKHEED MARTIN TACTICAL SYSTEMS, INC.
(as successor corporation to LAC
Acquisition Corporation)

By:/s/ STEPHEN M. PIPER
Name: Stephen M. Piper
Title: Assistant Secretary

Dated: April 30, 1996

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

LOCKHEED MARTIN CORPORATION

By:/s/ STEPHEN M. PIPER
Name: Stephen M. Piper
Title: Assistant Secretary

Dated: April 30, 1996