
**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 (Date of earliest event reported): September 9, 2013

SAIC, INC.

**SCIENCE APPLICATIONS INTERNATIONAL
CORPORATION**
(Exact names of registrants as specified in their charters)

DELAWARE
(State or other Jurisdiction of
Incorporation)

001-33072
000-12771
(Commission
File Numbers)

20-3562868
95-3630868
(IRS Employer
Identification Nos.)

1710 SAIC Drive, McLean, Virginia
(Address of Principal Executive Offices)

22102
(Zip Code)

Registrants' telephone number, including area code: (703) 676-4300

N/A
(Former name or former address if changed since last report.)

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers.

Election of Directors

In connection with the planned separation of SAIC Gemini, Inc. ("New SAIC") from SAIC, Inc. ("SAIC"), on September 9, 2013, the Board of Directors (the "Board") of SAIC appointed each of David G. Fubini, Robert S. Shapard and Noel B. Williams to serve as a director of SAIC, effective upon the Distribution Date (as defined below). Effective on their appointment to the Board, Mr. Fubini will serve as a member of the human resources and compensation committee, Mr. Shapard will serve as a member of the audit committee, Ms. Williams will serve as a member of the ethics and corporate responsibility committee and each of Mr. Fubini, Mr. Shapard and Ms. Williams will serve as a member of the finance committee. Each of Mr. Fubini, Mr. Shapard and Ms. Williams will receive compensation as a director consistent with SAIC's other non-employee directors.

Item 7.01. Regulation FD Disclosure.

Separation of New SAIC

On September 9, 2013, SAIC, Inc. ("SAIC") announced that its board of directors has approved a pro rata dividend of the common stock of its subsidiary, SAIC Gemini, Inc. ("New SAIC"), to be made on September 27, 2013 or such other date that the conditions to the distribution set forth in the Distribution Agreement (described below) are satisfied or waived (the "Distribution Date") to SAIC, Inc. stockholders of record as of the close of business on the New York Stock Exchange on September 19, 2013 (the "Record Date"). On the Distribution Date, SAIC stockholders of record will receive one share of New SAIC for every seven shares of SAIC common stock held by such stockholder on the Record Date. No fractional shares of New SAIC common stock will be distributed. Fractional shares of New SAIC common stock will be aggregated and sold on the open market, and the aggregate net proceeds of the sales will be distributed ratably in the form of cash payments to SAIC stockholders who would otherwise be entitled to receive a fractional share of New SAIC common stock. Also on the Distribution Date, SAIC, Inc. will be renamed Leidos Holdings, Inc.

The distribution will be made pursuant to the terms of a Distribution Agreement (the "Distribution Agreement") to be entered into between SAIC and New SAIC. The Distribution Agreement sets forth, among other things, the agreements between SAIC and New SAIC regarding the principal actions needed to be taken in connection with the separation. It will also set forth other agreements that govern certain aspects of the relationship between SAIC and New SAIC following the separation. A summary of certain important features of the Distribution Agreement can be found in the information statement attached to the Registration Statement on Form 10 (the "Registration Statement") of New SAIC filed with the Securities and Exchange Commission under the section entitled "Certain Relationships and Related Party Transactions," which is incorporated by reference herein. The description of the Distribution Agreement set forth hereunder is qualified in its entirety by reference to the terms and conditions of the Distribution Agreement, a form of which is filed as an exhibit to the Registration Statement.

In addition to the Distribution Agreement, SAIC and New SAIC will enter into certain ancillary agreements, including an Employee Matters Agreement, a Tax Matters Agreement, a Transition Services Agreement and certain other agreements in connection with the spin-off. A summary of certain important features of these agreements can be found in the information statement attached to the Registration Statement under the section entitled "Certain Relationships and Related Party Transactions," which is incorporated by reference herein. The descriptions of these agreements are qualified in their entirety by reference to the terms and conditions of such agreements, forms of which are filed as exhibits to the Registration Statement.

