

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to § 240.14a-12

**Leidos Holdings, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction applies:

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4. Proposed maximum aggregate value of transaction:

5. Total fee paid:

- Fee paid previously with preliminary materials.  
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid:

2. Form, Schedule or Registration Statement No.:

3. Filing Party:

4. Date Filed:



ATTN: STOCK PROGRAMS  
1750 PRESIDENTS STREET  
RESTON, VA 20190

# Your **Vote** Counts!

**LEIDOS HOLDINGS, INC.**

2022 Annual Meeting

Vote by April 28, 2022 11:59 PM ET. For shares held in a Plan, vote by April 26, 2022 11:59 PM ET.



D71000-P66675-K32279

## You invested in LEIDOS HOLDINGS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on April 29, 2022.**

### Get informed before you vote

View the Leidos Annual Report on Form 10-K and the proxy materials for the Annual Meeting online OR you can receive a free paper or email copy of the materials by submitting a request prior to April 15, 2022. If you would like to request a copy of the materials for this and/or future stockholder meetings, you may: (1) visit [www.ProxyVote.com](http://www.ProxyVote.com); (2) call 1-800-579-1639; or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.

### VOTE CONFIRMATION

You may confirm that your instructions were received and included in the final tabulation to be issued at the Annual Meeting on April 29, 2022 via the ProxyVote Confirmation link at [www.proxyvote.com](http://www.proxyvote.com) by using the information that is printed in the box. Vote Confirmation is available 24 hours after your vote is received beginning April 16, 2022 with the final vote tabulation remaining available through June 29, 2022.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote Virtually at the Meeting\*

April 29, 2022  
9:00 AM Eastern Time

Virtually at:  
[www.virtualshareholdermeeting.com/LDOS2022](http://www.virtualshareholdermeeting.com/LDOS2022)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
<b>1. Nominees:</b>	
1a. Gregory R. Dahlberg	✔ For
1b. David G. Fubini	✔ For
1c. Miriam E. John	✔ For
1d. Robert C. Kovarik, Jr.	✔ For
1e. Harry M.J. Kraemer, Jr.	✔ For
1f. Roger A. Krone	✔ For
1g. Gary S. May	✔ For
1h. Surya N. Mohapatra	✔ For
1i. Patrick M. Shanahan	✔ For
1j. Robert S. Shapard	✔ For
1k. Susan M. Stalnecker	✔ For
1l. Noel B. Williams	✔ For
<b>2.</b> Approve, by an advisory vote, executive compensation.	✔ For
<b>3.</b> The ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 30, 2022.	✔ For

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".