

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

Form 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended January 31, 2020
or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission File
Number

001-35832

Exact Name of Registrant as Specified in its Charter, Address of Principal
Executive Offices and Telephone Number

Science Applications
International Corporation

12010 Sunset Hills Road, Reston, VA 20190
703-676-4300

State or other
jurisdiction of
incorporation or
organization

Delaware

I.R.S. Employer
Identification No.

46-1932921

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Science Applications International Corporation Common Stock, Par Value \$.0001 Per Share	SAIC	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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 Accelerated filer Non-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 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of August 2, 2019 (the last business day of the registrant's most recently completed second quarter), the aggregate market value of the registrant's common stock (based upon the closing stock price) held by non-affiliates was \$4.6 billion.

The number of shares issued and outstanding of the registrant's common stock as of March 6, 2020 was 57,843,394 shares (\$.0001 par value per share).

DOCUMENTS INCORPORATED BY REFERENCE

Portions of Science Applications International Corporation's Definitive Proxy Statement for the 2020 Annual Meeting of Stockholders are incorporated by reference in Part III of this report.

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
FORM 10-K
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Part I

Item 1. *Business*

The Company

Science Applications International Corporation (herein referred to as "SAIC," the "Company," "we," "us," or "our") is a leading provider of technical, engineering and enterprise information technology (IT) services primarily to the U.S. government. We provide engineering, systems integration and information technology offerings for large, complex government projects and offer a broad range of services with a targeted emphasis on higher-end, differentiated technology services. Our end-to-end enterprise IT offerings span the entire spectrum of our customers' IT infrastructure.

Our business has a long and successful history of over 50 years serving all branches (Army, Air Force, Navy, Marines and Coast Guard) and agencies of the Department of Defense, National Aeronautics and Space Administration (NASA), U.S. Department of State, Department of Justice and several sensitive intelligence community agencies. Our long-standing customer relationships have enabled us to achieve an in-depth understanding of our customers' missions and provide differentiated service offerings to meet our customers' most complex requirements. Our offerings include: engineering; technology integration; maintenance of ground and maritime systems; logistics; training and simulation; operation and program support services; and end-to-end services spanning the design, development, integration, deployment, management and operations, sustainment and security of our customers' entire IT infrastructure. We serve our customers through approximately 1,800 active contracts and task orders. We have approximately 24,000 employees that are led by an experienced executive team of proven industry leaders.

On January 14, 2019, we completed the acquisition of Engility Holdings, Inc. (collectively with its consolidated subsidiaries, "Engility"), which provides increased customer and market access, as well as increased scale in strategic business areas of national interest, such as defense, federal civilian agencies, intelligence and space.

Subsequent to the end of fiscal 2020, on March 13, 2020, we completed the acquisition of Unisys Federal, an operating unit within Unisys Corporation. Unisys Federal is a provider of information technology services to a variety of U.S. federal government customers in federal civilian, defense, and intelligence agencies. The acquisition of Unisys Federal enhances our capabilities in government priority areas, expands our portfolio of intellectual property and technology-driven offerings, and increases our access to current and new customers.

Our core strengths have supported our successful performance on programs of national importance. Those strengths include:

Enduring Customer Relationships and Mission-Oriented. We have strong and long-lasting customer relationships throughout the U.S. government. Our track record of serving the missions of our government customer spans decades, including several enduring customer relationships that have lasted 20 years or more. Our employees, many of whom are deployed at customer sites, work closely with our customers in fulfilling their missions. Our strong customer relationships enable us to develop deep customer knowledge and translate our mission understanding into successful program execution that fosters continued demand for our services.

Full Life Cycle Offerings. We integrate technologies and deliver services that provide our customers with seamless end-to-end solutions. Our expertise includes initial requirements definition, development and integration services, training, logistics and sustainment. These full life cycle offerings, combined with deep customer knowledge, allow us to more effectively support our customers' missions.

Significant Scale and Diversified Contract Base. With approximately \$6.4 billion in revenue in fiscal 2020, we are one of the largest pure-play technical service providers to the U.S. government. Our significant scale advantage enables us to serve as a prime systems integrator on large, complex programs and to allocate resources toward further developing and expanding our repeatable, proven solutions and differentiated technical capabilities. Our diversified revenue base consists of programs ranging from research and development to operations and maintenance.

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

Technical Experts Led by Experienced Management. The quality, training and knowledge of our employees are important competitive assets. Our skilled workforce ranges from entry-level technicians to expert-level professionals in network engineering, software design and development, logistics, technology integration and systems engineering. Additionally, the majority of our workforce holds an active security clearance, which is required on many of our existing programs and future program opportunities.

Our workforce is led by a talented and experienced senior leadership team with a long history of solving our customers' most difficult challenges. Our executive team consists of members who have served as senior leaders in public companies and are recognized as leaders in their respective markets by customers and partners.

Repeatable Methodologies and Certified Processes. Our technical excellence is driven by our proven, repeatable, disciplined processes for management, engineering, technical support and services. We deploy our tools and processes enterprise-wide and emphasize a consistent approach to planning, designing, and delivering solutions and services to our customers. We hold certifications from the International Organization for Standardization (including ISO 9001:2015, ISO/IEC 27001:2013, ISO 20000-1:2011 and AS9100D), and from the Capability Maturity Model Integration Institute as a CMMI®-DEV Maturity Level 3 organization and CMMI®-SVC Maturity Level 2 for Army Programs with Strategic Goals for Best Practice Service Delivery.

The Company is organized as a matrix comprised of three customer facing operating segments supported by a solutions and technology group. The three operating segments are responsible for customer relationships, business development and program management, and delivery and execution, while the solutions and technology group organization manages the development of our offerings, solutions and capabilities. Each of the Company's three operating segments is focused on providing the Company's comprehensive technical, engineering and enterprise IT service offerings to one or more agencies of the U.S federal government. The Company's operating segments are aggregated into one reportable segment for financial reporting purposes.

For additional discussion and analysis related to recent business developments, see "Economic Opportunities, Challenges and Risks" in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II of this report.

Key Customers

In each of fiscal 2020, 2019 and 2018, over 95% of our total revenues were attributable to prime contracts with the U.S. government or to subcontracts with other contractors engaged in work for the U.S. government. Substantially all of our revenues were earned by entities located in the United States.

The U.S. Army and U.S. Navy each generated more than 10% of our revenues during each of the last three fiscal years. The percentages of total revenues for the U.S. government, its agencies and other customers, including those comprising more than 10% of total revenues for each of the periods presented were approximately:

	Year Ended		
	January 31, 2020	February 1, 2019	February 2, 2018
U.S. Army	21%	29%	30%
U.S. Navy	12%	13%	13%
Other DoD	19%	18%	19%
Other federal government	46%	37%	36%
Total U.S. government	98%	97%	98%
Other	2%	3%	2%
Total	100%	100%	100%

Regulation

Our business is heavily regulated and we must comply with and are affected by laws and regulations, including Federal Acquisition Regulations (FAR) and Cost Accounting Standards (CAS), relating to the award, administration and performance of U.S. government and other contracts. These regulations set forth policies, procedures and requirements for the acquisition of goods and services by the U.S. government and impose a broad range of requirements, many of which are unique to government contracting and include procurement, import and export, security, contract termination and adjustment, and audit requirements. In addition, these regulations govern contract pricing and reimbursable costs by, among other things, requiring certification and disclosure of cost or pricing data in connection with certain contract negotiations, defining allowable and unallowable costs, and otherwise governing the right to reimbursement under various flexibly priced contracts. These laws and regulations impose specific cost accounting practices that may increase accounting and internal control costs associated with compliance with government standards. The U.S. government may revise its procurement practices or adopt new contract rules and regulations at any time. Our compliance with these regulations is monitored by the Defense Contract Management Agency and the Defense Contract Audit Agency.

The U.S. government has the ability to cancel contracts at any time through a termination for the convenience of the U.S. government. Most of our contracts have cancellation terms that would permit us to recover all or a portion of our incurred costs and contract profit for work performed when the U.S. government issues a termination for convenience.

Some of our operations and service offerings involve our access to and use of personally identifiable information and protected health information, which activities are regulated by extensive federal and state privacy and data security laws requiring organizations to provide certain privacy protections and security safeguards for such information.

Internationally, we are subject to foreign government laws and regulations, and U.S. government laws, regulations, and procurement policies and practices (including laws and regulations relating to bribery of foreign government officials, import and export control, investments, exchange controls and repatriation of earnings). We are also susceptible to varying political and economic risks.

In order to help ensure compliance with these complex laws and regulations, we have established policies and procedures that address our approach to meeting these requirements and also administer a robust ethics and compliance training program to maintain a compliance-oriented workforce.

These regulations and risks affecting our business are described in more detail under "Risk Factors" in this report.

Contracts

We must comply with and are affected by laws and regulations relating to the formation, administration and performance of U.S. government and other contracts. The U.S. government procurement environment has evolved due to statutory and regulatory procurement reform initiatives. Budgetary pressures and reforms in the procurement process have increasingly caused many U.S. government agencies to purchase services and solutions using contracting processes that give them the ability to select multiple winners or pre-qualify certain contractors to provide various services or solutions on established general terms and conditions rather than through single award contracts. The predominant contracting methods through which U.S. government agencies procure services and solutions include the following:

Single Award Contracts. U.S. government agencies may procure services and solutions through single award contracts which specify the scope of work that will be delivered and identify the contractor that will provide the specified services. When an agency has a requirement, interested contractors are solicited, qualified and then provided with a request for proposal. The process of qualifying prospective bidders, soliciting proposals and evaluating contractor bids requires the agency to maintain a large, professional procurement staff and the bidding and selection process can take a year or more to complete. This method of contracting may provide the contractor with greater certainty of the timing and amounts to be received at the time of contract award because it generally results in the customer contracting for a specific scope of work from the single successful awardee.

Indefinite Delivery, Indefinite Quantity (IDIQ) Contracts. The U.S. government uses IDIQ contracts to obtain commitments from contractors to provide certain services or solutions on pre-established terms and conditions. The U.S. government then issues task orders under the IDIQ contracts to purchase the specific services or solutions it needs. IDIQ contracts are awarded to one or more contractors following a competitive procurement process. Under a single award IDIQ contract, all task orders under that contract are awarded to one pre-selected contractor. Under a multi-award IDIQ contract, task orders can be awarded to any of the pre-selected contractors, which can result in further limited competition for the award of task orders. Multi-award IDIQ contracts that are open for any government agency to use for the procurement of services are commonly referred to as “government-wide acquisition contracts.” IDIQ contracts often have multi-year terms and unfunded ceiling amounts that enable, but not commit, the U.S. government to purchase substantial amounts of services or solutions from one or more contractors. At the time an IDIQ contract is awarded (prior to the letting of any task orders), a contractor may have limited or no visibility as to the ultimate amount of services or solutions that the U.S. government will purchase under the contract, and, in the case of a multi-award IDIQ, the contractor from which such purchases may be made.

U.S. General Services Administration (GSA) Schedule Contracts. The GSA maintains listings of approved suppliers of services and solutions with pre-negotiated prices for use throughout the U.S. government. In order for a company to provide services under a GSA Schedule contract, a company must be pre-qualified and awarded a contract by the GSA. When an agency uses a GSA Schedule to meet its requirements, the agency (or the GSA on behalf of the agency) conducts the procurement and bidders are limited to GSA Schedule-qualified contractors. GSA Schedule contracts are designed to provide the user agency with reduced procurement time and lower procurement costs. Similar to IDIQ contracts, at the time a GSA Schedule contract is awarded, a contractor may have limited or no visibility as to the ultimate amount of services or solutions that customers will ultimately purchase under the contract.

Contract Types

Generally, the type of contract used for the acquisition of our services and solutions is determined by or negotiated with the U.S. government and may depend on certain factors, including: the type and complexity of the work to be performed; degree and timing of the responsibility to be assumed by the contractor for the costs of performance; the extent of price competition; and the amount and nature of the profit incentive offered to the contractor for achieving or exceeding specified standards or goals. We generate revenues under several types of contracts, including the following:

- Cost-reimbursement contracts provide for reimbursement of our direct contract costs and allocable indirect costs, plus a fee (contract profit). This type of contract is generally used when uncertainties involved in contract performance do not permit costs to be estimated with sufficient accuracy to use a fixed-price contract. Cost-reimbursement contracts usually subject us to lower risk and generally require us to use our best efforts to accomplish the scope of the work within a specified time and amount of costs.
- Time-and-materials (T&M) contracts typically provide for negotiated fixed hourly rates for specified categories of direct labor plus reimbursement of other direct costs. This type of contract is generally used when there is uncertainty of the extent or duration of the work to be performed by the contractor at the time of contract award or it is not possible to anticipate costs with any reasonable degree of confidence. On T&M contracts, we assume the risk of providing appropriately qualified staff to perform these contracts at the hourly rates set forth in the contracts over their period of performance.
- Firm-fixed price (FFP) contracts provide for a predetermined price for specific solutions. These contracts offer us potential increased profits if we can complete the work at lower costs than planned. While FFP contracts allow us to benefit from cost savings, these contracts also increase our exposure to reduced profits or losses from increased or unexpected costs.

Our earnings and profitability may vary materially depending on changes in the proportionate amount of revenues derived from each type of contract, the nature of services or solutions provided, as well as the achievement of performance objectives and the stage of performance at which the right to receive fees is finally determined. Given the relative amount of risk assumed by the contractor, cost-reimbursement and T&M contracts generally have lower profitability than FFP contracts. For the proportionate amount of revenues derived from each type of contract for the last three fiscal years, see “Other Key Performance Measures—Contract Types” in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Part II of this report.

Selected Financial Data

See “Selected Financial Data” in Part II of this report.

Backlog

Backlog represents the estimated amount of future revenues to be recognized under negotiated contracts as work is performed. Our backlog consists of funded backlog and negotiated unfunded backlog. At January 31, 2020 and February 1, 2019 our total backlog was \$15.3 billion and \$13.8 billion, respectively. For a complete description of our backlog, see “Other Key Performance Measures—Net Bookings and Backlog” in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Part II of this report.

Competition

Competition for contracts is intense and we often compete against a large number of established multinational companies which may have greater name recognition, financial resources and larger technical staffs than we do. We also compete against smaller, more specialized companies that concentrate their resources on particular areas, as well as the U.S. government’s own capabilities. As a result of the diverse requirements of the U.S. government, we frequently collaborate with other companies to compete for large contracts and bid against these same companies in other situations. Our principal competitors include the following:

- the engineering and technical services divisions of large defense contractors that provide IT services in addition to other hardware systems and products, which include companies such as General Dynamics Corporation, Northrop Grumman Corporation, and Raytheon Company;
- contractors focused principally on technical and IT services, such as Booz Allen Hamilton Inc., CACI International, Inc., Leidos Holdings, Inc., ManTech International Corporation, Serco Group plc, and Perspecta Inc.;
- diversified commercial providers that also provide U.S. government IT services, such as Accenture plc and International Business Machines Corporation; and
- contractors providing supply chain management and other logistics services, such as Agility Logistics Corporation and SupplyCore.

We compete on various factors, which include: our technical expertise and qualified and/or security-cleared personnel; our ability to deliver innovative cost-effective solutions in a timely manner; successful program execution on previous programs; our reputation and standing with customers; pricing; and the size and geographic presence of our Company.

Competition within the government services industry has intensified which has led to fewer sole-source awards and an increased emphasis on cost competitiveness and affordability. In addition, procurement initiatives to improve efficiency, refocus priorities and enhance best practices could result in fewer new opportunities for our industry as a whole, which would intensify competition within the industry as companies compete for a more limited set of new programs.

Patents and Proprietary Information

Our technical services and solutions are not generally dependent on patent protection, although we do selectively seek patent protection. We claim a proprietary interest in certain of our solutions, software programs, methodologies and know-how. This proprietary information is protected by copyrights, trade secrets, licenses, contracts and other means. We selectively pursue opportunities to license or transfer our technologies to third parties.

In connection with the performance of services, the U.S. government has certain rights to inventions, data, software codes and related material that we develop under U.S. government-funded contracts and subcontracts. Generally, the U.S. government may disclose or license such information to third parties, including, in some instances, our competitors. In the case of some subcontracts that we perform, the prime contractor may also have certain rights to the programs and solutions that we develop under the subcontract.

Research and Development

For information related to our research and development activities, see Note 1 of the notes to the consolidated financial statements contained within this report.

Seasonality

The U.S. government's fiscal year ends on September 30. It is not uncommon for U.S. government agencies to award extra tasks or complete other contract actions leading up to the end of its fiscal year in order to avoid the loss of unexpended fiscal year funds, which may favorably impact our third fiscal quarter. In addition, revenues may be unfavorably impacted during our fourth fiscal quarter due to a greater number of holidays and higher utilization of vacation time. For selected quarterly financial data, see Note 17 of the notes to the consolidated financial statements contained within this report.

Environmental Matters

Our operations are subject to various foreign, federal, state and local environmental protection and health and safety laws and regulations. Although we do not currently anticipate that compliance costs or the liabilities associated with environmental laws will materially and adversely affect us, we cannot ensure that we will not incur material costs or liabilities in the future. These regulations and risks are described in more detail under "Risk Factors" in this report.

Executive Officers

For information about our executive officers, see "Directors, Executive Officers and Corporate Governance" in Part III of this report.

Company Website and Available Information

Our corporate headquarters is located at 12010 Sunset Hills Road, Reston, VA 20190. Our phone number is (703) 676-4300 and our homepage is www.saic.com, which contains information about our Company and operations. Through a link on the Investor Relations section of our website, copies of each of our filings with the Securities and Exchange Commission (SEC) can be viewed and downloaded free of charge as soon as reasonably practicable after the reports and amendments are electronically filed with or furnished to the SEC. The information on our website is not incorporated by reference into and is not a part of this report.

You may also request hard copies of the materials referenced in the preceding paragraph, at no cost, by emailing investor relations at InvestorRelations@saic.com.

Item 1A. Risk Factors

In your evaluation of our Company and business, you should carefully consider the risks and uncertainties described below, together with information included elsewhere within this report and other documents we file with the SEC. These risks, as well as additional risks and uncertainties not currently known to us or that we currently believe are immaterial also may materially harm our business, financial condition or operating results and result in a decline in the price of our stock.

Risks Relating to Our Business

We depend on U.S. government agencies as our primary customer and, if our reputation or relationships with these agencies were harmed, our future revenues and cash flows would be adversely affected.

We generated either as a prime contractor or a subcontractor to other contractors engaged in work for the U.S. government over 95% of our total revenues during each of the last three fiscal years from contracts with the U.S. government. We expect to continue to derive substantially all of our revenues from work performed under U.S. government contracts. Our reputation and relationship with the U.S. government, and in particular with the agencies of the DoD, are key factors in maintaining and growing these revenues. Negative press reports or publicity, regardless of accuracy, could harm our reputation. If our reputation is negatively affected, or if we are suspended or debarred from contracting with government agencies for any reason, the amount of business with government and other customers would decrease and our future revenues, cash flows, and financial results would be adversely affected.

A decline in the U.S. government defense budget, changes in spending or budgetary priorities, the failure to approve U.S. government budgets on a timely basis or delays in contract awards and other procurement activity may significantly and adversely affect our future revenues, cash flow and financial results.

Because we generate substantially all of our revenues from contracts with U.S. government agencies, our operating results could be adversely affected by spending caps or changes in budgetary priorities, as well as by delays in the government budget process, program starts or the award of contracts or task orders under contracts. Current U.S. government spending levels for defense-related and other programs may not be sustained beyond government fiscal year (GFY) 2021. Future spending and program authorizations may not increase or may decrease or shift to programs in areas in which we do not provide services or are less likely to be awarded contracts. Such changes in spending authorizations and budgetary priorities may occur as a result of shifts in spending priorities from defense-related and other programs as a result of competing demands for federal funds and the number and intensity of military conflicts or other factors.

When the U.S. Congress does not complete a budget before the end of the fiscal year, government operations typically are funded through one or more continuing resolutions that authorize agencies of the U.S. government to continue to operate, but do not authorize new spending initiatives. When the U.S. government operates under a continuing resolution, contract awards may be delayed, canceled, or funded at lower levels which could adversely impact our operations, cash flows and financial results. There is a possibility that post-election political calculations, the distractions of 2020 presidential and congressional campaigns, or an impasse on policy issues could threaten continuous government funding past September 30, 2020. While the federal government is currently funded in full through the end of GFY 2020, there is a strong possibility that GFY 2021 will begin under a continuing resolution, which has occurred regularly in recent election year appropriations cycles.

Immigration issues were the root cause of a five-week government shutdown from December 2018 to January 2019, and continue to be the source of partisan disputes. An impasse over immigration or other policy issues could result in another federal government shutdown, which could cause us to incur labor or other costs without reimbursement under customer contracts or the delay or cancellation of key programs, and could adversely affect our operations, cash flows and financial results.

The U.S. government also conducts periodic reviews of U.S. defense strategies and priorities which may shift DoD budgetary priorities, reduce overall spending or delay contract or task order awards for defense-related programs from which we would otherwise expect to derive a significant portion of our future revenues. A significant decline in overall U.S. government spending, a significant shift in spending priorities, the substantial reduction or elimination of particular defense-related programs or significant budget-related delays in contract or task order awards for large programs could adversely affect our future revenues and limit our growth prospects.

Our failure to comply with a variety of complex procurement rules and regulations could result in our being liable for penalties, including termination of our U.S. government contracts, disqualification from bidding on future U.S. government contracts and suspension or debarment from U.S. government contracting.

We must comply with various laws and regulations relating to the formation, administration and performance of U.S. government contracts, which affect how we do business with our customers and may impose added costs on our business.

Many of our U.S. government contracts contain organizational conflict of interest (OCI) clauses that may limit our ability to compete for or perform certain other contracts or other types of services for particular customers. OCI arises when we engage in activities that may make us unable to render impartial assistance or advice to the U.S. government, impair our objectivity in performing contract work or provide us with an unfair competitive advantage. Existing OCI, and any OCI that may develop, could preclude our competition for or performance on a significant project or contract, which could limit our opportunities.

The U.S. government may adopt new contract rules and regulations or revise its procurement practices in a manner adverse to us at any time.

Our industry continues to experience significant changes to business practices as a result of an increased focus on affordability, efficiencies and recovery of costs, among other items. U.S. government agencies may face restrictions or pressure regarding the type and amount of services that they may obtain from private contractors. Legislation, regulations and initiatives dealing with procurement reform, mitigation of potential OCI's, deterrence of fraud, and environmental responsibility or sustainability could have an adverse effect on us. Moreover, shifts in the buying practices of U.S. government agencies (such as increased usage of fixed price contracts, multiple award contracts and small business set-aside contracts) could have adverse effects on government contractors, including us. Any of these changes could impair our ability to obtain new contracts or contract renewals. Any new contracting requirements or procurement methods could be costly or administratively difficult for us to implement and could adversely affect our future revenues, profitability and prospects.

Our business is subject to reviews, audits and cost adjustments by the U.S. government, which, if resolved unfavorably to us, could adversely affect our profitability, cash flows or growth prospects.

The Defense Contract Audit Agency (DCAA), Defense Contract Management Agency (DCMA) and others routinely audit and review a contractor's performance on government contracts, indirect cost rates and pricing practices, and compliance with applicable contracting and procurement laws, regulations and standards. They also review the adequacy of the contractor's compliance with government standards for its business systems, which are defined as the contractor's accounting, earned value management, estimating, materials management, property management and purchasing systems. A finding of significant control deficiencies in a contractor's business systems or a finding of noncompliance with U.S. government Cost Accounting Standards (CAS) can result in decremented billing rates to U.S. government customers until the control deficiencies are corrected and their remediation is accepted by the DCMA. The agencies conducting these audits and reviews have come under increased scrutiny. As a result, audits and reviews have become more rigorous and the standards to which we are held are being more strictly interpreted which has increased the likelihood of an audit or review resulting in an adverse outcome.

Government audits and reviews may conclude that our practices are not consistent with applicable laws and regulations and result in adjustments to contract costs and mandatory customer refunds. Such adjustments can be applied retroactively, which could result in significant customer refunds. Receipt of adverse audit findings or the failure to obtain an "approved" determination on our various business systems could significantly and adversely affect our business by, among other things, restricting our ability to bid on new contracts and, for those proposals under evaluation, diminishing our competitive position. A determination of noncompliance could also result in the U.S. government imposing penalties and sanctions against us, including withholding of payments, suspension of payments and increased government scrutiny. Increased scrutiny could adversely impact our ability to perform on contracts, affect our ability to invoice for work performed, delay the receipt of timely payment on contracts, and weaken our ability to compete for new contracts with the U.S. government.

The indirect cost audits by the DCAA of the Company's business remain open for certain prior years and the current year. We have recorded contract revenues based on an estimate of costs that we believe will be approved on final audit. However, we do not know the outcome of any ongoing or future audits or whether future adjustments will exceed our reserves for potential adjustments.

We have recorded reserves for estimated net amounts to be refunded to customers for potential adjustments for indirect cost audits and compliance with CAS for indemnification obligations owing to Leidos Holdings, Inc. (formerly SAIC, Inc.) for periods prior to the spin-off date. Any additional amounts which may be determined to be owed for periods prior to the separation will be allocated to Leidos Holdings, Inc. and us in proportions determined in accordance with the Distribution Agreement. Additional amounts that are allocated to us could have a material, adverse impact to our profitability and cash flows.

Our business is subject to governmental review and investigation which could adversely affect our profitability, cash position and growth prospects.

We are routinely subject to governmental investigations relating to our contracts and operations. If a review or investigation identifies improper or illegal activities, we may be subject to civil or criminal penalties or administrative sanctions which could include the termination of contracts, forfeiture of profits, the triggering of price reduction clauses, suspension of payments, fines, and suspension or debarment from doing business with governmental agencies. We may suffer harm to our reputation if allegations of impropriety are made against us, which would impair our ability to win new contract awards or receive contract renewals. Penalties and sanctions are not uncommon in our industry. If we incur a material penalty or administrative sanction or otherwise suffer harm to our reputation, our profitability, cash position and future prospects could be adversely affected.

The U.S. government may terminate, cancel, modify or curtail our contracts at any time and, if we do not replace them, we may be unable to achieve or sustain revenue growth and may suffer a decline in revenues and profitability.

Many of the U.S. government programs in which we participate as a contractor or subcontractor may extend for several years and include one or more base years and one or more option years. Under our contracts, the U.S. government generally has the right not to exercise options to extend or expand our contracts and may otherwise terminate, cancel, modify or curtail our contracts at its convenience. Any decision by the U.S. government not to exercise contract options or to terminate, cancel, modify or curtail our major programs or contracts would adversely affect our revenues, revenue growth and profitability.

We have experienced and continue to experience periodic performance issues under certain of our contracts. If a government customer terminates a contract for default, we may be exposed to liability, including for excess costs incurred by the customer in procuring undelivered services and solutions from another source. Depending on the nature and value of the contract, a performance issue or termination for default could cause our actual results to differ from those anticipated and could harm our reputation.

We face aggressive competition that can impact our ability to obtain contracts and may affect our future revenues, profitability and growth prospects.

We expect that a majority of the business that we seek in the foreseeable future will be awarded through a competitive bidding process as the U.S. government increasingly relies on IDIQ, GSA Schedule and other multi-award contracts, which has resulted in greater competition and increased pricing pressure. The competitive bidding process involves substantial costs and a number of risks, including significant cost and managerial time to prepare bids and proposals for contracts that may not be awarded to us, or that may be awarded but for which we do not receive meaningful task orders. For contracts awarded to us, we also face the risk of inaccurately estimating the resources and costs that will be required to fulfill any contract we win. Following contract award, we may encounter significant expense, delay, contract modifications or even contract loss as a result of our competitors protesting the award of contracts to us in competitive bidding. Any resulting loss or delay of startup and funding of work under protested contract awards may adversely affect our revenues and/or profitability. In addition, multi-award contracts require that we make sustained post-award efforts to obtain task orders under the contract. As a result, we may not be able to obtain these task orders or recognize revenues under these multi-award contracts. Our failure to compete effectively in this procurement environment would adversely affect our revenues and profitability.

We compete with larger companies that have greater name recognition, financial resources and larger technical staffs and with smaller, more specialized companies that are able to concentrate their resources on particular areas. Additionally, we may compete with the U.S. government's own capabilities. To remain competitive, we must consistently provide superior service, technology and performance on a cost-effective basis to our customers and there is no assurance that we will do so.

A failure to attract, train, retain and utilize skilled employees and our senior management team would adversely affect our ability to execute our strategy and may disrupt our operations.

Our business relies heavily upon the expertise and services of our employees. Our continued success depends on our ability to recruit and retain highly trained and skilled engineering, technical and professional personnel. Competition for skilled personnel is intense and competitors aggressively recruit key employees. In addition, many U.S. government programs require contractors to have security clearances. Depending on the level of required clearance, security clearances can be difficult and time-consuming to obtain and personnel with security clearances are in great demand. Particularly in highly specialized areas, it has become more difficult to retain employees and meet all of our needs for employees in a timely manner, which may affect our growth in the current and future fiscal years. Although we intend to continue to devote significant resources to recruit, train and retain qualified employees, we may not be able to attract, effectively train and retain these employees. Any failure to do so could impair our ability to efficiently perform our contractual obligations, timely meet our customers' needs and ultimately win new business, all of which could adversely affect our future results. In addition, salaries and related costs are a significant portion of the cost of providing our services and, accordingly, our ability to efficiently utilize our workforce impacts our profitability. If our employees are under-utilized, our profitability could suffer.

