

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Shea K Stuart</u>  (Last) (First) (Middle) <u>11951 FREEDOM DRIVE</u>  (Street) <u>RESTON VA 20190</u>  (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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and COO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/27/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person

**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	09/27/2013		A		1,931 <sup>(1)</sup>	A	\$0.00	35,209.1017 <sup>(2)(3)</sup>	D	
Common Stock	09/27/2013		A		14,165 <sup>(4)</sup>	A	\$0.00	49,374.1017	D	
Common Stock	09/27/2013		A		215 <sup>(1)</sup>	A	\$0.00	10,366.5344 <sup>(2)</sup>	I	By Key Executive Stock Deferral Plan
Common Stock	09/27/2013		A		1,574 <sup>(4)</sup>	A	\$0.00	11,940.5344	I	By Key Executive Stock Deferral Plan
Common Stock								3,333 <sup>(5)</sup>	I	By Retirement Plan

**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)		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)					

**Explanation of Responses:**

- Represents restricted share units, which vest on January 31, 2014.
- Reflects (i) adjustments to outstanding equity awards related to the spin-off of Science Applications International Corporation by Leidos Holdings, Inc. and (ii) the 1-for-4 reverse stock split of common stock of Leidos Holdings, Inc. on September 27, 2013.
- Includes all shares of common stock of Leidos Holdings, Inc. held in the Employee Stock Purchase Plan as of August 5, 2013.
- Represents restricted share units and dividend equivalent rights, which vest on January 31, 2015.
- As of September 30, 2013.

/s/ Raymond L. Veldman, 10/01/2013  
Attorney-in-Fact

\*\* 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.