FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number:	3235-0287								
Estimated average burden									
hours per response	. 0.5								

Instruction 1(b).			ursuant to Section 16(or Section 30(h) of the		urities Exchange Act of 193 Company Act of 1940	34			1
1. Name and Address of Reporting Person* Fasano Gerard A (Last) (First) (Middle)				2. Issuer Name and Ti Leidos Holding 3. Date of Earliest Tra	<u>şs, Inc.</u> [1	DOS]		ationship of Reportir < all applicable) Director Officer (give title below)	10% 0	Owner (specify
	DENTS STREET	(,duio	,	03/04/2022				Group I	President	
(Street) RESTON	VA	20190		4. If Amendment, Date 03/08/2022	e of Original F	iled (Month/Day/Year)	6. Indi Line)	vidual or Joint/Grou Form filed by One		
(City)	(State)	(Zip)						Form filed by Mo Person	1 0	
	Т	Fable I - N	on-Derivati	ve Securities Ac	cquired, D	isposed of, or Ben	eficially	v Owned		
Date		2. Transaction Date (Month/Day/Yea	ar) 2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

			Code	v	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	03/05/2022		F ⁽¹⁾		432 ⁽²⁾	D	\$107.71 ⁽²⁾	64,407.5977	D	
Common Stock	03/06/2022		F ⁽¹⁾		340	D	\$107.71 ⁽²⁾	64,067.5977	D	
Table II. Derivative Coonsisting Approximate Dispersed of an Denoficially Owned										

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

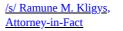
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		5. Nu of Deriv Secu Acqu (A) of Dispo of (D) (Instriand 5	vative rities ired r osed) . 3, 4	Expiration Date (Month/Day/Year) ed		7. Titl Amou Secur Unde Deriv Secur 3 and	unt of rities rlying ative rity (Instr.	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. These shares were withheld by the Company to satisfy the reporting person's tax obligation associated with previously reported awards of restricted stock units. This share withholding was authorized in the restricted stock award agreement.

2. This report amends the Form 4 filed by the reporting person on March 8, 2022, to correct an administrative error in reporting (1) the number of shares withheld by the Company to satisfy the reporting person's tax obligation associated with the vesting of previously reported awards of restricted stock units, and (2) the price at which such shares were withheld.

Remarks:



03/22/2022

** Signature of Reporting Person Date

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

 \star 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.