

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934**

Date of Report: September 27, 2006

SAIC, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

333-128021
(Commission File Number)

20-3562868
(I.R.S. Employer Identification No.)

10260 Campus Point Drive, San Diego, CA 92121
(Address of Principal Executive Offices) (Zip Code)

(858) 826-6000
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Agreement.

On September 27, 2006, the 2006 Equity Incentive Plan of SAIC, Inc. (the Company) and the 2006 Employee Stock Purchase Plan of the Company were approved by the stockholders of Science Applications International Corporation (SAIC).

The 2006 Equity Incentive Plan provides for the grant of stock options (including incentive stock options, as defined in section 422 of the Internal Revenue Code, and nonstatutory stock options), restricted stock, restricted stock units, deferred stock, stock appreciation rights, performance shares and other similar types of awards (including other awards under which recipients are not required to pay any purchase or exercise price, such as phantom stock rights), as well as cash awards. The Company stock subject to the 2006 Equity Incentive Plan will either be class A preferred stock or common stock as determined by the committee of the board of directors administering the 2006 Equity Incentive Plan. The 2006 Equity Incentive Plan will become effective on the effective date of the merger described below in Item 8.01. The foregoing description of the 2006 Equity Incentive Plan does not purport to be complete and is qualified in its entirety by reference to the complete text of the 2006 Equity Incentive Plan filed as Exhibit 10.1 to this Report on Form 8-K.

The 2006 Employee Stock Purchase Plan provides our employees (and the employees of any of our majority-owned subsidiaries designated by our board of directors) with an opportunity to purchase our class A preferred stock (or common stock as determined by the compensation committee of our board of directors) through accumulated payroll deductions at a discounted purchase price. The 2006 Employee Stock Purchase Plan will become effective on the date which the first offering period commences as determined by the compensation committee, subject to the closing of the merger described below in Item 8.01. The foregoing description of the 2006 Employee Stock Purchase Plan does not purport to be complete and is qualified in its entirety by reference to the complete text of the 2006 Employee Stock Purchase Plan filed as Exhibit 10.2 to this Report on Form 8-K.

Item 8.01. Other Events.

On September 1, 2005, the Company, a wholly-owned subsidiary of SAIC, filed a registration statement on Form S-1 with the Securities and Exchange Commission (SEC) for an initial public offering of common stock. In addition, the Company filed with the SEC a registration statement on Form S-4 containing a proxy statement/prospectus that was delivered to SAIC's stockholders for a special meeting to vote on, among other things, a merger agreement pursuant to which SAIC would become a wholly-owned subsidiary of the Company (the merger). In the merger, each share of SAIC's class A common stock will be converted into the right to receive two shares of class A preferred stock of the Company, and subject to the exercise of appraisal rights, each share of SAIC's class B common stock will be converted into the right to receive 40 shares of class A preferred stock of the Company. If the merger is completed, the common stock of the Company will have the same economic rights as the class A preferred stock but will be entitled to one vote per share while the class A preferred stock will be entitled to 10 votes per share. After the merger, the Company intends to offer its shares of common stock to the public.

A special meeting of stockholders of SAIC to be held on August 29, 2006 was adjourned and reconvened on September 27, 2006. At the reconvened special meeting on September 27, 2006, the SAIC stockholders approved the following proposals:

1. A proposal to approve and adopt the merger agreement.
2. A proposal to approve and adopt the 2006 Equity Incentive Plan.

3. A proposal to approve and adopt the 2006 Employee Stock Purchase Plan.

On September 27, 2006, SAIC issued a press release announcing stockholder approval of the merger and related proposals at the reconvened special meeting. A copy of the release is attached as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
10.1	2006 Equity Incentive Plan of SAIC, Inc. Incorporated by reference to Exhibit 10.24 to SAIC, Inc.'s Post-Effective Amendment No. 3 to Form S-4 Registration Statement No. 333-128022, filed on July 25, 2006.
10.2	2006 Employee Stock Purchase Plan of SAIC, Inc. Incorporated by reference to Exhibit 10.25 to SAIC, Inc.'s Post-Effective Amendment No. 3 to Form S-4 Registration Statement No. 333-128022, filed on July 25, 2006.
99.1	Press release issued by SAIC on September 27, 2006.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

(Registrant)

SAIC, INC.

Date: September 27, 2006

By _____ /s/ DOUGLAS E. SCOTT

Douglas E. Scott

Its: Senior Vice President

General Counsel and Secretary

FOR IMMEDIATE RELEASE

Contact: Ron Zollars, San Diego
858/826-7896
zollarsr@saic.com

Connie Custer, McLean
703/676-6533
custerc@saic.com

**SAIC'S STOCKHOLDERS APPROVE MERGER AND
RELATED PROPOSALS AT SPECIAL MEETING**

(SAN DIEGO and MCLEAN, VA) September 27, 2006 — Science Applications International Corporation (SAIC) announced today that the proposed merger agreement and two new stock-based compensation plans were approved at a special meeting of its stockholders.

“We are pleased that our stockholders have overwhelmingly voted to support the merger and related transactions,” said Ken C. Dahlberg, SAIC chairman and chief executive officer. “This approval by our stockholders will now permit us to pursue the other parts of the contemplated capital restructuring.”

Under the terms of the merger agreement, SAIC would become a wholly-owned subsidiary of a newly-formed company, SAIC, Inc., and the SAIC stockholders will be entitled to receive shares of class A preferred stock of SAIC, Inc. for their shares of common stock of SAIC. The merger agreement was adopted and approved by holders of more than 86 percent of the voting power of the shares represented in person or by proxy at the meeting.

SAIC's stockholders also approved the proposed 2006 Equity Incentive Plan and the 2006 Employee Stock Purchase Plan. The 2006 Equity Incentive Plan, which provides for the grant of options and other types of awards, as well as cash awards, was approved by more than 87 percent of the voting power of the shares represented in person or by proxy at the meeting. The 2006 Employee Stock Purchase Plan, which would allow eligible employees to purchase shares of class A preferred stock or common

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stock of SAIC, Inc. at a discount through payroll deductions, was approved by more than 91 percent of the voting power represented in person or by proxy at the meeting. The effectiveness of both these plans is conditioned on the completion of the merger transaction.

SAIC is the largest employee-owned research and engineering company in the United States, with more than 43,000 employees in over 150 cities worldwide. For the fiscal year ended January 31, 2006, the company reported annual revenues of \$7.8 billion. SAIC engineers and scientists solve complex technical problems in national security, homeland security, energy, the environment, space, telecommunications, health care, and logistics. SAIC: FROM SCIENCE TO SOLUTIONS™

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Statements in this announcement constitute forward-looking statements that involve risks and uncertainties. These forward-looking statements include statements regarding the proposed merger and the related stock-based compensation plans. Some of these factors include, but are not limited to, the risk factors set forth in the Company's Annual Report on Form 10-K for the period ended January 31, 2006, and such other filings that the Company makes with the SEC from time to time. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date hereof.