

Leidos Holdings, Inc.  
Form 8-K  
July 15, 2014

**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): July 14, 2014**

**LEIDOS HOLDINGS, INC.**

**LEIDOS, INC.**

**(Exact name of registrant as specified in its charter)**

|   |   |   |
|---|---|---|
| <b>DELAWARE</b><br><b>(State or other Jurisdiction)</b> | <b>001-33072</b><br><b>000-12771</b><br><b>(Commission)</b> | <b>20-3562868</b><br><b>95-3630868</b><br><b>(IRS Employer)</b> |
|---|---|---|

**of Incorporation)**

**File Numbers)**

**Identification Nos.)**

**11951 Freedom Drive, Reston, Virginia**  
**(Address of Principal Executive Offices)**

**20190**  
**(Zip Code)**

**Registrants telephone number, including area code: (571) 526-6000**

**N/A**

**(Former names or former addresses 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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On July 14, 2014, John P. Jumper retired as Chief Executive Officer of Leidos Holdings, Inc. and Leidos, Inc. (collectively, the Company). Mr. Jumper will remain as Chair of the Company's Board of Directors, serving as a non-employee director.

As a non-employee director, Mr. Jumper is entitled to receive the same regular cash and equity compensation paid by the Company to each of its non-employee directors as described in the Director Compensation section of the Company's 2014 proxy statement filed with the Securities and Exchange Commission on April 25, 2014. In addition, Mr. Jumper will receive an annual stipend of \$150,000 for service as non-employee Chair of the Board. In connection with his retirement as Chief Executive Officer, the Company will reimburse Mr. Jumper up to \$25,000 for relocation costs and expenses.

**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.

LEIDOS HOLDINGS, INC.

By: /s/ Raymond L. Veldman  
Name: Raymond L. Veldman  
Title: Senior Vice President and  
Secretary

LEIDOS, INC.

By: /s/ Raymond L. Veldman  
Name: Raymond L. Veldman  
Title: Senior Vice President and  
Secretary

Dated: July 15, 2014