

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

FORM 8-K

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

Date of Report (Date of Earliest Event Reported): January 17, 2024 (January 17, 2024)

LEIDOS HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

1750 Presidents Street, Reston, Virginia

(Address of principal executive office)

001-33072

(Commission File Number)

20-3562868

(I.R.S. Employer Identification No.)

20190

(Zip Code)

(571) 526-6000

(Registrants' telephone number, including area code)

Not Applicable

(Former Name or Former Address, If Changed Since Last Report)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common stock, par value \$.0001 per share	LDOS	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 17, 2024, Leidos Holdings, Inc. (the "Company") announced that Jerald S. Howe, Jr., will be leaving his role as the Company's General Counsel and Corporate Secretary effective April 1, 2024 (the "Effective Date"). As part of his planned retirement from the Company, Mr. Howe will continue in a full-time advisory role, on the same terms and conditions of employment, through July 31, 2024, and he will serve in a more limited advisory capacity as a consulting employee through March 15, 2025. In connection with his role as a consulting employee, the Company entered into a Consulting Employee Agreement with Mr. Howe, dated January 17, 2024, and effective at the Effective Date (the "Agreement"). Pursuant to the Agreement, Mr. Howe will receive \$1,200 per hour in consideration for consulting services, with working hours not to exceed 1,860 hours in any 12-month period. In addition, the Agreement provides certain benefits to Mr. Howe, including continued eligibility for medical insurance and continued participation in the Leidos Retirement Plan.

The foregoing summary of the Agreement does not purport to be complete and is qualified in its entirety by reference to the Agreement, which is filed as Exhibit 10.1 and incorporated herein by reference.

On January 17, 2024, the Board of Directors of the Company appointed Daniel J. Antal as General Counsel and Corporate Secretary of the Company, effective April 1, 2024. Mr. Antal, age 52, previously served as General Counsel for Rolls-Royce Defense and North America. He has extensive experience across the defense and aerospace industries leading a range of General Counsel functions including legal, corporate governance, contracts, and risk. He previously spent more than seven years at the Company, where he served as general counsel for defense and corporate secretary, before supporting the Company's former Civil group. He also worked at MWH Global and served as director of risk management for the Middle East and director of operations. Mr. Antal has an MBA from the University of Denver Daniels Business College, and a JD from the University of Denver Sturm College of Law.

A copy of the press release related to these announcements is furnished as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- Exhibit 10.1 [Consulting Employee Agreement, dated January 17, 2024.](#)
 - Exhibit 99.1 [Press Release dated January 17, 2024, issued by Leidos Holdings, Inc.](#)
 - Exhibit 104 The cover page from this Current Report on Form 8-K, formatted in Inline XBRL and contained in Exhibit 101.
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SIGNATURE

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.

Date: January 17, 2024

By: /s/ Jerald S. Howe, Jr.
Jerald S. Howe, Jr.
Its: General Counsel and Corporate Secretary

Jerry Howe
EVP, General Counsel and Corporate Secretary

Subject: **Consulting Employee Agreement**

We appreciate your exemplary service as the General Counsel and Corporate Secretary. On behalf of Leidos, we are pleased to offer you a consulting agreement as an Advisor to the Chief Executive Officer, effective August 1, 2024. As a consulting employee, you will be paid an hourly rate of \$1200.00 on a bi-weekly basis.

As a result of your transfer to Consulting Employee (CE) status, the following apply:

