| SEC Form 4 | |
|------------|--|
|------------|--|

Π

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See |
|---|
| Instruction 1(b). |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Add JOHN MIF | dress of Reporting F RIAM E | Person [*] | | 2. Issuer Name and Tio <u>Leidos Holding</u> | | | | tionship of Report all applicable) Director | • • • • | o Issuer Owner | |
|-----------------------------|--------------------------------|---|-----------------|--|--|----------------------|---|---|---|-------------------|--|
| (Last) 1750 PRESID | (First) DENTS STREET | (Middle) |) | 3. Date of Earliest Tran 12/31/2020 | nsaction (Mon | th/Day/Year) | | Officer (give title below) | e Othe belo | er (specify w) | |
| , | | | [| 4. If Amendment, Date | of Original Fi | led (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable | | | | |
| (Street) RESTON | VA | 20190 | | | | | Line) | Form filed by O Form filed by M Person | | | |
| (City) | (State) | (Zip) | | | | | | 1 010011 | | | |
| | - | Table I - N | on-Derivati | ive Securities Ac | quired, Di | sposed of, or Benet | ficially | Owned | | | |
| Date | | 2. Transaction Date (Month/Day/Ye | Execution Date, | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5) | and | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | | |

| | (Month/Day/Year) | if any (Month/Day/Year) | Code (Instr. 8) | | 5) | | | Beneficially Owned Following Reported | (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
|--------------|------------------|----------------------------|--------------------|---|-------------|---------------|----------|---|-----------------------------------|--|
| | | | | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 12/31/2020 | | А | | 231.3295(1) | A | \$0 | 71,986.6538 | Ι | By Key Executive Stock Deferral Plan |
| Common Stock | | | | | | | | 20,724 | D | |
| | | | | | | _ | <i>a</i> | | • | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | (| | | | | | | | | | | | | | |
|---|---|--|---|------------------------------|---|------|-----|--|---|-------|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transa Code (8) | | n of | | 6. Date Exerc Expiration Da (Month/Day/Y | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. Dividend equivalent rights.

Remarks:

<u>/s/ Ramune M. Kligys</u>, Attorney-in-Fact

01/05/2021

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.