All stockholders of SAIC are urged to read the aforementioned agreements carefully and in their entirety. The descriptions of the aforementioned agreements have been included to provide you with information regarding their terms. They are not intended to provide any other factual information about SAIC or New SAIC.

Reverse Stock Split

SAIC also announced that it will effect a reverse stock split whereby every four shares of SAIC common stock whether issued and outstanding, held by SAIC as treasury stock or authorized but unissued will be converted into one share of SAIC common stock. The reverse stock split will take effect immediately following the separation on the Distribution Date.

Investor Conference

Management of SAIC and New SAIC will hold a joint Investor Day at the Waldorf Astoria Hotel in New York City on September 11, 2013, beginning at approximately 8:25 a.m. Eastern. A live video broadcast of the event along with presentation materials will be available to the public through links on the Investor Relations section of the SAIC website at <http://Investors.SAIC.com>.

Forward-Looking Statements

Certain statements in discussed herein contain or are based on “forward-looking” information within the meaning of the Private Securities Litigation Reform Act of 1995. In some cases, these forward-looking statements can be identified by words such as “expects,” “intends,” “plans,” “anticipates,” “believes,” “estimates,” “guidance,” and similar words or phrases. These statements reflect SAIC’s belief and assumptions as to future events that may not prove to be accurate. Actual performance and results may differ materially from the forward-looking statements made herein depending on a variety of factors, including: developments in the U.S. Government defense budget, including budget reductions, implementation of spending cuts (sequestration) or changes in budgetary priorities; delays in the U.S. Government budget process or approval to raise the U.S. debt ceiling; delays in the U.S. Government contract procurement process or the award of contracts; delays or loss of contracts as result of competitor protests; changes in U.S. Government procurement rules, regulations and practices; SAIC’s compliance with various U.S. Government and other government procurement rules and regulations; governmental reviews, audits and investigations; SAIC’s ability to effectively compete and win contracts with the U.S. Government and other customers; SAIC’s ability to attract, train and retain skilled employees, including its management team, and to obtain security clearances for its employees; SAIC’s ability to accurately estimate costs associated with its firm-fixed-price and other contracts; SAIC’s ability to comply with certain agreements entered into in connection with the CityTime matter; cybersecurity, data security or other security threats, systems failures or other disruptions of its business; resolution of legal and other disputes with SAIC’s customers and others or legal or regulatory compliance issues; SAIC’s ability to effectively acquire businesses and make investments; SAIC’s ability to maintain relationships with prime contractors, subcontractors and joint venture partners; SAIC’s ability to manage performance and other risks related to customer contracts, including complex engineering or design build projects; the failure of SAIC’s inspection or detection systems to detect threats; the adequacy of SAIC’s insurance programs designed to protect it from significant product or other liability claims; SAIC’s ability to manage risks associated with its international business; SAIC’s ability to declare future dividends based on its earnings, financial condition, capital requirements and other factors, including compliance with applicable laws and contractual agreements; risks associated with the spin-off of SAIC’s technical, engineering and enterprise information technology services business, such as disruption to business operations, unanticipated expenses, significant transaction costs and/or liabilities, the timing of the spin-off or a failure to complete the spin-off or realize the expected benefits of the spin-off; and SAIC’s ability to execute its business plan and long-term management initiatives effectively and to overcome these and other known and unknown risks that SAIC faces. These are only some of the factors that may affect the forward-looking statements contained herein. For further information concerning risks and uncertainties associated with SAIC’s business, please refer to the filings SAIC makes from time to time with the U.S. Securities and Exchange Commission, including the “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Legal Proceedings” sections of SAIC’s latest annual report on Form 10-K and quarterly reports on Form 10-Q.

Section 9 – Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) EXHIBITS

<u>Exhibit Number</u>	<u>Title</u>
99.1	Press Release dated September 9, 2013.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

SAIC, INC.

