

Science Applications International Corp

Form 4

October 01, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SANDERSON EDWARD J JR

2. Issuer Name **and** Ticker or Trading  
Symbol  
Science Applications International  
Corp [SAIC]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

1710 SAIC DRIVE

(Street)

MCLEAN, VA 22102

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/27/2013

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 09/27/2013                              |                                                             | A <sup>(1)</sup>                     | V Amount<br>(2) 1,133.2074                                              | (A)<br>or<br>(D) Price<br>A \$ 0 13,792.2074                                                                       | (3) D                                                                   |                                                                                |
| Common<br>Stock                       | 09/27/2013                              |                                                             | A <sup>(1)</sup>                     | 6,758.9921                                                              | A \$ 0 6,758.9921                                                                                                  | I                                                                       | By Key<br>Executive<br>Stock<br>Deferral<br>Plan                               |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                        |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 37.8911                                                            | 09/27/2013                              |                                                             | A <u>(1)</u>                            |                                                                                                                 | 1,762                                                          |     | <u>(4)</u>                                                          | 04/02/2014         | Common<br>Stock                                                     | 1,762                                  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 35.7565                                                            | 09/27/2013                              |                                                             | A <u>(1)</u>                            |                                                                                                                 | 2,130                                                          |     | <u>(4)</u>                                                          | 04/01/2015         | Common<br>Stock                                                     | 2,130                                  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 34.7302                                                            | 09/27/2013                              |                                                             | A <u>(1)</u>                            |                                                                                                                 | 2,107                                                          |     | <u>(4)</u>                                                          | 03/31/2018         | Common<br>Stock                                                     | 2,107                                  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 27.1151                                                            | 09/27/2013                              |                                                             | A <u>(1)</u>                            |                                                                                                                 | 4,597                                                          |     | <u>(4)</u>                                                          | 03/29/2019         | Common<br>Stock                                                     | 4,597                                  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 30.4606                                                            | 09/27/2013                              |                                                             | A <u>(1)</u>                            |                                                                                                                 | 3,484                                                          |     | <u>(5)</u>                                                          | 04/04/2020         | Common<br>Stock                                                     | 3,484                                  |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |         |       |
|--------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                              | Director      | 10% Owner | Officer | Other |
| SANDERSON EDWARD J JR<br>1710 SAIC DRIVE<br>MCLEAN, VA 22102 | X             |           |         |       |

## Signatures

/s/ N. Walker,  
Attorney-in-Fact

10/01/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Represents equity awards granted by Leidos Holdings, Inc. (formerly SAIC, Inc.) that have been converted into equity awards of Science Applications International Corporation (the "Issuer") in connection with the spin-off of the Issuer from Leidos Holdings, Inc.
- (2) Restricted stock units and dividend equivalent units, which vest on the earlier of (i) June 7, 2014 and (ii) the first annual meeting of stockholders of the Issuer after June 7, 2013.
- (3) Includes common stock of the Issuer received with respect to shares of common stock of Leidos Holdings, Inc. held prior to the spin-off of the Issuer from Leidos Holdings, Inc.
- (4) An option which is fully vested.
- (5) An option which vests on the earlier of (i) June 7, 2014 and (ii) the first annual meeting of stockholders of the Issuer after June 7, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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