

**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): April 29, 2022

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 5.07. Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders of Leidos Holdings, Inc. was held on April 29, 2022. The final results of the stockholders' vote on each of the matters presented for a vote are set forth below.

1. The nominees for election to the Board of Directors were elected, each for a one-year term, based upon the following votes:

| Director Nominee | For | Against | Abstain | Broker Non-Votes |
|--------------------------|-------------|----------------|----------------|-------------------------|
| Gregory R. Dahlberg | 106,788,973 | 1,969,302 | 409,763 | 8,135,339 |
| David G. Fubini | 106,157,272 | 2,568,303 | 442,463 | 8,135,339 |
| Miriam E. John | 106,054,330 | 2,656,945 | 456,763 | 8,135,339 |
| Robert C. Kovarik, Jr. | 107,031,011 | 1,669,456 | 467,571 | 8,135,339 |
| Harry M. J. Kraemer, Jr. | 105,034,796 | 3,666,777 | 466,465 | 8,135,339 |
| Roger A. Krone | 104,668,433 | 3,807,130 | 692,475 | 8,135,339 |
| Gary S. May | 107,286,929 | 1,394,800 | 486,310 | 8,135,339 |
| Surya N. Mohapatra | 107,406,098 | 1,275,602 | 486,338 | 8,135,339 |
| Patrick M. Shanahan | 107,477,796 | 1,202,971 | 487,271 | 8,135,339 |
| Robert S. Shapard | 103,502,773 | 4,898,873 | 766,391 | 8,135,339 |
| Susan M. Stalnecker | 107,579,804 | 1,067,715 | 520,519 | 8,135,339 |
| Noel B. Williams | 105,947,634 | 2,693,609 | 526,795 | 8,135,339 |

2. The proposal to approve, on a non-binding, advisory basis, the compensation of our named executive officers as disclosed in our proxy statement was approved based upon the following votes:

| | |
|--------------------|-------------|
| Votes for approval | 103,835,477 |
| Votes against | 4,380,305 |
| Abstentions | 952,256 |
| Broker non-votes | 8,135,339 |

3. The proposal to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 30, 2022 was approved based upon the following votes:

| | |
|--------------------|-------------|
| Votes for approval | 113,964,694 |
| Votes against | 3,011,497 |
| Abstentions | 327,186 |
| Broker non-votes | N/A |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 104 The cover page from this Current Report on Form 8-K, formatted in Inline XBRL and contained in Exhibit 101.

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: May 5, 2022

By: /s/ Benjamin A. Winter
Benjamin A. Winter
Its: Senior Vice President and Corporate Secretary