By: /s/ Raymond L. Veldman

Name: Raymond L. Veldman

Title: Senior Vice President and Secretary

SCIENCE APPLICATIONS INTERNATIONAL
CORPORATION

By: /s/ Raymond L. Veldman

Name: Raymond L. Veldman

Title: Senior Vice President and Secretary

Dated: September 10, 2013

SAIC, Inc.'s Board of Directors Approves Spin-Off of its Services Business

September 9, 2013

- *Separation to be completed September 27, 2013*
- *SAIC, Inc. to change name to Leidos Holdings, Inc.*
- *Immediately after separation, Leidos to effectuate a 1:4 reverse stock split*

(McLean, Va.), September 9, 2013 — SAIC, Inc. (NYSE: SAI) today announced that its Board of Directors has approved the separation of its technical, engineering and enterprise information technology services business and declared a pro rata dividend to its stockholders, effective after market close on Friday, September 27, 2013 (the “distribution date”), of all of the shares of SAIC Gemini, Inc., which will hold the spun-off business and be renamed Science Applications International Corporation (Science Applications) in connection with the completion of the separation.

Each SAIC, Inc. (SAIC) stockholder of record as of the close of business on September 19, 2013 (the “record date”) will receive, effective as of the distribution date, one share of common stock of Science Applications for every seven shares of common stock of SAIC held as of the record date. The distribution of these shares will be made in book-entry form, which means that no physical share certificates will be issued.

On the distribution date, SAIC will change its name to Leidos Holdings, Inc. On Monday, September 30, 2013, shares of Leidos will begin “regular way” trading on the New York Stock Exchange under the ticker symbol LDOS and shares of Science Applications will begin “regular way” trading on the NYSE under the ticker symbol SAIC.

The Board of Directors of SAIC also approved a one-for-four reverse stock split of Leidos shares, effective immediately after the distribution.

In connection with the spin-off, Science Applications will incur approximately \$500 million of debt financing. The proceeds of the debt financing will be used to pay a \$295 million cash dividend to SAIC immediately prior to the completion of the spin-off. SAIC intends to use the net proceeds it receives from this dividend for general corporate purposes.

“SAIC has a proud legacy of solving complex problems, thriving on innovation and working shoulder-to-shoulder with customers,” said SAIC Chairman and CEO John Jumper, future Chairman and CEO of Leidos. “For the next chapter, we will take things to the next level – moving forward and launching two great American companies that will continue to serve the best interests of not only our customers and shareholders, but also our communities, our families and our world.”

“This strategic decision by our board culminates a year of hard work and continued performance by our dedicated employees,” said the program executive for the separation, SAIC COO Stu Shea, future President and COO of Leidos. “As we move forward in Leidos, the talent of our team and the passion they have for serving our customers will be the foundation of our future success.”

Future Science Applications CEO Tony Moraco said that, “As a leading technology integrator, the new SAIC will be a more streamlined organization with greater focus on servicing our customers’ critical mission and enterprise IT needs. The spin allows us to eliminate any perception of organizational conflicts of interest, enabling us to pursue a new world of market opportunities with an integrated enterprise approach.”

Distribution of Science Applications Shares

The distribution does not require stockholder approval, and no action or payment is required by SAIC stockholders to receive shares of Science Applications common stock. Stockholders who hold SAIC common stock on the record date, and do not trade the right to receive Science Applications shares (see *Pre-Spin Trading of SAIC Common Stock* below), will receive a book-entry account statement reflecting their ownership of Science Applications common stock or their brokerage account will be credited with the Science Applications shares.

Fractional shares of Science Applications common stock will not be distributed. Instead, fractional shares of Science Applications’ common stock will be aggregated and sold in the open market, with the net cash proceeds distributed to those stockholders who would otherwise hold Science Applications fractional shares.

