

Leidos Holdings, Inc.  
Form 8-K  
May 02, 2019

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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): April 26, 2019

LEIDOS HOLDINGS, INC.  
(Exact name of registrant as specified in its charter)

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Delaware                      001-33072      20-3562868  
(State or other Jurisdiction   (Commission   (IRS Employer  
of Incorporation)              File Number)   Identification Nos.)

11951 Freedom Drive, Reston, Virginia      20190  
(Address of Principal Executive Offices)   (Zip Code)  
Registrants' telephone number, including area code: (571) 526-6000  
N/A  
(Former names or former addresses 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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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.

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class                      | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common Stock, par value \$.001 per share | LDOS              | New York Stock Exchange                   |

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

The Annual Meeting of Stockholders of Leidos Holdings, Inc. was held on April 26, 2019. The final results of the stockholders' vote on each of the matters presented 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 Non-Votes |
|-------------------------|-----------------|-----------|---------|------------------|
|                         | For             | Against   | Abstain |                  |
| Gregory R. Dahlberg     | 109,867,749     | 1,358,543 | 472,405 | 11,720,832       |
| David G. Fubini         | 109,736,811     | 1,248,384 | 713,502 | 11,720,832       |
| Miriam E. John          | 108,657,204     | 2,336,102 | 705,391 | 11,720,832       |
| Frank Kendall III       | 110,009,830     | 1,104,108 | 584,759 | 11,720,832       |
| Robert C. Kovarik, Jr.  | 110,192,249     | 817,761   | 688,687 | 11,720,832       |
| Harry M.J. Kraemer, Jr. | 108,967,424     | 2,066,490 | 664,783 | 11,720,832       |
| Roger A. Krone          | 107,852,914     | 3,290,903 | 554,880 | 11,720,832       |
| Gary S. May             | 109,881,681     | 1,173,308 | 643,708 | 11,720,832       |
| Surya N. Mohapatra      | 109,674,409     | 1,339,062 | 685,227 | 11,720,832       |
| Lawrence C. Nussdorf    | 110,004,337     | 1,083,338 | 611,022 | 11,720,832       |
| Robert S. Shapard       | 109,976,816     | 1,023,138 | 698,743 | 11,720,832       |
| Susan M. Stalneckner    | 110,267,979     | 704,137   | 726,582 | 11,720,832       |
| Noel B. Williams        | 109,765,448     | 1,189,195 | 744,054 | 11,720,832       |

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 | 106,280,292 |
| Votes against      | 4,217,782   |
| Abstentions        | 1,200,623   |
| Broker non-votes   | 11,720,832  |

3. A stockholder proposal regarding simple majority vote was approved based upon the following votes:

|                    |             |
|--------------------|-------------|
| Votes for approval | 102,089,996 |
| Votes against      | 8,709,473   |
| Abstentions        | 899,227     |
| Broker non-votes   | 11,720,832  |

4.

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The proposal to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending January 3, 2020 was approved based upon the following votes:

|                    |             |
|--------------------|-------------|
| Votes for approval | 120,734,181 |
| Votes against      | 2,303,006   |
| Abstentions        | 382,341     |
| Broker non-votes   | 0           |

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**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.

Dated: May 2, 2019    LEIDOS HOLDINGS, INC.

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