

**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): **November 5, 2020**

Science Applications International Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35832
(Commission
File Number)

46-1932921
(IRS Employer
Identification No.)

12010 Sunset Hills Road
Reston, Virginia
(Address of principal executive offices)

20190
(Zip Code)

Registrant's telephone number, including area code: **(703) 676-4300**

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))

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 \$0.0001 per share	SAIC	New York Stock Exchange

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

On November 5, 2020, Science Applications International Corporation (the “Company”) announced the appointment of Prabu Natarajan as the Executive Vice President and Chief Financial Officer of the Company effective as of January 4, 2021. Before joining the Company, Mr. Natarajan, 50, previously served in various financial, tax and management roles for Northrop Grumman Corporation, a global aerospace and defense company, from August 2011 until November 2020, most recently as Vice President, Financial Strategy & Planning, Vice President, M&A, and Acting Vice President, Tax.

In connection with his appointment, Mr. Natarajan’s compensation as an executive officer of the Company will be as follows: (i) an annual base salary of \$600,000, (ii) a sign-on bonus of \$500,000, (iii) a one-time equity award of \$500,000 in the form of restricted stock units, (iv) a short-term incentive cash bonus target for the Company’s fiscal year ending in January 2022 equal to 100% of his base salary, and (v) \$1,250,000 of long-term incentive awards in the form of restricted stock units, stock options and performance share units to be granted under the Company’s executive compensation program in April 2021. As an executive officer of the Company, Mr. Natarajan will also be entitled to participate in the Company’s Deferred Compensation Plan.

There are no family relationships between Mr. Natarajan and any other executive officer or director of the Company that require disclosure under Item 401(d) of Regulation S-K. There are no transactions between Mr. Natarajan or any member of his immediate family and the Company that require disclosure under Item 404(a) of Regulation S-K.

Item 7.01. *Regulation FD Disclosure.*

On November 5, 2020, the Company issued a press release announcing the event discussed in Item 5.02 above, the text of which is furnished as Exhibit 99.1 hereto and incorporated herein by reference. The information contained in this Item 7.01 and Exhibit 99.1 is being furnished, and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under Section 18. Furthermore, the information contained in this Item 7.01 and Exhibit 99.1 shall not be deemed to be incorporated by reference into the Company’s filings under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01. *Financial Statements and Exhibits.*

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Press Release, dated November 5, 2020.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: November 5, 2020

By: /s/ Steven G. Mahon
Steven G. Mahon
Executive Vice President, General Counsel and Corporate Secretary

For Immediate Release**SAIC Appoints New Chief Financial Officer***Prabu Natarajan joins SAIC Executive Leadership Team*

RESTON, VA—(Business Wire)—Science Applications International Corp. (NYSE: SAIC) today announced the appointment of Prabu Natarajan as executive vice president and chief financial officer, effective January 4, 2021. Natarajan will report to CEO Nazzic Keene and will succeed Charlie Mathis, who announced his retirement earlier this year.

Natarajan joins SAIC from Northrop Grumman Corporation, a global aerospace and defense company, where he has served in a variety of financial, tax and management roles since 2011. Most recently, he has served as the vice president for financial strategy & planning, vice president for M&A, and acting vice president of tax. Previously, he served as the chief financial officer for the Information Systems business and as corporate vice president and treasurer.

“We are excited to welcome Prabu to our executive leadership team. We are confident that his leadership and impressive track record of success as a finance executive in the aerospace, defense and technology markets, as well as his ability to successfully execute on growth strategies, will bring tremendous value to our team as we execute our long-term growth strategy, advance our positions in key markets and deliver strong program performance,” said Keene.

After earning his Bachelor of Laws degree from the University of Madras, India, and a Masters of Law from Harvard Law School, he held positions at PricewaterhouseCoopers LLP and senior roles at AES Corporation. He has extensive experience in strategic planning, long range financial and business operations planning, finance and accounting, mergers and acquisitions, and building and managing successful finance organizations.

About SAIC

SAIC® is a premier Fortune 500® technology integrator driving our nation’s digital transformation. Our robust portfolio of offerings across the defense, space, civilian, and intelligence markets includes secure high-end solutions in engineering, IT modernization, and mission solutions. Using our expertise and understanding of existing and emerging technologies, we integrate the best components from our own portfolio and our partner ecosystem to deliver innovative, effective, and efficient solutions that are critical to achieving our customers’ missions.

We are 25,500 strong; driven by mission, united by purpose, and inspired by opportunities. Headquartered in Reston, Virginia, SAIC has pro forma annual revenues of approximately \$7.1 billion. For more information, visit saic.com. For ongoing news, please visit our [newsroom](#).