- Eligibility for medical insurance will continue. Consulting Employees who enroll in a Healthy Focus medical plan will not be eligible for a Leidos sponsored Health Savings Account (HSA). Coverage is 100% employee paid on a post tax basis via direct bill. Details regarding the direct bill process will be mailed to your home address. There may be an option to continue medical insurance under Federal COBRA for yourself and/or your dependents for a limited period of time.
- Eligibility for Leidos dental and vision insurance will end and coverage will be cancelled on the effective date noted above.
- Eligibility to continue dental and vision insurance under Federal COBRA for a limited period of time will begin on the effective date noted above.
- Unused Paid Time Off (PTO) hours will be automatically paid out within 1 to 2 pay periods of the date you transition to CE status.
- Unused Disability Sick Leave (DSL) hours will be frozen (balance will be restored should you transfer back to an eligible fringe package).
- While you can continue to participate in the Leidos Retirement Plan, eligibility for company matching contributions will cease.
- Any benefits under the Company's non-qualified deferred compensation plans will be distributed based on your elections. An election to receive a distribution upon your termination of employment will not occur based solely on your transfer to Consulting Employee status but will occur if you terminate employment with the Company or your working hours are permanently decreased to 20% or less of the hours you worked over the prior 36-month period. Any current year deferral elections will remain in effect. Your eligibility to make additional elections in subsequent years is at the sole discretion of the Company.
- Working hours must total a minimum of 180 and not exceed 1,860 in any 12 month period. If hours worked for any 12 month period do not fall within these parameters, your employment status as a Consulting Employee (CE) will be evaluated by your sponsoring organization for change to a different status or possible termination of employment.

Please confirm your understanding and acceptance of this offer by signing below and returning to me by January 17, 2024.

/s/ Maureen Waterston
Maureen Waterston
Chief Human Resources Officer

/s/ Jerald S. Howe Jr.
Jerald S. Howe Jr.
1/17/2024

Leidos Appoints Dan Antal General Counsel

Jerry Howe to remain employee through June and advisor to Leidos through March 2025

RESTON, Va., January 17, 2024—Leidos (NYSE: LDOS), a FORTUNE 500® science and technology leader, today announced the appointment of Dan Antal as General Counsel, effective April 1, 2024. Antal, who currently serves as General Counsel for Rolls-Royce Defense and North America, will succeed Jerry Howe, who announced his planned retirement from the Company. Howe will continue as General Counsel until March 31, 2024, remaining in an advisory capacity to ensure a smooth transition through March 15, 2025.

Before joining Rolls-Royce in 2021, Antal had a long career at Leidos in a variety of positions in the legal function. His last position in the company was Senior Vice President, General Counsel - Civil Group for Leidos.

"I'm very proud to welcome Dan back to Leidos and very much look forward to having him on my Executive Team," said Leidos CEO Tom Bell. "With his deep industry knowledge and his thorough understanding of Leidos, Dan is uniquely positioned to hit the ground running and lead our legal team. His expertise will be instrumental in safeguarding our global business."

Antal has extensive experience across the Defense & Aerospace industries leading a range of General Counsel functions including Legal, Corporate Governance, Contracts, and Risk. He previously spent more than seven years at Leidos, where he served as general counsel for defense and corporate secretary, before supporting the Civil Group. He also worked at MWH Global and served there as director of risk management for the Middle East and director of operations. Antal has an MBA from the University of Denver Daniels Business College and a Juris Doctorate from the University of Denver Sturm College of Law.

"I am honored to be appointed as General Counsel at this pivotal moment for Leidos," said Antal. "I look forward to collaborating with Tom and the talented legal team at Leidos. Together, we will navigate the evolving legal landscape, uphold our commitment to corporate governance and compliance, and support Leidos' strategic goals. Our collective efforts will be dedicated to fostering an environment of legal excellence and ethical integrity, ultimately benefiting all our stakeholders."

Bell continued, "On behalf of the board of directors and management team, I want to extend our deepest gratitude to Jerry for his exemplary service as General Counsel at Leidos. Over the past seven years, his legal expertise and unwavering ethical commitment have been essential in navigating complex legal landscapes and reinforcing our strong governance. While we will miss his invaluable counsel, we are thankful that he will remain as an advisor through March 2025, and we wish him the very best in his well-deserved retirement."

"It has been a privilege to serve as General Counsel and work alongside the exceptionally talented team at Leidos in achieving the remarkable corporate growth that we have," said Howe. "I have had the pleasure of working directly with Dan and am confident in his legal acumen and ability to lead our team forward. Leidos is well-prepared for the future, and I eagerly anticipate witnessing the team's continued successes."

About Leidos

Leidos is a Fortune 500® innovation company rapidly addressing the world's most vexing challenges in national security and health. The company's 47,000 employees support vital missions for government and commercial customers. Headquartered in Reston, Virginia, Leidos reported annual revenues of approximately \$14.4 billion for the fiscal year ended December 30, 2022. For more information, visit www.Leidos.com.

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