

Leidos Holdings, Inc.  
Form 8-K  
June 11, 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): June 6, 2014**

**LEIDOS HOLDINGS, INC.**

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

**Delaware**  
**(State or other Jurisdiction**  
**of Incorporation)**

**001-33072**  
**(Commission**  
**File Number)**

**20-3562868**  
**(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 5.07 Submission of Matters to a Vote of Security Holders.**

The Annual Meeting of Stockholders of Leidos Holdings, Inc. was held on June 6, 2014. 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 |                  |
| David G. Fubini         | 46,657,022      | 2,054,426 | 972,099 | 8,745,831        |
| John J. Hamre           | 46,284,636      | 2,520,410 | 878,501 | 8,745,831        |
| Miriam E. John          | 46,306,981      | 2,528,952 | 847,614 | 8,745,831        |
| John P. Jumper          | 43,474,837      | 5,220,430 | 988,280 | 8,745,831        |
| Harry M.J. Kraemer, Jr. | 45,892,397      | 2,890,204 | 900,946 | 8,745,831        |
| Lawrence C. Nussdorf    | 46,259,315      | 2,457,287 | 966,945 | 8,745,831        |
| Robert S. Shapard       | 46,626,562      | 2,057,318 | 999,667 | 8,745,831        |
| Noel B. Williams        | 46,753,052      | 1,956,269 | 974,226 | 8,745,831        |

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 | 41,677,469 |
| Votes against      | 6,822,834  |
| Abstentions        | 1,183,244  |
| Broker non-votes   | 8,745,831  |

3. The proposal to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending January 30, 2015 was approved based upon the following votes:

|                    |            |
|--------------------|------------|
| Votes for approval | 56,756,423 |
| Votes against      | 1,183,450  |
| Abstentions        | 489,505    |
| Broker non-votes   | 0          |

**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: June 11, 2014

LEIDOS HOLDINGS, INC.

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