
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

Science Applications International Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

46-1932921
(I.R.S. Employer
Identification No.)

**12010 Sunset Hills Road
Reston, Virginia**
(Address of Principal Executive Offices)

20190
(Zip Code)

**Science Applications International Corporation
Amended and Restated 2013 Employee Stock Purchase Plan
(as amended and restated June 7, 2023)**
(Full title of the plan)

Hilary L. Hageman
Executive Vice President, General Counsel and Corporate Secretary
Science Applications International Corporation
12010 Sunset Hills Road
Reston, Virginia 20190
(703) 676-4300
(Name, address and telephone number, including area code, of agent for service)

Copy to:

W. Morgan Burns
Faegre Drinker Biddle & Reath LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, Minnesota 55402
(612) 766-7000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed for the purpose of registering an additional 2,000,000 shares of common stock, par value \$0.0001 per share (the “Common Stock”), of Science Applications International Corporation, a Delaware corporation (the “Registrant”), to be issued pursuant to the Science Applications International Corporation Amended and Restated 2013 Employee Stock Purchase Plan (as amended and restated June 7, 2023) (the “Plan”). In accordance with Section E. of the General Instructions to Form S-8, the contents of the following Registration Statement on Form S-8 relating to the Plan previously filed with the Securities and Exchange Commission (the “Commission”) is incorporated herein by reference: File No. [333-191436](#).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	Amended and Restated Certificate of Incorporation. Incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K as filed with the Commission on October 1, 2013.
4.2	Amended and Restated Bylaws. Incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K as filed with the Commission on March 29, 2023.
4.3	Science Applications International Corporation Amended and Restated 2013 Employee Stock Purchase Plan. Incorporated by reference to Exhibit 10.4 to the Company’s Current Report on Form 8-K as filed with the Commission on June 13, 2023.
5.1	Opinion of Faegre Drinker Biddle & Reath LLP.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Faegre Drinker Biddle & Reath LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on the signature page hereto).
107.1	Calculation of Filing Fee Table.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Reston, Commonwealth of Virginia, on June 29, 2023.

SCIENCE APPLICATIONS INTERNATIONAL
CORPORATION

By: /s/ Prabu Natarajan
Prabu Natarajan, Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature to this Registration Statement appears below hereby constitutes and appoints Nazzic S. Keene, Prabu Natarajan and Hilary L. Hageman, and each of them, his, her or their true and lawful attorney-in-fact and agent, each with full power of substitution and resubstitution, for him, her or their and in his, her or their name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he, she or they might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on June 29, 2023.

<u>/s/ Nazzic S. Keene</u> Nazzic S. Keene	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Prabu Natarajan</u> Prabu Natarajan	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Donna S. Morea</u> Donna S. Morea	Chair of the Board
<u>/s/ Garth N. Graham</u> Garth N. Graham	Director
<u>/s/ Carolyn B. Handlon</u> Carolyn B. Handlon	Director
<u>/s/ Yvette M. Kanouff</u> Yvette M. Kanouff	Director

/s/ Timothy J. Mayopoulos Director
Timothy J. Mayopoulos

/s/ Katharina G. McFarland Director
Katharina G. McFarland

/s/ Milford W. McGuirt Director
Milford W. McGuirt

/s/ James C. Reagan Director
James C. Reagan

/s/ Steven R. Shane Director
Steven R. Shane



faegredrinker.com

Faegre Drinker Biddle & Reath LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, Minnesota 55402
+1 612 766 7000 main
+1 612 766 1600 fax

June 29, 2023

Board of Directors of
Science Applications International Corporation
12010 Sunset Hills Road
Reston, Virginia 20190

Ladies and Gentlemen:

We have acted as counsel to Science Applications International Corporation, a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of the Company's Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), registering the offer and sale of up to an additional 2,000,000 shares of the Company's common stock, par value \$0.0001 per share (the "Shares"), issuable by the Company pursuant to the Science Applications International Corporation Amended and Restated 2013 Employee Stock Purchase Plan (as amended and restated June 7, 2023, the "Plan").

For purposes of this opinion letter, we have examined the Plan, the Registration Statement, the amended and restated certificate of incorporation of the Company, as currently in effect, the amended and restated bylaws of the Company, as currently in effect, and the resolutions of the Company's board of directors authorizing the issuance of the Shares. We have also examined a certificate of the Secretary of the Company dated the date hereof (the "Certificate") and originals, or copies certified or otherwise authenticated to our satisfaction, of such corporate records and other records, agreements, instruments, certificates of public officials and documents as we have deemed necessary as a basis for the opinions hereinafter expressed and have reviewed such matters of law as we have deemed relevant hereto. As to facts material to this opinion letter, we have relied upon certificates, statements or representations of public officials, of officers and representatives of the Company (including the Certificate) and of others, without any independent verification thereof.

In our examination, we have assumed: (i) the legal capacity of all natural persons; (ii) the genuineness of all signatures, including electronic signatures; (iii) the authenticity of all documents submitted to us as originals; (iv) the conformity to original documents of all documents submitted to us as certified, conformed, photostatic or facsimile copies; (v) the authenticity of the originals of such latter documents; (vi) the truth, accuracy and completeness of the information, representations and warranties contained in the agreements, documents, instruments, certificates and records we have reviewed; and (vii) the absence of any undisclosed modifications to the agreements and instruments reviewed by us.

Based upon and subject to the foregoing and the other qualifications, assumptions and limitations set forth herein, it is our opinion that all necessary corporate action on the part of the Company has been taken to authorize the issuance and sale of the Shares to be issued in accordance with the Plan and that, when issued and sold as contemplated in the Registration Statement and in accordance with the Plan and any applicable award agreement and, where applicable, the consideration for the Shares specified in the Plan and any applicable award agreement has been received by the Company, the Shares will be legally and validly issued, fully paid and nonassessable.

We express no opinion concerning the laws of any jurisdiction other than, subject to the limitations and assumptions contained herein, the General Corporation Law of the State of Delaware.

This opinion letter speaks only as of the date the Registration Statement becomes effective under the Act, and we assume no obligation to revise or supplement this opinion letter thereafter. This opinion letter is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

FAEGRE DRINKER BIDDLE & REATH LLP

By: /s/ W. Morgan Burns

W. Morgan Burns

Partner

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated 2013 Employee Stock Purchase Plan of Science Applications International Corporation of our reports dated April 3, 2023, with respect to the consolidated financial statements of Science Applications International Corporation and the effectiveness of internal control over financial reporting of Science Applications International Corporation included in its Annual Report (Form 10-K) for the year ended February 3, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Tysons, Virginia
June 29, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Science Applications International Corporation
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price ⁽²⁾	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.0001 per share	Other	2,000,000	\$107.88	\$215,760,000	0.00011020	\$23,776.76
Total Offering Amounts					\$215,760,000		\$23,776.76
Total Fee Offsets							—
Net Fee Due							\$23,776.76

(1) This registration statement shall also cover any additional shares of common stock, par value \$0.0001 per share (the “Common Stock”), of the registrant which become issuable with respect to the shares of Common Stock registered hereunder for issuance under the Science Applications International Corporation Amended and Restated 2013 Employee Stock Purchase Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the registrant’s receipt of consideration which results in an increase in the number of the outstanding shares of Common Stock.

(2) Estimated solely for purposes of calculating the registration fee, pursuant to Rule 457(h) and Rule 457(c), based on the average of the high and low sale prices per share of Common Stock on June 26, 2023, as reported on the New York Stock Exchange.