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 2, 2026

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

Delaware	001-35832	46-1932921
(State or other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer 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))

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 $.0001 per share	**SAIC**	**The Nasdaq Stock Market LLC**

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 8.01. ***Other Events.***

On November 2, 2026, Science Applications International Corporation (the "Company") announced that it commenced and subsequently priced a private offering to eligible purchasers of $500 million aggregate principal amount of Senior Notes due 2034 (the "Notes"), subject to market and certain other conditions (the "Offering").

The Company intends to use the net proceeds from the Offering to redeem all of its outstanding 4.875% Senior Notes due 2028 (the "2028 Notes") and to pay estimated fees and expenses of the Offering, with any remaining net proceeds being used for general corporate purposes.

Each of the Company's existing and future domestic subsidiaries that guarantee the Company's obligations under the Company's Third Amended and Restated Credit Agreement and certain other indebtedness, including the 5.875% Senior Notes due 2033, will guarantee the Notes on a senior unsecured basis. The Notes and the guarantees will be the Company's and each guarantor's senior unsecured obligations and will rank equally in right of payment with all of the Company's and the guarantors' existing and future senior indebtedness and will rank senior in right of payment to any of the Company's and the guarantors' future subordinated indebtedness.

The closing of the Offering is expected to occur on or about November 13, 2026, subject to customary closing conditions.

Copies of the press releases announcing the launch and pricing of the Offering are being filed as Exhibit 99.1 and Exhibit 99.2, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

This Current Report on Form 8-K does not and will not constitute an offer to sell, or the solicitation of an offer to buy, the Notes or any other securities, nor will there be any sale of the Notes or any other securities, in any state or other jurisdiction in which such offer, sale or solicitation would be unlawful. Any offer will be made only by means of a private offering memorandum. This Current Report on Form 8-K does not constitute a notice of redemption with respect to the 2028 Notes.

The Notes and related guarantees are being offered and sold only to persons reasonably believed to be "qualified institutional buyers" under Rule 144A of the Securities Act of 1933, as amended (the "Securities Act"), and to certain non-U.S. persons outside the United States under Regulation S of the Securities Act. The Notes and the related guarantees have not been, and will not be, registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any applicable state securities laws.

Item 9.01. ***Financial Statements and Exhibits***

(d) Exhibits.

Exhibit Number	Description of Exhibit
99.1	Press Release, dated November 2, 2026
99.2	Press Release, dated November 2, 2026
104	Cover Page Interactive Data File, formatted as Inline XBRL

Forward-Looking Statements

Certain statements in this Current Report on Form 8-K contain or are based on forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In some cases, you can identify forward-looking statements by words such as "may," "will," "should," "expects," "projects," "intends," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "continue," "outlook," and similar words or phrases. Forward-looking statements in this release may include, among others, statements relating to the Offering, our ability to complete the Offering and the anticipated use of net proceeds therefrom. Such statements are not guarantees of future performance and are subject to risks and uncertainties, including but not limited to changes in market conditions, regulatory and legal developments, governmental and political conditions, competitive pressures, technological advancements, economic conditions, supply chain disruptions, and the risk factors mentioned below that could cause actual results to differ materially from those expressed or implied in this release. The risk factors that could cause our actual results to differ materially from those results anticipated by our forward-looking statements include those discussed in the "Risk Factors," "Management's Discussion and Analysis of Financial Condition

and Results of Operations" and "Legal Proceedings" sections of our Annual Report on Form 10-K, as updated in any subsequent Quarterly Reports on Form 10-Q and other filings with the Securities and Exchange Commission (the "SEC"), which may be viewed or obtained through the Investor Relations section of our website at www.saic.com or on the SEC's website at www.sec.gov. Due to such risks, uncertainties and assumptions you are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date hereof. The Company expressly disclaims any duty to update or revise any forward-looking statements provided in this Current Report on Form 8-K to reflect subsequent events, changed circumstances or expectations, or the occurrence of unanticipated events after the date of those statements or to conform these statements to actual results.

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.

Date: November 2, 2026

Science Applications International Corporation

By: /s/ Hilary L. Hageman

Hilary L. Hageman

Executive Vice President, General Counsel and Corporate Secretary

SAIC Announces Proposed Offering of $400 Million in Senior Notes

RESTON, Va., November 02, 2026 – Science Applications International Corp. (NASDAQ: SAIC) ("SAIC"), a leading mission integrator supporting defense, space, intelligence, and civilian agencies, announced today that it intends to commence an offering of $400 million aggregate principal amount of senior notes due 2034 (the "Notes"), subject to market and certain other conditions (the "Offering"). The Notes will be guaranteed on a senior unsecured basis by each of SAIC's existing and future domestic subsidiaries that guarantee SAIC's obligations under its credit agreement and certain other indebtedness, including its 5.875% Senior Notes due 2033.

