

OMB APPROVAL	
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**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* <u>Scholl Jonathan W</u>			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) _____ <b>Group President</b>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/04/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
<u>11951 FREEDOM DRIVE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>RESTON</u>	<u>VA</u>	<u>20190</u>						
(City)	(State)	(Zip)							

**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	03/04/2020		F		592 <sup>(1)</sup>	D	\$109.33	39,460	D	
Common Stock								9,390.5478	I	By Key Executive Stock Deferral Plan
Common Stock	03/04/2020		M		35,777	A	\$31.2607	75,237	D	
Common Stock	03/05/2020		M		18,024	A	\$33.8177	93,261	D	
Common Stock	03/05/2020		M		11,049	A	\$53.54	104,310	D	
Common Stock	03/05/2020		M		6,846	A	\$63.76	111,156	D	
Common Stock	03/05/2020		F		21,602 <sup>(2)</sup>	D	\$112.33	89,554	D	
Common Stock	03/05/2020		F		11,108 <sup>(2)</sup>	D	\$112.33	78,446	D	
Common Stock	03/05/2020		F		7,875 <sup>(2)</sup>	D	\$112.33	70,571	D	
Common Stock	03/05/2020		F		5,221 <sup>(2)</sup>	D	\$112.33	65,350	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				
Stock Option (Right to Buy)	\$31.2607	03/05/2020		M		35,777 <sup>(3)</sup>	09/11/2016	09/10/2022	Common Stock	35,777	\$0	0	D	
Stock Option (Right to Buy)	\$33.8177	03/05/2020		M		18,024 <sup>(4)</sup>	03/04/2017	03/03/2023	Common Stock	18,024	\$0	0	D	
Stock Option (Right to Buy)	\$53.54	03/05/2020		M		11,049 <sup>(5)</sup>	03/03/2018	03/02/2024	Common Stock	11,049	\$0	3,684	D	
Stock Option (Right to Buy)	\$63.76	03/05/2020		M		6,846 <sup>(6)</sup>	03/02/2019	03/01/2025	Common Stock	6,846	\$0	6,846	D	

**Explanation of Responses:**

- Reporting shares withheld for taxes from the vesting of awards.
- Transaction involved the surrender of shares to Leidos Holdings, Inc. to pay the exercise price and taxes for options exercised.
- Relates to options granted September 11, 2015.
- Relates to options granted March 4, 2016.
- Relates to options granted March 3, 2017.
- Relates to options granted March 2, 2018.

**Remarks:**

Raymond L. Veldman,  
Attorney-in-Fact

03/06/2020

\*\* 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.**