We believe that our success also depends on the continued employment of a highly qualified and experienced senior management team and that team's ability to retain existing business and generate new business. The loss of key personnel in critical functions could lead to lack of business continuity or disruptions in our business until we are able to hire and train replacement personnel.

We may make acquisitions, investments, joint ventures and divestitures in the future that involve numerous risks, which if realized, may adversely affect our business and our future results.

We may make strategic acquisitions, engage in joint ventures or divest existing businesses, which could cause us to incur unforeseen expenses and have disruptive effects on our business and may not yield the benefits we expect. Our Credit Facility also imposes limitations on our ability to make other acquisitions. Subject to those limitations, we may selectively pursue additional strategic acquisitions, investments and joint ventures in the future. Any future acquisitions, investments and joint ventures may pose many risks that could adversely affect our reputation, operations or financial results, including:

- we may not retain key employees (including those with needed security clearances), customers and business partners of an acquired business in the future;
- we may fail to successfully integrate acquired businesses, such as failing to successfully implement IT and other control systems relating to the operations of any acquired business;
- we may not generate sufficient earnings to meet the required Leverage Ratio under the Credit Facility, which would give lenders the right to, among other things, foreclose on our assets;
- acquisitions normally require a significant investment of time and resources, which may disrupt our business and distract our management from other important responsibilities;
- we may not be able to accurately estimate the financial effect of any acquisitions and investments on our business and we may not realize anticipated revenue opportunities, cost savings, or other synergies or benefits, or acquisitions may not result in improved operating performance; and
- we may assume known as well as unknown material liabilities, legal or regulatory risks that were not identified as part of our due diligence or for which we are unable to receive a purchase price adjustment or reimbursement through indemnification;

If any acquisitions, investments or joint ventures fail, perform poorly or their value is otherwise impaired for any reason, including contractions in credit markets and global economic conditions, our business and financial results could be adversely affected.

In addition, we may periodically divest businesses, including businesses that are no longer a part of our ongoing strategic plan. These divestitures similarly require significant investment of time and resources and may disrupt our business, distract management from other responsibilities and may result in losses on disposal or continued

financial involvement in the divested business, including through indemnification, guarantee or other financial arrangements, for a period of time following the transaction, which could adversely affect our financial results.

We may not be able to successfully integrate the business of Engility with our own or realize the anticipated benefits of the merger in the expected time frame, or at all.

Our ability to realize the anticipated benefits of the merger will depend, to a large extent, on our ability to integrate our and Engility's business. The merger involves the combination of two companies that operated as independent public companies. The combined company will be required to devote significant management attention and resources to integrating our business practices with those of Engility. The integration process may disrupt the business and, if implemented ineffectively or if impacted by unforeseen negative economic or market conditions or other factors, we may not realize the full anticipated benefits of the merger. Potential difficulties that the combined company may encounter as part of the integration process include the following:

- the inability to successfully combine our business with Engility in a manner that permits the combined company to achieve the full revenue and cost synergies and other benefits anticipated to result from the merger;
- the loss of customers and strategic partners who may not wish to continue their relationships with the combined company;
- required regulatory approvals from governmental entities may result in limitations, additional costs or placement of restrictions on the conduct of the combined company, imposition of additional material costs on or materially limiting the revenues of the combined company following the merger;
- complexities associated with managing the combined businesses, including difficulty addressing possible differences in corporate cultures and management philosophies and the challenge of integrating complex systems, technology, networks and other assets of each of the companies in a seamless manner that minimizes any adverse impact on customers, suppliers, employees and other business partners; and
- potential unknown liabilities and unforeseen increased expenses or delays associated with the merger.

Many of these factors will be outside of our control and any one of them could result in increased costs, decreases in the amount of expected revenues and diversion of management's time and energy, which could materially impact the business, financial condition and our results of operations. These benefits may not be achieved within the anticipated time frame, or at all. Furthermore, additional unanticipated costs may be incurred in the integration of the businesses. All of these factors could decrease or delay the anticipated benefits of the merger and negatively impact us. These and other factors could adversely affect our ability to maintain relationships with customers, suppliers, employees and other partners, and our ability to achieve the anticipated benefits of the merger.

We will incur direct and indirect costs as a result of the merger with Engility and acquisition of Unisys Federal.

We will incur substantial expenses in connection with and as a result of the merger and acquisition and, over a period of time following the completion of the merger and acquisition, we expect to incur substantial expenses in connection with coordinating our businesses, operations, policies and procedures. While we have assumed that a certain level of transaction expenses will be incurred, factors beyond our control could affect the total amount or the timing of these expenses. Many of the expenses that will be incurred, by their nature, are difficult to estimate accurately.

In connection with the merger, we may be required to take write-downs or write-offs, restructuring and impairment or other charges that could negatively affect our business, assets, liabilities, prospects, outlook, financial condition and results of operations.

Although we have conducted extensive due diligence on Engility in connection with the merger, we cannot assure that this diligence revealed all material issues that may be present, that it would be possible to uncover all material issues through a customary amount of due diligence, or that factors outside of our control will not later arise. Even if our due diligence successfully identifies certain risks, unexpected risks may arise and previously known risks may materialize in a manner not consistent with our preliminary risk analysis. Further, as a result of the merger, purchase accounting, and the proposed operation of the company after closing, we may be required to take write-offs or write-

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downs, restructuring and impairment or other charges that could negatively affect business, assets, liabilities, prospects, outlook, financial condition and results of operations after closing.

Our use of net operating loss carryforwards and other tax attributes to offset future taxable income may become limited in the event that we or the IRS determines that we have experienced an ownership change.

As of January 31, 2020, we have estimated \$426 million of net operating loss (NOL) and tax basis in our Engility acquired amortizable goodwill and other intangible assets of approximately \$572 million. Under Sections 382 and 383 of the Internal Revenue Code of 1986, as amended (the Code), if a corporation undergoes an "ownership change," the corporation's ability to use its pre-change net operating loss carryforwards and other pre-change tax attributes, such as its adjusted tax basis in its amortizable goodwill, to offset its post-change income and taxes may be limited. Such an ownership change occurred during the acquisition of Engility Holdings, Inc. and as a result of these limitations, \$3 million of tax credit carryforwards were eliminated in purchase accounting.

Pension funding and costs are dependent upon several economic assumptions which if changed may cause our future earnings and cash flow to fluctuate significantly.

As a result of the acquisition of Engility, which closed on January 14, 2019, we assumed the obligations under Engility's defined benefit pension plan (the Pension Plan). The impact of the Pension Plan on our GAAP earnings may be volatile in that the amount of expense we record for the Pension Plan may materially change from year to year because those calculations are sensitive to funding levels as well as changes in several key economic assumptions, including interest rates, rates of return on plan assets, and other actuarial assumptions including participant mortality estimates. Changes in these factors also affect our plan funding, cash flow, and stockholders' equity. In addition, the funding of the Pension Plan may be subject to changes caused by legislative or regulatory actions.

We will make contributions to fund the Pension Plan when considered necessary or advantageous to do so. The macro-economic factors discussed above, including the return on assets and the minimum funding requirements established by government funding or taxing authorities, or established by other agreement, may influence future funding requirements. A significant decline in the fair value of the assets in the Pension Plan, or other adverse changes to the Pension Plan could require us to make significant funding contributions and affect cash flows in future periods.

As a result of the acquisition of Engility, we also assumed the obligations under a Retiree Health Reimbursement Account plan (RHRA). The impact of Engility's RHRA on our U.S. generally accepted accounting principles (GAAP) earnings may be volatile in that the amount of expense we record for the plan may materially change from year to year because those calculations are sensitive to several key economic assumptions including interest rates and actuarial assumptions related to participant mortality, retirement and termination.

U.S. government Cost Accounting Standards govern the extent to which postretirement costs and plan contributions are allocable to and recoverable under contracts with the U.S. government. On December 27, 2011 the U.S. government's Cost Accounting Standards Board published a final rule that harmonizes Cost Accounting Standards (CAS) pension cost reimbursement rules with the Pension Protection Act of 2006 (PPA) funding requirements. The rule is expected to eventually mitigate the mismatch between CAS costs and PPA-amended Employee Retirement Income Security Act of 1974 (ERISA) minimum funding requirements, and result in an acceleration of allowable CAS pension costs as compared to the prior rules. We anticipate that government contractors will be entitled to an equitable adjustment for any additional CAS contract costs resulting from the final rule. As a result, we have sought and expect to continue to seek reimbursement from the U.S. government for a portion of our postretirement costs and plan contributions. For additional information related to our pension funding and costs, see Note 9 of the notes to the consolidated financial statements contained within this report.

We may not realize the growth opportunities that are anticipated from the acquisition as we may experience difficulties in integrating Unisys Federal's business with ours.

The benefits that are expected to result from the acquisition will depend, in part, on our ability to realize anticipated growth opportunities as a result of the acquisition. Our success in realizing these growth opportunities, and the timing of this realization, depends on the successful integration of Unisys Federal's business. There is a significant degree of difficulty and management distraction inherent in the process of integrating an acquisition as sizable as the acquisition. The process of integrating operations could cause an interruption of, or loss of momentum in, our and Unisys Federal's business. Members of our senior management may be required to devote considerable amounts of time to this integration process, which will decrease the time they will have to manage our Company,

service existing customers, attract new customers and develop new products or strategies. If senior management is not able to effectively manage the integration process, or if any significant business activities are interrupted as a result of the integration process, our business could suffer. There can be no assurance that we will successfully or cost-effectively integrate Unisys Federal's business or at all. The failure to do so could have a material adverse effect on our business, financial condition or results of operations.

Our earnings and profitability may vary based on the mix of our contracts and may be adversely affected by our failure to accurately estimate and manage costs, time and resources.

We generate revenues under various types of contracts, which include cost-reimbursement, T&M and FFP contracts. Our earnings and profitability may vary materially depending on changes in the proportionate amount of revenues derived from each type of contract, the nature of services or solutions provided, as well as the achievement of performance objectives and the stage of performance at which the right to receive fees, particularly under incentive and award fee contracts, is finally determined. Cost-reimbursement and T&M contracts generally have lower profitability than FFP contracts. To varying degrees, each of our contract types involves some risk that we could underestimate the costs and resources necessary to fulfill the contract. Our profitability is adversely affected when we incur costs on cost-reimbursement and T&M contracts that we cannot bill to our customers. While FFP contracts allow us to benefit from cost savings, these contracts also increase our exposure to the risk of cost overruns. Revenues derived from FFP contracts represented approximately 23% of our total revenues for fiscal 2020. When making proposals on FFP contracts, we rely heavily on our estimates of costs and timing for completing the associated projects, as well as assumptions regarding technical issues. In each case, our failure to accurately estimate costs or the resources and technology needed to perform our contracts or to effectively manage and control our costs during the performance of work could result, and in some instances has resulted, in reduced profits or in losses. More generally, any increased or unexpected costs or unanticipated delays in connection with the performance of our contracts, including costs and delays caused by contractual disputes or other factors outside of our control (such as performance failures of our subcontractors, natural disasters or other force majeure events including the outbreak of coronavirus disease 2019) could make our contracts less profitable than expected or unprofitable.

We use estimates in recognizing revenues and, if we make changes to estimates used in recognizing revenues, our profitability may be adversely affected.

A significant portion of our revenues are recognized on performance obligations satisfied over time, which requires estimates of total costs at completion, fees earned, or both. Particularly due to the technical nature of the services being performed and the length of certain performance obligations, this estimation process is complex and involves significant judgment. Adjustments to original estimates are often required as work progresses, experience is gained and additional information becomes known, even though the scope of the work required under the performance obligation may not change. Any adjustment as a result of a change in estimate is recognized immediately. Changes in the underlying assumptions, circumstances or estimates could result in adjustments that may adversely affect future financial results.

Our business and financial results could be negatively affected by cyber or other security threats.

As a U.S. government contractor and a provider of IT services operating in multiple regulated industries and geographies, we handle a variety of sensitive information including personally identifiable information, protected health information, personnel information, classified information, and financial information, concerning our business and employees and those of our customers. We are continuously exposed to cyber and other security threats, including computer viruses, attacks by hackers, malware, insider threats and physical break-ins. Any unauthorized electronic or physical intrusion or other security threat may jeopardize the protection of sensitive or other information stored or transmitted through our IT systems and networks. This could lead to disruptions in mission-critical systems, unauthorized release of sensitive information and the theft or corruption of data. Although we have implemented and regularly update and improve policies, procedures and other controls to monitor, protect against, detect and mitigate cyber and other security threats, attempts to gain unauthorized access to our IT systems and networks are becoming more sophisticated. We, however, seek to detect and investigate all security events and prevent their occurrence.

In addition, we work with industry and the U.S. government to share threat intelligence and promote increased awareness and enhanced protections against cybersecurity threats. However, because of the evolving nature of these security threats, there can be no assurance that our policies, procedures and other controls will detect or prevent them, and we cannot predict their full impact. We may experience similar security threats to the IT systems that we develop, install or maintain under customer contracts, including customer contracts under which we may have access to or management responsibility for customer databases or networks that contain sensitive information relating to our customers, their employees or related third parties. Although we work cooperatively with our customers to seek to minimize the impacts of cyber and other security threats, we must usually rely on the safeguards used or required by those customers. In the event of unauthorized access to sensitive information for which we are responsible under customer contracts, our customers, their employees, or third parties may seek to hold us liable for any costs or other damages associated with the unauthorized access. In addition, government agencies may bring legal actions against us for violation of or noncompliance with regulatory requirements relating to any unauthorized access to sensitive information. Any remediation costs, damages or other liabilities related to unauthorized access of sensitive information of ours or our customers caused by cyber or other security threats may not be fully insured or indemnified by other means. Occurrence of any unauthorized access caused by these security threats could adversely affect our reputation, business operations and financial results.

We face various risks related to health epidemics, pandemics and similar outbreaks, which may have material adverse effects on our business, financial position, results of operations and/or cash flows.

We face various risks related to health epidemics, pandemics and similar outbreaks, including the global outbreak of coronavirus disease 2019 ("COVID-19"). If significant portions of our workforce are unable to work effectively due to illness, quarantines, government actions, facility closures or other reasons in connection with the COVID-19 pandemic, our operations will likely be impacted. We may be unable to perform fully on our contracts and some of our costs may not be fully recoverable or adequately covered by insurance. In addition, the resulting volatility in the global capital markets could restrict our access to capital and/or increase our cost of capital.

It is possible that the continued spread of COVID-19 may also further cause disruption in our supply chain; cause delay, or limit the ability of, the U.S. Government and other customers to perform, including making timely payments to us; impact investment performance; and cause other unpredictable events.

We continue to work with our stakeholders (including customers, employees, suppliers and local communities) to address this global pandemic. We continue to monitor the situation, to assess further possible implications to our business, supply chain and customers, and to take actions in an effort to mitigate adverse consequences.

At this time, we cannot predict the impact of the COVID-19 pandemic, but it could have a material adverse effect on our business, financial position, results of operations and/or cash flows.

Customer systems failures could damage our reputation and adversely affect our revenues and profitability.

Many of the systems and networks that we develop, install and maintain for our customers involve managing and protecting personal information and information relating to national security and other sensitive government functions. While we have programs designed to comply with relevant privacy and security laws and restrictions, if a system or network that we develop, install or maintain were to fail or experience a security breach or service interruption, whether caused by us, third-party service providers, cybersecurity threats or other events, we may experience loss of revenue, remediation costs or face claims for damages or contract termination. Any such event could cause serious harm to our reputation and prevent us from having access to or being eligible for further work on such systems and networks. Our errors and omissions liability insurance may be inadequate to compensate us for all of the damages that we may incur and, as a result, our future results could be adversely affected.

Legal disputes could require us to pay potentially large damage awards and could be costly to defend, which would adversely affect our cash balances and profitability, and could damage our reputation.

We are subject to a number of lawsuits and claims described under “Legal Proceedings” in Part I of this report. We are also subject to, and may become a party to, a variety of other litigation or claims and suits that arise from time to time in the ordinary course of our business. The Department of Justice and other enforcement agencies of the U.S. government may bring claims or lawsuits against us in connection with our performance of government contracts or our billing or record-keeping relating to those contracts. The Department of Justice has considerably more resources at its disposal than we do, and can bring suspension and debarment proceedings against us that would prevent us from working for some or all U.S. government customers. In addition, certain statutes under which the Department of Justice may bring claims (like the False Claims Act) provide for treble damages and penalties on a per invoice basis against government contractors. These circumstances generally give the Department of Justice significantly more leverage in any legal dispute with us than if we were defending ourselves against claims brought by a commercial enterprise. Adverse judgments or settlements in some or all of these legal disputes may result in significant monetary damages or injunctive relief against us. Any claims or litigation could be costly to defend, and even if we are successful or if fully indemnified or insured, could damage our reputation and make it more difficult to compete effectively or obtain adequate insurance in the future. Litigation and other claims, including those described under “Legal Proceedings” in Part I of this report, are subject to inherent uncertainties and management’s view of these matters may change in the future.

Our business is subject to numerous legal and regulatory requirements and any violation of these requirements or any misconduct by our employees, subcontractors, agents or business partners could harm our business and reputation.

In addition to government contract procurement laws and regulations, we are subject to numerous other federal, state and foreign legal requirements on matters as diverse as data privacy and protection, employment and labor relations, immigration, taxation, anti-corruption, import/export controls, trade restrictions, internal and disclosure control obligations, securities regulation and anti-competition. Compliance with diverse and changing legal requirements is costly, time-consuming and requires significant resources. Violations of one or more of these requirements in the conduct of our business could result in significant fines and other damages, criminal sanctions against us or our officers, prohibitions on doing business and damage to our reputation. Violations of these regulations or contractual obligations related to regulatory compliance in connection with the performance of customer contracts could also result in liability for significant monetary damages, fines and/or criminal prosecution, unfavorable publicity and other reputational damage, restrictions on our ability to compete for certain work and allegations by our customers that we have not performed our contractual obligations.

Misconduct by our employees, subcontractors, agents or business partners could subject us to fines and penalties, restitution or other damages, loss of security clearance, loss of current and future customer contracts and suspension or debarment from contracting with federal, state or local government agencies, any of which would adversely affect our business and our future results. Such misconduct could include fraud or other improper activities such as falsifying time or other records, failure to comply with our policies and procedures or violations of applicable laws and regulations.

Goodwill and intangible assets represent a significant amount of our total assets and any impairment of these assets would negatively impact our results of operations.

Goodwill and intangible assets are tested for impairment annually or whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Examples of events or changes in circumstances indicating that the carrying value of goodwill may not be recoverable could include a significant adverse change in legal factors or in the business climate, an adverse action or assessment by a regulator, unanticipated competition, loss of key contracts, customer relationships, or personnel that affect current and future operating cash flows of the reporting unit. Any future impairment of goodwill or other intangible assets would have a negative impact on our profitability and financial results.

We depend on our teaming arrangements and relationships with other contractors and subcontractors. If we are not able to maintain these relationships, or if these parties fail to satisfy their obligations to us or the customer, our revenues, profitability and growth prospects could be adversely affected.

We rely on teaming relationships with other prime contractors and subcontractors in order to submit bids for large procurements or other opportunities where we believe the combination of services, products and solutions provided by us and our teammates will help us to win and perform the contract. Our future revenues and growth prospects could be adversely affected if other contractors eliminate or reduce their contract relationships with us, or if the U.S. government terminates or reduces these other contractors' programs, does not award them new contracts or refuses to pay under a contract. Companies that do not have access to U.S. government contracts or experience with our customers may perform services as our subcontractor that we cannot otherwise provide ourselves, and that exposure could enhance such companies' prospect of securing a future position as a prime U.S. government contractor which could increase competition for future contracts and impair our ability to win these contracts.

Whenever our subcontractors fail to timely meet their contractual obligations, have regulatory compliance or other problems, our ability to fulfill our obligations as a prime contractor or higher tier subcontractor may be jeopardized. In addition, we have certain obligations to Leidos Holdings, Inc. (formerly SAIC, Inc.) to permit it to perform up to one hundred percent (100%) of task orders as a subcontractor to us under certain contracts that were novated to us in the spin-off transaction. Subcontractor performance deficiencies under subcontracts with us as the prime contractor, including performance by Leidos Holdings, Inc., could lead to significant losses in future periods and could result in our termination for default as the prime contractor even though it was the subcontractor that failed to perform and not our personnel.

We have only a limited ability to protect our intellectual property rights, which are important to our success. Our failure to adequately protect our proprietary information and intellectual property rights could adversely affect our competitive position.

We rely principally on trade secrets to protect much of our intellectual property in cases where we do not believe that patent protection is appropriate or obtainable. However, trade secrets are difficult to protect. Although our employees are subject to confidentiality obligations, this protection may be inadequate to deter or prevent misappropriation of our confidential information. We may be unable to detect unauthorized use of our intellectual property or otherwise take appropriate steps to enforce our rights. Failure to obtain or maintain trade secret protection could adversely affect our competitive business position. If we are unable to prevent third parties from infringing or misappropriating our copyrights, trademarks or other proprietary information, our competitive position could be adversely affected. In addition, in connection with the performance of services, the U.S. government has certain rights to inventions, data, software codes and related material that we develop under government-funded contracts and subcontracts, which may permit the U.S. government to disclose or license this information to third parties, including, in some instances, our competitors.

In the course of conducting our business, we may inadvertently infringe the intellectual property rights of others, resulting in claims against us or our customers. Our contracts generally indemnify our customers for third-party claims for intellectual property infringement by the services and solutions we provide. The expense of defending these claims may adversely affect our financial results.

We could incur significant liabilities and suffer negative publicity if our detection systems fail to operate as intended or our assessment reports prove to be inaccurate.

We have developed and sold tsunami buoys and related services that are designed to assist in the detection of tsunamis or large waves that may have catastrophic consequences to coastal communities. Our buoys have been deployed by the U.S. National Oceanic and Atmospheric Administration and non-U.S. governments in other areas around the world. There are many factors, some of which are beyond our control, which could result in the failure of these buoys. We may develop other products or provide services for the detection of natural or man-made threats that could have catastrophic consequences if the threats are realized. In addition, we prepare reports for various government customers in the evaluation or assessment of the consequences of certain threats or natural disasters. The failure of our products and services to help detect the threats for which they were designed or the failure of our reports to accurately assess the consequences of certain threats could contribute to injury, death and extensive property damage and may lead to product liability, professional liability, or other claims against us. Further, if our products, services or reports fail to, or are perceived to have failed to help detect or adequately assess a threat, the negative publicity from such incident could have a material adverse effect on our business.

Our services and operations sometimes involve using, handling or disposing of hazardous substances or dangerous materials, which could expose us to potentially significant liabilities.

Some of our services and operations involve the use, handling or disposal of hazardous substances or dangerous materials, including explosive, chemical, biological, radiological or nuclear materials. These activities generally subject us to extensive foreign, federal, state and local environmental protection and health and safety laws and regulations, which, among other things, require us to incur costs to comply with these regulations and could impose liability on us for handling or disposing of hazardous substances or dangerous materials. Furthermore, failure to comply with these environmental protection and health and safety laws and regulations could result in civil, criminal, regulatory, administrative or contractual sanctions, including fines, penalties or suspension or debarment from contracting with the U.S. government or could cause us to incur costs to change, upgrade, remediate and/or close some of our operations or properties. Although we do not have extensive real estate holdings, our ownership and operation of real property also subjects us to environmental protection laws, some of which hold current or previous owners or operators of businesses and real property liable for hazardous substance releases, even if they did not know of and were not responsible for the releases. If we have any violations of, or incur liabilities pursuant to, these laws or regulations, our financial condition and operating results could be adversely affected.

We face risks associated with our international business.

Our international business operations may be subject to additional and different risks than our U.S. business. Failure to comply with U.S. government laws and regulations applicable to international business such as the Foreign Corrupt Practices Act or U.S. export control regulations could have an adverse impact on our business with the U.S. government and could expose us to administrative, civil or criminal penalties and may expose us to potentially significant contract losses. In addition, we provide services and solutions in support of U.S. government customers in countries with governments that may be or may become unstable or are in areas of active military or intelligence operations. Operating in such environments may increase the risk of an incident resulting in injury or loss of life, or damage or destruction of property, or inability to meet our contractual obligations. Although our international operations have historically generated a small proportion of our revenues, we do not know the impact that these regulatory, geopolitical and other factors may have on our business in the future and any of these factors could adversely affect our business.

Forward-Looking Statement Risks

You may not be able to rely on forward-looking statements.

This report contains forward-looking statements that are based on our management's belief and assumptions about the future in light of information currently available to our management. In some cases, you can identify forward-looking statements by words such as "may," "will," "should," "expects," "projects," "intends," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "continue," "outlook," and similar words or phrases or the negative of these words or phrases. These statements relate to future events or our future financial performance, and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable when made, we cannot guarantee future results, levels of activity, performance or achievements. There are a number of important factors that could cause our actual results to differ materially from those results anticipated by our forward-looking statements, which include, but are not limited to the risk factors discussed above.

We do not undertake any obligation to update or revise any of the forward-looking statements to reflect events, circumstances, changes in expectations, or the occurrence of unanticipated events after the date of those statements or to conform these statements to actual results.

Item 1B. Unresolved Staff Comments

No information is required in response to this item.

Item 2. *Properties*

We occupy approximately 4 million square feet of floor space, substantially all of which is leased. Our corporate headquarters is located in Reston, Virginia. Our principal locations outside of Reston, Virginia include Chantilly, Virginia, Huntsville, Alabama, Oak Ridge, Tennessee, El Segundo, California and Annapolis Junction, Maryland. As of January 31, 2020, we conducted our operations in approximately 170 offices located in 31 states, the District of Columbia, and various foreign countries. We consider our facilities suitable and adequate for our present needs, which are generally limited to office, warehouse and computer laboratory spaces.

Item 3. *Legal Proceedings*

We have provided information about legal proceedings in which we are involved in Note 16 of the notes to the consolidated financial statements contained within this report.

We are also routinely subject to investigations and reviews relating to compliance with various laws and regulations. Additional information regarding such investigations and reviews is described under the heading “Government Investigations, Audits and Reviews” in Note 16 of the notes to the consolidated financial statements contained within this report.

Item 4. *Mine Safety Disclosures*

No information is required in response to this item.

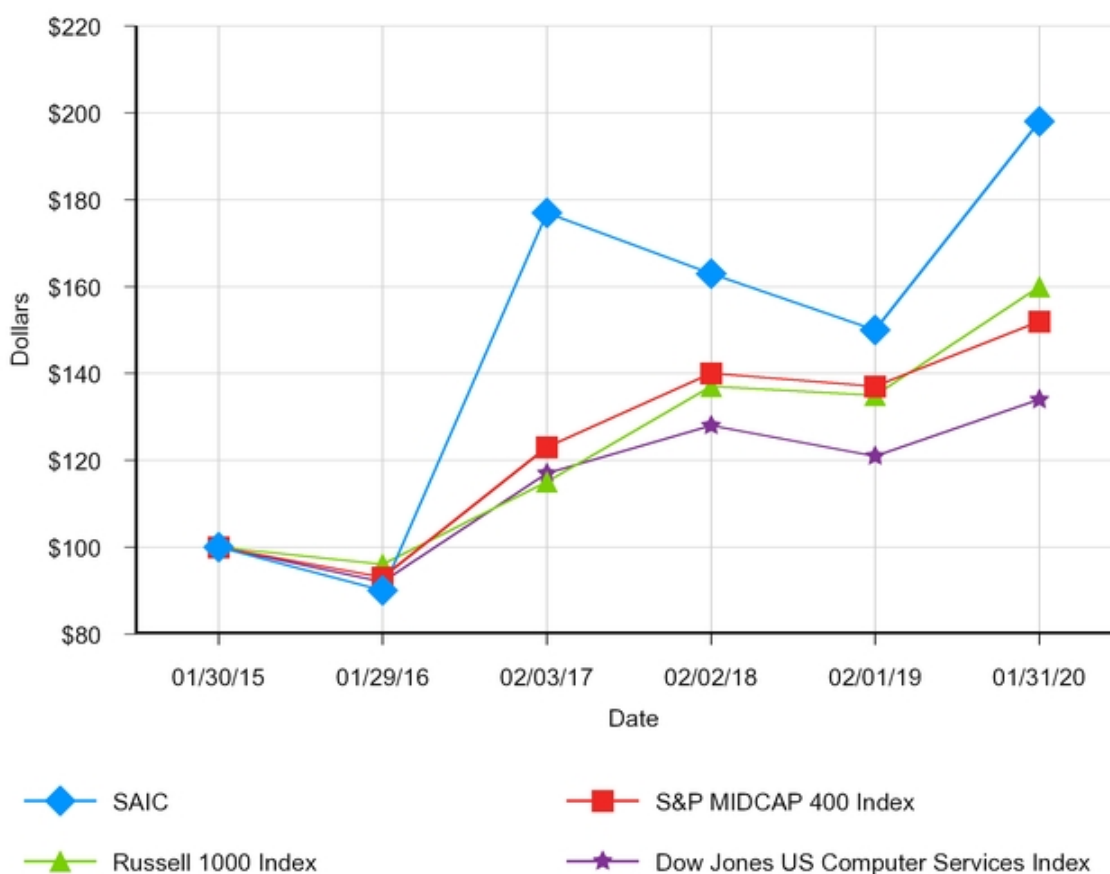
Part II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchase of Equity Securities

Our common stock is listed on the New York Stock Exchange under the ticker symbol “SAIC”. As of March 6, 2020, there were approximately 24,000 holders of record of our common stock. The number of holders of record of our common stock may not be representative of the number of beneficial owners due to shares that may be held by depositories, brokers or nominees.

