

**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): February 14, 2026

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)

(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 \$0.0001 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 5.02. *Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.*

Appointment of James C. Reagan as Chief Executive Officer

On February 17, 2026, Science Applications International Corporation (the “Company”) announced that the Board of Directors of the Company (the “Board”) appointed James (“Jim”) C. Reagan as Chief Executive Officer of the Company, effective February 17, 2026 (the “Effective Date”). Mr. Reagan, age 67, has extensive background, knowledge and understanding of the sector as a senior finance executive with over two decades of experience in both private and publicly held companies in the defense and government services industries. Most recently, Mr. Reagan has served as Interim Chief Executive Officer for the Company since October 23, 2025, and previously served as Executive Vice President and Chief Financial Officer of Leidos Holdings, Inc. (NYSE: LDOS) from July 2015 until July 2021. Prior to joining Leidos, Mr. Reagan served as Chief Financial Officer for several organizations including Vencore, Inc., a defense contractor serving the Intelligence Community and Department of Defense, and at PAE, Inc., a defense and government services engineering contractor. Mr. Reagan was also Chief Financial Officer of Aspect Communications and held several senior roles at MCI Telecommunications, Nextel and AMS. Mr. Reagan has served as an independent member of the Board from January 2023 to October 23, 2025, and has continued to serve on the Board since October 2025 in an Employee Director capacity.

In connection with his appointment as Chief Executive Officer of the Company, Mr. Reagan’s initial annual compensation as Chief Executive Officer will be as follows: (i) an annual base salary of \$1,200,000 effective as of February 17, 2026, (ii) a short-term incentive cash bonus target equal to 150% of his annual base salary, and (iii) \$7,500,000 of long-term incentive awards comprised of 40% restricted stock units (“RSUs”) and 60% performance stock units (“PSUs”) under the Company’s 2023 equity incentive plan. Mr. Reagan will be eligible to participate in the Company’s deferred compensation plan. If Mr. Reagan is terminated without cause while he is serving as Chief Executive Officer, he will receive termination benefits pursuant to SAIC’s Executive Severance, CIC and Retirement Policy. There are no family relationships between Mr. Reagan 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. Reagan 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 February 17, 2026, 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.

Exhibit Number	Description of Exhibit
99.1	Press Release issued by Science Applications International Corporation on February 17, 2026
104	Cover Page Interactive Data File, formatted as Inline XBRL

Forward-Looking Statements

Certain statements in this report 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 report 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 the Board’s ability to identify the Company’s new Chief Executive Officer in a timely manner and the outcome of future operations under new management. 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 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. The Company expressly disclaims any duty to update any forward-looking statement provided in this report to reflect subsequent events, actual results or changes in the Company’s expectations. The Company also disclaims any duty to comment upon or correct information that may be contained in reports published by investment analysts or others.

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: February 17, 2026

By: /s/ Hilary L. Hageman

Hilary L. Hageman

Executive Vice President, General Counsel and Corporate Secretary

SAIC Announces CEO Appointment

February 17, 2026

Interim CEO, Former Board Member, and Seasoned Government Services Executive James Reagan Named CEO

Reston, Va., Feb. 17, 2026 (GLOBE NEWSWIRE) Science Applications International Corporation (Nasdaq: SAIC), a premier Fortune 500® company driving our nation's digital transformation across the defense, space, civilian, and intelligence markets, today announced that the Company's Board of Directors has appointed James ("Jim") Reagan, Chief Executive Officer, effective immediately.

"Following a thorough search process, the selection of Jim Reagan as CEO was a unanimous decision by the Board," said SAIC Board Chair Donna Morea. "Over the past few months, Jim has proven to be the steady hand at the tiller SAIC needs. He understands the Company's strengths and opportunities and has been working with SAIC business leaders to drive the innovation, speed, and efficiency that will enable future growth and value creation for our customers, shareholders, and employees. We look forward to continuing to work with Jim in his new capacity."

Mr. Reagan is a seasoned executive, with nearly 40 years of experience, including two decades of senior leadership experience in the defense and government services industry and a significant background in business transformation. During his tenure as Executive Vice President & Chief Financial Officer of Leidos Holdings, a Fortune 500® technology company serving government and commercial customers, he was instrumental in accelerating the company's growth.

Earlier in his career Mr. Reagan held Chief Financial Officer roles at Vencore, Inc., and PAE, both companies were leading providers of technology and engineering services for government customers. Before that, he was Chief Financial Officer of Aspect Communications and held several senior roles at MCI Telecommunications, Nextel and AMS. He brings deep knowledge and understanding of SAIC's customers and commitment to advancing their mission, in addition to his extensive expertise across cybersecurity and intelligence, information technology, healthcare, and national security. Mr. Reagan has been a member of the SAIC Board since January 2023 and was appointed Interim CEO in October 2025.

"I am honored by the Board's decision and excited to continue the critical work we have begun to sharpen our focus, strengthen our execution and speed to market, and win. SAIC has a very strong future ahead and I am confident the efforts underway to further differentiate SAIC will generate more sustained, profitable growth in the coming years. I look forward to continuing to work with the Board and the talented SAIC team to achieve our goals," Jim Reagan said.

About SAIC

SAIC® is a premier Fortune 500 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, civilian and intelligence customers 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 24,000 strong; driven by mission, united by purpose, and inspired by opportunities. Headquartered in Reston, Virginia, SAIC has annual revenues of approximately \$7.5 billion. For more information, visit saic.com. For ongoing news, please visit our newsroom.

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Forward-Looking Statements

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.