

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a party other than the Registrant

CHECK THE APPROPRIATE BOX:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12



**Leidos Holdings, Inc.**

(Name of Registrant as Specified In Its Charter)  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

PAYMENT OF FILING FEE (CHECK ALL BOXES THAT APPLY):

No fee required

Fee paid previously with preliminary materials

Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11



ATTN: STOCK PROGRAMS  
1750 PRESIDENTS STREET  
RESTON, VA 20190

# Your **Vote** Counts!

**LEIDOS HOLDINGS, INC.**

2023 Annual Meeting

Vote by April 27, 2023 11:59 PM ET. For shares held in a Plan, vote by April 25, 2023 11:59 PM ET.



V03699-P86579

## You invested in LEIDOS HOLDINGS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholders meeting to be held on April 28, 2023.**

### Get informed before you vote

View the Leidos Annual Report on Form 10-K and the proxy materials for the Annual Meeting online OR you can receive a free paper or email copy of the materials by submitting a request prior to April 14, 2023. If you would like to request a copy of the materials for this and/or future stockholder meetings, you may: (1) visit [www.ProxyVote.com](http://www.ProxyVote.com); (2) call 1-800-579-1639; or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.

### VOTE CONFIRMATION

You may confirm that your instructions were received and included in the final tabulation to be issued at the Annual Meeting on April 28, 2023 via the ProxyVote Confirmation link at [www.proxyvote.com](http://www.proxyvote.com) by using the information that is printed in the box. Vote Confirmation is available 24 hours after your vote is received beginning April 15, 2023 with the final vote tabulation remaining available through June 28, 2023.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote in Person at the Meeting\*

April 28, 2023  
9:00 AM Eastern Time

1750 Presidents Street  
Reston, VA 20190

\*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholders meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
<b>1. Nominees:</b>	
1a. Thomas A. Bell	✓ For
1b. Gregory R. Dahlberg	✓ For
1c. David G. Fubini	✓ For
1d. Noel B. Geer	✓ For
1e. Miriam E. John	✓ For
1f. Robert C. Kovarik, Jr.	✓ For
1g. Harry M. J. Kraemer, Jr.	✓ For
1h. Gary S. May	✓ For
1i. Surya N. Mohapatra	✓ For
1j. Patrick M. Shanahan	✓ For
1k. Robert S. Shapard	✓ For
1l. Susan M. Stalnecker	✓ For
<b>2.</b> Approve, by an advisory vote, executive compensation.	✓ For
<b>3.</b> Approve, by an advisory vote, the frequency of future advisory votes on executive compensation.	1 Year
<b>4.</b> The ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 29, 2023.	✓ For
<b>5.</b> Consider stockholder proposal regarding report on political expenditures, if properly presented.	✗ Against
<b>6.</b> Consider stockholder proposal regarding independent Board Chair, if properly presented.	✗ Against
<b>NOTE:</b> Such other business as may properly come before the meeting or any adjournment thereof.	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".