Stock Performance Graph

The following graph compares the total cumulative return on our common stock, from the beginning of fiscal year 2015 through fiscal year 2020, to three indices: (i) the Standard & Poor’s (S&P) MIDCAP 400 Index, (ii) the Russell 1000 Index and (iii) the Dow Jones US Computer Services Index. The graph assumes an initial investment of \$100 on January 30, 2015 and that dividends have been reinvested. The comparisons in the graph are required by the U.S. Securities and Exchange Commission (SEC), based upon historical data and are not intended to forecast or be indicative of possible future performance of our common stock.



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Purchases of Equity Securities

We may repurchase shares on the open market in accordance with established repurchase plans. Whether repurchases are made and the timing and amount of repurchases depend on a variety of factors including market conditions, our capital position, internal cash generation and other factors.

The following table presents repurchases of our common stock during the three months ended January 31, 2020:

Period ⁽¹⁾	Total Number of Shares (or Units) Purchased ⁽²⁾	Average Price Paid per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs ⁽³⁾
November 2, 2019 - December 6, 2019	—	\$ —	—	4,650,939
December 7, 2019 - January 3, 2020	—	—	—	4,650,939
January 4, 2020 - January 31, 2020	2,385	89.10	—	4,650,939
Total	2,385	\$ 89.10	—	

- (1) Date ranges represent our fiscal periods during the current quarter. Our fiscal quarters typically consist of one five-week period and two four-week periods.
- (2) Includes shares purchased on surrender by stockholders of previously owned shares to satisfy minimum statutory tax withholding obligations related to stock option exercises and vesting of stock awards in addition to shares purchased under our publicly announced plans or programs.
- (3) On March 27, 2019, the number of shares that may be purchased increased by approximately 4.6 million shares, bringing the total authorized shares to be repurchased under the plan to approximately 16.4 million shares. As of January 31, 2020, we have repurchased approximately 11.8 million shares of common stock under the program.

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
Item 6. Selected Financial Data

On January 14, 2019 we acquired Engility Holdings, Inc. (Engility) and on May 4, 2015, we acquired privately held Scitor Holdings, Inc. (Scitor). The consolidated statement of income data includes the results of operations subsequent to each acquisition.

This information should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and the notes thereto contained within this report.

	Year Ended				
	January 31, 2020 ⁽²⁾	February 1, 2019 ⁽³⁾	February 2, 2018	February 3, 2017	January 29, 2016
(in millions, except per share data)					
Consolidated and Combined Statement of Income Data:					
Revenues	\$ 6,379	\$ 4,659	\$ 4,454	\$ 4,442	\$ 4,315
Operating income	370	220	256	263	227
Net income	229	137	179	143	117
Earnings per share ⁽¹⁾ :					
Basic	\$ 3.87	\$ 3.16	\$ 4.13	\$ 3.21	\$ 2.55
Diluted	\$ 3.83	\$ 3.11	\$ 4.02	\$ 3.12	\$ 2.47
Cash dividend per share	\$ 1.48	\$ 1.24	\$ 1.24	\$ 1.24	\$ 1.21
Consolidated and Combined Balance Sheet Data:					
Total assets	\$ 4,711	\$ 4,563	\$ 2,073	\$ 2,042	\$ 2,122
Long-term debt, including current portion	1,921	2,089	1,024	1,047	1,070
Other long-term liabilities and deferred income taxes	133	102	68	48	41

- (1) For more information on the calculation of Basic and Diluted Earnings per share see Note 2 of the notes to the consolidated financial statements contained within this report.
- (2) Effective February 2, 2019, the Company adopted new guidance on lease accounting. The Company elected to adopt using the optional transition method. See Note 1 of the notes to the consolidated financial statements contained within this report.
- (3) The Company adopted ASC 606, Revenue from Contracts with Customers, on February 3, 2018, using the modified retrospective method whereby the Company recognized the cumulative effect of adoption as an adjustment to its opening balance of retained earnings on February 3, 2018, see Note 1 of the notes to the consolidated financial statements contained within this report.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations, and quantitative and qualitative disclosures about market risk should be read in conjunction with our consolidated financial statements and the related notes included in this Form 10-K, as well as Part II, Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" of our Form 10-K for the year ended February 1, 2019, which provides additional information on comparisons of fiscal 2019 and 2018. It contains forward-looking statements (which may be identified by words such as those described in "Risk Factors—Forward-Looking Statement Risks" in Part I of this report), including statements regarding our intent, belief, or current expectations with respect to, among other things, trends affecting our financial condition or results of operations; backlog; our industry; government budgets and spending; market opportunities; the impact of competition; and the impact of the Engility and Unisys Federal acquisitions. Such statements are not guarantees of future performance and involve risks and uncertainties, and actual results may differ materially from those in the forward-looking statements as a result of various factors. Risks, uncertainties and assumptions that could cause or contribute to these differences include those discussed below and elsewhere in this report, particularly in "Risk Factors" in Part I of this report. 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. We do not undertake any obligation to update these factors or to publicly announce the results of any changes to our forward-looking statements due to future results or developments.

We use the terms "SAIC," the "Company," "we," "us" and "our" to refer to Science Applications International Corporation and its consolidated subsidiaries.

The Company utilizes a 52/53 week fiscal year ending on the Friday closest to January 31, with fiscal quarters typically consisting of 13 weeks. Fiscal 2018 began on February 4, 2017 and ended on February 2, 2018, fiscal 2019 began on February 3, 2018 and ended on February 1, 2019, and fiscal 2020 began on February 2, 2019 and ended on January 31, 2020.

Business Overview

We are a leading technology integrator providing full life cycle services and solutions in the technical, engineering and enterprise information technology (IT) markets. We developed our brand by addressing our customers' mission critical needs and solving their most complex problems for over 50 years. As one of the largest pure-play technical service providers to the U.S. government, we serve markets of significant scale and opportunity. Our primary customers are the departments and agencies of the U.S. government. We serve our customers through approximately 1,800 active contracts and task orders and employ more than 24,000 individuals who are led by an experienced executive team of proven industry leaders. Our long history of serving the U.S. government has afforded us the ability to develop strong and longstanding relationships with some of the largest customers in the markets we serve. Substantially all of our revenues and tangible long-lived assets are generated by or owned by entities located in the United States.

Economic Opportunities, Challenges and Risks

In fiscal 2020, we generated greater than 95% of our revenues from contracts with the U.S. government, including subcontracts on which we perform. Our business performance is affected by the overall level of U.S. government spending and the alignment of our offerings and capabilities with the budget priorities of the U.S. government. Appropriations measures passed in December 2019 provide full funding for the federal government through the end of government fiscal year (GFY) 2020. These bills are funded at increased levels for defense and non-defense spending based on the August 2019 Bipartisan Budget Act agreement that raises the Budget Control Act spending caps enacted in August 2011 and suspends the Federal debt ceiling until July 31, 2021.

Adverse changes in fiscal and economic conditions could materially affect our business. Some changes that could have an adverse impact on our business include the implementation of future spending reductions (including sequestration) and government shutdowns.

The U.S. government has increasingly relied on contracts that are subject to a competitive bidding process (including indefinite delivery, indefinite quantity (IDIQ), U.S. General Services Administration (GSA) schedules and other multi-award contracts) which has resulted in greater competition and increased pricing pressure. We expect that a majority of the business that we seek in the foreseeable future will be awarded through a competitive bidding process.

Despite the budget and competitive pressures impacting the industry, we believe we are well positioned to protect and expand existing customer relationships and benefit from opportunities that we have not previously pursued. Our scale, size and prime contractor leadership position are expected to help differentiate us from our competitors, especially on large contracts. We believe our long-term, trusted customer relationships and deep technical expertise provide us with the sophistication to handle highly complex mission-critical contracts. SAIC's value proposition is found in the proven ability to serve as a trusted adviser to our customers. In doing so, we leverage our expertise and scale to help them execute their mission.

We succeed as a business based on the solutions we deliver, our past performance and our ability to compete on price. Our solutions, inspired through innovation, are based on best practices and technology transfer. Our past performance was achieved by employee dedication and customer focus. Our current cost structure, as well as our ongoing efforts to reduce costs by strategic sourcing and developing repeatable offerings, is expected to allow us to compete effectively on price in an evolving environment. Our ability to be competitive in the future will continue to be driven by our reputation of successful program execution, competitive cost structure and efficiencies in assigning the right people, at the right time, in support of our contracts.

On January 14, 2019, we completed the acquisition of Engility Holdings, Inc. (collectively with its consolidated subsidiaries, "Engility"). The acquisition of Engility accelerates the execution of our long-term strategy to be the premier technology integrator in the government services market and deliver sustained profitable growth. The acquisition of Engility strengthens the execution of our long-term strategy by: (1) combining two leading government service providers with highly complementary capabilities, customers, and cultures (2) accelerating both companies long-term strategies, creating sub-segment scale in strategic business areas of national interest and (3) enhance shareholder value through improved cash flow and margin profile driven by cost synergies and increased growth from greater customer access with more competitive and differentiated solutions.

On March 13, 2020, we completed the acquisition of Unisys Federal, an operating unit within Unisys Corporation. The acquisition of Unisys Federal, in alignment with our long-term strategy, positions SAIC as a leading government services technology integrator in digital transformation. The acquisition of Unisys Federal: (1) enhances SAIC's capabilities in government priority areas, including IT modernization, cloud migration, managed services, and development, security and operations (2) expands SAIC's portfolio of intellectual property and technology-driven offerings that enable government-tailored, commercial-based solutions (3) increases SAIC's access to current and new customers with a strong pipeline of new business opportunities and (4) is highly accretive across all key financial metrics.

See "Risk Factors" in Part I of this report for additional discussion of our industry and regulatory environment.

Impacts of the COVID-19 Pandemic

We are monitoring the ongoing outbreak of the coronavirus disease 2019 (COVID-19) and we continue to work with our stakeholders to assess further possible implications to our business, supply chain and customers, and to take actions in an effort to mitigate adverse consequences. Due to the nature of our business, we have seen minimal impacts to our operations at this time and have developed contingency plans should the disruptions increase. We cannot predict the impact of the COVID-19 pandemic, however the longer the duration of the event, the more likely it is that it could have an adverse effect on our business, financial position, results of operations and/or cash flows.

See "Risk Factors" in Part I of this report for additional discussion of the risks associated with the COVID-19 pandemic.

Management of Operating Performance and Reporting

Our business and program management process is directed by professional managers focused on satisfying our customers by providing high quality services in achieving program requirements. These managers carefully monitor contract margin performance by constantly evaluating contract risks and opportunities. Through each contract's life cycle, program managers review performance and update contract performance estimates to reflect their understanding of the best information available. For performance obligations satisfied over time, updates to estimates are recognized on inception-to-date activity, during the period of adjustment, resulting in either a favorable or unfavorable impact to operating income.

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We evaluate our results of operations by considering the drivers causing changes in revenues, operating income and operating cash flows. Given that revenues fluctuate on our contract portfolio over time due to contract awards and completions, changes in customer requirements, and increases or decreases in ordering volume of materials, we evaluate significant trends and fluctuations in these terms. Whether performed by our employees or by our subcontractors, we primarily provide services and, as a result, our cost of revenues are predominantly variable. We also analyze our cost mix (labor, subcontractor or materials) in order to understand operating margin because programs with a higher proportion of SAIC labor are generally more profitable. Changes in costs of revenues as a percentage of revenue other than from revenue volume or cost mix are normally driven by fluctuations in shared or corporate costs, or cumulative revenue adjustments due to changes in estimates.

Changes in operating cash flows are described with regard to changes in cash generated through the delivery of services, significant drivers of fluctuations in assets or liabilities and the impacts of changes in timing of cash receipts or disbursements.

Results of Operations

The primary financial performance measures we use to manage our business and monitor results of operations are revenues, operating income and cash flows from operating activities. The following table summarizes our results of operations:

	Year Ended				
	January 31, 2020	Percent change	February 1, 2019	Percent change	February 2, 2018
	(dollars in millions)				
Revenues	\$ 6,379	37 %	\$ 4,659	5 %	\$ 4,454
Cost of revenues	5,673	35 %	4,195	4 %	4,043
<i>As a percentage of revenues</i>	<i>88.9%</i>		<i>90.0%</i>		<i>90.8%</i>
Selling, general and administrative expenses	288	82 %	158	2 %	155
Acquisition and integration costs	48	(44)%	86	100 %	—
Operating income	370	68 %	220	(14)%	256
<i>As a percentage of revenues</i>	<i>5.8%</i>		<i>4.7%</i>		<i>5.7%</i>
Net income attributable to common stockholders	\$ 226	65 %	\$ 137	(23)%	\$ 179
Cash flows provided by operating activities	\$ 458	149 %	\$ 184	(15)%	\$ 217

Revenues. Revenues increased \$1,720 million from fiscal 2019 to fiscal 2020 primarily due to the acquisition of Engility. Adjusting for the impact of acquired revenues, revenues contracted 1.4% due to the completion of certain contracts, including contracts with the U.S. Marine Corps, and the effect of acquisition related dis-synergies. These decreases were partially offset by net increases in program volume.

Cost of Revenues. Cost of revenues increased \$1,478 million from fiscal 2019 to fiscal 2020 primarily due to the acquisition of Engility. Cost of revenues as a percentage of revenues decreased from 90.0% in fiscal 2019 to 88.9% in fiscal 2020, primarily driven by a more profitable cost mix through higher labor content and acquisition related cost synergies.

Selling, General and Administrative Expenses. SG&A increased \$130 million from fiscal 2019 to fiscal 2020 primarily due to the acquisition of Engility and related intangible asset amortization (\$70 million) and higher business development costs, partially offset by acquisition related cost synergies.

Operating Income. Operating income as a percentage of revenues increased to 5.8% for fiscal 2020, compared to 4.7% for fiscal 2019, primarily due to lower acquisition and integration costs, a more profitable labor mix and cost synergies, partially offset by increased intangible asset amortization.

Net Income Attributable to Common Stockholders. Net income attributable to common stockholders increased \$89 million from fiscal 2019 to fiscal 2020 primarily due to higher operating income, partially offset by higher interest expense.

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Cash Flows Provided by Operating Activities. Cash flows provided by operating activities were \$458 million for fiscal 2020 which represented an increase of \$274 million from fiscal 2019 primarily due to cash provided from the operating activities of Engility, customer collections recouped from the U.S. federal government partial shutdown that occurred in the fourth quarter of fiscal 2019, and lower payments for acquisition and integration costs. These increases were partially offset by higher interest payments in the current year as a result of additional borrowings related to the acquisition near the end of fiscal 2019.

Non-GAAP Measures

Earnings before interest, taxes, depreciation and amortization (EBITDA), and adjusted EBITDA are non-GAAP financial measures. While we believe that these non-GAAP financial measures may be useful in evaluating our financial information, they should be considered as supplemental in nature and not as a substitute for financial information prepared in accordance with GAAP. Reconciliations, definitions, and how we believe these measures are useful to management and investors are provided below. Other companies may define similar measures differently.

EBITDA and Adjusted EBITDA. The performance measure EBITDA is calculated by taking net income and excluding interest expense, interest income, provision for income taxes, and depreciation and amortization. Adjusted EBITDA is calculated by taking EBITDA and excluding restructuring costs, and acquisition and integration costs. Integration costs excluded are costs to integrate acquired companies and include the costs of strategic consulting services, facility consolidation and employee severance. The acquisition and integration costs relate to the Company's significant acquisitions of Engility and Unisys Federal. We began excluding restructuring costs in the third quarter of fiscal 2018 as a result of the restructuring described in Note 5 to the Consolidated Financial Statements. Adjusted EBITDA is a performance measure that excludes costs that we do not consider to be indicative of our ongoing operating performance.

We believe that EBITDA and adjusted EBITDA provide management and investors with useful information in assessing trends in our ongoing operating performance and may provide greater visibility in understanding the long-term financial performance of the Company.

EBITDA and adjusted EBITDA is calculated as follows:

	Year Ended		
	January 31, 2020	February 1, 2019	February 2, 2018
	(in millions)		
Net income	\$ 229	\$ 137	\$ 179
Interest expense	90	53	44
Interest income	(4)	(3)	(1)
Provision for income taxes	57	33	35
Depreciation and amortization	131	47	44
EBITDA	503	267	301
<i>EBITDA as a percentage of revenues</i>	<i>7.9%</i>	<i>5.7%</i>	<i>6.8%</i>
Acquisition and integration costs	48	86	—
Restructuring costs	—	—	13
Depreciation included in restructuring costs and acquisition and integration costs	(5)	—	(1)
Recovery of acquisition and integration costs ⁽¹⁾	(8)	—	—
Adjusted EBITDA	\$ 538	\$ 353	\$ 313
<i>Adjusted EBITDA as a percentage of revenues</i>	<i>8.4%</i>	<i>7.6%</i>	<i>7.0%</i>

(1) Adjustment to reflect the portion of acquisition and integration costs recovered through the Company's indirect rates in accordance with Cost Accounting Standards.

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Adjusted EBITDA as a percentage of revenues increased to 8.4% for fiscal 2020, compared to 7.6% for fiscal 2019, driven by a more profitable cost mix, cost synergies related to the acquisition and higher net profit write-ups.

Other Key Performance Measures

In addition to the financial measures described above, we believe that bookings and backlog are useful measures for management and investors to evaluate our potential future revenues. We also consider measures such as contract types and cost of revenues mix to be useful for management and investors to evaluate our operating income and performance.

Net Bookings and Backlog. Net bookings represent the estimated amount of revenues to be earned in the future from funded and negotiated unfunded contract awards that were received during the period, net of adjustments to estimates on previously awarded contracts. We calculate net bookings as the period's ending backlog plus the period's revenues less the prior period's ending backlog and initial backlog obtained through acquisitions.

Backlog represents the estimated amount of future revenues to be recognized under negotiated contracts as work is performed. We do not include in backlog estimates of revenues to be derived from IDIQ contracts, but rather record backlog and bookings when task orders are awarded on these contracts. Given that much of our revenue is derived from IDIQ contract task orders that renew annually, bookings on these contracts tend to refresh annually as the task orders are renewed. Additionally, we do not include in backlog contract awards that are under protest until the protest is resolved in our favor.

We segregate our backlog into two categories as follows:

- **Funded Backlog.** Funded backlog for contracts with government agencies primarily represents estimated amounts of revenue to be earned in the future from contracts for which funding is appropriated less revenues previously recognized on these contracts. It does not include the unfunded portion of contracts in which funding is incrementally appropriated or authorized on a quarterly or annual basis by the U.S. government and other customers even though the contract may call for performance over a number of years. Funded backlog for contracts with non-government customers represents the estimated value on contracts, which may cover multiple future years, under which we are obligated to perform, less revenues previously recognized on these contracts.
- **Negotiated Unfunded Backlog.** Negotiated unfunded backlog represents estimated amounts of revenue to be earned in the future from negotiated contracts for which funding has not been appropriated or otherwise authorized and from unexercised priced contract options. Negotiated unfunded backlog does not include any estimate of future potential task orders expected to be awarded under IDIQ, GSA Schedules or other master agreement contract vehicles.

We expect to recognize revenue from a substantial portion of our funded backlog within the next twelve months. However, the U.S. government can adjust the scope of services of or cancel contracts at any time. Similarly, certain contracts with commercial customers include provisions that allow the customer to cancel prior to contract completion. Most of our contracts have cancellation terms that would permit us to recover all or a portion of our incurred costs and fees (contract profit) for work performed.

The estimated value of our total backlog as of the dates presented was:

	January 31, 2020	February 1, 2019
	(in millions)	
Funded backlog	\$ 2,569	\$ 2,753
Negotiated unfunded backlog	12,748	11,048
Total backlog	\$ 15,317	\$ 13,801

We had net bookings worth an estimated \$7.9 billion and \$4.6 billion during fiscal 2020 and fiscal 2019, respectively. Fiscal 2020 total backlog has increased from the prior year primarily due to several large awards received during the period from classified customers in the intelligence community, the U.S. Air Force, NASA, and other various federal government customers, as well as increased funding on existing contracts.

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Contract Types. Our earnings and profitability may vary materially depending on changes in the proportionate amount of revenues derived from each type of contract. For a discussion of the types of contracts under which we generate revenue, see “Business—Contract Types” in Part I of this report. The following table summarizes revenues by contract type as a percentage of revenues for the periods presented:

	Year Ended		
	January 31, 2020	February 1, 2019	February 2, 2018
Cost reimbursement	57%	50%	45%
Time and materials (T&M)	20%	23%	27%
Firm-fixed price (FFP)	23%	27%	28%
Total	100%	100%	100%

Our contract mix reflects an increase in cost reimbursement type contracts due to the acquisition of Engility, which historically had a higher proportion of cost reimbursement type contracts, and a change in contract type on a significant contract supporting the Department of Defense.

Cost of Revenues Mix. We generate revenues by providing a customized mix of services to our customers. The profit generated from our service contracts is affected by the proportion of cost of revenues incurred from the efforts of our employees (which we refer to below as labor-related cost of revenues), the efforts of our subcontractors and the cost of materials used in the performance of our service obligations under our contracts. Contracts performed with a higher proportion of SAIC labor are generally more profitable. The following table presents changes in cost mix for the periods presented:

	Year Ended		
	January 31, 2020	February 1, 2019	February 2, 2018
	(as a % of total cost of revenues)		
Labor-related cost of revenues	54%	48%	47%
Subcontractor-related cost of revenues	29%	30%	33%
Supply chain materials-related cost of revenues	11%	15%	13%
Other materials-related cost of revenues	6%	7%	7%

Cost of revenues mix for fiscal 2020 reflects an increase in labor-related content primarily due to the acquisition of Engility, which historically had a higher proportion of such costs.

Liquidity and Capital Resources

As a services provider, our business generally requires minimal infrastructure investment. We expect to fund our ongoing working capital, commitments and any other discretionary investments with cash on hand, future operating cash flows and, if needed, borrowings under our \$400 million Revolving Credit Facility and \$300 million receivable factoring facility.

We anticipate that our future cash needs will be for working capital, capital expenditures, and contractual and other commitments. We consider various financial measures when we develop and update our cash deployment strategy, which include evaluating cash provided by operating activities, free cash flow and financial leverage. When our cash generation enables us to exceed our target average minimum cash balance, we intend to deploy excess cash through dividends, share repurchases, debt prepayments or strategic acquisitions.

Upon the acquisition of Engility, we drew \$1.1 billion on our committed five-year senior secured term loan facility, see Note 11 to the Consolidated Financial Statements. The proceeds were used to repay Engility’s existing credit facility and outstanding notes. In addition, the Revolving Credit Facility increased by an additional \$200 million upon the successful completion of the acquisition.

Upon the acquisition of Unisys Federal, we drew \$0.6 billion on our incremental senior secured Term Loan B Facility due March 2027 and issued \$400 million of Senior Notes due 2028. In addition, in February 2020 we sold \$200

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million of accounts receivable under our receivable factoring facility. See Note 18 to the Consolidated Financial Statements. The proceeds were used for the purchase of Unisys Federal.

Our ability to fund these needs will depend, in part, on our ability to generate cash in the future, which depends on our future financial results. Our future results are subject to general economic, financial, competitive, legislative and regulatory factors that may be outside of our direct control. Although we believe that the financing arrangements in place will permit us to finance our operations on acceptable terms and conditions for at least the next year, our future access to, and the availability of financing on acceptable terms and conditions will be impacted by many factors (including our credit rating, capital market liquidity and overall economic conditions). Therefore, we cannot ensure that such financing will be available to us on acceptable terms or that such financing will be available at all. Nevertheless, we believe that our existing cash on hand, generation of future operating cash flows, and access to bank financing and capital markets will provide adequate resources to fund our short-term liquidity and long-term capital needs.

Borrowings under our Term Loan Facilities, our receivable factoring facility and, if used in the future, our Revolving Credit Facility incur interest at a variable rate. In accordance with our risk management objectives, we hold fixed interest rate swap agreements to hedge the variability in interest payment cash flows on a substantial portion of our outstanding variable rate debt. These instruments are accounted for as cash flow hedges. Under the swap agreements, we pay the fixed rate and the counterparties to the agreement pay a floating interest rate.

Our Credit Facility contains customary terms and conditions including financial covenants and covenants restricting the Company's ability to merge or consolidate with another entity or undertake other fundamental changes, enter into property sale and leaseback transactions, and incur liens. The Company's dividends and share repurchases may be limited under certain leverage ratios, and we may be required to make an annual debt prepayment based on our cash flows from operating activities. See Note 11 of the notes to the consolidated financial statements contained within this report for a more complete understanding of our Credit Facility.

We currently maintain credit ratings from major U.S. rating agencies. Failure to maintain acceptable ratings could have an adverse effect on the Company's future cost of capital and any significant increase in the level of our borrowings could negatively impact these ratings.

During fiscal 2020 we repurchased approximately 2.2 million shares of our common stock for \$177 million from the open market in connection with our existing share repurchase program. Since the program's inception in December of 2013, we have repurchased 11.8 million shares for \$716 million.

Historical Cash Flow Trends

The following table summarizes our cash flows:

	Year Ended		
	January 31, 2020	February 1, 2019	February 2, 2018
	(in millions)		
Net cash provided by operating activities	\$ 458	\$ 184	\$ 217
Net cash used in investing activities	(47)	(1,028)	(22)
Net cash (used in) provided by financing activities	(455)	938	(261)
Total (decrease) increase in cash, cash equivalents and restricted cash	\$ (44)	\$ 94	\$ (66)

Cash Provided by Operating Activities. Refer to "Results of Operations" above for a discussion of the changes in cash provided by operating activities between fiscal 2020 and fiscal 2019.

Cash Used in Investing Activities. Cash used in investing activities decreased in fiscal 2020 compared to the prior year period primarily due to cash paid for the acquisition of Engility in the prior year, partially offset by purchases of marketable securities.

Cash Used In/Provided by Financing Activities. Cash used in financing activities increased in fiscal 2020 compared to the prior year period primarily due to proceeds from borrowings in the prior year, higher share repurchases and an increase in dividend payments to stockholders.

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Off-Balance Sheet Arrangements

For an understanding of our obligations relating to surety bonds, see Note 16 of the notes to the consolidated financial statements contained within this report.

Contractual Obligations

The following table summarizes, as of January 31, 2020, our obligations to make future payments pursuant to certain contracts or arrangements and provides an estimate of the fiscal years in which these obligations are expected to be satisfied:

	Payments Due by Fiscal Year				
	Total	2021	2022-2023	2024-2025	2026 - Thereafter
(in millions)					
Contractual obligations:					
Long-term debt including current portion ⁽¹⁾	\$ 1,941	\$ 70	\$ 215	\$ 672	\$ 984
Interest payments on long-term debt ⁽²⁾	270	62	107	77	24
Operating lease obligations	235	41	84	53	57
Estimated purchase obligations ⁽³⁾	94	59	19	7	9
Other long-term liabilities ⁽⁴⁾	84	17	49	3	15
Total contractual obligations	\$ 2,624	\$ 249	\$ 474	\$ 812	\$ 1,089

- (1) The amounts presented are based on an anticipated loan repayment schedule. However, we may be required to make certain mandatory prepayments based on our level of cash flow generation and we also have the option to prepay loan principal amounts at any time.
- (2) Amounts include an estimate of future variable interest payments on the Term Loan Facilities based on scheduled outstanding principal amounts, current applicable margin and projected 1-month LIBOR as of January 31, 2020. The amounts presented in this table exclude the effects of interest rate swaps used to hedge against changes in 1-month LIBOR.
- (3) Includes estimated obligations to transfer funds under legally enforceable agreements for fixed or minimum amounts or quantities of goods or services at fixed or minimum prices. Excludes purchase orders for services or products to be delivered pursuant to U.S. government contracts in which we have full recourse under normal contract termination clauses.
- (4) Other long-term liabilities primarily consist of liabilities associated with deferred compensation plan obligations, liabilities for unrecognized tax benefits, and expected contributions to fund defined benefit plans for fiscal 2021. Deferred compensation plan obligations have been allocated to fiscal years based on participants' payment elections on retirement and estimated retirement ages, but is subject to acceleration on participants' termination of employment prior to retirement. Liabilities for unrecognized tax benefits are allocated to the fiscal years in which the statute of limitations is currently expected to expire. Expected contributions to fund defined benefit plans after fiscal 2021 are not estimable at this time.

Commitments and Contingencies

We are subject to a number of reviews, investigations, claims, lawsuits and other uncertainties related to our business. For a discussion of these items, see Note 16 of the notes to the consolidated financial statements contained within this report.

Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements, which are prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingencies, as well as the reported amounts of revenues, expenses, gains and losses during the reporting periods. Management evaluates these estimates and assumptions on an ongoing basis. Our estimates and assumptions have been prepared on the basis of the most current reasonably available information and, in some cases, are our basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Estimates and assumptions may change in the future as more current information is available.

