

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* <b>MOHAPATRA SURYA N</b>			2. Issuer Name and Ticker or Trading Symbol <b>Leidos Holdings, Inc. [ LDOS ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/18/2022</b>			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		
1750 PRESIDENTS STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>RESTON VA 20190</b>								
(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	08/18/2022		M		5,193	A	\$39.7	22,708	D	
Common Stock	08/18/2022		F <sup>(1)</sup>		2,038	D	\$101.15	20,670	D	
Common Stock	08/18/2022		S		3,155	D	\$101.5154 <sup>(2)</sup>	17,515	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)	\$39.7	08/18/2022		M		5,193		08/26/2017	08/25/2023	Common Stock	5,193	\$0	0	D	
Stock Option (Right to Buy)	\$104.06							05/06/2023	05/05/2029	Common Stock	1,769 <sup>(3)</sup>		1,769	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.
- The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions from \$101.45 to \$101.615 inclusive. The reporting person undertakes to providing to Leidos Holdings, Inc., any security holder of Leidos Holdings, Inc., or the staff of the Securities Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the aforementioned range.
- Due to an administrative error, this stock option award was over-reported by 15 options on the reporting person's Form 4 filed with the SEC on May 10, 2022. The total number of stock options acquired after the reported transaction is accurately reflected in the table above.

**Remarks:**

/s/ Ramune M. Kligys,  
Attorney-in-Fact

08/22/2022

\*\* 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.**