

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>May Gary Stephen</u> (Last) (First) (Middle) 1750 PRESIDENTS STREET (Street) RESTON VA 20190 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Leidos Holdings, Inc. [LDOS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/06/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/06/2022		A		1,106	A	\$0	9,778	D	
Common Stock	05/09/2022		M		10,523	A	\$31.6228	20,301	D	
Common Stock	05/09/2022		F ⁽¹⁾		3,224	D	\$103.21	17,077	D	
Common Stock	05/09/2022		S		7,299	D	\$102.3485 ⁽²⁾	9,778	D	

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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				
Stock Option (Right to Buy)	\$104.06	05/06/2022		A		1,784		05/06/2023 ⁽³⁾	05/05/2029	Common Stock	1,784	\$0	1,784	D	
Stock Option (Right to Buy)	\$31.6228	05/09/2022		M		10,523 ⁽⁴⁾		06/12/2016	06/11/2022	Common Stock	10,523 ⁽⁴⁾	\$0	0	D	

Explanation of Responses:

- Represents shares of common stock withheld by the issuer in connection with the option exercise to cover the exercise price and associated fees.
- The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions from \$102.23 to \$102.65 inclusive. The reporting person undertakes to providing to Leidos Holdings, Inc., any security holder of Leidos Holdings, Inc., or the staff of the Securities Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the aforementioned range.
- The option shall vest and become exercisable in full on the earlier of (i) the first anniversary of the Grant Date, or (ii) the date that the next annual meeting of the stockholders of the Company is concluded.
- This stock option was previously reported as a stock option grant for 7,777 shares of common stock at an exercise price of \$42.79 per share. The number of options and the exercise price were subsequently adjusted to reflect a special dividend declared by the issuer in August 2016.

Remarks:

/s/ Ramune M. Kligys, Attorney-in-Fact 05/10/2022

** 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.