SAIC has received a private letter ruling from the Internal Revenue Service that the distribution of Science Applications shares generally will not be taxable to SAIC or stockholders of SAIC for U.S. federal income tax purposes. Cash received in lieu of fractional shares will, however, be taxable. Stockholders are urged to consult their tax advisors regarding the particular consequences of the distribution in their situation, including the applicability and effect of any U.S. federal, state, local and foreign tax laws.

Prior to the distribution date, SAIC will send an information statement to each stockholder of record as of the close of business on the record date. The information statement will describe the procedures by which the distribution will be effected and other details of the transaction. The information statement will be available on the Securities and Exchange Commission’s website at www.sec.gov and on the SAIC website at www.saic.com.

The completion of the distribution is subject to the satisfaction or waiver of a number of conditions, including the effectiveness of the Registration Statement on Form 10 filed by SAIC Gemini, Inc. with the SEC and certain other conditions described in the information statement included in such Form 10 Registration Statement and in the agreements filed as exhibits to the Form 10 Registration Statement. The Board of Directors of SAIC expects all conditions to the distribution to be satisfied on or before the distribution date.

Reverse Stock Split of Leidos Shares

As stated above, the Board has approved a 1-for-4 reverse stock split of Leidos common stock that will be effectuated immediately after the spin-off and prior to the market open on Monday, September 30, 2013. Under the reverse stock split, every four shares of outstanding common stock held at 11:59 p.m., Eastern time, on the distribution date will be converted into one share of Leidos common stock. The number of authorized but unissued shares will also be proportionately reduced in accordance with the reverse stock

split ratio. No further action on the part of SAIC stockholders is required in connection with the reverse stock split. The stockholders authorized the Board to implement the reverse stock split at SAIC's Annual Meeting of Stockholders held on June 7, 2013.

No fractional shares of Leidos stock will be distributed to stockholders in connection with the reverse stock split. Instead, the transfer agent will aggregate all fractional shares that would have otherwise been distributed and sell them as soon as practicable after the reverse stock split at the then-prevailing prices on the open market. After the transfer agent's completion of such sale, the stockholders who would have otherwise received fractional shares will receive a cash payment in an amount equal to their respective pro rata shares of the total net proceeds of that sale.

The reverse stock split is generally expected to be tax-free to stockholders of Leidos for U.S. federal income tax purposes, except to the extent of cash received in lieu of fractional shares. Stockholders are urged to consult their tax advisors regarding the particular consequences of the reverse stock split in their situation, including the applicability and effect of any U.S. federal, state, local and foreign tax laws.

Pre-Spin Trading of Leidos and SAIC Common Stock

SAIC expects that on or about September 16, 2013, "ex-distribution" trading of Leidos common stock will commence on the NYSE under the "LDOS" ticker and "when-issued" trading of Science Applications common stock will commence on the NYSE under the "SAIC" ticker. Shares of SAIC common stock will continue to trade "regular way" on the NYSE (NYSE:SAI) through the close of business on September 27, 2013. Any holders of shares of SAIC common stock on the record date who sell SAIC shares "regular way" on or before the close of business on September 27, 2013, also will be selling their right to receive shares of Science Applications common stock in the distribution.

On September 30, 2013, Science Applications and Leidos will each begin trading "regular way". Investors are encouraged to consult with their financial advisers regarding the specific implications of buying or selling SAIC common stock on or before the distribution date.

The distribution agent, transfer agent, and registrar for Science Applications common stock will be Computershare Trust Company, NA. For questions relating to the transfer or mechanics of the stock distribution or the reverse stock split, stockholders may contact Computershare Trust Company, NA, via phone at 1-866-400-7242 or email at saicinquiry@cpushareownerservices.com. If shares are held by a bank, broker or other nominee, stockholders should contact that institution directly.

