

**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 27, 2022**

**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 June 27, 2022, Science Applications International Corporation (the “Company”) announced the transition of Steven G. Mahon as Executive Vice President, General Counsel and Secretary of the Company, beginning on July 11, 2022 (the “Transition Date”) through the date of his retirement from the Company on September 30, 2022 (the “Retirement Date”).

In connection with the transition, the Board of Directors of the Company appointed Hilary L. Hageman to succeed Mr. Mahon as Executive Vice President, General Counsel and Secretary of the Company, effective as of the Transition Date.

For the period from the Transition Date through the Retirement Date, Mr. Mahon will provide certain transition services to the Company under his current compensation arrangements. Following the Retirement Date, Mr. Mahon will be entitled to certain benefits under the Company’s Executive Severance, Change in Control and Retirement Policy.

**Item 7.01. *Regulation FD Disclosure.***

On June 27, 2022, the Company issued a press release announcing the events 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	<a href="#">Press Release, dated June 27, 2022.</a>
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: June 27, 2022

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

**SAIC Appoints Hilary L. Hageman as Executive Vice President, General Counsel, and Corporate Secretary**

RESTON, Va.—(BUSINESS WIRE)— Science Applications International Corp. (NYSE: SAIC) today announces the appointment of Hilary L. Hageman as Executive Vice President, General Counsel, and Corporate Secretary, effective July 11, 2022. Steven G. Mahon, SAIC’s Executive Vice President, General Counsel, and Corporate Secretary since 2015, is retiring on September 30, 2022.

Hageman served at SAIC as a Senior Vice President and Deputy General Counsel until 2019, when she became the General Counsel and Corporate Secretary of Cubic Corporation, a defense and transportation company. Previously holding senior legal roles at the Department of Defense, she has a Master of Laws degree from Georgetown University, a Juris Doctorate degree from Emory University School of Law and a Bachelor of Arts degree in History from Vassar College.

“Steve’s reputation for working tirelessly throughout his career, first during his service to our nation in the U.S. Army and later at SAIC, is well earned and sets the standard for leadership in the practice of the law,” said SAIC Chief Executive Officer Nazzic Keene. “Steve is going to be greatly missed and has the gratitude of everyone in our company for his dedication and commitment to our mission and a job well done. As we move forward, I am pleased to welcome Hilary back to SAIC as our new General Counsel. She is an exceptional addition to our leadership team and I look forward to working with her,” continued Keene.

**About SAIC**

SAIC® is a premier Fortune 500® technology integrator driving our nation’s technology transformation. Our robust portfolio of offerings across the defense, space, civilian and intelligence markets includes secure high-end solutions in engineering, digital, artificial intelligence 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 approximately 26,000 strong; driven by mission, united by purpose, and inspired by opportunities. SAIC is an Equal Opportunity Employer, fostering a culture of diversity, equity and inclusion, which is core to our values and important to attract and retain exceptional talent. Headquartered in Reston, Virginia, SAIC has annual revenues of approximately \$7.4 billion. For more information, visit [saic.com](http://saic.com). For ongoing news, please visit our newsroom.

**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, estimates of future revenues, operating income, earnings, earnings per share, charges, total contract value, backlog, outstanding shares and cash flows, as well as statements about future dividends, share repurchases and other capital deployment plans. 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 SEC, which may be viewed or obtained through the Investor Relations section of our website at [saic.com](http://saic.com) or on the SEC’s website at [sec.gov](http://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. 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.

#### Contacts

Shane Canestra

703.676.2720 | [shane.p.canestra@saic.com](mailto:shane.p.canestra@saic.com)

Source: Science Applications International Corp.