

**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): February 11, 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)

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.

FORM 8-K

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On February 11, 2022, the Board of Directors (the "Board") of Leidos Holdings, Inc. (the "Company") increased the size of the Board to 12 members and elected Patrick M. Shanahan as a Director of the Company, effective February 16, 2022. The Board has also appointed Mr. Shanahan as a member of its Corporate Governance and Ethics Committee and Technology and Information Security Committee. A copy of the press release announcing Mr. Shanahan's election is attached as Exhibit 99.1 to this report.

The Board of Directors has determined that Mr. Shanahan is independent and meets the applicable independence requirements of the New York Stock Exchange. Mr. Shanahan will receive compensation for his service as a non-employee member of the Board in accordance with the standard compensatory arrangement described in the Company's proxy statement filed on March 19, 2021.

There are no arrangements or understandings between Mr. Shanahan and any other person pursuant to which Mr. Shanahan was selected as a director, and there are no transactions in which the Company is a party and in which Mr. Shanahan has a material interest subject to disclosure under Item 404(a) of Regulation S-K.

Item 9.01. Financial Statements and Exhibits.

(i) Exhibits

Exhibit 99.1 [Press Release dated February 16, 2022, 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.

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.

Date: February 16, 2022

LEIDOS HOLDINGS, INC.

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

Leidos Appoints Former Acting Secretary of Defense Patrick Shanahan to Board of Directors

(RESTON, Va.) February 16, 2022 – Leidos (NYSE: LDOS), a FORTUNE® 500 science and technology leader, today announced that Patrick Shanahan has been elected to the company's Board of Directors, effective February 16, 2022. Shanahan served as the 33rd Deputy Secretary of Defense from 2017 to 2019, including as Acting Secretary of Defense from Jan. 1, 2019, to June 23, 2019.

Before his time at the Department of Defense, Shanahan served in a variety of senior roles at Boeing, including as senior vice president, Supply Chain & Operations.

"Pat brings a wealth of expertise to the board and offers tremendous value for our shareholders and customers," said Leidos Chairman and Chief Executive Officer Roger Krone. "Having served at the highest levels of the Department of Defense and industry, his insight will be an enormous asset. We look forward to working with him as we spearhead advances in the revolutionary technologies that will make our world safer, healthier and more efficient."

Upon joining the Department of Defense, Mr. Shanahan helped lead the development of several key DoD policies and strategies. This included the 2018 National Defense Strategy, 2018 Department of Defense Cyber Strategy, 2018 Cyber Posture Review, 2018 Nuclear Posture Review and 2019 Missile Defense Review. He was a passionate champion of digital and technological advancement for the department, driving modernization in cybersecurity, artificial intelligence (AI) and cloud computing as well as command, control, and communication. In June 2018, he instituted the Joint Artificial Intelligence Center (JAIC) and published the Department of Defense's AI Strategy.

A native of Washington State, Mr. Shanahan holds a Bachelor of Science degree in mechanical engineering from the University of Washington and two advanced degrees from the Massachusetts Institute of Technology.

About Leidos

Leidos is a Fortune 500® technology, engineering, and science solutions and services leader working to solve the world's toughest challenges in the defense, intelligence, civil, and health markets. The company's 43,000 employees support vital missions for government and commercial customers. Headquartered in Reston, Va., Leidos reported annual revenues of approximately \$12.30 billion for the fiscal year ended January 1, 2021. For more information, visit www.Leidos.com.