

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

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* Fasano Gerard A			2. Issuer Name and Ticker or Trading Symbol Leidos Holdings, Inc. [LDOS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Chief Growth Officer _____ Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/02/2024			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		
1750 PRESIDENTS STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
RESTON	VA	20190						
(City)	(State)	(Zip)						
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.								

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	05/02/2024		M		10,970	A	\$107.57	98,932.4459	D	
Common Stock	05/02/2024		M		2,949	A	\$89.08	101,881.4459	D	
Common Stock	05/02/2024		M		4,998	A	\$105.08	106,879.4459	D	
Common Stock	05/02/2024		M		3,623	A	\$96.95	110,502.4459	D	
Common Stock	05/02/2024		F ⁽¹⁾		19,021	D	\$142.19	91,481.4459 ⁽²⁾	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
Stock Option (Right to Buy)	\$107.57	05/02/2024		M			10,970	03/06/2021	03/05/2027	Common Stock	10,970	\$0	0	D	
Stock Option (Right to Buy)	\$89.08	05/02/2024		M			2,949	03/05/2022	03/04/2028	Common Stock	2,949	\$0	2,949	D	
Stock Option (Right to Buy)	\$105.08	05/02/2024		M			4,998	03/04/2023	03/03/2029	Common Stock	4,998	\$0	4,998	D	
Stock Option (Right to Buy)	\$96.95	05/02/2024		M			3,623	03/03/2024	03/02/2030	Common Stock	3,623	\$0	7,031	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.
- Includes shares acquired by the reporting person through the Company's Employee Stock Purchase Plan since the last reported transaction.

Remarks:

/s/ Ramune M. Klijgys by PoA of Gerard A. Fasano 05/03/2024

** 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.