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Management believes that our critical accounting policies are those that are both material to the presentation of our financial condition and results of operations and require management's most difficult, subjective and complex judgments. Typically, the circumstances that make these judgments difficult, subjective and complex have to do with making estimates about the effect of matters that are inherently uncertain. These policies are described below.

Revenue Recognition. We generate our revenues primarily from long-term contracts in which we provide technical, engineering and enterprise IT services directly for the U.S. government and as a subcontractor with other contractors engaged in work for the U.S. government. We evaluate the nature of the contract and the services provided when determining the accounting method utilized for each contract. We recognize a significant portion of our revenues using a cost input measure of progress that requires us to rely on the skill and expertise of our engineers, program managers and business management professionals in the many areas of cost estimation. These estimates of costs can span several years and take into account many factors including the availability, productivity and cost of labor, potential delays in our performance and the level of future indirect cost allocations.

We provide for anticipated losses on long-term production type contracts and service contracts with the U.S. government by recording an expense for the total expected contract loss during the period when the loss is determined. Contract costs incurred for U.S. government contracts (including allocated indirect costs) are subject to audit and adjustment through negotiations with government representatives. Revenues on U.S. government contracts have been recorded in amounts that are expected to be realized on final settlement.

Many of our contracts include forms of variable consideration such as reimbursable costs, award and incentive fees, usage-based pricing, service-level penalties, performance bonuses, and other provisions that can either increase or decrease the transaction price. Variable amounts generally are determined upon our achievement of certain performance metrics, program milestones or cost targets and may be based upon customer discretion. At contract inception, we estimate the transaction price and may include variable consideration in the transaction price only to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. When developing these estimates, we consider the customer, contract terms, the complexity of the work and related risks, the extent of customer discretion, historical experience and the potential of a significant reversal of revenue.

Changes in Estimates on Contracts. Changes in estimates of revenues, cost of revenues or profits related to performance obligations satisfied over time are recognized in operating income in the period in which such changes are made for the inception-to-date effect of the changes. Changes in these estimates can routinely occur over the performance period for a variety of reasons, which include: changes in scope; changes in cost estimates due to unanticipated cost growth or reassessments of risks impacting costs; changes in the estimated transaction price, such as variable amounts for incentive or award fees; and performance being better or worse than previously estimated. In cases when total expected costs exceed total estimated revenues for a performance obligation, the Company recognizes the total estimated loss in the quarter identified. Total estimated losses are inclusive of any unexercised options that are probable of award, only if they increase the amount of the loss. Aggregate changes in contract estimates increased operating income by \$22 million for fiscal 2020, increased operating income by \$17 million for fiscal 2019 and decreased operating income by \$3 million for fiscal 2018. For additional information related to changes in estimates on contracts, including gross favorable and unfavorable adjustments as well as the impact to earnings per share, see Note 3 of the notes to the consolidated financial statements contained within this report.

Business Combinations. We record all tangible and intangible assets acquired and liabilities assumed in a business combination at fair value as of the acquisition date, which is determined using a cost, market or income approach. The excess amount of the aggregated purchase consideration paid over the fair value of the net of assets acquired and liabilities assumed is recorded as goodwill. Acquisition date fair value represents the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as measured on the acquisition date.

The valuations are based on information that existed as of the acquisition date. During the measurement period that shall not exceed one year from the acquisition date, we may adjust provisional amounts recorded for assets acquired and liabilities assumed to reflect new information that we have subsequently obtained regarding facts and circumstances that existed as of the acquisition date.

Acquisition-related costs that are not part of the purchase price consideration are expensed as incurred, except for certain costs that are deferred in connection with the issuance of debt. These costs typically include transaction-related costs, such as finder's fees, and legal, accounting and other professional costs.

Goodwill and Intangible Assets. Goodwill is recorded as the difference between the aggregate consideration paid for an acquisition and the fair value of the net tangible and intangible assets acquired and liabilities assumed. Goodwill is not amortized, but rather tested for potential impairment annually at the beginning of the fourth quarter, or whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

The goodwill impairment test is performed at the reporting unit level. The Company estimates and compares the fair value of each reporting unit to its respective carrying value including goodwill. If the fair value is less than the carrying value, the amount of impairment expense is equal to the difference between the reporting unit's fair value and the reporting unit's carrying value.

Determining the fair value of each reporting unit involves judgment and the use of estimates and assumptions. We estimate the fair value of our reporting units using either a market approach, income approach, or a combination of both. For our annual impairment analysis, we reconcile the aggregate fair value of all of our reporting units to our market capitalization as of the measurement date.

Under the income approach, we estimate the fair value of a reporting unit using a multi-year discounted cash flow model that involves assumptions about projected future revenue growth, operating margins, income tax rates, capital expenditures, discount rate and terminal value. The discount rate is an estimate of the cost of capital that a market participant would expect for the respective reporting unit. The terminal value represents the present value in the last year of the projection period of all subsequent cash flows into perpetuity.

Under the market approach, we estimate the fair value of a reporting unit based on multiples of earnings derived from observable market data of comparable public companies. We evaluate companies within our industry that have operations with observable and comparable economic characteristics and are similar in nature, scope and size to the reporting unit being compared. We analyze historical acquisitions in our industry to estimate a control premium that we incorporate into the fair value estimate of a reporting unit under the market approach.

During the fourth quarter of fiscal 2020, we completed our annual goodwill impairment testing and determined that each reporting unit's fair value significantly exceeded its carrying value.

In addition, determining the carrying value of each reporting unit requires judgment and involves the assignment of assets and liabilities to the reporting units based on a systematic and rational allocation methodology. Certain assets and liabilities may be specifically identified and assigned to a reporting unit based on the information contained within our financial systems; whereas, other assets and liabilities may be allocated using measurable relationships or other basis for allocation.

Intangible assets with finite lives are amortized using the method that best reflects how their economic benefits are utilized or, if a pattern of economic benefits cannot be reliably determined, on a straight-line basis over their estimated useful lives. Intangible assets with finite lives are assessed for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

Income Taxes. Our income tax expense, deferred tax assets and liabilities, and liabilities for unrecognized tax benefits reflect our best estimate of current and future taxes to be paid and includes judgments related to matters for which ultimate resolution may not become known until the final resolution of an examination by taxing authorities or the statute of limitations lapses.

We record net deferred tax assets to the extent we believe these assets will more likely than not be realized. In making this determination, we consider all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies and recent operating results. If we were to determine that we would be able to realize our deferred income tax assets in the future in excess of their net recorded amount or would no longer be able to realize our deferred income tax assets in the future as currently recorded, we would make an adjustment to the valuation allowance which would either decrease or increase, respectively, the provision for income taxes.

We also recognize liabilities for uncertainty in income taxes when it is more likely than not that a tax position will not be sustained on examination and settlement with various taxing authorities. Liabilities for any uncertainty in income taxes are measured based on our estimate of the largest amount of benefit that is greater than 50% likely of being realized on ultimate settlement.

The Company recognized a tax benefit of \$11 million for research and development credits as the result of a project we completed during the fourth quarter of FY20 to improve the method by which we identify expenditures that qualify for the research and development tax credit. We recognized \$6 million in research and development credits related to fiscal year 2016 through fiscal year 2019 and \$5 million related to the fiscal year 2020 tax year from the study. While we expect this method to provide continued benefits in fiscal 2021, we expect our effective tax rate to increase in relation to fiscal 2020 due to the research and development credits in fiscal year 2021 being limited to a single tax year. For additional information concerning the research and development tax credit, see Note 10 of the notes to the consolidated financial statements contained within this report.

Recently Issued But Not Yet Adopted Accounting Pronouncements

For information on recently issued but not yet adopted accounting pronouncements, see Note 1 of the notes to the consolidated financial statements contained within this report.

Effects of Inflation

For any of the most recent three fiscal years ended January 31, 2020, inflation has not had a significant impact on revenues or costs. Most of our contracts are paid in U.S. dollars and our cost to perform on these contracts are generally paid in U.S. dollars, so inflation risk is generally limited to that which is related to the U.S. dollar. Approximately 57% of our revenues for fiscal 2020 were derived from cost-reimbursement type contracts, which have limited inflation risk because our contracts generally entail the provision of labor on a reimbursable basis, and, when materials are acquired, they provide for billing to the customer during the period in which the materials were received. Bids for longer-term FFP and T&M contracts typically include sufficient provisions for labor and other cost escalations to cover anticipated cost increases over the period of performance. As a result, if we were to experience significant levels of inflation, our revenues and costs for cost-type contracts would generally both increase commensurate with inflation and operating income as a percentage of total revenues would not be significantly affected. Operating income as a percentage of total revenues would not be significantly affected for longer-term FFP and T&M contracts to the extent that bid contract cost escalations are sufficient to cover heightened inflation levels.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to certain market risks in the normal course of business. The following information about our market sensitive financial instruments contains forward-looking statements.

Foreign Currency Risk

Since the substantial majority of our business is conducted in U.S. dollars, a 10% change in any foreign currency exchange rates would not have a material impact to our financial condition or results of operations.

Interest Rate Risk

Debt obligations. Our financial risk management objective is to reduce variability in earnings from changes in interest rates, which we may manage through operational means or the use of financial instruments, such as interest rate swaps. We have approximately \$1.9 billion of variable rate debt. The fair value of our outstanding long-term debt obligations approximates its carrying value. In connection with the issuances of our variable rate Term Loan A and Term Loan B Facilities, we entered into fixed interest rate swap agreements, effectively converting a substantial portion of our variable rate debt to fixed rate debt in order to mitigate our exposure to fluctuations in interest rates. We regularly evaluate our outstanding debt and swap agreements to meet our risk management objective. A hypothetical 50 basis points (bps) change to interest rates would not materially change our results of operations or cash flows. For additional information related to our debt and interest rate swap agreements, see Note 11 and Note 12, respectively, of the notes to the consolidated financial statements contained in this report.

Derivatives. As of January 31, 2020, the fair value of our fixed interest rate swaps was \$92 million (liability). Under the swap agreements, we pay a fixed rate and the counterparties to the agreements pay a floating interest rate based on 1-month LIBOR. A hypothetical 50 bps change in the 1-month LIBOR curve would change the fair value of the fixed interest rate swaps up to \$29 million. Since the interest rate swaps are accounted for as cash flow hedges, the change in fair value is reported as a component of equity (accumulated other comprehensive income or loss). We do not hold or issue derivative financial instruments for trading or speculative purposes. For additional information related to calculating the fair value of our interest rate swaps, see Note 12 of the consolidated financial statements included in this report.

Cash equivalents. A 10% unfavorable interest rate movement for interest earned on our cash and cash equivalents would not materially impact the value of our cash holdings and would have a negligible impact on interest income at current market interest rates.

Inflation Risk

We have generally been able to anticipate increases in costs when pricing our contracts. Bids for longer-term FFP contracts typically include labor and other cost escalations in amounts that historically have been sufficient to cover cost increases over the period of contract performance.

Item 8. Financial Statements and Supplementary Data

See our consolidated financial statements attached hereto and listed on the index found on page [F-1](#) of this report.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

No information is required in response to this item.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer (our Chief Executive Officer) and principal financial officer (our Chief Financial Officer), has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of January 31, 2020, and our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. These disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is accumulated and communicated to our management, including our principal executive officer and our principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting during the fourth quarter of fiscal 2020 that materially affected, or are likely to materially affect, our internal control over financial reporting.

Management's Report On Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP.

Internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, completely, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of the financial statements in accordance with GAAP; (iii) provide reasonable assurance that our receipts and expenditures are made only in accordance with the authorization of our management and directors; and (iv) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on the consolidated financial statements. Internal control over financial reporting includes the controls themselves, monitoring and internal auditing practices and actions taken to correct deficiencies as identified.

Our management, with the participation of the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our internal control over financial reporting as of January 31, 2020 based on the framework established in the 2013 Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Our management has assessed in its evaluation the effectiveness of our internal control over financial reporting as of January 31, 2020 and has concluded that our internal control over financial reporting was effective.

Ernst & Young LLP, an independent registered public accounting firm, audited our consolidated financial statements included in this report and our internal control over financial reporting, and the firm's report on our internal control over financial reporting are set forth below this report.

Although our management, including the Chief Executive Officer and the Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting, because of inherent limitations, our management does not expect that our internal controls over financial reporting will prevent or detect all errors and all fraud. Also, projections of any evaluation of effectiveness in such assessment to future periods are subject to the risk that controls may be inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Science Applications International Corporation

Opinion on Internal Control Over Financial Reporting

We have audited Science Applications International Corporation's internal control over financial reporting as of January 31, 2020, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Science Applications International Corporation (the Company) maintained, in all material respects, effective internal control over financial reporting as of January 31, 2020, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of January 31, 2020 and February 1, 2019, the related consolidated statements of income, comprehensive income, equity, and cash flows for each of the two years in the period ended January 31, 2020, and the related notes and our report dated March 26, 2020 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Tysons, Virginia
March 26, 2020

Item 9B. *Other Information*

No information is required in response to this item.

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

Part III

Item 10. Directors, Executive Officers, and Corporate Governance

Our executive officers as of March 26, 2020, are listed below, along with their ages on that date, positions and offices held and business experience during at least the past five years. All such persons have been elected to serve until their successors are elected and qualified or until their earlier resignation or removal.

Name of officer	Age	Position(s) with the Company and prior business experience
Nazzic S. Keene	59	Chief Executive Officer (CEO) since July 2019. Prior to this role Ms. Keene served as Chief Operating Officer (COO) from June 2017 to July 2019, as Sector President, Global Markets and Missions from September 2013 to June 2017, and Leidos Holding Inc. (formerly SAIC, Inc.) Senior Vice President for Corporate Strategy and Planning from August 2012 to September 2013. Prior to joining us, Ms. Keene was the Senior Vice President and General Manager for U.S. Enterprise Markets at CGI Group, Inc.
Steven G. Mahon	58	General Counsel and Corporate Secretary since November 2015. Mr. Mahon previously served as General Counsel, Chief Compliance Officer and Corporate Secretary at MTS Systems Corporation (MTS) from October 2011 to November 2015. Prior to MTS, Mr. Mahon was Assistant General Counsel for Alliant Techsystems Inc. and is a retired Colonel from the U.S. Army where he served in the U.S. Judge Advocate's General's Corps, practicing law in a variety of roles on active duty and in the U.S. Army Reserve.
Charles A. Mathis	60	Chief Financial Officer since November 2016. Mr. Mathis previously served as CFO at ScanSource Inc., a global public company focused on technology services and products, since 2012. Prior to ScanSource, Mathis was CFO from 2008 to 2012 for Force Protection Inc., based in South Carolina, where he led strategic and operational improvements of the global defense company. He was also the CFO for Fort Worth-based EFW, Inc., the U.S.-based subsidiary of the Israeli defense contractor, Elbit Systems from 2006 to 2008.
Michelle A. O'Hara	44	Chief Human Resources Officer since October 2019. Prior to this role, Ms. O'Hara served as Senior Vice President for Human Resources, after serving as head of talent strategy, total rewards, learning and development, diversity, executive compensation, and talent acquisition. Prior to joining SAIC, Ms. O'Hara served as the head of talent acquisition at Bearingpoint.
Robert S. Genter	44	Executive Vice President and General Manager, Civilian Markets Group, since 2016. Mr. Genter is responsible for strategy, business development, and program execution for the portfolio including NASA, the FAA, Department of State, USDA, EPA, DOE, Commerce, DHS, GSA, and FTRB. Mr. Genter previously served as the Senior Vice President and General Manager of Strategic Growth Markets customer group. From 2004 to 2013, Mr. Genter held various leadership and P&L roles at CGI, ultimately serving as Vice President of Consulting Services for Commercial Markets, and prior to joining CGI, held several finance and operations roles at American Management Systems.
Michael W. LaRouche	54	Executive Vice President and General Manager, National Security Group, since 2019. Mr. LaRouche is responsible for supporting a variety of Intelligence Community customers, the U.S. Air Force, the Combatant Commands, and numerous other DoD offices and agencies. Before joining SAIC, Mr. LaRouche led multiple large business units at Raytheon, where he served as Vice President for 10 years. Earlier in his career, LaRouche served in leadership positions with Lockheed Martin and Hughes.
James J. Scanlon III	57	Executive Vice President and General Manager, Defense Systems Group, since 2015. Mr. Scanlon is responsible for leading strategy, business development, and program execution for approximately \$2.9 billion in support to the U.S. Army, U.S. Navy, U.S. Marine Corps, and Defense Logistics Agency. Previously served as Senior Vice President and General Manager for all Army business within SAIC. Prior to that, Mr. Scanlon was the General Manager for SAIC's former Services and Solutions sector. Mr. Scanlon joined SAIC in 1988 as a project engineer supporting R&D of hybrid electric combat vehicles. During the ensuing years, he served in various leadership roles.

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

For additional information required by Item 10 with respect to executive officers and directors, including audit committee and audit committee financial experts, procedures by which stockholders may recommend nominees to the Board of Directors, and compliance with Section 16(a) of the Securities Exchange Act of 1934, see the information set forth under the captions “Proposal 1—Election of Directors,” “Corporate Governance” and “Other Information” in the 2020 Definitive Proxy Statement, which information is incorporated by reference into this report.

We have adopted a code of conduct, which describes our standards for protecting SAIC and customer assets, fostering a safe and healthy work environment, dealing fairly with customers and others, conducting international business properly, reporting misconduct and protecting employees from retaliation. This code applies to all executive officers and employees and forms the foundation of our corporate policies and procedures designed to promote ethical behavior in all aspects of our business. To obtain copies of the Code of Conduct, visit our website at www.saic.com and click on the link titled “Corporate Governance” and then “Code of Conduct.” We intend to post on our website any material changes to or waivers from our code of business ethics. The information on our website is not incorporated by reference into and is not a part of this report.

Item 11. Executive Compensation

For information required by Item 11 with respect to executive compensation, see the information set forth under the captions “Compensation Discussion and Analysis,” “Executive Compensation” and “Corporate Governance” in the 2020 Definitive Proxy Statement, which information is incorporated by reference into this report.

For information required by Item 11 with respect to compensation committee interlocks and insider participation, see the information set forth under the caption “Corporate Governance” in the 2020 Definitive Proxy Statement, which information is incorporated by reference into this report.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

For information required by Item 12 with respect to the security ownership of certain beneficial owners and management, see the information set forth under the caption “Other Information” in the 2020 Definitive Proxy Statement, which information is incorporated by reference into this report.

We currently maintain four shareholder-approved equity compensation plans that issue stock-based awards including the 2013 Equity Incentive Plan, the Management Stock Compensation Plan, the 2013 Employee Stock Purchase Plan and the 2012 Long Term Performance Plan. For summaries of these plans, see Note 8 to the consolidated financial statements contained within this report.

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

The following table provides the number of shares of our common stock to be issued, the weighted-average exercise price of the outstanding stock options and the number of shares remaining for future award grants as of January 31, 2020:

Equity Compensation Plan Information			
Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights ⁽¹⁾	Weighted-average exercise price of outstanding options, warrants and rights ⁽²⁾	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) ⁽³⁾
	(a)	(b)	(c)
Equity compensation plans approved by security holders	1,924,367	\$ 60.47	6,903,781
Equity compensation plans not approved by security holders	—	\$ —	—
Total	1,924,367		6,903,781

- (1) This amount includes 720,214 stock options outstanding, 1,127,676 shares issuable for other stock-based awards under the 2013 Equity Incentive Plan and 76,477 shares issuable for other stock-based awards under the 2012 Long Term Performance Plan (for assumed Engility awards, see Note 8 to the consolidated financial statements contained within this report). This amount does not include shares to be issued pursuant to purchase rights under the 2013 Employee Stock Purchase Plan.
- (2) Does not include shares to be issued for stock-based awards, other than stock options, which will not require any payment upon issuance of those shares.
- (3) Includes 2,868,628 shares of our common stock available for issuance under the 2013 Employee Stock Purchase Plan (ESPP). The maximum number of shares initially available for issuance under the ESPP was 1 million. The ESPP provides for an automatic increase to the share reserve on the first day of each fiscal year beginning on February 1, 2014 in an amount equal to the lesser of (i) 1 million shares, (ii) two percent of the number of shares of our common stock outstanding on the last day of the immediately preceding fiscal year or (iii) a number determined by the Compensation Committee of the Board of Directors. The amount authorized for issuance under the ESPP increased 500,000, 916,198 and 973,477 during fiscal 2017, 2016 and 2015 respectively. There was no increase to the amount authorized for issuance under the ESPP during fiscal 2018, fiscal 2019, or fiscal 2020. In addition, this includes 3,061,880 shares of our common stock available for issuance under the 2013 Equity Incentive Plan (EIP). The maximum number of shares initially available for issuance under the EIP was 5.7 million, which was increased by 2.8 million per the amended and restated 2013 Equity Incentive Plan, adopted June 4, 2014, amounting to a total authorized for issuance of 8.5 million. Lastly, this includes 973,273 shares of our common stock available for issuance under the 2012 Long Term Performance Plan (LTTP), see Note 8 to the consolidated financial statements contained within this report. The shares outstanding under the LTTP relate to assumed awards from the Engility acquisition, and as of the acquisition date, January 14, 2019, the maximum number of shares available for issuance under the LTTP was 1,198,010. We expect that the number of shares actually issued under the EIP and LTTP will be significantly less than the number of total awards outstanding under the respective plans because (a) a net option exercise results in a smaller portion of the number of award shares being issued when a participant uses award shares, rather than cash, to pay the exercise price, which historically most participants have elected to do, (b) most participants historically have elected to let the Company retain award shares to pay for taxes due on the exercise of options and all participants are required to use award shares to pay for taxes upon the vesting of restricted stock or restricted stock units, (c) some participants may terminate employment with the Company before the vesting of awards resulting in awards being forfeited and (d) some participants may not exercise stock options before the expiration date for a variety of reasons, including if the exercise price exceeds the then current market price of shares.

Item 13. Certain Relationships and Related Transactions, and Director Independence

For information required by Item 13 with respect to certain relationships and related transactions and the independence of directors and nominees, see the information set forth under the caption “Corporate Governance” in the 2020 Definitive Proxy Statement, which information is incorporated by reference into this report.

Item 14. Principal Accounting Fees and Services

For information required by Item 14 with respect to principal accounting fees and services, see the information set forth under the caption “Audit Matters” in the 2020 Definitive Proxy Statement, which information is incorporated by reference into this report.

Part IV

Item 15. Exhibits, Financial Statement Schedules

(a) Documents filed as part of the report

1. *Financial Statements*

Our consolidated financial statements are attached hereto and listed on the Index to Consolidated Financial Statements set forth on page F-1 of this report.

2. *Financial Statement Schedules*

Financial statement schedules are omitted because they are not applicable or the required information is shown in our consolidated financial statements or the notes thereto.

3. *Exhibits*

See Exhibit Index on pages F-49 through F-51 of this report.

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
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Financial statement schedules are omitted because they are not applicable or the required information is shown in our consolidated financial statements or the notes thereto.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Science Applications International Corporation

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Science Applications International Corporation (the Company) as of January 31, 2020 and February 1, 2019, the related consolidated statements of income, comprehensive income, equity, and cash flows for each of the two years in the period ended January 31, 2020, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company at January 31, 2020 and February 1, 2019, and the results of its operations and its cash flows for each of the two years in the period ended January 31, 2020, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of January 31, 2020, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated March 26, 2020 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

<i>Description of the Matter</i>	Revenue recognition based on a cost input measure of progress
	<p>The Company recognizes a significant portion of its revenues using a cost input (cost-to-cost) measure of progress. Under the cost-to-cost measure of progress, revenue is recognized based on the ratio of costs incurred to the total estimated costs at completion. The transaction price used as the basis for revenue is the estimated amount of consideration expected to be received for performance and may include variable consideration such as reimbursable costs and award or incentive fees. As described in Note 3 to the consolidated financial statements, recognizing revenue on long-term contracts involves significant judgments and estimates. Changes in estimates can routinely occur due to changes in the estimated transaction price or estimated costs to completion and for a variety of reasons including changes in scope, changes in cost estimates due to unanticipated cost growth or reassessments of risks impacting costs, and changes in the estimated transaction price, such as variable amounts for incentive or award fees. A significant change in an estimate on one or more contracts could have a material effect on the Company's results of operations.</p> <p>Auditing the Company's accounting for revenue using the cost input measure of progress was complex due to the judgment involved in estimating the transaction price and total estimated costs at completion for these contracts. The transaction price may include variable consideration, such as reimbursable costs, award and incentive fees, or other provisions that can either increase or decrease the transaction price. Additionally, management estimates total costs at completion by making assumptions regarding the complexity of the work to be performed, the schedule and associated tasks, labor productivity and availability, increases in wages and prices of materials, execution by subcontractors, overhead cost rates, and other variables.</p>
<i>How We Addressed the Matter in Our Audit</i>	<p>We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company's recognition of revenue using the cost input measure of progress. For example, we tested controls over management's review of the estimated transaction price and estimated costs at completion used in determining revenue using the cost input measure of progress. We also tested internal controls that management executes to validate the data used in determining this revenue was complete and accurate.</p> <p>To test the accuracy of the Company's estimated transaction price and estimated costs at completion, our audit procedures included, among others, comparing estimates of labor costs, subcontractor costs, materials and variable consideration to historical results of similar contracts, and agreeing the key terms, including the terms of the variable consideration, to contract documentation and management's estimates. Our audit procedures also included, among others, validating the nature, timing and extent of the amounts of revenue and costs recorded to date, including any changes in transaction price or estimated costs at completion from the prior period. For example, to test a change in estimate, we inspected underlying evidence for the reason for the change in estimate and the timing of such change, and we recalculated the inception-to-date effect recorded. We also evaluated whether a lack of change in estimate was appropriate, where applicable, on contracts.</p>

<i>Description of the Matter</i>	<p>Reserves for government investigations, audits and reviews</p> <p>As discussed in Note 16 to the consolidated financial statements, U.S. government agencies, including the Defense Contract Audit Agency (DCAA), the Defense Contract Management Agency (DCMA), and others, routinely audit and review a contractor's performance on government contracts, indirect rates and pricing practices, and compliance with applicable contracting and procurement laws, regulations and standards. The Company has recorded reserves for estimated net amounts to be refunded to customers for potential adjustments for indirect cost audits and compliance with Cost Accounting Standards. As of January 31, 2020, the Company had recorded a total liability of \$54 million for estimated net amounts to be refunded to customers for potential adjustments from its open audits. Changes to the liability resulting from ongoing or future audits could have a material effect on the Company's results of operations.</p>
<i>How We Addressed the Matter in Our Audit</i>	<p>Auditing these reserves was especially challenging due to the limited information available from agencies of the U.S. government related to the open audit years and the judgmental nature of estimating the amount of costs that ultimately will be disallowed and refunded to customers. The Company estimated the reserve based on its limited ongoing communications with the agencies regarding current focus areas, status of ongoing negotiations, and results from prior audits.</p> <p>We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over the Company's accounting for reserves for government investigations, audits and reviews. For example, we tested controls over management's review of the calculations used to estimate the reserve amounts. We also tested management's controls over the completeness and accuracy of the data used in the calculation of the reserves recorded.</p> <p>To test these reserves, we performed audit procedures that included, among others, understanding the assumptions and rationale used by management and reviewing applicable laws and regulations. We inspected communications with the DCAA or DCMA including prior audit reports and settlements that were used as a basis for reserves recorded and tested the clerical accuracy of the Company's calculations. Our government contracting specialists assisted us in identifying trends and recent experience in DCAA audits that could represent corroborative or contrary evidence and evaluating the data used to estimate the reserves.</p>
<i>Description of the Matter</i>	<p>Unrecognized tax benefits</p> <p>As discussed in Notes 1 and 10 to the consolidated financial statements, the Company files income tax returns in the U.S. Federal jurisdiction and various state jurisdictions. The Company recognizes liabilities for uncertainty in income taxes when it is more likely than not that a tax position will not be sustained on examination and settlement with various taxing authorities. During the year ended January 31, 2020, the Company has recorded additional unrecognized tax benefits of \$32 million for tax positions related to prior years and \$8 million related to tax positions in the current year. Changes to the liability resulting from ongoing or future audits by the taxing authorities could have a material effect on the Company's results of operations.</p> <p>Auditing these reserves was especially challenging due to the significant judgment in applying the tax law and inherent uncertainty involved in predicting the ultimate resolution of the matter with the taxing authority.</p>

*How We
Addressed the
Matter in Our Audit*

We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over the Company's accounting for uncertain tax positions. For example, we tested controls over management's review of the analysis performed and the application of the tax law. We also tested management's controls over the completeness and accuracy of the data used in the calculation of the liabilities recorded.

To test the unrecognized tax benefits, we performed audit procedures that included, among others, understanding the application of the tax law and rationale used by management and evaluating whether the uncertain tax position met the "more likely than not" recognition threshold. For example, we verified our understanding of the relevant facts by reading the Company's analysis of the application of the tax law. We involved our tax subject matter resources in the assessment of the technical merits of the Company's tax position, considering the applicable tax laws, and the methodology applied. We assessed the mathematical accuracy of management's calculations and performed sensitivity analyses related to management's estimate.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2018.

