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

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**FORM 8-K**

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

Date of Report (Date of earliest event reported): February 18, 2014

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**LEIDOS HOLDINGS, INC.**

**LEIDOS, INC.**

(Exact name of registrant as specified in its charter)

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**DELAWARE**  
(State or other Jurisdiction  
of Incorporation)

**001-33072**  
**000-12771**  
(Commission  
File Numbers)

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

**11951 Freedom Drive, Reston, Virginia**  
(Address of Principal Executive Offices)

**20190**  
(Zip Code)

Registrants' telephone number, including area code: **(571) 526-6000**

N/A  
(Former names or former addresses if changed since last report.)

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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; Compensatory Arrangements of Certain Officers.**

(b) On February 18, 2014, John P. Jumper, Chairman and Chief Executive Officer of Leidos Holdings, Inc. and Leidos, Inc., notified the board of directors that he plans to retire as Chief Executive Officer upon the appointment of his successor. The board of directors has initiated a process to identify the company's next Chief Executive Officer. Mr. Jumper will continue to serve as Chairman of the Board.

On February 19, 2014, the company issued a press release relating to the announcement that Mr. Jumper intends to retire from his position as Chief Executive Officer, a copy of which is filed as Exhibit 99.1 to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Press Release dated February 19, 2014

**SIGNATURES**

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.

LEIDOS HOLDINGS, INC.

By: /s/ Raymond L. Veldman  
Name: Raymond L. Veldman  
Title: Senior Vice President and Corporate Secretary

LEIDOS, INC.

By: /s/ Raymond L. Veldman  
Name: Raymond L. Veldman  
Title: Senior Vice President and Corporate Secretary

Dated: February 19, 2014

**Leidos Announces Plan for CEO Succession*****Search for Executive Underway, John Jumper to Remain on Board of Directors following Appointment of New Leader***

(Reston, VA) February 19, 2014 – Leidos (NYSE: LDOS) today announced that the company’s Chairman and CEO, John Jumper, will retire as CEO, beginning a planned leadership transition over the next several months.

The company’s Board of Directors has launched a thorough and thoughtful process to select a successor. The comprehensive search will evaluate both internal and external candidates. Jumper will continue as CEO until a successor is appointed. He will remain the chairman of the board following the transition.

Jumper’s retirement from his position as CEO adds another high point to a remarkable career of nearly five decades of service to private industry and the Nation, including 39 years in the Air Force, culminating as the chief of staff of the U.S. Air Force.

“John provided the strong leadership that SAIC, and now Leidos, needed during the transition from one world-class company to two. His ability to align the leadership team and lead through such a magnitude of change is unparalleled to any other CEO I have seen,” said Lawrence C. Nussdorf, lead director of company’s board. “We look forward to his continued service on our board of directors and his assistance in an orderly transition to a new CEO, as we implement the strategy being developed by the management team and the board of directors.”

Jumper was the chairman and CEO of SAIC beginning March 1, 2012, and continues his tenure with Leidos following the company’s separation on Sept. 27, 2013. Jumper has served as a member of the company’s board of directors since 2007. He was appointed chair of the board in 2012.

**About Leidos**

Leidos is a science and technology solutions leader working to address some of the world’s toughest challenges in national security, health, and engineering. The Company’s 23,000 employees support vital missions for our government and the commercial sector, develop innovative solutions to drive better outcomes, and defend our Nation’s digital and physical infrastructure from ‘new world’ threats. Leidos is headquartered in Reston, Va. and had approximately \$6 billion in revenues for fiscal year 2013, on a pro forma basis, following the spin-off of the company’s technical, engineering and enterprise IT business on Sept. 27, 2013. For more information, visit [www.Leidos.com](http://www.Leidos.com).

*Statements in this announcement, other than historical data and information, constitute forward-looking statements that involve risks and uncertainties. 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, the risk factors set forth in Leidos’ Annual Report on Form 10-K for the period ended January 31, 2013, and other such filings that Leidos 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.*

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