

Edgar Filing: Science Applications International Corp - Form 8-K

Science Applications International Corp
Form 8-K
June 13, 2016

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): June 8, 2016

Science Applications International Corporation

(Exact name of registrant as specified in its charter)

Delaware 001-35832 46-1932921
(State or other Jurisdiction (Commission (IRS Employer

of Incorporation) File Number) Identification No.)

1710 SAIC Drive, McLean, Virginia 22102

(Address of Principal Executive Offices) (Zip Code)

(703) 676-4300

Registrant's telephone number, including area code

Not Applicable

(Former name or former address if changed since last report.)

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

The Annual Meeting of Stockholders of Science Applications International Corporation (“SAIC”) was held on June 8, 2016. The final voting results on each of the matters presented to stockholders for a vote is 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 | Number of Votes | | | Broker |
|--------------------------|-----------------|---------|---------|-----------|
| | For | Against | Abstain | Non-Votes |
| Robert A. Bedingfield | 31,565,209 | 341,255 | 125,813 | 4,748,872 |
| Deborah B. Dunie | 31,419,745 | 486,359 | 126,173 | 4,748,872 |
| Thomas F. Frist III | 31,516,087 | 386,196 | 129,994 | 4,748,872 |
| John J. Hamre | 31,561,162 | 343,735 | 127,380 | 4,748,872 |
| Timothy J. Mayopoulos | 31,367,795 | 516,092 | 148,390 | 4,748,872 |
| Anthony J. Moraco | 31,590,886 | 334,929 | 106,462 | 4,748,872 |
| Donna S. Morea | 31,368,628 | 512,376 | 151,273 | 4,748,872 |
| Edward J. Sanderson, Jr. | 31,414,462 | 488,896 | 128,919 | 4,748,872 |
| Steven R. Shane | 31,600,580 | 307,180 | 124,517 | 4,748,872 |

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 | 30,784,227 |
| Votes against | 854,567 |
| Abstentions | 393,483 |
| Broker non-votes | 4,748,872 |

3. The proposal to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending February 3, 2017 was approved based upon the following votes:

| | |
|--------------------|------------|
| Votes for approval | 36,426,756 |
| Votes against | 257,008 |
| Abstentions | 97,385 |
| Broker non-votes | 0 |

Under the rules and regulations of the New York Stock Exchange, the proposal to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal 2017 is considered a “routine” matter, which means that brokerage firms or other nominees may vote in their discretion on this matter on behalf of clients who have not furnished voting instructions. Therefore, there are no broker non-votes for this matter.

SIGNATURES

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: June 13, 2016

Science Applications International Corporation

By: /s/ Steven G. Mahon
Steven G. Mahon
Executive Vice President, General Counsel and Corporate Secretary