Tysons, Virginia
March 26, 2020

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Science Applications International Corporation
Reston, Virginia

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheet of Science Applications International Corporation and subsidiaries (the "Company") as of February 2, 2018, the related consolidated statements of income and comprehensive income, equity, and cash flows, for the year ended February 2, 2018, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of February 2, 2018, and the results of its operations and its cash flows for the year ended February 2, 2018, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

/s/ Deloitte & Touche LLP

McLean, Virginia
March 29, 2018

We began serving as the Company's auditor in fiscal 2013. In 2018 we became the predecessor auditor.

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
CONSOLIDATED STATEMENTS OF INCOME

	Year Ended		
	January 31, 2020	February 1, 2019	February 2, 2018
	(in millions, except per share amounts)		
Revenues	\$ 6,379	\$ 4,659	\$ 4,454
Cost of revenues	5,673	4,195	4,043
Selling, general and administrative expenses	288	158	155
Acquisition and integration costs	48	86	—
Operating income	370	220	256
Interest expense	90	53	44
Other (income) expense, net	(6)	(3)	(2)
Income before income taxes	286	170	214
Provision for income taxes	(57)	(33)	(35)
Net income	\$ 229	\$ 137	\$ 179
Net income attributable to non-controlling interest	3	—	—
Net income attributable to common stockholders	\$ 226	\$ 137	\$ 179
Earnings per share:			
Basic	\$ 3.87	\$ 3.16	\$ 4.13
Diluted	\$ 3.83	\$ 3.11	\$ 4.02

See accompanying notes to consolidated financial statements.

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Year ended		
	January 31, 2020	February 1, 2019	February 2, 2018
	(in millions)		
Net income	\$ 229	\$ 137	\$ 179
Other comprehensive (loss) income, net of tax:			
Net unrealized (loss) gain on derivative instruments	(53)	(18)	5
Defined benefit obligation adjustment	(5)	—	—
Total other comprehensive (loss) income, net of tax	(58)	(18)	5
Comprehensive income	\$ 171	\$ 119	\$ 184
Comprehensive income attributable to non-controlling interest	3	—	—
Comprehensive income attributable to common stockholders	\$ 168	\$ 119	\$ 184

See accompanying notes to consolidated financial statements.

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
CONSOLIDATED BALANCE SHEETS

	January 31, 2020	February 1, 2019
	(in millions)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 188	\$ 237
Receivables, net	1,099	1,050
Inventories, net	84	74
Prepaid expenses	40	47
Other current assets	19	25
Total current assets	1,430	1,433
Goodwill	2,139	2,120
Intangible assets, net	711	803
Property, plant, and equipment, net	91	103
Operating lease right of use assets	190	—
Other assets	150	104
Total assets	\$ 4,711	\$ 4,563
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	\$ 527	\$ 455
Accrued payroll and other employee benefits	126	121
Accrued vacation	118	120
Other accrued liabilities	287	177
Long-term debt, current portion	70	24
Total current liabilities	1,128	897
Long-term debt, net of current portion	1,851	2,065
Operating lease liabilities	172	—
Other long-term liabilities	133	102
Commitments and contingencies (Note 16)		
Equity:		
Common stock, \$.0001 par value, 1 billion shares authorized, 58 million shares and 60 million shares issued and outstanding as of January 31, 2020 and February 1, 2019, respectively	—	—
Additional paid-in capital	983	1,132
Retained earnings	506	367
Accumulated other comprehensive loss	(72)	(14)
Total common stockholders' equity	1,417	1,485
Non-controlling interest	10	14
Total stockholders' equity	1,427	1,499
Total liabilities and stockholders' equity	\$ 4,711	\$ 4,563

See accompanying notes to consolidated financial statements.

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
CONSOLIDATED STATEMENTS OF EQUITY

	Shares of common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income (loss)	Non- Controlling Interest	Total
	(in millions)					
Balance at February 3, 2017	44	\$ 91	\$ 260	\$ (2)	\$ —	\$ 349
Net income	—	—	179	—	—	179
Issuances of stock	1	8	—	—	—	8
Reclassification of AOCI due to the Tax Act	—	—	(1)	1	—	—
Other comprehensive income, net of tax	—	—	—	5	—	5
Cash dividends of \$1.24 per share	—	—	(55)	—	—	(55)
Stock-based compensation	—	(4)	—	—	—	(4)
Repurchases of stock	(2)	(95)	(60)	—	—	(155)
Balance at February 2, 2018	43	—	323	4	—	327
Cumulative impact from adopting ASC 606 on February 3, 2018	—	—	3	—	—	3
Net income attributable to common stockholders	—	—	137	—	—	137
Issuances of stock	1	7	—	—	—	7
Other comprehensive loss, net of tax	—	—	—	(18)	—	(18)
Cash dividends of \$1.24 per share	—	—	(54)	—	—	(54)
Stock-based compensation	—	52	(9)	—	—	43
Repurchases of stock	(1)	(11)	(33)	—	—	(44)
Stock issued for the Engility acquisition	17	1,084	—	—	—	1,084
Acquired non-controlling interest	—	—	—	—	13	13
Contribution from non-controlling interest	—	—	—	—	1	1
Balance at February 1, 2019	60	1,132	367	(14)	14	1,499
Net income	—	—	226	—	3	229
Issuances of stock	—	12	—	—	—	12
Other comprehensive loss, net of tax	—	—	—	(58)	—	(58)
Cash dividends of \$1.48 per share	—	—	(87)	—	—	(87)
Stock-based compensation	—	21	—	—	—	21
Repurchases of stock	(2)	(182)	—	—	—	(182)
Distributions to non-controlling interest	—	—	—	—	(7)	(7)
Balance at January 31, 2020	58	\$ 983	\$ 506	\$ (72)	\$ 10	\$ 1,427

See accompanying notes to consolidated financial statements.

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended		
	January 31, 2020	February 1, 2019	February 2, 2018
	(in millions)		
Cash flows from operating activities:			
Net income	\$ 229	\$ 137	\$ 179
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	138	49	46
Deferred income taxes	44	19	13
Stock-based compensation expense	37	45	27
Impairment of right of use assets	5	—	—
Loss on extinguishment of debt	—	4	—
Provisions for inventory and deferred contract costs	—	36	—
Increase (decrease) resulting from changes in operating assets and liabilities, net of the effect of the acquisition:			
Receivables	(50)	(26)	(135)
Inventory, prepaid expenses, and other current assets	(10)	(26)	19
Other assets	(34)	(12)	2
Accounts payable and accrued liabilities	62	(65)	68
Accrued payroll and employee benefits	3	22	(8)
Operating lease assets and liabilities, net	(4)	—	—
Other long-term liabilities	38	1	6
Net cash provided by operating activities	458	184	217
Cash flows from investing activities:			
Expenditures for property, plant, and equipment	(21)	(28)	(22)
Purchases of marketable securities	(24)	—	—
Sales of marketable securities	3	—	—
Other	(5)	1	—
Cash paid for acquisition, net of cash acquired	—	(1,001)	—
Net cash used in investing activities	(47)	(1,028)	(22)
Cash flows from financing activities:			
Dividend payments to stockholders	(87)	(53)	(54)
Principal payments on borrowings	(274)	(779)	(50)
Issuances of stock	10	7	6
Stock repurchased and retired or withheld for taxes on equity awards	(197)	(69)	(186)
Disbursements for obligations assumed from Scitor acquisition	—	—	(2)
Proceeds from borrowings	100	1,859	25
Debt issuance costs	—	(26)	—
Equity issuance costs	—	(2)	—
(Distributions to) contributions from non-controlling interest	(7)	1	—
Net cash (used in) provided by financing activities	(455)	938	(261)
Net (decrease) increase in cash, cash equivalents and restricted cash	(44)	94	(66)
Cash, cash equivalents and restricted cash at beginning of period	246	152	218
Cash, cash equivalents and restricted cash at end of period	\$ 202	\$ 246	\$ 152

See accompanying notes to consolidated financial statements.

Supplementary cash flow disclosure:			
Cash paid for interest	\$ 86	\$ 44	\$ 41
Cash paid for income taxes	\$ 32	\$ 24	\$ 31
Non-cash investing and financing activities:			
Decrease in accrued plan share repurchases	\$ (1)	\$ —	\$ (1)
Increase (decrease) in accrued plan, property, and equipment	\$ 3	\$ (3)	\$ 2

See accompanying notes to consolidated financial statements.

**SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

Note 1—Business Overview and Summary of Significant Accounting Policies:

Overview

Description of Business. Science Applications International Corporation (collectively, with its consolidated subsidiaries, the “Company”) is a leading provider of technical, engineering and enterprise information technology (IT) services primarily to the U.S. government. The Company provides engineering and integration services for large, complex projects and offers a broad range of services with a targeted emphasis on higher-end, differentiated technology services. The Company is organized as a matrix comprised of three customer facing operating segments supported by a solutions and technology group. Each of the Company’s three customer facing operating segments is focused on providing the Company’s comprehensive technical, engineering and enterprise IT service offerings to one or more agencies of the U.S federal government. The Company’s operating segments are aggregated into one reportable segment for financial reporting purposes, see Note 15.

Acquisitions. On January 14, 2019, we completed the acquisition of Engility Holdings, Inc. (collectively with its consolidated subsidiaries, “Engility”), which provides increased customer and market access, as well as increased scale in strategic business areas of national interest, such as defense, federal civilian agencies, intelligence and space. On May 4, 2015, the Company acquired 100% of privately held Scitor Holdings, Inc. (“Scitor”), a leading global provider of technical services to the U.S. intelligence community and other U.S. government customers.

Principles of Consolidation and Basis of Presentation

References to “financial statements” refer to the consolidated financial statements of the Company, which include the statements of income and comprehensive income, balance sheets, statements of equity and statements of cash flows. These financial statements were prepared in accordance with U.S. generally accepted accounting principles (GAAP). All intercompany transactions and account balances within the Company have been eliminated.

Non-controlling Interest. The Company holds a 50.1% majority interest in Forfeiture Support Associates J.V. (FSA). The results of operations of FSA are included in the Company’s consolidated statements of income and comprehensive income. The non-controlling interest reported on the consolidated balance sheets represents the portion of FSA’s equity that is attributable to the non-controlling interest.

Use of Estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingencies at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting periods. Significant estimates inherent in the preparation of the financial statements may include, but are not limited to estimated profitability of long-term contracts, income taxes, fair value measurements, fair value of goodwill and other intangible assets, pension and defined benefit plan obligations, and contingencies. Estimates have been prepared by management on the basis of the most current and best available information at the time of estimation and actual results could differ from those estimates.

Reporting Periods

The Company utilizes a 52/53 week fiscal year ending on the Friday closest to January 31, with fiscal quarters typically consisting of 13 weeks. Fiscal 2018 began on February 4, 2017 and ended on February 2, 2018, fiscal 2019 began on February 3, 2018 and ended on February 1, 2019, and fiscal 2020 began on February 2, 2019 and ended on January 31, 2020.

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Stock-based Compensation

The Company issues stock-based awards as compensation to employees and directors. Stock-based awards include stock options, vesting stock awards and performance share awards. These awards are accounted for as equity awards. The Company recognizes stock-based compensation expense net of estimated forfeitures on a straight-line basis over the underlying award's requisite service period, as measured using the award's grant date fair value. For performance share awards, the Company reassesses the probability of achieving the performance conditions at each reporting period end and adjusts compensation expense based on the number of shares the Company expects to ultimately issue.

Income Taxes

The Company accounts for income taxes under the asset and liability method of accounting, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. Under this method, changes in tax rates and laws are recognized in income in the period such changes are enacted. The provision for federal, state, local and foreign income taxes is calculated on income before income taxes based on current tax law and includes the cumulative effect of any changes in tax rates from those used previously in determining deferred tax assets and liabilities. Such provision differs from the amounts currently payable because certain items of income and expense are recognized in different reporting periods for financial reporting purposes than for income tax purposes. Recording the provision for income taxes requires management to make significant judgments and estimates for matters for which the ultimate resolution may not become known until the final resolution of an examination by taxing authorities or the statute of limitations lapses. Additionally, recording liabilities for uncertainty in income taxes involves significant judgment in evaluating the Company's tax positions and developing the best estimate of the taxes ultimately expected to be paid. Tax penalties and interest are included in income tax expense.

The Company records net deferred tax assets to the extent these assets will more likely than not be realized. In making such determination, the Company considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies and recent results of operations. If it is determined that the Company would be able to realize the deferred income tax assets in the future in excess of their net recorded amount or would no longer be able to realize the deferred income tax assets in the future as currently recorded, an adjustment would be made to the valuation allowance which would decrease or increase the provision for income taxes.

The Company has also recognized liabilities for uncertainty in income taxes when it is more likely than not that a tax position will not be sustained on examination and settlement with various taxing authorities. Liabilities for uncertainty in income taxes are measured based on the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement. Deferred tax assets and liabilities are netted by taxable jurisdiction and classified as noncurrent on the consolidated balance sheets.

The Tax Cuts and Jobs Act (the "Tax Act") was enacted on December 22, 2017, which amended the Internal Revenue Code to reduce tax rates and modify policies for income, deductions and credits for businesses. The Tax Act reduced the corporate federal tax rate from a maximum of 35% to a flat 21% rate, effective January 1, 2018. The rate change was effective for one month of our fiscal year 2018, requiring the Company to use a blended rate for the fiscal 2018 annual period. As a result, the Company's blended federal statutory tax rate for fiscal year 2018 was 33.7%. The Company has a statutory rate of 21% for fiscal year 2019 and all future periods.

Costs Allocated to Contracts

The Company classifies indirect costs as overhead (included in cost of revenues) or general and administrative expenses in the same manner as such costs are defined in the Company's Disclosure Statements under U.S. government Cost Accounting Standards (CAS).

Cash, Cash Equivalents and Restricted Cash

Cash and cash equivalents are comprised of cash in banks and highly liquid instruments, which primarily consist of bank deposits and investments in institutional money market funds. The Company includes outstanding payments within cash and cash equivalents and accounts payable on the consolidated balance sheets and as of January 31,

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2020 and February 1, 2019 these amounts were \$54 million and \$47 million, respectively. The Company does not invest in high yield or high risk securities. The cash in bank accounts at times may exceed federally insured limits.

Restricted cash consists of cash on deposit in rabbi trusts that are contractually restricted from use in operations, but are subject to future claims of creditors. Restricted cash will be used to fund future payment obligations related to deferred compensation plans and our voluntary disability insurance plan in California. The following table provides a reconciliation of cash, cash equivalents and restricted cash to amounts reported within the consolidated balance sheets for the periods presented:

	January 31, 2020		February 1, 2019
	(in millions)		
Cash and cash equivalents	\$	188	\$ 237
Restricted cash included in other current assets		4	—
Restricted cash included in other assets		10	9
Cash, cash equivalents and restricted cash	\$	202	\$ 246

Receivables

Receivables include billed and billable receivables, and unbilled receivables. The Company's receivables are primarily due from the U.S. government, or from prime contractors on which we are subcontractors and the end customer is the U.S. government, and are generally considered collectable from the perspective of the customer's ability to pay. The Company does not have a material credit risk exposure.

Unbilled receivables, substantially all of which are expected to be billed and collected within one year, are stated at their estimated realizable value and consist of costs and fees billable on contract completion or the occurrence of a specified event, other than the passage of time. Legal title to the related accumulated costs of contracts in progress generally vests with the U.S. government on the Company's receipt of progress payments. Progress payments received of \$33 million and \$26 million offset unbilled receivables as of January 31, 2020 and February 1, 2019, respectively. Contract retentions are billed when contract conditions have been met and may relate to uncompleted indirect cost negotiations with the U.S. government. Based on historical experience, the majority of retention balances are expected to be collected beyond one year. Retention is presented in other assets on the consolidated balance sheets, see Note 3. Write-offs of retention balances have not been significant. The Company establishes an allowance for doubtful accounts based on the latest information available to determine whether outstanding invoices are ultimately collectable. The Company determines its allowance for doubtful accounts by analyzing individual receivables, historical bad debts, and, for non-U.S. government customers, customer creditworthiness. Receivable balances are written-off in the period during which management determines they are uncollectable, and, at that time, such balances are removed from billed receivables and, if previously reserved, from the allowance for doubtful accounts.

Inventory

Inventory is substantially comprised of finished goods inventory purchased for resale to customers, such as tires and lubricants, and is valued at the lower of cost or net realizable value, generally using the average method. The Company evaluates current inventory against historical and planned usage to estimate the appropriate provision for obsolete inventory.

The Company recognized a \$26 million provision for inventory within cost of revenues during fiscal 2019 related to firm purchase commitments on a firm-fixed price program.

Business Combinations

The Company records all tangible and intangible assets acquired and liabilities assumed in a business combination at fair value as of the acquisition date, which is determined using a cost, market or income approach. The excess amount of the aggregated purchase consideration paid over the fair value of the net of assets acquired and liabilities assumed is recorded as goodwill. Acquisition date fair value represents the price that would be received to

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

sell an asset or paid to transfer a liability in an orderly transaction between market participants as measured on the acquisition date.

The valuations are based on information that existed as of the acquisition date. During the measurement period that shall not exceed one year from the acquisition date, the Company may adjust provisional amounts recorded for assets acquired and liabilities assumed to reflect new information that the Company has subsequently obtained regarding facts and circumstances that existed as of the acquisition date.

Acquisition and Integration Costs

Acquisition-related costs that are not part of the purchase price consideration are generally expensed as incurred, except for certain costs that are deferred in connection with the issuance of debt. These costs typically include transaction-related costs, such as finder's fees, and legal, accounting and other professional costs. Integration-related costs typically include strategic consulting services, employee related costs, such as severance, accelerated vesting of assumed stock awards, and other non-recurring integration-related costs. Acquisition and integration costs are presented together as acquisition and integration costs on the consolidated statements of income.

Goodwill and Intangible Assets

Goodwill is recorded as the difference, if any, between the aggregate consideration paid for an acquisition and the fair value of the net tangible and intangible assets acquired and liabilities assumed. Goodwill and indefinite-lived intangible assets are not amortized, but rather are tested for potential impairment annually at the beginning of the fourth quarter, or whenever events or changes in circumstances indicate that the carrying value may not be recoverable. There were no impairments during the periods presented.

The goodwill impairment test is performed at the reporting unit level. The Company estimates and compares the fair value of each reporting unit to its respective carrying value including goodwill. The fair value of the Company's reporting units are determined using either a market approach, income approach, or a combination of both, which involves the use of estimates and assumptions, including projected future operating results and cash flows, the cost of capital, and financial measures derived from observable market data of comparable public companies. If the fair value is less than the carrying value, the amount of impairment expense is equal to the difference between the reporting unit's fair value and the reporting unit's carrying value.

Intangible assets with finite lives are amortized using the method that best reflects how their economic benefits are utilized or, if a pattern of economic benefits cannot be reliably determined, on a straight-line basis over their estimated useful lives. Intangible assets with finite lives are assessed for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

Impairment of Long-lived Assets

The Company evaluates its long-lived assets for potential impairment whenever there is evidence that events or changes in circumstances indicate that the carrying value may not be recoverable and the carrying amount of the asset exceeds its estimated future undiscounted cash flows. When the carrying amount of the asset exceeds its estimated future undiscounted cash flows, an impairment loss is recognized to reduce the asset's carrying amount to its estimated fair value based on the present value of its estimated future cash flows.

Commitments and Contingencies

Accruals for commitments and loss contingencies are recorded when it is both probable that they will occur and the amounts can be reasonably estimated. In addition, legal fees are accrued for cases where a loss is probable and the related fees can be reasonably estimated. Significant judgment is required to determine both probability and the estimated amount of loss. The Company reviews these accruals quarterly and adjusts the accruals to reflect the impact of negotiations, settlements, rulings, advice of legal counsel and other updated information.

Pension and Defined Benefit Plans

The Company measures plan assets and benefit obligations as of the month-end that is closest to its fiscal year-end. Accounting and reporting for the Company's pension and defined benefit plans requires the use of

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assumptions, including but not limited to, a discount rate and an expected return on assets. These assumptions are reviewed at least annually based on reviews of current plan information and consultation with the Company's independent actuary and the plans' investment advisor. If these assumptions differ materially from actual results, the Company's obligations under the pension and defined benefit plans could also differ materially, potentially requiring the Company to record an additional liability. The Company's pension and defined benefit plan liabilities are developed from actuarial valuations, which are performed each year.

Marketable Securities

Investments in marketable securities consist of equity securities which are recorded at fair value using observable inputs such as quoted prices in active markets (Level 1). As of January 31, 2020 and February 1, 2019, the fair value of our investments total \$27 million and \$4 million, respectively, and was included in other assets on the consolidated balance sheets. The Company's investments are primarily held in a custodial account, which includes investments to fund our deferred compensation plan liabilities.

Fair Value Measurements

The Company utilizes fair value measurement guidance prescribed by GAAP to value its financial instruments. The accounting standard for fair value measurements establishes a three-tier value hierarchy, which prioritizes the inputs used in measuring fair value as follows: observable inputs such as quoted prices in active markets (Level 1); inputs other than the quoted prices in active markets that are observable either directly or indirectly (Level 2); and unobservable inputs in which there is little or no market data, which requires the Company to develop its own assumptions (Level 3).

The carrying amounts of cash and cash equivalents, receivables, accounts payable and other amounts included in other current assets and current liabilities that meet the definition of a financial instrument approximate fair value because of the short-term nature of these amounts. The carrying value of the Company's outstanding debt obligations approximates its fair value. The fair value of long-term debt is calculated using Level 2 inputs, based on interest rates available for debt with terms and maturities similar to the Company's existing debt arrangements.

Non-financial instruments were measured at fair value in connection with the acquisition of Engility, see Note 4. The fair values of the assets acquired and liabilities assumed were preliminarily determined using income, market and cost valuation methodologies. The fair value measurements were estimated using significant inputs that are not observable in the market and thus represent a Level 3 measurement.

Derivative Instruments Designated as Cash Flow Hedges

Derivative instruments are recorded on the consolidated balance sheets at fair value. Unrealized gains and losses on derivatives designated as cash flow hedges are reported in other comprehensive income (loss) and reclassified to earnings in a manner that matches the timing of the earnings impact of the hedged transactions. The ineffective portion of all hedges, if any, is recognized immediately in earnings.

The Company's fixed interest rate swaps are considered over-the-counter derivatives, and fair value is calculated using a standard pricing model for interest rate swaps with contractual terms for maturities, amortization and interest rates. Level 2, or market observable inputs (such as yield and credit curves), are used within the standard pricing models in order to determine fair value. The fair value is an estimate of the amount that the Company would pay or receive as of a measurement date if the agreements were transferred to a third party or canceled. See Note 12 for further discussion on the Company's derivative instruments designated as cash flow hedges.

Operating Cycle

The Company's operating cycle may be greater than one year and is measured by the average time intervening between the inception and the completion of contracts.

Research and Development

The Company conducts research and development activities under customer-funded contracts and with company-funded independent research and development (IR&D) funds. IR&D efforts consist of projects involving basic research, applied research, development, and systems and other concept formulation studies. Company-funded

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IR&D expense is included in selling, general and administrative expenses and was \$7 million, \$5 million and \$4 million in fiscal 2020, 2019 and 2018, respectively. Customer-funded research and development activities performed under customer contracts are charged directly to cost of revenues for those particular contracts.

Accounting Standards Updates

In August 2018, the FASB issued ASU No. 2018-15, *Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract*, which aligns the capitalization requirements for implementation costs incurred in a hosting arrangement that is a service contract with the existing capitalization requirements for implementation costs incurred to develop or obtain internal-use software (*Subtopic 350-40*). ASU 2018-15 becomes effective for the Company in the first quarter of fiscal 2021. During the third quarter of fiscal 2020, the Company early adopted ASU 2018-15 and applied its provisions prospectively. Adoption of the standard did not have a material impact on the Company's consolidated financial statements.

In February 2016, the FASB issued Accounting Standards Update (ASU) No. 2016-02, *Leases (Topic 842)*, which supersedes the existing lease accounting standards (*Topic 840*). Under the new guidance, a lessee will be required to recognize lease assets and lease liabilities for all leases with lease terms in excess of twelve months. The recognition, measurement and presentation of expenses and cash flows arising from a lease by a lessee primarily will depend on its classification as either a finance lease or operating lease. The criteria for distinction between a finance lease and an operating lease are substantially similar to existing lease guidance for capital leases and operating leases. Some changes to lessor accounting have been made to conform and align that guidance with the lessee guidance and other areas within GAAP, such as *Revenue from Contracts with Customers (Topic 606)*. In July 2018, the FASB provided an optional transition method of adoption, permitting entities to recognize a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption as opposed to the beginning of the earliest period presented in the financial statements.

ASU 2016-02 became effective for the Company in the first quarter of fiscal 2020. The Company adopted the standard using the optional transition method. Accordingly, the prior periods were not recast, and all prior period amounts disclosed are presented under ASC 840. The Company elected certain practical expedients provided under the standard, including the package of practical expedients, which allows entities not to reassess whether existing contracts are or contain leases. Therefore, at adoption, existing leases have been identified using the criteria of ASC 840.

As a result of the adoption of the new standard, on February 2, 2019, the Company recognized approximately \$169 million of right of use operating assets and \$184 million of operating lease liabilities, of which \$140 million was noncurrent. The adoption did not have a material impact on retained earnings, the consolidated statements of income, or the consolidated statements of cash flows.

In August 2018, the FASB issued ASU No. 2018-14, *Compensation - Retirement Benefits - Defined Benefit Plans - General (Subtopic 715-20): Disclosure Framework - Changes to the Disclosure Requirements for Defined Benefit Plans*, which modifies the disclosure requirements for the defined benefit pension plans and other postretirement plans. ASU 2018-14 becomes effective for the Company in the first quarter of fiscal 2022 and is required to be adopted retrospectively. Early adoption is permitted. The Company early adopted the provisions of the standard in the fourth quarter of fiscal 2019 which did not result in a material impact to its consolidated financial statements.

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which supersedes the revenue recognition requirements and some cost guidance included in the Accounting Standards Codification (ASC). The Company adopted the standard on February 3, 2018, using the modified retrospective method. Under this method, the Company recognized the cumulative effect of adoption as an adjustment to its opening balance of retained earnings on February 3, 2018. Prior year periods were not retrospectively adjusted. The net impact to opening retained earnings as a result of the adoption was \$3 million, attributable primarily to the change in accounting for programs previously accounted for using the efforts-expended method of percentage of completion.

In August 2017, the FASB issued ASU No. 2017-12, *Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedge Activities*, which simplifies the application of hedge accounting and eliminates the requirement to separately measure and report hedge ineffectiveness. The Company early adopted the provisions of

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the standard in the first quarter of fiscal 2019. Adoption did not have a material impact on the Company's financial statements.

In February 2018, the FASB issued ASU No. 2018-02, *Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income (Topic 220)*, which allows a reclassification from accumulated other comprehensive income (AOCI) to retained earnings for the deferred taxes previously recorded in AOCI that exceed the current federal tax rate of 21% resulting from the newly enacted corporate tax rate resulting from the Tax Act. The Company early adopted the provisions of the standard in the fourth quarter of fiscal 2018 and reclassified deferred taxes recorded in AOCI in excess of the newly enacted corporate tax rate to retained earnings, which affects only the period that the effects related to the Tax Act are recognized. The effect of adopting the ASU resulted in a decrease to retained earnings and corresponding increase to AOCI of \$1 million, at February 2, 2018.

In March 2016, the FASB issued ASU No. 2016-09, *Improvements to Employee Share-Based Payment Accounting*, which provides amendments to simplify several aspects of the accounting for share-based payment transactions. Among other requirements in the new standard, the ASU requires that an entity- (i) recognize excess tax benefits and deficiencies related to employee share-based payment transactions in the provision for income taxes, instead of in equity; (ii) classify excess tax benefits as an operating activity on the statement of cash flows, instead of the previous classification as a financing activity; (iii) classify all cash payments made to taxing authorities on the employees' behalf for withheld shares as financing activities on the statement of cash flows; and (iv) make a policy election either to estimate expected forfeitures or to account for them as they occur. The Company adopted the ASU prospectively in the first quarter of fiscal 2018. As a result, for the year ended February 2, 2018, the Company recognized a \$22 million tax benefit, which is included in the provision for income taxes on the consolidated statements of income and comprehensive income and as an operating activity in the consolidated statement of cash flows. The amendments were applied prospectively and therefore, prior periods have not been adjusted and there was no impact to beginning retained earnings. The Company will continue to classify cash paid for tax withholding purposes as a financing activity in the statement of cash flows and to estimate forfeitures rather than account for them as they occur.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, which requires entities to use a forward-looking model to estimate credit losses over the contractual term of financial assets, including short-term trade receivables and contract assets. The Company will adopt ASU 2016-13 in the first quarter of fiscal 2021 using the modified retrospective approach. The adoption is not expected to have a material impact on the Company's financial statements.

Other Accounting Standards Updates effective after January 31, 2020 are not expected to have a material effect on the Company's financial statements.

Note 2—Earnings Per Share, Share Repurchases and Dividends:

Earnings per Share (EPS)

Basic EPS is computed by dividing net income by the basic weighted-average number of shares outstanding. Diluted EPS is computed similarly to basic EPS, except the weighted-average number of shares outstanding is increased to include the dilutive effect of outstanding stock options and other stock-based awards.

