FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D	D.C. 20549
---------------	------------

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL									
	OMB Number:	3235-0287								
	Estimated average b	urden								
1	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). 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* <u>Kendall Frank III</u>						2. Issuer Name and Ticker or Trading Symbol Leidos Holdings, Inc. [ LDOS ]								Relationship eck all appli X Directo	cable)	ng Pers	son(s) to Iss 10% Ov	
(Last) 11951 FF	(Fi	•	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 05/10/2019								Officer below)	(give title		Other (s below)	specify
(Street)					4. 1	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicat Line)  X Form filed by One Reporting Person				
RESTON			20190		-									Form filed by More than One Reporting Person				
(City)	(St	ate)	(Zip)															
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
1. Title of Security (Instr. 3)  2. Transac Date (Month/Da						ur) E	2A. Deemed Execution Date, f any Month/Day/Year)		Code (Instr.		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4			Benefici Owned F	es ally Following	Form:	: Direct I Indirect E str. 4)	7. Nature of Indirect Beneficial Ownership
								Code	v	Amount	(A) or (D)	Price	Reporte Transac (Instr. 3	ion(s)		1	nstr. 4)	
Common Stock 05				05/10	)/2019						1,400	A	\$0.000	00 4,853	4,853.0265		I 5	By Key Executive Stock Deferral Plan
	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. Deem Execution if any (Month/Da	Date,	4. Transa Code ( 8)		n of E		6. Date Exercisa Expiration Date (Month/Day/Yea			7. Title and Amount of Securities Underlying Derivative Securi (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)		e es ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)		Date Exercisat		Expiration Date	Title	Amount or Number of Shares					
Stock Option (Right to	\$75.02	05/10/2019			A		3,345		05/10/202	0(1)	05/09/2026	Common Stock	3,345	\$0.0000	3,34	5	D	

## **Explanation of Responses:**

1. The option shall vest and become exercisable in full on the earlier of (i) the first anniversary of the Grant Date, or (ii) the date that the next annual meeting of the stockholders of the Company is concluded

/s/ Raymond L. Veldman, 05/14/2019 Attorney-in-Fact

\*\* 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.