Leidos Board of Directors

At the time of the distribution, France A. Córdova, Jere A. Drummond, Thomas F. Frist, III, and Edward J. Sanderson, Jr. will resign from the Board of Directors of SAIC and become directors of Science Applications. Dr. John Hamre will also join the board of Science Applications and will remain a director of Leidos. Miriam E. John, Anita K. Jones, John P. Jumper, Harry M.J. Kraemer, Jr. and Lawrence C. Nussdorf will also remain on the Leidos Board of Directors. In addition, David G. Fubini, Robert S. Shapard and Noel A. Williams will join the Board of Directors of Leidos shortly following the distribution.

Science Applications Board of Directors

In addition to the directors named above who will move to the Science Applications board, Robert A. Bedingfield and Steven R. Shane , as well as Anthony J. Moraco, Chief Executive Officer of Science Applications, will join the Board of Directors of Science Applications upon completion of the spin-off. Edward J. Sanderson, Jr. will serve as the non-executive Chairman of the Science Applications board.

Quarterly Cash Dividend

The SAIC board of directors today also declared a quarterly cash dividend, after giving effect to the reverse stock split, of 32 cents per share to stockholders of record on October 15, 2013 (equivalent to 8 cents per share on a pre-reverse stock split basis). The cash dividend will be payable by Leidos on October 30, 2013. The company expects that, after the spinoff, Science Applications will declare a quarterly cash dividend of 28 cents per share (equivalent to 4 cents per share on a pre-distribution basis), so that the aggregate quarterly dividend for the two companies combined will equal SAIC's prior quarterly dividend rate of 12 cents per share. Thereafter, the respective boards of directors of Leidos and Science Applications will determine the dividend policy of each company.

Investor Conference

Leidos and SAIC will hold a joint Investor Day at the Waldorf Astoria Hotel in New York City on Sept. 11. The event will be webcast. A link to view the event can be found at <http://Investors.SAIC.com>

Precautionary Statements Regarding Forward-Looking Information

Statements in this announcement, other than historical data and information, constitute forward-looking statements that involve risks and uncertainties. Forward-looking statements in this release include, among others: our intent to separate into two independent publicly traded companies as a result of the proposed spin-off; the timing of the proposed transaction; and expectations for the two independent companies following the spin-off. These statements reflect our belief and assumptions as to future events that may not prove to be accurate. A number of factors could cause our actual results, performance, achievements, or industry results to be very different from the results, performance, or achievements expressed or implied by such forward-looking statements. Some of these factors include, but are not limited to, failure to obtain necessary regulatory approvals or to satisfy any of the other conditions to the proposed spin-off; failure to realize the expected benefits of the proposed spin-off; the impact of the proposed spin-off on SAIC's or Science Applications' employees, customers and suppliers; disruption to business operations as a result of the proposed transaction; the inability to retain key personnel; and the inability of the companies to operate independently following the spin-off. These are only some of the factors that may affect the forward-looking statements contained in this release. For further information concerning risks and uncertainties associated with our business, please refer to the filings we make from time to time with the U.S. Securities and Exchange Commission, including the risk factors set forth in SAIC's Annual Report on Form 10-K for the period ended January 31, 2013, subsequent quarterly reports on Form 10-Q and other such filings that SAIC makes with the SEC from time to time, all of which may be viewed or obtained through the Investor Relations section of our web site at <http://www.saic.com>. 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.

About SAIC

SAIC is a FORTUNE 500® scientific, engineering, and technology applications company that uses its deep domain knowledge to solve problems of vital importance to the nation and the world, in national security, energy and the environment, critical infrastructure, and health. The Company's approximately 38,000 employees serve customers in the U.S. Department of Defense, the intelligence community, the U.S. Department of Homeland Security, other U.S. government civil agencies and selected commercial markets. Headquartered in McLean, Va., SAIC had annual revenues of approximately \$11.2 billion for its fiscal year ended January 31, 2013. For more information, visit <http://www.saic.com/>. SAIC: From Science to Solutions®

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