A reconciliation of the weighted-average number of shares outstanding used to compute basic and diluted EPS was:

	Year Ended		
	January 31, 2020	February 1, 2019	February 2, 2018
	(in millions)		
Basic weighted-average number of shares outstanding	58.4	43.4	43.3
Dilutive common share equivalents - stock options and other stock-based awards	0.6	0.7	1.2
Diluted weighted-average number of shares outstanding	59.0	44.1	44.5

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The following stock-based awards were excluded from the weighted-average number of shares outstanding used to compute diluted EPS:

	Year Ended		
	January 31, 2020	February 1, 2019	February 2, 2018
	(in millions)		
Antidilutive stock options excluded	0.3	0.2	0.2

Share Repurchases

The Company may repurchase shares in accordance with established repurchase plans. The Company retires its common stock upon repurchase with the excess over par value allocated to additional paid-in capital. The Company has not made any material purchases of common stock other than in connection with established share repurchase plans. On March 27, 2019, the number of shares of our common stock that may be repurchased under our existing repurchase plan, previously announced in October 2013, was increased by approximately 4.6 million shares, bringing the total authorized shares to be repurchased under the plan to approximately 16.4 million shares. As of January 31, 2020, the Company has repurchased approximately 11.8 million shares of common stock under the plan.

Dividends

The Company declared and paid quarterly dividends every quarter for the years presented, increasing from \$0.31 to \$0.37 per share in the first quarter of fiscal 2020. Total dividends declared and paid were \$1.48 per share during fiscal 2020 and \$1.24 per share during fiscal 2019 and fiscal 2018.

On March 25, 2020, the Company's Board of Directors declared a cash dividend of \$0.37 per share of the Company's common stock payable on April 24, 2020 to stockholders of record on April 9, 2020.

Note 3—Revenues:

Revenue Recognition

The Company provides technical, engineering and enterprise IT services under long-term service arrangements primarily with the U.S. government including subcontracts with other contractors engaged in work for the U.S. government. The Company also serves a number of state and local governments, foreign governments and U.S. commercial customers.

The Company provides services under various contract types, including firm-fixed price (FFP), time-and-materials (T&M), cost-plus-fixed-fee, cost-plus-award-fee and cost-plus-incentive-fee contracts. Our service arrangements typically involve an annual base period of performance followed by renewal periods that are accounted for as separate contracts upon each exercise.

The Company recognizes revenue when, or as, we satisfy our performance obligations under a contract. A performance obligation is the unit of account for revenue recognition and refers to a promise in a contract to transfer a distinct service or good to the customer. The majority of the Company's contracts contain a single performance obligation involving a significant integration of various activities that are performed together to deliver a combined service or solution. Performance obligations may be satisfied over time or at a point in time, but the majority of the Company's performance obligations are satisfied over time. The Company selects the appropriate measure of progress for revenue recognition based on the nature of the performance obligation, contract type and other pertinent contract terms.

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Over time performance obligations may involve a series of recurring services, such as network operations and maintenance, operation and program support services, IT outsourcing services, and other IT arrangements where the Company is standing ready to provide support, when-and-if needed. Such performance obligations are satisfied over time because the customer simultaneously receives and consumes the benefits of our performance as services are provided. Alternatively, over time performance obligations may involve the completion of a contract deliverable. Examples include systems integration, network engineering, network design, and engineering and build services. Deliverable-based performance obligations are satisfied over time when the Company's performance creates or enhances an asset that is controlled by the customer, or when the Company's performance creates an asset that is customized to the customer's specifications and the Company has a right to payment, including profit, for work performed to date.

For recurring services performance obligations, the Company measures progress using either a cost input measure (cost-to-cost), a time-elapsed output measure, or the as-invoiced practical expedient. A cost input measure typically is applied to the Company's cost-reimbursable contracts. Revenue is recognized based on the ratio of costs incurred to total estimated costs at completion. Award or incentive fees are allocated to the distinct periods to which they relate. For fixed-price contracts, a time-elapsed output measure is applied to fixed consideration, such that revenue is recognized ratably over the period of performance. Where fixed-price contracts also provide for reimbursement of certain costs, such as travel or other direct costs, consideration may be attributed only to a distinct subset of time within the performance period. The Company's time-and-material and fixed price-level of effort contracts generally qualify for the as-invoiced practical expedient. Revenue is recognized in the amount to which the Company has a contractual right to invoice. Contract modifications typically create new enforceable rights and obligations, which are accounted for prospectively. Changes to our estimates of the transaction price are recognized as a cumulative adjustment to revenue.

For deliverable-based performance obligations satisfied over time, the Company recognizes revenue using a cost input measure of progress (cost-to-cost), regardless of contract type. Revenue is recognized based on the ratio of costs incurred to total estimated costs at completion, except for certain contracts for which the costs associated with significant materials or hardware procurements are excluded from the measure of progress and revenue is recognized on an adjusted cost-to-cost basis. Contract modifications typically change currently enforceable rights and obligations and are accounted for as a cumulative adjustment to revenue. Changes to our estimates of transaction price are recognized as a cumulative adjustment to revenue.

For performance obligations in which the Company does not transfer control over time, we recognize revenue at the point-in-time when the customer obtains control of the related asset, usually at the time of shipment or upon delivery. The Company accrues for shipping and handling costs occurring after the point-in-time control transfers to the customer.

Recognizing revenue on long-term contracts involves significant estimates and judgments. The transaction price is the estimated amount of consideration we expect to receive for performance under our contracts. Contract terms may include variable consideration, such as reimbursable costs, award and incentive fees, usage-based fees, service-level penalties, performance bonuses, or other provisions that can either increase or decrease the transaction price. Variable amounts generally are determined upon our achievement of certain performance metrics, program milestones or cost targets and may be based upon customer discretion. When making our estimates, the Company considers the customer, contract terms, the complexity of the work and related risks, the extent of customer discretion, historical experience and the potential of a significant reversal of revenue. The Company includes variable consideration in the transaction price only to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved.

Estimating costs at completion is complex due to the nature of the services being performed and the length of certain contracts. Contract costs generally include direct costs, such as labor, subcontract costs and materials, and indirect costs identifiable with or allocable to a specific contract. Management must make assumptions regarding the complexity of the work to be performed, the schedule and associated tasks, labor productivity and availability, increases in wages and prices of materials, execution by our subcontractors, overhead cost rates, and other variables. Contract costs incurred for U.S. government contracts, including indirect costs, are subject to audit and adjustment by the Defense Contract Audit Agency ("DCAA").

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Contract fulfillment costs are expensed as incurred except for certain costs incurred for transition, set-up or other fulfillment activities, which are capitalized and amortized on a straight-line basis over the expected period of benefit, which generally includes the base contract period of performance and anticipated renewal periods. The Company provides for anticipated losses on contracts with the U.S. government by recording an expense for the total expected loss during the period in which the losses are first determined.

For contracts with multiple performance obligations, the Company allocates transaction price to each performance obligation based on the relative standalone selling price of each distinct performance obligation within the contract. Because the Company typically provides customized services and solutions that are specific to a single customer's requirements, standalone selling price is most often estimated based on expected costs plus a reasonable profit margin.

Changes in Estimates on Contracts

Changes in estimates of revenues, cost of revenues or profits related to performance obligations satisfied over time are recognized in operating income in the period in which such changes are made for the inception-to-date effect of the changes. Changes in these estimates can routinely occur over the performance period for a variety of reasons, which include: changes in scope; changes in cost estimates due to unanticipated cost growth or reassessments of risks impacting costs; changes in the estimated transaction price, such as variable amounts for incentive or award fees; and performance being better or worse than previously estimated. In cases when total expected costs exceed total estimated revenues for a performance obligation, the Company recognizes the total estimated loss in the quarter identified. Total estimated losses are inclusive of any unexercised options that are probable of award, only if they increase the amount of the loss.

Aggregate changes in these estimates recognized in operating income were:

	Year Ended		
	January 31, 2020	February 1, 2019	February 2, 2018
	(in millions, except per share amounts)		
Favorable adjustments	\$ 39	\$ 30	\$ 27
Unfavorable adjustments	(17)	(13)	(30)
Net favorable (unfavorable) adjustments	22	17	(3)
Income tax effect	(4)	(4)	1
Net favorable (unfavorable) adjustments, after tax	18	13	(2)
Basic EPS impact	\$ 0.31	\$ 0.29	\$ (0.05)
Diluted EPS impact	\$ 0.31	\$ 0.29	\$ (0.04)

Revenues were \$23 million higher for the twelve months ended January 31, 2020, due to net revenue recognized from performance obligations satisfied in prior periods.

Disaggregation of Revenues

The Company's revenues are generated primarily from long-term contracts with the U.S. government including subcontracts with other contractors engaged in work for the U.S. government. The Company disaggregates revenues by customer, contract-type and prime vs. subcontractor to the federal government.

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Disaggregated revenues by customer was as follows:

	Year Ended	
	January 31, 2020	February 1, 2019
	(in millions)	
Department of Defense	\$ 3,330	\$ 2,805
Other federal government agencies	2,920	1,707
Commercial, state and local	129	147
Total	\$ 6,379	\$ 4,659

Disaggregated revenues by contract-type was as follows:

	Year Ended	
	January 31, 2020	February 1, 2019
	(in millions)	
Cost reimbursement	\$ 3,644	\$ 2,306
Time and materials (T&M)	1,280	1,086
Firm-fixed price (FFP)	1,455	1,267
Total	\$ 6,379	\$ 4,659

Disaggregated revenues by prime vs. subcontractor was as follows:

	Year Ended	
	January 31, 2020	February 1, 2019
	(in millions)	
Prime contractor to federal government	\$ 5,662	\$ 4,178
Subcontractor to federal government	588	334
Other	129	147
Total	\$ 6,379	\$ 4,659

Contract Balances

Timing of revenue recognition may differ from the timing of billing and cash receipts from customers. Amounts are invoiced as work progresses, typically biweekly or monthly in arrears, or upon achievement of contractual milestones. We record a contract asset when revenue is recognized prior to invoicing, or a contract liability when cash is received in advance of recognizing revenue. A contract asset is a right to consideration that is conditional upon factors other than the passage of time. Contract assets include unbilled receivables and contract retentions, but exclude billed and billable receivables. Billed and billable receivables are rights to consideration which are unconditional other than to the passage of time. Contract liabilities include customer advances, billings in excess of revenues and deferred revenue. Contract assets and liabilities are recorded net on a contract-by-contract basis and are generally classified as current based on our contract operating cycle. Deferred revenue attributable to long-term contract material renewal options may be classified as non-current when the option renewal period will not occur within one year of the balance sheet date.

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Contract balances for the periods presented were as follows:

	Balance Sheet line item	January 31, 2020	February 1, 2019
(in millions)			
Billed and billable receivables, net ⁽¹⁾	Receivables, net	\$ 720	\$ 740
Contract assets - unbillable receivables	Receivables, net	379	310
Contract assets - contract retentions	Other assets	17	13
Contract liabilities - current	Other accrued liabilities	41	34
Contract liabilities - non-current	Other long-term liabilities	\$ 10	\$ 6

(1) Net of allowance for doubtful accounts of \$4 million and \$2 million as of January 31, 2020 and February 1, 2019, respectively.

The changes in the Company's contract assets and contract liabilities during the current period primarily results from timing differences between the Company's performance, invoicing and customer payments. During the twelve months ended January 31, 2020 and February 1, 2019, the Company recognized revenues of \$23 million and \$10 million relating to amounts that were included in the opening balance of contract liabilities as of February 1, 2019 and February 3, 2018, respectively.

Deferred Costs

Certain eligible costs, typically incurred during the initial phases of our service contracts, are capitalized when the costs relate directly to the contract, are expected to be recovered, and generate or enhance resources to be used in satisfying the performance obligation. These costs primarily consist of transition and set-up costs. Capitalized fulfillment costs are amortized on a straight-line basis over the expected period of benefit, which generally includes the contract base period and anticipated renewals.

The Company defers fulfillment costs incurred to transfer service to a customer prior to the establishment of a contract provided recovery is probable. These pre-contract costs are typically expensed upon contract award unless they are eligible for capitalization.

The Company performs periodic reviews to assess the recoverability of deferred contract transition and setup costs. The carrying amount of the asset is compared to the remaining amount of consideration the Company expects to receive for the services to which the asset relates, less the costs that relate directly to providing those services that have not yet been recognized. If the carrying amount is not recoverable, an impairment loss is recognized.

Deferred costs for the periods presented were as follows:

	Balance Sheet line item	January 31, 2020	February 1, 2019
(in millions)			
Pre-contract costs	Other current assets	\$ 3	\$ 1
Fulfillment costs - non-current	Other assets	\$ 12	\$ 13

Pre-contract costs of \$3 million were expensed during the twelve months ended January 31, 2020 and \$15 million were expensed during the twelve months ended February 1, 2019, which included \$10 million for a contract that was not awarded. Fulfillment costs of \$3 million and \$5 million were amortized during the twelve months ended January 31, 2020 and February 1, 2019, respectively.

Remaining Performance Obligations

As of January 31, 2020, the Company had \$4.0 billion of remaining performance obligations. Remaining performance obligations exclude any variable consideration that is allocated entirely to unsatisfied performance obligations on our supply chain contracts. The Company expects to recognize revenue on approximately 80% of the remaining performance obligations over the next 12 months and approximately 90% over the next 24 months, with the remaining recognized thereafter.

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Note 4 —Acquisitions:

On January 14, 2019, the Company completed the acquisition of Engility Holdings, Inc., a leading provider of integrated solutions and services supporting U.S. government customers in the defense, federal civilian, and intelligence and space communities. This strategic acquisition enables greater market and customer access, particularly in the intelligence and space communities, and enhances the Company's portfolio of capabilities, particularly in the area of systems engineering and integration. The acquisition enables acceleration of revenue growth through increased market and customer access, increased investment capacity, addition of cleared personnel and strategic alignment with key customers. The acquisition also enables increased profitability and cash generation with an improved margin profile and greater financial flexibility for investment and capital deployment.

The acquisition was funded through a combination of SAIC common stock and additional borrowings. At the effective time of the acquisition, each outstanding share of Engility common stock was automatically canceled and converted into the right to receive 0.45 shares of the SAIC common stock. The Company amended its existing credit agreement to provide for a new five-year senior secured \$1.1 billion term loan facility, as discussed in Note 11. SAIC borrowed the entire amount of the term loan facility, the proceeds of which were immediately used to repay Engility's existing credit facility and outstanding notes and to pay fees and expenses associated with the acquisition, with the balance retained by SAIC to be used for general corporate purposes.

The purchase consideration for the acquisition of Engility was as follows:

		(in millions)
Common stock issued to Engility shareholders ⁽¹⁾	\$	1,086
Converted vesting stock awards assumed ⁽²⁾		22
Cash consideration paid to extinguish Engility outstanding debt		1,052
Purchase price	\$	2,160

(1) Represents approximately 16.8 million new shares of SAIC common stock issued to Engility shareholders prior to the market opening on January 14, 2019, using the SAIC share price of \$65.03 at the close of business on January 11, 2019.

(2) Represents the fair value of the converted vesting stock awards assumed attributable to pre-acquisition service. See Note 8.

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The purchase price was allocated, on a preliminary basis, among assets acquired and liabilities assumed at fair value on the acquisition date, January 14, 2019, based on the best available information, with the excess purchase price recorded as goodwill. During fiscal 2020, the Company made adjustments to the preliminary purchase price resulting in a \$19 million increase to goodwill. The measurement period adjustments included: \$10 million decrease to other current assets associated with the valuation of pre-acquisition contingent receivables; \$15 million increase to other accrued liabilities associated with Engility's historical government compliance accounting practices; \$3 million increase to customer relationship intangible assets; \$2 million decrease to inventories, net; \$1 million decrease to receivables, net; and, \$6 million increase to deferred tax assets. The resulting impact to the Company's consolidated statements of income and of comprehensive income were not material. The Company has completed the purchase accounting valuation for this transaction and recorded final purchase accounting entries as follows:

	(in millions)
Cash and cash equivalents	\$ 51
Receivables	350
Inventories	3
Prepaid expenses	5
Other current assets	5
Property, plant, and equipment	39
Deferred tax assets	97
Other assets	7
Intangible assets	651
Goodwill	1,276
Total assets acquired	2,484
Accounts payable	115
Accrued payroll and other employee benefits	30
Accrued vacation	39
Other accrued liabilities	73
Other long-term liabilities	54
Total liabilities assumed	311
Non-controlling interest	13
Net assets acquired	\$ 2,160
Amount of tax deductible goodwill	\$ 441

Goodwill represents intellectual capital and an acquired assembled work force. The Company inherited Engility's historical tax basis in deductible goodwill, certain other intangible assets, and net operating loss carryforwards.

The following table summarizes the fair value of intangible assets and the related weighted-average useful lives:

	Amount	Weighted-Average Amortization Period
	(in millions)	(in years)
Backlog	\$ 30	1
Developed technology	2	10
Customer relationships	619	14
Total intangible assets	\$ 651	13

The backlog intangible asset is comprised solely of funded backlog as of the acquisition date. The customer relationships intangible asset consists of unfunded backlog as of the acquisition date and estimated future renewals. The backlog and customer relationships intangible assets were valued using the excess earnings method (income approach) in which the value is derived from an estimation of the after-tax cash flows specifically

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attributable to backlog and customer relationships. The analysis included assumptions for projections of revenues and expenses, contributory asset charges, discount rates, and a tax amortization benefit.

The developed technology asset was valued using the relief from royalty method (income approach) in which the value is derived by estimation of the after-tax royalty savings attributable to owning the assets. Assumptions in this analysis included projections of revenues, royalty rates representing costs avoided due to ownership of the assets, discount rates, a tax amortization benefit, and future obsolescence of the technology.

During fiscal 2019, the Company incurred \$63 million in acquisition-related costs associated with the acquisition of Engility, including \$31 million of debt issue costs, see Note 11, and \$2 million in stock issue costs.

The amounts recognized in acquisition and integration costs on the consolidated statements of income are as follows:

	Year Ended		
	January 31, 2020 ⁽¹⁾	February 1, 2019	February 2, 2018
	(in millions)		
Acquisition	\$ 2	\$ 31	\$ —
Integration ⁽²⁾	46	55	—
Total acquisition and integration costs	\$ 48	\$ 86	\$ —

(1) Acquisition expenses recognized are related to the acquisition of Unisys Federal, see Note 18, and integration expenses recognized are related to the integration of Engility.

(2) Includes \$16 million and \$29 million of restructuring costs for the year ended January 31, 2020 and February 1, 2019, respectively, and \$5 million of impairment loss for right of use lease assets for fiscal 2020. See Note 5 for additional information related to restructuring costs and impairments.

The amount of Engility's revenue included in the consolidated statements of income for fiscal 2019 was \$98 million and the amount of net loss included in the consolidated statements of income for fiscal 2019 was \$19 million, which includes \$32 million of integration-related costs.

The following unaudited pro forma financial information presents the combined results of operations for Engility and the Company for the year ended February 1, 2019 and February 2, 2018, respectively:

	Year Ended	
	February 1, 2019	February 2, 2018
	(in millions)	
Revenues	\$ 6,426	\$ 6,352
Net income attributable to common stockholders	\$ 260	\$ 140

The unaudited pro forma, combined financial information presented above has been prepared from historical financial statements that have been adjusted to give effect to the acquisition of Engility as though it had occurred on February 4, 2017. They include adjustments for intangible asset amortization; interest expense and debt issuance costs on long-term debt; acquisition, integration, and other transaction costs; and the elimination of intercompany revenue and costs.

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Note 5—Restructuring and Impairment:

Restructuring and impairment costs recognized were as follows:

	Year Ended		
	January 31, 2020	February 1, 2019	February 2, 2018
	(in millions)		
Severance and other employee costs	\$ 9	\$ 29	\$ 6
Facilities costs	—	—	7
Other associated costs	7	—	—
Total restructuring costs	16	29	13
Impairment of right of use lease assets	5	—	—
Total restructuring costs and impairment	\$ 21	\$ 29	\$ 13

Restructuring

In fiscal 2019, the Company initiated restructuring activities to realize cost synergies from the integration of Engility, which includes employee termination costs and other costs associated with the optimization and consolidation facilities. Total restructuring costs for fiscal 2020 and fiscal 2019 are presented within acquisition and integration costs in the consolidated statements of income. The Company expects to complete restructuring activities in fiscal 2021, incurring total restructuring costs of approximately \$49 million, comprised of \$38 million for severance and other employee costs and \$11 million of other associated costs, such as contract terminations and costs incurred for facility consolidation. Cash paid for severance and other employee costs were \$12 million and \$25 million during fiscal 2020 and fiscal 2019, respectively. During fiscal 2020, the Company paid \$7 million for other associated costs and expects to incur an additional \$4 million in fiscal 2021.

During fiscal 2018, the Company initiated restructuring activities (the "2018 Restructuring") to improve operational efficiency, reduce costs, and better position the Company to drive future growth. The restructuring activities consisted of involuntary and voluntary terminations and the consolidation of existing leased facilities. The Company completed the 2018 Restructuring in fiscal 2018 with total restructuring costs of approximately \$13 million, comprised of \$6 million for employee severance and \$7 million of lease exit costs. For fiscal 2018, \$6 million of restructuring costs are included in cost of revenues and \$7 million in selling, general and administrative expenses in the consolidated statements of income. During fiscal 2018 and fiscal 2019, the Company made cash payments of \$5 million and \$1 million, respectively, for severance associated with the 2018 Restructuring. As of January 31, 2020, the remaining liability associated with lease exit costs is \$2 million and will be substantially settled by the end of fiscal 2021.

Impairment

During fiscal 2020, the Company vacated certain leased facilities as part of its restructuring activities to realize cost synergies from the integration of Engility. The \$5 million impairment of right of use lease assets is presented within acquisition and integration costs in the consolidated statements of income.

Note 6—Goodwill and Intangible Assets:

Goodwill

Goodwill had a carrying value of \$2,139 million and \$2,120 million as of January 31, 2020 and February 1, 2019, respectively. There were no impairments of goodwill during the periods presented.

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Intangible Assets

Intangible assets, all of which were finite-lived, consisted of the following:

	January 31, 2020			February 1, 2019		
	Gross carrying value	Accumulated amortization	Net carrying value	Gross carrying value	Accumulated amortization	Net carrying value
	(in millions)					
Customer relationships	\$ 851	\$ (142)	\$ 709	\$ 850	\$ (78)	\$ 772
Backlog	—	—	—	30	(1)	29
Developed technology	2	—	2	2	—	2
Total intangible assets	\$ 853	\$ (142)	\$ 711	\$ 882	\$ (79)	\$ 803

Intangible assets with a gross carrying value of \$32 million became fully amortized during fiscal 2020 and are no longer reflected in the gross carrying value and accumulated amortization as of January 31, 2020. Amortization expense related to intangible assets was \$95 million, \$24 million and \$21 million for fiscal 2020, 2019 and 2018, respectively. There were no intangible asset impairment losses during the periods presented.

As of January 31, 2020, the estimated future annual amortization expense related to intangible assets is as follows:

Fiscal Year Ending	(in millions)
2021	\$ 64
2022	64
2023	65
2024	63
2025	63
Thereafter	392
Total	\$ 711

Actual amortization expense in future periods could differ from these estimates as a result of future acquisitions, divestitures, impairments and other factors.

Note 7—Property, Plant, and Equipment:

Property, plant, and equipment are carried at cost net of accumulated depreciation and amortization. Purchases of property, plant, and equipment, as well as costs associated with major renewals and betterments, are capitalized. Maintenance, repairs and minor renewals and betterments are expensed as incurred. When assets are sold or otherwise disposed of, the cost and related accumulated depreciation or amortization are removed from the accounts and any resulting gain or loss is recognized.

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Depreciation and amortization is recognized using the methods and estimated useful lives as follows:

	Depreciation or amortization method	Estimated useful lives (in years)	January 31, 2020	February 1, 2019
(in millions)				
Computer equipment	Straight-line or declining balance	3-10	\$ 90	\$ 90
Capitalized software and software licenses	Straight-line or declining balance	3-10	68	61
Leasehold improvements	Straight-line	Shorter of lease term or 10	80	81
Office furniture and fixtures	Straight-line or declining balance	3-10	19	19
Buildings and improvements	Straight-line	40	7	7
Construction in process			7	3
Land			1	1
Property, plant, and equipment			272	262
Accumulated depreciation and amortization			(181)	(159)
Property, plant, and equipment, net			\$ 91	\$ 103

Depreciation and amortization expense for property, plant, and equipment was \$36 million, \$23 million and \$23 million in fiscal 2020, 2019 and 2018, respectively.

Note 8—Stock-Based Compensation:

Engility Acquisition Assumed Awards

Upon the acquisition of Engility, all Engility outstanding and unvested equity awards were converted into SAIC vesting stock awards using the same exchange ratio as Engility's common shareholders (0.45 SAIC share per Engility share). The Company assumed approximately 642,000 converted vesting stock awards with a fair value of \$65.03 per share for a total of \$42 million, which was bifurcated between pre- and post-combination periods of service in the amount of \$22 million and \$20 million, respectively. The amount attributable to the pre-combination service period is included in the purchase consideration of Engility. The remaining \$20 million attributable to the post-combination service period will be recognized as post-combination service expense over the remaining vesting periods of the underlying awards. During fiscal 2019, subsequent to the acquisition, the Company completed certain integration activities that accelerated the recognition of \$14 million of the post-combination service period expense, which has been included in the amounts reported within acquisition and integration costs on the consolidated statements of income.

Plan Summaries

Certain of the Company's employees participate in the following four stock-based compensation plans: "2013 Equity Incentive Plan" (EIP), "Management Stock Compensation Plan," "Employee Stock Purchase Plan" (ESPP), and the "2012 Long Term Performance Plan" (LTPP) for Engility assumed awards, which are herein referred to together as the "Plans." The Company issues new shares on the vesting of stock awards or exercise of stock options under these Plans.

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The EIP provides the Company's employees and directors the opportunity to receive various types of stock-based compensation and cash awards. The terms of the stock-based awards granted to employees and directors are the same, except that those for directors cliff vest within one year of the grant date. As of January 31, 2020, the Company has outstanding stock options, vested and vesting stock awards, and performance share awards under this plan. Vesting stock awards and stock options granted under the EIP prior to fiscal 2015 generally vest or become exercisable 20%, 20%, 20%, and 40% after one, two, three and four years, respectively. Stock options granted under the EIP in fiscal 2015 and thereafter generally become exercisable 33%, 33%, and 33% after one, two and three years, respectively, while vesting stock awards granted in fiscal 2015 through fiscal 2019 generally vest 25%, 25%, 25% and 25% after one, two, three and four years, respectively. Vesting stock awards granted in fiscal 2020 generally vest 33%, 33%, and 33% after one, two and three years, respectively. The maximum contractual term for stock options granted under the EIP is ten years, but historically the Company has granted stock options with a seven-year contractual term. Vesting may be accelerated for employees meeting retirement eligibility conditions. Stock-based awards generally provide for accelerated vesting if there is a change in control (as defined in the EIP). Vesting stock awards and performance share awards have forfeitable rights to dividends. In June 2014, the EIP was amended and restated to increase the total authorized shares of common stock for issuance under the EIP from 5.7 million to 8.5 million.

The Company grants performance-based stock awards to certain officers and key employees under the EIP. Performance shares are rights to receive shares of the Company's stock on the satisfaction of service requirements and performance conditions. These awards cliff vest at the end of the third fiscal year following the grant date, subject to meeting the minimum service requirements and the achievement of certain annual and cumulative financial metrics of the Company's performance, with the number of shares ultimately issued, if any, ranging up to 150% of the specified target shares. If performance is below the minimum threshold level of performance, no shares will be issued. For all performance share awards granted, the annual financial metrics are based on operating cash flows and the cumulative financial metrics are based on operating income.

The Management Stock Compensation Plan provides for awards in share units to eligible employees. Benefits from these plans are payable in shares of the Company's stock that are held in a trust for the purpose of funding benefit payments to the participants. During fiscal 2017 all remaining outstanding awards in the Management Stock Compensation Plan vested. The Board of Directors may at any time amend or terminate the Management Stock Compensation Plan. In the event of a change in control of the Company (as defined by the Management Stock Compensation Plan), participant accounts will be immediately distributed, otherwise participant accounts will generally be distributed upon retirement, based on the participant's payout election, or upon termination. The Management Stock Compensation Plan does not provide for a maximum number of shares available for future issuance.

The Company's ESPP allows eligible employees to purchase shares of the Company's stock at a discount of up to 15% of the fair market value on the date of purchase. During the three years ended January 31, 2020, the discount was 5% of the fair market value on the date of purchase for purchases made under the Company's ESPP, thereby resulting in the ESPP being non-compensatory. As of January 31, 2020, 3.4 million shares of the Company's stock are authorized for issuance under the ESPP.

The LTPP provides certain employees of the Company the opportunity to receive various types of stock-based compensation awards. As of January 31, 2020, the Company has vesting stock awards assumed from the Engility acquisition under this plan. These remaining outstanding vesting stock awards assumed under the LTPP will continue to vest under their original vesting schedule, when granted by Engility prior to the acquisition, and generally cliff vest at the end of the third fiscal year following the grant date. Vesting may be accelerated for employees meeting retirement eligibility conditions. Vesting stock awards under the LTPP have forfeitable rights to dividends.

