

**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): August 27, 2019

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 August 29, 2019, Science Applications International Corporation (the “Company”) announced that Carol Goode and Yvette Kanouff were appointed as members of the Board of Directors of the Company (the “Board”) for an initial term beginning on August 27, 2019 (the “Appointment Date”) and expiring at the Company’s 2020 annual meeting of stockholders (the “2020 Annual Meeting”). In connection with the appointment of Ms. Goode and Kanouff to the Board, the Company increased the size of the Board from eight to ten members. As of the Appointment Date, Ms. Goode became a member of the Human Resources and Compensation Committee and of the Nominating and Corporate Governance Committee of the Board and Ms. Kanouff became a member of the Audit Committee and of the Risk Oversight Committee of the Board.

Ms. Goode currently serves as a human capital consultant for various technology clients in the San Francisco Bay Area and Silicon Valley as well as a member of the board of directors of WageWorks, an administrator of employee benefits. Prior to her current role, from 2013 to 2018, Ms. Goode served as the Senior Vice President and Chief Human Resources Officer of Brocade Communications, a technology company specializing in data and storage networking products, where she strategically led global, cross-functional teams through multiple acquisitions and divestitures. Ms. Goode previously held the position of Vice President of Human Resources for the Product Development Group at Nortel Networks, a former multinational telecommunications and data networking equipment manufacturer, from 1997 to 2001.

Ms. Kanouff is currently a partner and the chief technology officer at Silicon Valley-based venture capital and private equity firm JC2 Ventures. Prior to her current role, she served as Senior Vice President and General Manager for the Service Provider Business at Cisco, a global leader in information technology, networking and cybersecurity solutions, from 2016 to 2019. Prior to her role with Cisco, from 2012 to 2014, Ms. Kanouff served as Executive Vice President of Engineering and Technology for Cablevision Systems Corporation, a cable television provider and multiple system operator, and from 2010 to 2012, served as President of SeaChange International, a video management solutions provider. Ms. Kanouff also currently serves on the board of directors of Sprinklr, a social media management software company.

In connection with their service on the Board, Ms. Goode and Ms. Kanouff will be entitled to receive the standard annual cash and equity compensation paid to all directors of the Company, pro-rated until the 2020 Annual Meeting, and to participate in the Company’s Deferred Compensation Plan, which allows directors to defer 100% of the cash retainer and meeting fees they receive in connection with their service as a director.

There are no arrangements or understandings between Ms. Goode or Ms. Kanouff and any other persons pursuant to which Ms. Goode or Ms. Kanouff were selected as directors of the Company. There are no relationships or related transactions between each of Ms. Goode and Ms. Kanouff and the Company that would be required to be reported under Item 404(a) of Regulation S-K.

Item 7.01. Regulation FD Disclosure.

On August 29, 2019, 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	Press Release, dated August 29, 2019.

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: August 29, 2019

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



SAIC ANNOUNCES THE APPOINTMENT OF TWO NEW BOARD MEMBERS

FOR IMMEDIATE RELEASE

SAIC ANNOUNCES THE APPOINTMENT OF TWO NEW BOARD MEMBERS

Reston, Va., August 29, 2019 — Science Applications International Corp. (NYSE: SAIC) announced today the appointment of two new members to the company's board of directors, effective August 27, 2019.

Joining the board are Carol Goode and Yvette Kanouff. Goode will serve on the Human Resources and Compensation Committee and the Nominating and Corporate Governance Committee. Kanouff will serve on the Audit Committee and the Risk Oversight Committee. These appointments bring SAIC's total board membership to 10.

"We are excited to welcome Carol and Yvette to our board of directors. They bring decades of leadership in key areas, such as talent acquisition, strategy implementation, and technology development, that are vital to our future operations and strategy," said Donna Morea, SAIC board chair. "Carol and Yvette's counsel and expertise will bring energy to our board and strengthen SAIC's commitment to talent development and enhancing mission-critical solutions to better serve our employees, customers, and shareholders."

Goode currently serves as a board member of WageWorks (NYSE: WAGE) and is a human resources advisor working with various clients in the San Francisco Bay Area helping them manage and address strategic, enterprise-wide challenges and trends that impact employees and stakeholders. Previously, Goode was the chief human resources officer of Brocade Communications (NASDAQ: BRCD), a multi-national technology company specializing in data and storage networks, where she led the company's global talent acquisition, recruitment, and retention strategy, reporting directly to the CEO. Prior to that role, she held several leadership positions within talent management and human resources for technology organizations including Nortel Networks and Seagate. She holds a Bachelor of Science degree in microbiology and chemistry from Indiana University of Pennsylvania and a Master of Business Administration from Duquesne University.

Kanouff is currently a partner and the chief technology officer at Silicon Valley-based venture capital and private equity firm JC2 Ventures. Prior to that, she served as a senior vice president and general manager for Cisco's Service Provider Business where she was responsible for more than \$7 billion in direct revenue and more than 6,000 employees globally. Previously, Kanouff held leadership positions for numerous companies, including Cablevision, SeaChange International, and Time Warner. She holds bachelor's and master's degrees in mathematics from the University of Central Florida. Kanouff is currently serving as a board member for Sprinklr, an enterprise social media marketing and management software company.

About SAIC

SAIC® is a premier technology integrator solving our nation's most complex modernization and readiness challenges. Our robust portfolio of offerings across the defense, space, civilian, and intelligence markets includes high-end solutions in engineering, IT, 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.

We are 23,000 strong; driven by mission, united by purpose, and inspired by opportunities. Headquartered in Reston, Virginia, SAIC has pro forma annual revenues of approximately \$6.5 billion. For more information, visit 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 or on the SEC's website at 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.

SAIC Media Contact:

Lauren Presti

703-676-8982

lauren.a.presti@saic.com