

Leidos Holdings, Inc.
Form 8-K
October 15, 2013

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): October 11, 2013

LEIDOS HOLDINGS, INC.

LEIDOS, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|------------------|-------------------|
| | 001-33072 | 20-3562868 |
| DELAWARE (State or other Jurisdiction of | 000-12771 | 95-3630868 |

Incorporation)

**(Commission
File Numbers)**

**(IRS Employer
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 7.01. Regulation FD Disclosure

Leidos Holdings, Inc. and Leidos, Inc. have elected to furnish investors with supplementary historical unaudited pro forma financial information that reflects the effect of the spin-off of the company's technical, engineering and enterprise information technology services business and related transactions. A copy of this information is furnished as Exhibit 99.1 to this report.

The information contained in this report, including Exhibit 99.1, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (Exchange Act), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit

| Number | Title |
|--------|---|
| 99.1 | Leidos Holdings, Inc. and Leidos, Inc. Unaudited Pro Forma Condensed Consolidated Statements of Income. |

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/ Vincent A. Maffeo
Name: Vincent A. Maffeo
Title: Executive Vice President and
General Counsel

LEIDOS, INC.

By: /s/ Vincent A. Maffeo
Name: Vincent A. Maffeo
Title: Executive Vice President and
General Counsel

Dated: October 11, 2013