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Expense and Related Tax Benefits Recognized

Stock-based compensation expense and related tax benefits recognized under the Plans were:

	Year Ended		
	January 31, 2020	February 1, 2019	February 2, 2018
(in millions)			
Stock-based compensation expense:			
Stock options	\$ 4	\$ 3	\$ 3
Vesting stock awards	29	37	21
Performance share awards	4	5	3
Total stock-based compensation expense	\$ 37	\$ 45	\$ 27
Tax benefits recognized from stock-based compensation	\$ 13	\$ 20	\$ 32

Stock Options

Stock options are granted with their exercise price equal to the closing market price of the Company's stock on the last trading day preceding the grant date, except for those stock options outstanding as of September 27, 2013, for which the exercise prices (and number of stock options) were adjusted for the conversion at separation.

Stock option activity for the year ended January 31, 2020 was:

	Shares of stocks under stock options	Weighted-average exercise price	Weighted-average remaining contractual term	Aggregate intrinsic value
	(in millions)		(in years)	(in millions)
Outstanding at February 1, 2019	1.1	\$ 53.67	3.6	\$ 18
Options granted	0.1	75.66		
Options forfeited or expired	—	—		
Options exercised	(0.5)	49.34		
Outstanding at January 31, 2020	0.7	\$ 60.47	3.5	\$ 20
Options exercisable at January 31, 2020	0.5	\$ 54.87	2.7	\$ 18
Vested and expected to vest as of January 31, 2020	0.7	\$ 60.33	3.5	\$ 20

As of January 31, 2020 there was \$2 million of unrecognized compensation cost, net of estimated forfeitures, related to stock options, which is expected to be recognized over a weighted-average period of 1.1 years.

The following table summarizes activity related to exercises of stock options:

	Year Ended		
	January 31, 2020	February 1, 2019	February 2, 2018
(in millions)			
Cash received from exercises of stock options	\$ —	\$ —	\$ —
Stock exchanged at fair value upon exercises of stock options	\$ 2	\$ 1	\$ 1
Tax benefits from exercises of stock options	\$ 3	\$ 7	\$ 8
Total intrinsic value of options exercised	\$ 16	\$ 24	\$ 22

The fair value of stock option awards granted under the Company's plan were valued using the Black-Scholes option-pricing model based on the following assumptions:

Expected Term--For options granted during fiscal 2019 and after, the expected term was calculated from the Company's historical data using the midpoint method. For options granted prior to fiscal 2019, the expected

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term was calculated using the U.S. Security and Exchange Commission's "simplified method" as the midpoint between the vesting term and contractual term.

Expected Volatility--For options granted in fiscal 2017 and after, the expected volatility is based on the historical volatility of the Company since the spin-off transaction. For options granted during fiscal 2016 and prior, the expected volatility is based on the volatilities of selected peer group companies over a period consistent with the expected term. Peer group companies were selected from companies within the Company's industry that most closely match the Company's business, including size, capital structure and customer base.

Risk-Free Interest Rate--The risk-free interest rate is based on the yield curve of a zero-coupon U.S. Treasury bond with a maturity equal to the expected term of the stock option on the date of grant.

Dividend Yield--The dividend yield assumed over the expected term of the option is calculated based on the most recently announced dividend as of the grant date.

The weighted-average grant date fair value and assumptions used to determine the fair value of stock options granted for the periods presented were:

	Year Ended		
	January 31, 2020	February 1, 2019	February 2, 2018
Weighted-average grant-date fair value	\$ 16.88	\$ 19.48	\$ 16.34
Expected term (in years)	4.2	4.0	4.4
Expected volatility	30.0%	29.0%	28.2%
Risk-free interest rate	2.2%	2.5%	1.7%
Dividend yield	2.0%	1.6%	1.5%

Vesting Stock Awards

Vesting stock award activity for the year ended January 31, 2020 was:

	Shares of stock under stock awards	Weighted-average grant date fair value
	(in millions)	
Unvested February 1, 2019	1.0	\$ 70.76
Awards granted	0.4	76.01
Awards forfeited	(0.1)	73.78
Awards vested	(0.4)	65.93
Unvested January 31, 2020	0.9	\$ 74.94

The grant date fair value of vesting stock awards is based on the closing market price of the Company's stock on the last trading day preceding the grant date. The weighted-average grant date fair value of the vesting stock awards granted for fiscal 2020, fiscal 2019 and fiscal 2018 was \$76.01, \$84.28 and \$72.90, respectively. As of January 31, 2020 there was \$34 million of unrecognized compensation cost, net of estimated forfeitures, related to vesting stock awards, which is expected to be recognized over a weighted-average period of 1.4 years. The fair value of vesting stock awards that vested in fiscal 2020, fiscal 2019 and fiscal 2018 was \$35 million, \$60 million and \$58 million, respectively.

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Performance Share Awards

Performance share award activity for the year ended January 31, 2020 was:

	Shares of stock under performance shares		Weighted-average grant date fair value
	(in millions)		
Unvested performance shares at February 1, 2019	0.1	\$	79.12
Performance shares granted	0.1		79.04
Performance shares forfeited	—		—
Performance shares vested	(0.1)		72.91
Performance shares adjustment	—		—
Unvested performance shares at January 31, 2020	0.1	\$	81.60

The actual number of shares to be issued upon vesting range between 0-150% of the specified target shares. The number of performance shares are presented at 100% of the specified target shares in the table above, except for performance shares that vested and performance shares adjustment. Performance shares vested reflects the number of shares to be issued based on the actual achievement of the performance goals for shares that vested during the period. Performance shares adjustment reflects the increase or decrease in the number of performance shares vested compared to the number of performance shares that would have vested at target. The fair value of performance share awards that vested in fiscal 2020 was \$4 million. For unvested performance shares as of January 31, 2020 the Company expects to issue 0.1 million shares of stock in the future based on estimated future achievement of the performance goals. The grant date fair value of the performance share awards granted for fiscal 2020, fiscal 2019, and fiscal 2018 was \$79.04, \$85.31 and \$72.91, respectively. The grant date fair value of performance share awards is based on the closing market price of the Company's common stock on the last trading day preceding the grant date. As of January 31, 2020 there was \$5.1 million of unrecognized compensation cost, net of estimated forfeitures, related to performance share awards, which is expected to be recognized over a weighted-average period of 1.8 years.

Note 9—Retirement Plans:

Defined Contribution Plans

The Company sponsors the Science Applications International Corporation Retirement Plan (a qualified defined contribution 401(k) plan) and an employee stock ownership plan, in which most employees are eligible to participate. There are a variety of investment options available, including the Company's stock. Engility sponsored the Engility Master Savings Plan, which was a 401(k) plan in which most employees of Engility were eligible to participate. The Engility Master Savings Plan merged into the Science Applications International Corporation Retirement Plan on January 2, 2020.

The Science Applications International Corporation Retirement Plan allows eligible participants to contribute a portion of their income through payroll deductions and the Company makes matching company contributions and may also make discretionary contributions. The Company contributions expensed for defined contribution plans were \$65 million, \$46 million and \$42 million in fiscal 2020, 2019 and 2018, respectively.

Deferred Compensation Plans

The Company has established the Science Applications International Corporation Deferred Compensation Plan (DCP), effective January 1, 2015, providing certain eligible employees and directors an opportunity to defer some or all of their compensation on an unfunded, nonqualified basis. Participant deferrals are fully vested and diversified at the participant's direction among the investment options offered under the DCP. Participant accounts will be credited with a rate of return based on the performance of the investment options selected. Distributions are made in cash. Deferred balances will be paid on retirement, based on the participant's payout election, or upon termination. The Company may provide discretionary contributions to participants, but no Company contributions have been made.

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The Science Applications International Corporation Key Executive Stock Deferral Plan (KESDP) was closed on December 31, 2014, and no further deferrals are allowed. Benefits from the KESDP are payable in shares of the Company's stock that may be held in trust for the purpose of funding benefit payments to KESDP participants. Vested deferred balances will generally be paid on retirement, based on the participant's payout election, or upon termination.

The Science Applications International Corporation 401(k) Excess Deferral Plan (Excess Plan) was also closed on December 31, 2014, and no further deferrals are allowed. Participant deferrals are fully vested and diversified at the participant's direction among the investment options offered under the Excess Plan. Deferred balances will generally be paid following retirement or termination.

Defined Benefit Plans

In connection with the acquisition of Engility on January 14, 2019, SAIC assumed two defined benefit plans sponsored by Engility for certain current and former employees: a Defined Benefit Pension Plan (Pension Plan) and a Retiree Health Reimbursement Account Plan (RHRA Benefit Plan). Membership and participants' calculated pension benefit are frozen in the Pension Plan and membership in the RHRA Benefit Plan is frozen.

Our funding policy is to contribute at least the minimum amount required by the Employee Retirement Income Security Act of 1974. Additional amounts are contributed to assure that plan assets will be adequate to provide retirement benefits. During fiscal 2021, the Company expects to contribute \$4 million and \$1 million to fund the Pension Plan and RHRA Benefit Plan, respectively.

Based on a valuation analysis, we recognized a \$37 million liability on January 14, 2019 for the unfunded status of the Engility defined benefit plans, reflecting projected benefit obligations of \$86 million, in excess of the \$49 million fair value of plan assets. The Company recognized no gain or loss related to changes in the benefit obligation during fiscal 2019. During fiscal 2020, the Company recognized net losses of \$5 million and \$1 million within other comprehensive loss related to changes in the net benefit obligations for the Pension Plan and RHRA Benefit Plan, respectively. The net loss of \$6 million was attributable to a \$9 million increase in the projected benefit obligation caused by a decrease in the discount rate, partially offset by an actual investment return in excess of the expected return by \$3 million. The Company does not expect to amortize any of the amounts in accumulated other comprehensive loss during fiscal 2021.

Net Periodic Benefit Costs

The net periodic benefit cost was as follows:

	<u>Pension Plan</u>		<u>RHRA Benefit Plan</u>	
	Year Ended			
	January 31, 2020		January 31, 2020	
	(in millions)			
Interest cost on projected benefit obligation	\$	3	\$	1
Expected return on plan assets		(3)		—
Net periodic benefit cost	\$	—	\$	1

Due to the proximity of the acquisition to our fiscal year end, there was no net periodic benefit cost recognized during the year ended February 1, 2019.

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Obligations and Funded Status

The projected benefit obligation, fair value of plan assets, and funded status for each plan are as follows:

	Pension Plan		RHRA Benefit Plan	
	January 31, 2020	February 1, 2019	January 31, 2020	February 1, 2019
	(in millions)			
Change in benefit obligation:				
Benefit obligation at beginning of year	\$ 71	\$ —	\$ 15	\$ —
Benefit obligation at acquisition	—	71	—	15
Interest cost	3	—	1	—
Benefits paid	(5)	—	(1)	—
Actuarial loss	7	—	2	—
Benefit obligation at end of year	\$ 76	\$ 71	\$ 17	\$ 15
Change in plan assets:				
Fair value of plan assets at beginning of year	52	—	—	—
Fair value of plan assets at acquisition	—	49	—	—
Actual return on plan assets	6	—	—	—
Employer contributions	—	3	1	—
Benefits paid	(5)	—	(1)	—
Fair value of plan assets at end of year	\$ 53	\$ 52	\$ —	\$ —
Unfunded status	\$ 23	\$ 19	\$ 17	\$ 15

Amounts recognized in the consolidated balance sheets consist of:

	Pension Plan		RHRA Benefit Plan	
	January 31, 2020	February 1, 2019	January 31, 2020	February 1, 2019
	(in millions)			
Other accrued liabilities	\$ —	\$ —	\$ 1	\$ 1
Other long-term liabilities	23	19	16	14
Net amount recognized	\$ 23	\$ 19	\$ 17	\$ 15

Assumptions

The Company uses the spot rate approach to measure liabilities and interest costs for defined benefit obligations. Under the spot rate approach, the Company uses individual spot rates along the yield curve that correspond with the timing of each benefit payment.

The discount rates represent the estimated rate at which we could effectively settle our defined benefit obligations using a high quality bond yield curve.

The assumed long-term rate of return on plan assets, which is the average return expected on the funds invested or to be invested to provide future benefits to pension plan participants, is determined by an annual review of historical returns on plan assets. In selecting the expected long-term rate of return on assets used for the Pension Plan, the Company considered its investment return goals stated in the Pension Plan's investment policy. This process included determining expected returns for the various asset classes that comprise the Pension Plan's target asset allocation.

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The following assumptions were used to determine the benefit obligations and net periodic benefit costs:

	Pension Plan		RHRA Benefit Plan	
	January 31, 2020	February 1, 2019	January 31, 2020	February 1, 2019
Discount rate	2.87%	4.06%	2.56%	3.82%
Interest cost effective rate	3.70%	N/A	3.58%	N/A
Expected rate of return on assets	5.50%	N/A	N/A	N/A

Pension Plan Assets

The Company's investment policy includes a periodic review of the Pension Plan's investment in the various asset classes. During 2020, the Company's overall investment strategy is for plan assets to achieve a long-term rate of return of 5.50%, with a wide diversification of asset types, fund strategies and fund managers. The target allocation for the plan assets is 44% in domestic equity securities, 20% international equity, 31% in fixed income securities, and 5% in cash and cash equivalents. The risk management practices include regular evaluations of fund managers to ensure the risk assumed is commensurate with the given investment style and objectives. According to the plan's investment policy, performance will be evaluated across all time periods, with a particular emphasis on longer-term returns relative to associated peers and benchmarks.

The fair value measurement of plan assets by category is as follows:

Asset Category	Fair Value Hierarchy	January 31, 2020	February 1, 2019
		(in millions)	
Mutual funds			
Equity	Level 1	\$ 34	\$ 33
Fixed income	Level 1	9	16
Guaranteed deposit account	Level 3	2	3
Subtotal		45	52
Collective trust - fixed income ⁽¹⁾	Measured at NAV	8	—
Total		\$ 53	\$ 52

(1) Collective trusts are measured at fair value using net asset value (NAV) as a practical expedient and have not been categorized in the fair value hierarchy.

Fair Value Measurement Using Significant Unobservable Inputs (Level 3)

A reconciliation of the beginning and ending balances of the Guaranteed Deposit Account (GDA) is as follows:

	Guaranteed Deposit Account
(in millions)	
Balance at February 1, 2019	\$ 3
Purchases	13
Sales	(14)
Balance at January 31, 2020	\$ 2

The GDA is designed to provide liquidity and safety of principal with a competitive guaranteed rate of return. The fair value of the GDA approximates the market value of underlying investments by discounting expected future investment cash flow from both investment income and repayment of principal for each investment purchased directly for the defined benefit segment of the General Account. Principal and accumulated interest are fully guaranteed by Prudential Retirement Insurance and Annuity Company (PRIAC). The declared interest rate is announced each year in advance and is determined by PRIAC. The GDA invests in a broadly diversified, fixed-

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income portfolio within PRIAC's general account. The portfolio is invested in public bonds, commercial mortgages and private placement bonds.

Estimated Future Benefit Payments

The following table sets forth the expected timing of benefit payments by fiscal year:

Fiscal Year	Pension Plan	RHRA Benefit Plan	Total
	(in millions)		
2021	\$ 5	\$ 1	\$ 6
2022	5	1	6
2023	5	1	6
2024	5	2	7
2025	5	2	7
Five subsequent fiscal years	\$ 24	\$ 7	\$ 31

Note 10—Income Taxes:

Substantially all of the Company's income before income taxes for the three years ended January 31, 2020 is subject to taxation in the United States. The provision for income taxes for each of the periods presented include the following:

	Year Ended		
	January 31, 2020	February 1, 2019	February 2, 2018
	(in millions)		
Current:			
Federal	\$ 10	\$ 4	\$ 3
State	3	10	2
Deferred:			
Federal	32	17	26
State	12	2	4
Total	\$ 57	\$ 33	\$ 35

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A reconciliation of the provision for income taxes to the amount computed by applying the statutory federal income tax rate to income before income taxes for each of the periods presented follows:

	Year Ended		
	January 31, 2020	February 1, 2019	February 2, 2018
	(in millions)		
Statutory federal income tax rate ⁽¹⁾	21.0%	21.0%	33.7%
Amount computed at the blended statutory federal income tax rate	\$ 60	\$ 36	\$ 72
State income taxes, net of federal tax benefit	14	9	8
Research and development and other federal credits	(11)	(8)	(4)
Federal income tax reduction per the Tax Act	—	—	(17)
Manufacturer's deduction	—	—	(1)
Non-deductible compensation	2	3	—
Non-deductible acquisition costs	—	3	—
Excess tax benefits for stock-based compensation	(4)	(9)	(22)
Other	(4)	(1)	(1)
Total	\$ 57	\$ 33	\$ 35
Effective income tax rate	20.0%	19.4%	16.5%

(1) The statutory federal income tax rate for fiscal 2018 is a blended rate due to the Tax Act. See Note 1.

The effective income tax rate for fiscal 2020 is consistent with the rate in fiscal 2019. However, there were smaller excess tax benefits from stock-based compensation in fiscal 2020, partially offset by increased research and development credits in fiscal 2020. In fiscal 2020, we recognized \$6 million of tax benefits related to research and development credits for fiscal years 2016 - 2019 and \$5 million related to fiscal year 2020. The effective income tax rate for fiscal 2019 is higher than fiscal 2018 primarily due to smaller excess tax benefits from stock-based compensation, \$3 million of tax expense for non-deductible acquisition expenses that only occurred in fiscal 2019 and increased non-deductible executive compensation in fiscal 2019 as a result of the Tax Act. The one-time Federal income tax rate reduction in fiscal 2018 was largely offset by the benefit of the lower corporate tax rate which applied in fiscal 2019.

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Deferred income taxes are recorded for differences in the basis of assets and liabilities for financial reporting purposes and tax reporting purposes. Deferred tax assets (liabilities) were comprised of:

	January 31, 2020	February 1, 2019
	(in millions)	
Accrued vacation and bonuses	\$ 21	\$ 27
Accrued liabilities	20	13
Deferred compensation	23	22
Stock awards	11	11
Net operating loss and other carryforwards	117	138
Fixed asset basis differences	2	3
Lease liability	54	—
Accumulated other comprehensive loss	23	5
Valuation allowance	(5)	(5)
Total deferred tax assets	266	214
Deferred revenue	(1)	(1)
Purchased intangible assets	(177)	(159)
Right of use assets	(48)	—
Total deferred tax liabilities	(226)	(160)
Net deferred tax assets	\$ 40	\$ 54

Net deferred tax assets are presented in other assets on the consolidated balance sheets. Deferred tax assets for both periods presented include state tax credit carryforwards for which the Company has set up a valuation allowance.

The changes in the unrecognized tax benefits, excluding accrued interest and penalties, were:

	Year Ended		
	January 31, 2020	February 1, 2019	February 2, 2018
	(in millions)		
Unrecognized tax benefits at beginning of the year	\$ 13	\$ 7	\$ 5
Additions for acquired unrecognized tax benefits	—	3	—
Additions for tax positions related to prior years	32	1	1
Additions for tax positions related to the current year	8	2	1
Reductions for prior year tax positions related to statute expiration	(2)	—	—
Unrecognized tax benefits at end of the year	\$ 51	\$ 13	\$ 7
Unrecognized tax benefits that, if recognized, would affect the effective income tax rate	\$ 48	\$ 9	\$ 7

Over the next 12 months, the Company does not expect a significant increase or decrease in the unrecognized tax benefits recorded at January 31, 2020. During the year ended January 31, 2020 we recognized an increase in unrecognized tax benefits of approximately \$32 million related primarily to an increase in available research and development tax credits for fiscal years 2016 through 2019 and \$8 million for fiscal year 2020. The Company recognizes net interest and penalties as a component of income tax expense and for the periods presented, there was not a material amount of current interest and penalties recognized.

The Company has filed income tax returns in the U.S. and various state jurisdictions, which may be subject to routine compliance reviews by the Internal Revenue Service ("IRS") and other taxing authorities. While the

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Company believes it has adequate accruals for uncertain tax positions, the tax authorities may determine that the Company owes taxes in excess of recorded accruals or the recorded accruals may be in excess of the final settlement amounts agreed to by tax authorities. The Company's tax returns for fiscal years 2016 through 2019 remain subject to examination by the IRS and various other tax jurisdictions. The Company is currently under examination by the IRS for fiscal years 2016 and 2017. The Company is not responsible for any tax liabilities for years before the separation from Leidos Holdings, Inc., except for Scitor's tax returns that remain subject to examination by the IRS and various other tax jurisdictions from 2005 through the acquisition. The Company is also subject to examination for the returns of Engility from calendar year 2015 through the short pre-acquisition period ended January 13, 2019. The Company is responsible for Engility tax liabilities relating to all open pre and post acquisition years.

In fiscal year 2019, the Company acquired all of Engility's stock in a tax free transaction to the selling shareholders. The Company inherited Engility's historical tax basis in deductible goodwill, certain other intangible assets, and operating loss carryforwards. At the date of the acquisition, the tax deductible goodwill was \$441 million and the tax deductible identified intangible assets were \$255 million. The Company inherited a federal net operating loss of \$481 million subject to Internal Revenue Code Section 382 limitations. The Company expects to completely utilize these tax attributes by fiscal 2034. The net operating losses will begin to expire in fiscal 2029. Under Sections 382 and 383 of the Internal Revenue Code of 1986, as amended (the Code), if a corporation undergoes an "ownership change," the corporation's ability to use its pre-change tax attributes may be limited. Such an ownership change occurred during the acquisition of Engility and, as a result of these limitations, \$3 million of tax credit carryforwards were eliminated in purchase accounting. No further ownership changes have occurred to date.

As of January 31, 2020, the Company has approximately \$426 million of federal loss carryforward, \$16 million of state loss carryforwards and approximately \$8 million of state credit carryforwards that will begin to expire in fiscal 2026. The valuation allowance of \$5 million relates to these state carryforwards.

Note 11—Debt Obligations:

The Company's long-term debt as of the periods presented was as follows:

	January 31, 2020					February 1, 2019			
	Stated interest rate	Effective interest rate	Principal	Unamortized Debt Issuance Costs	Net	Principal	Unamortized Debt Issuance Costs	Net	
	(in millions)								
Term Loan A Facility due October 2023	3.15%	3.48%	\$ 904	\$ (9)	\$ 895	\$ 1,068	\$ (14)	\$ 1,054	
Term Loan B Facility due October 2025	3.40%	3.60%	1,037	(11)	1,026	1,047	(12)	1,035	
Total long-term debt			\$ 1,941	\$ (20)	\$ 1,921	\$ 2,115	\$ (26)	\$ 2,089	
Less current portion			70	—	70	24	—	24	
Total long-term debt, net of current portion			\$ 1,871	\$ (20)	\$ 1,851	\$ 2,091	\$ (26)	\$ 2,065	

As of January 31, 2020, the Company has a \$2.3 billion credit facility (the Credit Facility) consisting of a \$400 million secured Revolving Credit Facility due October 2023, a \$904 million secured Term Loan A Facility due October 2023, and a \$1,037 million secured Term Loan B Facility due October 2025 (together, the Term Loan Facilities). During the second quarter of fiscal 2020, the Company borrowed \$100 million under the Revolving Credit Facility, which was repaid in full during the third quarter of fiscal 2020. The Revolving Credit Facility is available to the Company through October 2023 and there is no balance outstanding as of January 31, 2020. Any obligations under the Credit Facility are secured by liens on substantially all of the assets of the Company and its subsidiaries.

As of February 1, 2019, the Company had a \$2.5 billion credit facility consisting of a \$400 million secured Revolving Credit Facility due October 2023, a \$1,068 million secured Term Loan A Facility due October 2023, and a \$1,047 million secured Term Loan B Facility due October 2025.

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As of February 2, 2018, the Company had a \$1.2 billion credit facility consisting of a \$200 million secured Revolving Credit Facility due August 2021, a \$635 million secured Term Loan A Facility due August 2021, and a \$400 million secured Term Loan B Facility due May 2022 under the First Amendment to the Second Amended and Restated Credit Agreement (First Amendment).

On February 7, 2018, the Company executed the Second Amendment to the Second Amended and Restated Credit Agreement (Second Amendment) reducing the interest rate margins by 0.25%, 0.50%, and 0.25%, across all leverage ratios for the Term Loan A Facility due August 2021, the Term Loan B Facility due May 2022, and the Revolving Credit Facility due August 2021, respectively. Effective upon execution of the Second Amendment, the applicable margin with respect to the Term Loan A Facility due August 2021 and borrowings under the Revolving Credit Facility due August 2021 ranged from 1.25% to 2.00% for Eurocurrency Rate loans, and 0.25% to 1.00% for Base Rate loans. Under the Second Amendment, interest rate margins for the Term Loan B Facility due May 2022 were 2.00%, subject to a 0.75% floor for Eurocurrency Rate loans, or 1.00% for Base Rate loans. The Company incurred and paid \$2 million in fees associated with the Second Amendment, including \$1 million of deferred financing fees.

On October 31, 2018, the Company entered into the Third Amended and Restated Credit Agreement (Third Amended Credit Agreement) in anticipation of the acquisition of Engility (see Note 4). The Third Amended Credit Agreement, among other things, provided for and permitted: 1) the acquisition of Engility; 2) the establishment of a senior secured Term Loan B Facility due October 2025 in the amount of \$1.1 billion; 3) the establishment of a senior secured Term Loan A Facility Commitment due October 2023 in the amount of \$1.1 billion; 4) an increase to the existing \$200 million Revolving Credit Facility by an additional \$200 million upon the effectiveness of the acquisition of Engility; and, 5) an extension to the term of the Revolving Credit Facility to October 2023.

The Term Loan B Facility due October 2025 was funded in full in October 2018 and the proceeds were used to repay all indebtedness outstanding under the Second Amendment and related expenses.

On January 14, 2019, in connection with the acquisition of Engility, the Company funded the Term Loan A Facility in the amount of \$1.1 billion and increased the existing Revolving Credit Facility to \$400 million. The proceeds were used to partially finance the acquisition of Engility and for general corporate purposes.

The Company incurred \$31 million of debt issue costs associated with the Third Amended Credit Agreement. The Company recognized \$5 million in expenses associated with the Third Amended Credit Agreement, which is included in interest expense and includes a \$4 million loss on extinguishment of debt. The Company deferred \$26 million in financing fees that are amortized to interest expense utilizing the effective interest method.

Borrowings under the Term Loan A Facility due October 2023 amortize quarterly beginning on January 31, 2020 at 1.25% of the original borrowed amount thereunder, with such quarterly amortization payments increasing to 1.875% on January 31, 2021 and then to 2.50% on January 31, 2022. Beginning January 31, 2019, The Term Loan B Facility due October 2025 amortizes quarterly at 0.25% of the original borrowed amount.

Beginning in fiscal year 2020, the scheduled principal repayments for the Term Loan A and Term Loan B facilities may be further reduced or eliminated by annual mandatory prepayments of a portion of SAIC's Excess Cash Flow (as defined in the Third Amended Credit Agreement). Mandatory principal prepayments are allocated to Term Loan A and Term Loan B facilities on a pro rata basis and reduce the remaining scheduled principal installments for each facility. Voluntary principal prepayments may be applied to either or both loans at the Company's direction. During fiscal year 2020, the Company made \$150 million of voluntary principal prepayments on the Term Loan A Facility due October 2023.

Borrowings under the Third Amended Credit Agreement bear interest at a variable rate of interest based on LIBOR or a Base Rate, plus in each case an applicable margin. Applicable margins with respect to borrowings under the Term Loan B Facility due October 2025 are 1.75% for LIBOR loans and 0.75% for Base Rate loans. Applicable margins with respect to borrowings under the Term Loan A Facility due October 2023 and the Revolving Credit Facility due October 2023 range from 1.25% to 2.00% for LIBOR loans and 0.25% to 1.00% for Base Rate loans, in each case based on the then applicable Leverage Ratio (as defined in the Third Amended Credit Agreement). The Company also pays a commitment fee with respect to undrawn amounts under the Revolving Credit Facility due October 2023 ranging from 0.20% to 0.35%.

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The Third Amended Credit Agreement contains certain restrictive covenants applicable to the Company and its subsidiaries including a requirement to maintain a Senior Secured Leverage Ratio (as defined in the Third Amended Credit Agreement) of not greater than 3.75 to 1.00 until the effectiveness of the acquisition of Engility, not greater than 4.50 to 1.00 upon the effectiveness of the acquisition and for the succeeding six fiscal quarters, and not greater than 4.00 to 1.00 thereafter, unless a Permitted Acquisition (as defined in the Third Amended Credit Agreement) occurs in which case not greater than 4.25 to 1.00 for three consecutive quarters following such a transaction. As of January 31, 2020, the Company was in compliance with the covenants under the Third Amended Credit Agreement.

Maturities of long-term debt as of January 31, 2020 are:

Fiscal Year Ending	Total (in millions)
2021	\$ 70
2022	68
2023	147
2024	662
2025	10
Thereafter	984
Total principal payments	\$ 1,941

As of January 31, 2020 and February 1, 2019, the carrying value of the Company's outstanding debt obligations approximated its fair value. The fair value of long-term debt is calculated using Level 2 inputs, based on interest rates available for debt with terms and maturities similar to the Company's Term Loan Facilities.

