

**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): September 8, 2023

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 September 8, 2023, Science Applications International Corporation (the “Company”) announced that Dana S. Deasy was appointed as a member of the Board of Directors of the Company (the “Board”) for an initial term beginning on September 8, 2023 (the “Effective Date”) and expiring at the Company’s 2024 annual meeting of stockholders (the “2024 Annual Meeting”). In connection with the appointment of Honorable Deasy to the Board, the Company increased the size of the Board from ten to eleven members. As of the Effective Date, Honorable Deasy will also become a member of the Risk Oversight Committee of the Board.

Honorable Deasy most recently served as the Chief Information Officer for the U.S. Department of Defense from May 2018 to January 2021. Previously, Honorable Deasy served as the Global Chief Information Officer and Managing Director of J.P. Morgan Chase from December 2013 to December 2017 and the Global Chief Information Officer and Group Vice President of BP from September 2007 to December 2013. Honorable Deasy has served on the board of directors of Deutsche Bank USA since March 2022 and as the non-executive chairman of Intangic since March 2021.

In connection with his service on the Board, Honorable Deasy will be entitled to receive the standard annual cash and equity compensation paid to all non-employee directors of the Company, pro-rated until the 2024 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 member of the Board.

Prior to his appointment as a director, Honorable Deasy served on the Company’s Advisory Board (the “Advisory Board”) and as a consultant to the Company, pursuant to a consulting agreement entered into in May 2021 (the “Consulting Agreement”). Since the beginning of the Company’s fiscal year ended February 3, 2023, the Company paid Honorable Deasy an aggregate of approximately \$150,000 pursuant to the Consulting Agreement. Prior to Honorable Deasy’s appointment to the Board, Honorable Deasy resigned from his position on the Advisory Board and his Consulting Agreement was terminated.

There are no arrangements or understandings between Honorable Deasy and any other persons pursuant to which Honorable Deasy was selected as a director of the Company. Except as described above, there are no relationships or related transactions between Honorable Deasy or any member of his immediate family and the Company that would be required to be reported under Item 404(a) of Regulation S-K.

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: September 8, 2023

By: /s/ Hilary L. Hageman
Hilary L. Hageman
Executive Vice President, General Counsel and Corporate Secretary