SAIC intends to use the net proceeds from the Offering, together with cash on hand, to redeem all of its outstanding 4.875% Senior Notes due 2028 (the "2028 Notes") and to pay estimated fees and expenses of the Offering. The redemption of the 2028 Notes will be conditioned upon the consummation of the Offering. This press release does not constitute a notice of redemption with respect to the 2028 Notes.

The Notes and the related guarantees are being offered and sold to persons reasonably believed to be "qualified institutional buyers" in reliance on the exemption from registration set forth in Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and to non-U.S. persons outside the United States in reliance on the exemption from registration set forth in Regulation S under the Securities Act. The Notes and the related guarantees have not been registered for sale under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy the Notes or any other securities, and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful. Any offers of the Notes will be made only by means of a private offering memorandum. The Notes being offered have not been approved or disapproved by any regulatory authority, nor has any such authority passed upon the accuracy or adequacy of the applicable private offering memorandum.

About SAIC

SAIC® is a premier mission integrator focused on advancing the power of technology and innovation to serve and protect our world. Our robust portfolio of offerings across the defense, space, intelligence, and civilian markets includes secure high-end solutions in mission IT, enterprise IT, engineering services and professional services. We integrate emerging technology, rapidly and securely, into mission critical operations that modernize and enable critical national imperatives.

We are approximately 23,000 strong; driven by mission, united by purpose, and inspired by opportunities. Headquartered in Reston, Virginia, SAIC has annual revenues of approximately $7.3 billion.

Forward-Looking Statements

Certain statements in this release contain or are based on "forward-looking" information within the meaning of the Private Securities Litigation Reform Act of 1995. In some cases, you can identify forward-looking statements by words such as "expects," "intends," "plans," "anticipates," "believes," "estimates," "guidance," and similar words or phrases. Forward-looking statements in this release may include, among others, statements relating to the Offering, our ability to complete the Offering, the anticipated use of net proceeds therefrom, and the redemption of the 2028 Notes. Such statements are not guarantees of future performance and involve risk, uncertainties and assumptions, and actual results may differ materially from the guidance and other forward-looking statements made in this release as a result of various factors. Risks, uncertainties and assumptions that could cause or contribute to these material differences include those discussed in the "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Legal Proceedings" sections of our Annual Report on Form 10-K, as updated in any

subsequent Quarterly Reports on Form 10-Q and other filings with the Securities and Exchange Commission (the “SEC”), which may be viewed or obtained through the Investor Relations section of our website or on the SEC’s website. Due to such risks, uncertainties and assumptions you are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date hereof. SAIC expressly disclaims any duty to update any forward-looking statement provided in this release to reflect subsequent events, actual results or changes in SAIC’s expectations. SAIC also disclaims any duty to comment upon or correct information that may be contained in reports published by investment analysts or others.

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SAIC Announces Pricing of Upsized Offering of $500 Million in Senior Notes

RESTON, Va., November 02, 2026 – Science Applications International Corp. (NASDAQ: SAIC) ("SAIC"), a leading mission integrator supporting defense, space, intelligence, and civilian agencies, announced today that it has priced an offering of $500 million aggregate principal amount of 6.75% senior notes due 2034 (the "Notes," and such offering, the "Offering"). The Notes were priced at 100% of their principal amount and will be senior unsecured obligations of SAIC. The Offering is expected to close on or about November 13, 2026, subject to customary closing conditions. The Notes will be guaranteed on a senior unsecured basis by each of SAIC's existing and future domestic subsidiaries that guarantee SAIC's obligations under its credit agreement and certain other indebtedness, including its 5.875% Senior Notes due 2033.

SAIC intends to use the net proceeds from the Offering to redeem all of its outstanding 4.875% Senior Notes due 2028 (the "2028 Notes") and to pay estimated fees and expenses of the Offering, with any remaining net proceeds being used for general corporate purposes. The redemption of the 2028 Notes will be conditioned upon the consummation of the Offering. This press release does not constitute a notice of redemption with respect to the 2028 Notes.

The Notes and the related guarantees are being offered and sold to persons reasonably believed to be "qualified institutional buyers" in reliance on the exemption from registration set forth in Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and to non-U.S. persons outside the United States in reliance on the exemption from registration set forth in Regulation S under the Securities Act. The Notes and the related guarantees have not been registered for sale under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy the Notes or any other securities, and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful. Any offers of the Notes will be made only by means of a private offering memorandum. The Notes being offered have not been approved or disapproved by any regulatory authority, nor has any such authority passed upon the accuracy or adequacy of the applicable private offering memorandum.

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Results of Operations” and “Legal Proceedings” sections of our Annual Report on Form 10-K, as updated in any subsequent Quarterly Reports on Form 10-Q and other filings with the Securities and Exchange Commission (the “SEC”), which may be viewed or obtained through the Investor Relations section of our website or on the SEC’s website. Due to such risks, uncertainties and assumptions you are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date hereof. SAIC expressly disclaims any duty to update any forward-looking statement provided in this release to reflect subsequent events, actual results or changes in SAIC’s expectations. SAIC also disclaims any duty to comment upon or correct information that may be contained in reports published by investment analysts or others.

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