

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

Science Applications International Corp  
Form 8-K  
June 08, 2018

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

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Form 8-K

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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 6, 2018

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Science Applications International Corporation  
(Exact name of registrant as specified in its charter)

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Delaware                                      001-35832      46-1932921  
(State or other Jurisdiction    (Commission    (IRS Employer  
of Incorporation)                      File Number)    Identification No.)  
12010 Sunset Hills Road, Reston, VA 20190  
(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.)

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))

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.

Science Applications International Corporation (the “Company”) held its virtual annual meeting of stockholders on June 6, 2018 (the “Annual Meeting”). The holders of 34,609,142 shares of common stock of the Company, or 81.89% of the outstanding shares entitled to vote as of the record date for the Annual Meeting, were represented at the Annual Meeting in person or by proxy. The final voting results on each of the matters presented to stockholders for a vote is set forth below.

<sup>1</sup> The nominees to the Board of Directors of the Company were elected, each for a one-year term, based upon the following votes:

| Director Nominee         | Number of Votes |           |         |                  |
|--------------------------|-----------------|-----------|---------|------------------|
|                          | For             | Against   | Abstain | Broker Non-Votes |
| Robert A. Bedingfield    | 29,702,382      | 157,791   | 119,232 | 4,629,737        |
| Deborah B. Dunie         | 29,402,731      | 462,872   | 113,802 | 4,629,737        |
| John J. Hamre            | 29,552,973      | 312,149   | 114,283 | 4,629,737        |
| Mark J. Johnson          | 29,696,301      | 147,894   | 135,210 | 4,629,737        |
| Timothy J. Mayopoulos    | 26,330,509      | 3,510,892 | 138,004 | 4,629,737        |
| Anthony J. Moraco        | 29,750,530      | 141,567   | 87,308  | 4,629,737        |
| Donna S. Morea           | 29,593,173      | 247,866   | 138,366 | 4,629,737        |
| Edward J. Sanderson, Jr. | 29,293,315      | 501,957   | 184,133 | 4,629,737        |
| Steven R. Shane          | 29,676,421      | 168,733   | 134,251 | 4,629,737        |

<sup>2</sup> The proposal to approve, on a non-binding, advisory basis, the compensation of the named executive officers of the Company as disclosed in the Company’s proxy statement was approved based upon the following votes:

| Number of Votes |         |         |                  |
|-----------------|---------|---------|------------------|
| For             | Against | Abstain | Broker Non-Votes |
| 28,989,491      | 660,302 | 329,612 | 4,629,737        |

<sup>3</sup> The proposal to ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending February 1, 2019 was approved based upon the following votes:

| Number of Votes |         |         |
|-----------------|---------|---------|
| For             | Against | Abstain |
| 34,388,714      | 108,588 | 111,840 |

**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.

Science Applications International Corporation

Date: June 8, 2018

By: /s/ Steven G. Mahon

Steven G. Mahon

Executive Vice President, General Counsel and Corporate Secretary