| SEC Form 4 |
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FORM 4

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

OMB APPROVAL

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

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

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

| 1. Name and Address of Reporting Person [*] Cage Christopher R | | | 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 |
|--|--|----------------|--|---|
| (Last) 1750 PRESII | Last) (First) (Middle) 1750 PRESIDENTS STREET | | 3. Date of Earliest Transaction (Month/Day/Year) 03/08/2022 | X Officer (give title Other (specify below) below) Chief Financial Officer |
| (Street) RESTON (City) | VA (State) | 20190 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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) | Transaction Code (Instr. | | 4. Securities Disposed Of 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 03/08/2022 | | F ⁽¹⁾ | | 103 | D | \$106.86 | 14,814 | D | |
| Common Stock | | | | | | | | 22,538.5111 | Ι | By Key Executive Stock Deferral Plan |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | (0 / 1 | | | | | • • | | | | | | | |
|---|---|--|---|------------------------------|---|-----|-----|--|---|-------|---|--|--|--|--|
| 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. Transa Code (8) | | | | 6. Date Exerc Expiration Da (Month/Day/N | 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 | Amount or Number of Shares | | | | |

Explanation of Responses:

1. These shares were withheld by the Company to satisfy the reporting person's tax obligation associated with previously reported awards of restricted stock units. This share withholding was authorized in the restricted stock award agreement.

Remarks:

<u>/s/ Ramune M. Kligys,</u> <u>Attorney-in-Fact</u>

03/10/2022

** 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.