Note 12—Derivative Instruments Designated as Cash Flow Hedges:

The Company's derivative instruments designated as cash flow hedges consist of:

	Notional Amount at January 31, 2020	Pay Fixed Rate	Receive Variable Rate	Settlement and Termination	Liability Fair Value ⁽¹⁾ at	
					January 31, 2020	February 1, 2019
	(in millions)				(in millions)	
Interest rate swaps #1	295	2.78%	1-month LIBOR	Monthly through July 30, 2021	(6)	(2)
Interest rate swaps #2	500	3.07%	1-month LIBOR	Monthly through October 31, 2025	(62)	(21)
Interest rate swaps #3	550	2.49%	1-month LIBOR	Monthly through October 31, 2023	(24)	(1)
Total	\$ 1,345				\$ (92)	\$ (24)

(1) The fair value of the fixed interest rate swaps liability is included in other accrued liabilities on the consolidated balance sheets.

The Company is party to fixed interest rate swap instruments that are designated and accounted for as cash flow hedges to manage risks associated with interest rate fluctuations on a portion of the Company's floating rate debt. The counterparties to all swap agreements are financial institutions. See Note 13 for the unrealized change in fair values on cash flow hedges recognized in other comprehensive income (loss) and the amounts reclassified from accumulated other comprehensive income (loss) into earnings for the current and comparative periods presented. The Company estimates that it will reclassify \$17 million of unrealized losses from accumulated other comprehensive loss into earnings in the twelve months following January 31, 2020.

On October 31, 2018, the Company exited one of its interest rate swaps and discontinued hedge accounting. The Company received cash proceeds of \$6 million upon the early settlement. The \$6 million of deferred gains in

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accumulated other comprehensive loss will be reclassified into interest expense over the original contractual term of the interest rate swaps, which has a maturity date of May 7, 2020. For the years ended January 31, 2020 and February 1, 2019, the Company reclassified \$4 million and \$1 million, respectively.

Note 13—Changes in Accumulated Other Comprehensive Loss by Component:

The following table presents the changes in accumulated other comprehensive loss attributable to the Company's defined benefit plans and fixed interest rate swap cash flow hedges that are discussed in Note 9 and Note 12, respectively.

	Unrealized Gains (Losses) on Fixed Interest Rate Swap Cash Flow Hedges ⁽¹⁾	Defined Benefit Obligation Adjustment	Total
	(in millions)		
February 3, 2017 ⁽²⁾	\$ (1)	\$ —	\$ (1)
Other comprehensive income before reclassifications	5	—	5
Amounts reclassified from accumulated other comprehensive loss	3	—	3
Income tax impact	(3)	—	(3)
Net other comprehensive income	5	—	5
Balance at February 2, 2018	\$ 4	\$ —	\$ 4
Other comprehensive loss before reclassifications	(23)	—	(23)
Amounts reclassified from accumulated other comprehensive loss	(1)	—	(1)
Income tax impact	6	—	6
Net other comprehensive loss	(18)	—	(18)
Balance at February 1, 2019	\$ (14)	\$ —	\$ (14)
Other comprehensive loss before reclassifications	(76)	(6)	(82)
Amounts reclassified from accumulated other comprehensive loss	4	—	4
Income tax impact	19	1	20
Net other comprehensive loss	(53)	(5)	(58)
Balance at January 31, 2020	\$ (67)	\$ (5)	\$ (72)

(1) The amount reclassified from accumulated other comprehensive income (loss) is included in interest expense.

(2) Opening balance reflects the amount reclassified from accumulated other comprehensive income to retained earnings from the adoption of ASU 2018-02.

Note 14—Leases:

The Company occupies most of its facilities under operating leases. Certain equipment also is leased under short-term or cancelable operating leases.

Effective upon the adoption of ASU 2016-02, the Company recognizes a right of use (ROU) asset and a lease liability upon the commencement of its operating leases. The initial lease liability is equal to the future fixed minimum lease payments discounted using the Company's incremental borrowing rate, on a secured basis. The lease term includes option renewal periods and early termination payments when it is reasonably certain that the Company will exercise those rights. The initial measurement of the ROU asset is equal to the initial lease liability plus any initial direct costs and prepayments, less any lease incentives.

The Company recognizes lease costs on a straight-line basis over the remaining lease term, except for variable lease payments that are expensed in the period in which the obligation for those payments is incurred.

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For its facility leases, the Company combines and accounts for lease and non-lease components together as a single component. The Company does not recognize lease liabilities and ROU assets for facility leases with original terms of 12 months or less. ROU assets are evaluated for impairment as a long-lived asset.

Total operating lease cost is comprised of the following:

Income Statement line item(s)		Year Ended	
		January 31, 2020	
		(in millions)	
Operating lease cost	Cost of revenues and selling, general and administrative expenses	\$	59
Operating lease cost	Acquisition and integration costs		5
Variable lease cost	Cost of revenues and selling, general and administrative expenses		15
Short-term lease cost	Cost of revenues and selling, general and administrative expenses		4
Sublease income	Cost of revenues and selling, general and administrative expenses		(3)
Total lease cost		\$	80

The Company's ROU assets and lease liabilities consisted of the following:

Balance Sheet line item		January 31, 2020	
		(in millions)	
Operating lease ROU asset	Operating lease right of use assets	\$	190
Operating lease current liability	Other accrued liabilities		34
Operating lease non-current liability	Operating lease liabilities		172
Total operating lease liabilities		\$	206

Other supplemental operating lease information consists of the following:

	As of and for the twelve months ended	
	January 31, 2020	
	(dollars in millions)	
Cash paid for amounts included in the measurement of operating lease liabilities	\$	64
ROU assets obtained in exchange for new operating lease obligations	\$	79
Weighted-average remaining lease term		6 years
Weighted-average discount rate		4.5%

Maturities of operating lease liabilities as of January 31, 2020 were as follows:

Fiscal Year Ending	Total	
	(in millions)	
2021	\$	41
2022		50
2023		34
2024		30
2025		23
Thereafter		57
Total minimum lease payments		235
Less: imputed interest		(29)
Present value of operating lease liabilities	\$	206

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As of January 31, 2020, the Company has rental commitments of \$19 million for facility leases that have not yet commenced. These operating leases are expected to commence in fiscal 2021 and have a weighted-average lease term of approximately 9 years.

Rental expense for facilities and equipment under ASC 840 was \$46 million and \$48 million in fiscal 2019 and 2018, respectively. Future minimum operating lease commitments under ASC 840 at February 1, 2019 were:

Fiscal Year Ending	(in millions)
2020	\$ 55
2021	42
2022	36
2023	19
2024	16
Thereafter	43
Total	\$ 211

Note 15—Business Segment Information:

The Company is organized as a matrix comprised of three customer facing operating segments supported by a solutions and technology group. The three operating segments are responsible for customer relationships, business development and program management, and delivery and execution, while the solutions and technology group organization manages the development of our offerings, solutions and capabilities. Each of the Company's three operating segments is focused on providing the Company's comprehensive technical, engineering and enterprise IT service offerings to one or more agencies of the U.S federal government. The Company's operating segments are aggregated into one reportable segment because they have similar economic characteristics and meet the other aggregation criteria within the accounting standard on segment reporting, including similarities in the nature of the services provided, methods of service delivery, customers served and the regulatory environment in which they operate.

Substantially all of the Company's revenues were generated by, and tangible long-lived assets owned by, entities located in the United States. As such, financial information by geographic location is not presented.

In each of fiscal 2020, 2019, and 2018 over 95% of our total revenues were attributable to prime contracts with the U.S. government or to subcontracts with other contractors engaged in work for the U.S. government.

Note 16—Legal Proceedings and Commitments and Contingencies:

Legal Proceedings

The Company is involved in various claims and lawsuits arising in the normal conduct of its business, none of which the Company's management believes, based on current information, is expected to have a material adverse effect on the Company's financial position, results of operations or cash flows.

AAV Termination for Convenience

On August 27, 2018, the Company received a stop-work order from the United States Marine Corps on the Assault Amphibious Vehicle (AAV) contract and on October 3, 2018 the program was terminated for convenience by the customer.

Beginning in fiscal 2018, the Company entered into contracts with various vendors for long-lead time materials that would be necessary to complete the low-rate initial production (LRIP) phase of the program, including portions of the LRIP phase which had not yet been awarded. As a result of the program termination, the Company recognized an inventory provision for long-lead items during fiscal 2019, see Note 1. The Company is continuing to negotiate with the Marine Corps to recover all costs associated with the termination.

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Scitor Acquisition

On May 4, 2015, the Company completed the acquisition of Scitor, a leading global provider of technical services to the U.S. intelligence community and other U.S. government customers. Purchase consideration paid to acquire Scitor was \$764 million (net of cash acquired), including \$43 million which was deposited to escrow accounts. In August 2015, \$3 million was released from escrow to the sellers after finalizing the working capital adjustment and another \$13 million was released in September 2016 that was held to secure a portion of the sellers' indemnification obligations. During the first quarter of fiscal 2019, the Company received a \$6 million distribution from escrow to settle a claim, which was recognized as a reduction to selling, general, and administrative costs. There is no remaining amount in escrow.

Government Investigations, Audits and Reviews

The Company is routinely subject to investigations and reviews relating to compliance with various laws and regulations with respect, in particular, to its role as a contractor to federal, state and local government customers and in connection with performing services in countries outside of the United States. U.S. government agencies, including the Defense Contract Audit Agency (DCAA), the Defense Contract Management Agency and others, routinely audit and review a contractor's performance on government contracts, indirect rates and pricing practices, and compliance with applicable contracting and procurement laws, regulations and standards. They also review the adequacy of the contractor's compliance with government standards for its business systems. Adverse findings in these investigations, audits, or reviews can lead to criminal, civil or administrative proceedings, and the Company could face disallowance of previously billed costs, penalties, fines, compensatory damages, and suspension or debarment from doing business with governmental agencies. Due to the Company's reliance on government contracts, adverse findings could also have a material impact on the Company's business, including its financial position, results of operations and cash flows.

The indirect cost audits by the DCAA of the Company's business remain open for certain prior years and the current year. Although the Company has recorded contract revenues based on an estimate of costs that the Company believes will be approved on final audit, the Company does not know the outcome of any ongoing or future audits. If future completed audit adjustments exceed the Company's reserves for potential adjustments, the Company's profitability could be materially adversely affected.

The Company has recorded reserves for estimated net amounts to be refunded to customers for potential adjustments for indirect cost audits and compliance with Cost Accounting Standards. As of January 31, 2020, the Company has recorded a total liability of \$54 million, which is presented in other accrued liabilities on the consolidated balance sheets.

Letters of Credit and Surety Bonds

The Company has outstanding obligations relating to letters of credit of \$10 million as of January 31, 2020, principally related to guarantees on insurance policies. The Company also has outstanding obligations relating to surety bonds in the amount of \$18 million, principally related to performance and payment bonds on the Company's contracts.

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Note 17—Selected Quarterly Financial Data (Unaudited):

Selected unaudited financial data for each quarter of the most recent two fiscal years was:

	First Quarter		Second Quarter		Third Quarter		Fourth Quarter
(in millions, except per share amounts)							
Fiscal 2020							
Revenues	\$ 1,615	\$	1,594	\$	1,630	\$	1,540
Operating income	93		95		94		88
Net income	56		57		56		60
Basic EPS	\$ 0.93	\$	0.97	\$	0.95	\$	1.02
Diluted EPS	\$ 0.92	\$	0.96	\$	0.94	\$	1.01
Fiscal 2019							
Revenues	\$ 1,175	\$	1,115	\$	1,177	\$	1,192
Operating income	66		74		73		7
Net income (loss)	49		49		48		(9)
Basic EPS	\$ 1.16	\$	1.15	\$	1.13	\$	(0.20)
Diluted EPS	\$ 1.13	\$	1.13	\$	1.11	\$	(0.20)

Note 18—Subsequent Events:

Agreement to Acquire Unisys Federal

On March 13, 2020, the Company completed the acquisition of Unisys Federal, an operating unit of Unisys Corporation. Unisys Federal provides infrastructure modernization, cloud migration, managed services, and enterprise IT-as-a-service solutions to U.S. federal civilian agencies and the Department of Defense. The Company purchased substantially all of the assets and liabilities of Unisys Federal for an aggregate purchase price of \$1.2 billion, subject to net working capital adjustments. The Company used the net proceeds from its offering of notes (see "Debt Financing" below), borrowings under its credit facility, proceeds from the sale of receivables under its receivable factoring facility, and cash on its balance sheet to finance the acquisition and pay related fees and expenses.

Acquisition-related expenses associated with Unisys Federal were \$2 million for fiscal 2020 and are included in acquisition and integration costs on the consolidated statements of income.

Debt Financing

On March 13, 2020, to finance the acquisition of Unisys Federal, the Company incurred indebtedness of \$400 million of 4.875% Senior Notes due 2028 through a private offering and amended its Third Amended & Restated Credit Agreement to add a new seven-year senior secured \$600 million incremental term loan facility.

Accounts Receivable Facility

On January 21, 2020, the Company entered into a Master Accounts Receivable Purchase Agreement (MARPA Facility) with MUFG Bank, Ltd., for the sale of certain designated eligible receivables with the U.S. government. The MARPA Facility has an initial term of one year. Under the MARPA Facility, the Company can sell eligible receivables, up to a maximum amount of \$300 million. In February 2020, the Company sold certain of our receivables for aggregate proceeds of approximately \$200 million.

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EXHIBIT INDEX

Exhibit Number	Description of Exhibit
<u>2.1</u>	<u>Distribution Agreement dated September 25, 2013, between the Company (formerly SAIC Gemini, Inc.) and Leidos Holdings, Inc. (formerly SAIC, Inc.). Incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K as filed with the SEC on October 1, 2013.</u>
<u>2.2</u>	<u>Agreement and Plan of Merger, dated September 9, 2018, by and among Science Applications International Corporation, Inc., a Delaware corporation, Engility, a Delaware corporation, and Raptors Merger Sub, Inc., a Delaware corporation. (Pursuant to Item 601(b)(2) of Regulation S-K, the registrant hereby agrees to supplementally furnish to the Securities and Exchange Commission upon request any omitted schedule or exhibit to the Agreement and Plan of Merger.) Incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K as filed with the SEC on September 10, 2018.</u>
<u>2.3</u>	<u>Asset Purchase Agreement, dated February 5, 2020, by and among Science Applications International Corporation, Inc., a Delaware corporation and Unisys Corporation, a Delaware corporation. Incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K as filed with the SEC on February 6, 2020.</u>
<u>3.1</u>	<u>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 SEC on October 1, 2013.</u>
<u>3.2</u>	<u>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 SEC on June 8, 2017.</u>
<u>4.1</u>	<u>Description of Securities</u>
<u>4.2</u>	<u>Indenture, dated March 13, 2020, by and among Science Applications International Corporation, the guarantors party thereto and U.S. Bank National Association, as trustee. Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on March 16, 2020.</u>
<u>10.1</u>	<u>Third Amended and Restated Credit Agreement by and among SAIC, Citibank, as administrative agent and collateral agent, and certain other agents and lenders party thereto, dated October 31, 2018. Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K as filed with the SEC on November 5, 2018.</u>
<u>10.2</u>	<u>First Amendment to the Third Amended and Restated Credit Agreement by and among SAIC, Citibank, as administrative agent and collateral agent, and certain other agents and lenders party thereto, dated February 19, 2020. Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on February 24, 2020.</u>
<u>10.3</u>	<u>Second Amendment, dated March 13, 2020, to Third Amended and Restated Credit Agreement, dated October 31, 2018 by and among Science Applications International Corporation, Citibank, N.A., as administrative agent and collateral agent, and certain other agents and lenders party thereto. Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on March 16, 2020.</u>
<u>10.4</u>	<u>Second Amendment to the Second Amended and Restated Credit Agreement, dated February 7, 2018 by and among the Company, Citibank N.A. as administrative agent and collateral agent, and certain other lenders and parties thereto. Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K as filed with the SEC on February 9, 2018.</u>
<u>10.5</u>	<u>First Amendment to the Second Amended and Restated Credit Agreement, dated August 23, 2016 by and among the Company, Citibank N.A. as administrative agent and collateral agent, and certain other lenders and parties thereto. Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K as filed with the SEC on August 25, 2016.</u>
<u>10.6</u>	<u>Second Amended and Restated Credit Agreement, dated May 4, 2015 by and among the Company, Citibank N.A. as administrative agent and collateral agent, and Bank of America, N.A., as a syndication agent, and certain other lenders and parties thereto. Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K as filed with the SEC on May 4, 2015.</u>

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
EXHIBIT INDEX

Exhibit Number	Description of Exhibit
<u>10.7</u>	<u>Master Accounts Receivable Purchase Agreement, dated January 21, 2020, among Science Applications International Corporation, Engility Services, LLC, and MUFG Bank, Ltd. Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K as filed with the SEC on February 12, 2020.</u>
<u>10.8</u>	<u>Performance Undertaking, January 21, 2020, made by Science Applications International Corporation in favor of MUFG Bank, Ltd. Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K as filed with the SEC on February 12, 2020.</u>
<u>10.9</u>	<u>Amendment No.1 to Master Accounts Receivable Purchase Agreement, dated March 17, 2020, among Science Applications International Corporation, Engility Services, LLC, and MUFG Bank, Ltd. Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K as filed with the SEC on March 26, 2020.</u>
<u>10.10*</u>	<u>Science Applications International Corporation Management Stock Compensation Plan, effective September 27, 2013. Incorporated by reference to Exhibit 4.4 to the Company's Registration Statement on Form S-8 as filed with the SEC on September 27, 2013.</u>
<u>10.11*</u>	<u>Science Applications International Corporation Key Executive Stock Deferral Plan, effective September 27, 2013. Incorporated by reference to Exhibit 4.5 to the Company's Registration Statement on Form S-8 as filed with the SEC on September 27, 2013.</u>
<u>10.12*</u>	<u>Science Applications International Corporation 2013 Employee Stock Purchase Plan, effective October 1, 2013. Incorporated by reference to Exhibit 4.7 to the Company's Registration Statement on Form S-8 as filed with the SEC on September 27, 2013.</u>
<u>10.13*</u>	<u>Science Applications International Corporation 401(k) Excess Deferral Plan, effective September 27, 2013. Incorporated by reference to Exhibit 4.8 to the Company's Registration Statement on Form S-8 as filed with the SEC on September 27, 2013.</u>
<u>10.14*</u>	<u>Science Applications International Corporation Retirement Plan, effective September 27, 2013. Incorporated by reference to Exhibit 4.9 to the Company's Registration Statement on Form S-8 as filed with the SEC on September 27, 2013.</u>
<u>10.15*</u>	<u>Science Applications International Corporation Amended and Restated 2013 Equity Incentive Plan, effective June 4, 2014. Incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A as filed with the SEC on April 24, 2014.</u>
<u>10.16*</u>	<u>Form of Restricted Stock Unit Award Agreement (Management) of the Science Applications International Corporation 2013 Equity Incentive Plan. Incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q as filed with the SEC on December 13, 2013.</u>
<u>10.17*</u>	<u>Form of Restricted Stock Unit Award Agreement of the Science Applications International Corporation 2013 Equity Incentive Plan. Incorporated by reference to Exhibit 10.12 to the Company's Annual Report on Form 10-K as filed with the SEC on April 9, 2014.</u>
<u>10.18*</u>	<u>Form of Nonstatutory Stock Option Agreement of the Science Applications International Corporation 2013 Equity Incentive Plan. Incorporated by reference to Exhibit 10.14 to the Company's Annual Report on Form 10-K as filed with the SEC on April 9, 2014.</u>
<u>10.19*</u>	<u>Form of Performance Share Award Agreement of the Science Applications International Corporation 2013 Equity Incentive Plan. Incorporated by reference to Exhibit 10.15 to the Company's Annual Report on Form 10-K as filed with the SEC on April 9, 2014.</u>
<u>10.20*</u>	<u>Deferred Compensation Plan, effective January 1, 2015. Incorporated by reference to Exhibit 10.17 of the Company's Annual Report on Form 10-K as filed with the SEC on March 31, 2015.</u>
<u>10.21*</u>	<u>SAIC Executive Severance and Change of Control Policy, effective August 1, 2019. Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K as filed with the SEC on June 7, 2019.</u>

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
EXHIBIT INDEX

Exhibit Number	Description of Exhibit
<u>10.22</u>	<u>Master Transition Services Agreement dated September 25, 2013, between the Company (formerly SAIC Gemini, Inc.) and Leidos Holdings, Inc. (formerly SAIC, Inc.). Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K as filed with the SEC on October 1, 2013.</u>
<u>10.23*</u>	<u>Science Applications International Corporation Third Amended and Restated 2012 Long Term Performance Plan. Incorporated by reference to Exhibit 10.19 to the Company's Annual Report on Form 10-K as filed with the SEC on March 29, 2019.</u>
<u>10.24</u>	<u>Master Transitional Contracting Agreement between the Company (formerly SAIC Gemini, Inc.) and Leidos Holdings, Inc. (formerly SAIC, Inc.) dated September 25, 2013. Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q as filed with the SEC on December 13, 2013.</u>
<u>10.25*</u>	<u>Form of Performance Unit Award Agreement of the Science Applications International Corporation 2012 Long Term Performance Plan. Incorporated by reference to Exhibit 10.21 to the Company's Annual Report on Form 10-K as filed with the SEC on March 29, 2019.</u>
<u>10.26*</u>	<u>Form of Restricted Stock Unit Agreement of the Science Applications International Corporation 2012 Long Term Performance Plan. Incorporated by reference to Exhibit 10.22 to the Company's Annual Report on Form 10-K as filed with the SEC on March 29, 2019.</u>
<u>21</u>	<u>Subsidiaries of Registrant.</u>
<u>23.1</u>	<u>Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.</u>
<u>23.2</u>	<u>Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.</u>
<u>31.1</u>	<u>Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
<u>31.2</u>	<u>Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
<u>32.1</u>	<u>Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
<u>32.2</u>	<u>Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
101	Interactive Data File. The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
104	The cover page from this Annual Report on Form 10-K, formatted as Inline XBRL.
* Compensation Plans and Arrangements	

Description of Common Stock

General

Science Applications International Corporation (“SAIC,” “us,” “we,” or “our”) is currently authorized to issue up to 1,000,000,000 shares of common stock, par value \$0.0001 per share and up to 10,000,000 shares of preferred stock, par value \$0.0001 per share. Our common stock is registered under Section 12(b) of the Exchange Act.

The following summary is not complete, and we qualify this description by referring to our amended and restated certificate of incorporation (“certificate of incorporation”) and our amended and restated bylaws (“bylaws”), which are incorporated by reference as exhibits to this Annual Report on Form 10-K, and to the Delaware General Corporation Law (the “DGCL”).

Dividends

Holders of shares of our common stock are entitled to receive dividends when and if declared by our Board out of funds legally available therefor, subject to any statutory or contractual restrictions on the payment of dividends and to any restrictions on the payment of dividends imposed by the terms of any outstanding preferred stock.

Voting Rights

Holders of shares of our common stock are entitled to one vote for each share held of record on all matter submitted to a vote of stockholders. The vote of the holders of a majority of the stock represented at a meeting at which a quorum is present is generally required to take stockholder action, unless a different vote is required by law or specifically required by our certificate of incorporation or bylaws, Delaware law, or the NYSE.

The holders of our preferred stock do not have the right to vote, except as the SAIC Board establishes, or as provided in our certificate of incorporation or as determined by state law.

Our certificate of incorporation does not provide for cumulative voting in the election of directors.

Rights Upon Liquidation

Upon our dissolution or liquidation or the sale of all or substantially all of our assets, after payment in full of all amounts required to be paid to creditors and to the holders of preferred stock having liquidation preferences, if any, the holders of shares of our common stock will be entitled to receive pro rata our remaining assets available for distribution.

Other Rights

Holders of shares of our common stock do not have preemptive, subscription, redemption or conversion rights. All outstanding shares of common stock are fully paid and nonassessable.

Preferred Stock

The holders of our preferred stock do not have the right to vote, except as the SAIC Board establishes, or as provided in the certificate of incorporation or as determined by state law.

The Board of Directors has the authority to determine the terms of each series of preferred stock, within the limits of our certificate of incorporation, our bylaws and the laws of the state of Delaware. These terms include the number of shares in a series, dividend rights, rights in liquidation, terms of redemption, conversion and exchange rights and voting rights, if any.

There are no shares of preferred stock outstanding.

Certain Provisions of Delaware Law, Our Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws Could Delay or Prevent a Change in Control

No Stockholder Action by Written Consent. Our certificate of incorporation expressly excludes the right of our stockholders to act by written consent. Stockholder action must take place at an annual meeting or at a special meeting of our stockholders.

Special Stockholder Meetings. Our certificate of incorporation provides that special meetings of our stockholders may be called by the board of directors, a majority of the board of directors, or a committee designated by the board of directors. A special meeting may also be called or by a single stockholder owning at least 10%, or one or more stockholders owning at least 25%, of the combined voting power of all classes of capital stock entitled to vote on the matter or matters to be brought before the proposed special meeting.

Mergers with Related Persons. Our certificate of incorporation generally requires that mergers and certain other business combinations between us and a related person must be approved by the holders of securities having two-thirds of our outstanding voting power, as well as by the holders of a majority of the voting power of such securities that are not owned by the related person. A “related person” means any holder of 5% or more of our outstanding voting power. Under Delaware law, unless the certificate of incorporation provides otherwise, only a majority of our outstanding voting power is required to approve certain of these transactions, such as mergers and consolidations, while certain other of these transactions would not require stockholder approval.

These requirements of our certificate of incorporation do not apply, however, to a business combination with a related person, if the transaction:

- is approved by our Board of Directors before the related person acquired beneficial ownership of 5% or more of our outstanding voting power; or
- is approved by a majority of the members of our Board of Directors who are not affiliated with the related person and who were directors before the related person became a related person; or
- involves only us and one or more of our subsidiaries and certain other conditions are satisfied.

In addition, any amendment to the certificate of incorporation provisions described above requires (1) the vote of at least 80% in voting power of all of the outstanding shares of our stock entitled to vote and (2) the vote of at least a majority in voting power of the outstanding shares of our stock entitled to vote other than shares of voting stock that are beneficially owned by a related person that directly proposed such amendment.

SAIC has not opted out of Section 203 of the DGCL, which provides that, if a person acquires 15% or more of the outstanding voting stock of a Delaware corporation, thereby becoming an “interested stockholder”, that person may not engage in certain “business combinations” with the corporation, including mergers, purchases and sales of 10% or more of its assets, stock purchases and other transactions pursuant to which the percentage of the corporation’s stock owned by the interested stockholder increases (other than on a pro rata basis) or pursuant to which the interested stockholder receives a financial benefit from the corporation, for a period of three years after becoming an interested stockholder unless one of the following exceptions applies: (i) the SAIC Board approved the acquisition of stock pursuant to which the person became an interested stockholder or the transaction that resulted in the person becoming an interested stockholder prior to the time that the person became an interested stockholder; (ii) upon consummation of the transaction that resulted in the person becoming an interested stockholder such person owned at least 85% of the outstanding voting stock of the corporation, excluding, for purposes of determining the voting stock outstanding, voting stock owned by directors who are also officers and certain employee stock plans; or (iii) the transaction is approved by the SAIC Board and by the affirmative vote of two-thirds of the outstanding voting stock which is not owned by the interested stockholder. An “interested stockholder” also includes the affiliates and associates of a 15% or more owner and any affiliate or associate of the corporation who was the owner of 15% or more of the outstanding voting stock within the three-year period prior to determine whether a person is an interested stockholder.

Supermajority Provisions. Our certificate of incorporation and our bylaws provide that the Board of Directors is expressly authorized to adopt, amend or repeal, in whole or in part, our bylaws without a stockholder vote. No section of the bylaws may be adopted, repealed, altered, amended or rescinded by stockholders except by the vote of the holders of not less than two-thirds of the total voting power of all outstanding shares of voting stock. In addition, any director or the entire Board of Directors may be removed with or without cause by the holders of two-thirds of the total voting power of all outstanding shares.

The DGCL provides generally that the affirmative vote of a majority of the outstanding shares of stock entitled to vote is required to amend a corporation's certificate of incorporation, unless the certificate of incorporation requires a greater percentage. Our certificate of incorporation provides that the following provisions in our certificate of incorporation may be amended only by a vote of at least two-thirds of the voting power of all of the outstanding shares of our stock entitled to vote thereon, voting together as a single class:

- filling vacancies on our Board of Directors and newly created directorships;
- the removal of directors;
- the provisions regarding stockholder action by written consent;
- the provisions regarding calling special meetings of stockholders;
- the provisions requiring that the bylaws be amended only with a two-thirds supermajority vote; and
- the amendment provision requiring that the above provisions be amended only with a two-thirds supermajority vote.

Subsidiaries of Registrant

SAIC International Holdings, Inc.
SAIC Gemini Huntsville, LLC
Odyssey Drive I, Ltd.
Engility Holdings, LLC
Engility Services, LLC
Engility LLC
Forfeiture Support Associates, LLC

**Jurisdiction of Incorporation or
Organization**

Delaware
Delaware
California
Delaware
Delaware
Delaware
Delaware

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following Registration Statements of Science Applications International Corporation:

- (1) Registration Statement (Form S-8 No. 333-191436)
- (2) Registration Statement (Form S-8 No. 333-203222)
- (3) Registration Statement (Form S-8 No. 333-229254)

of our reports dated March 26, 2020, 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 this Annual Report (Form 10-K) of Science Applications International Corporation for the year ended January 31, 2020.

/s/ ERNST & YOUNG LLP

Tysons, Virginia
March 26, 2020

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement Nos. 333-229254, 333-203222 and 333-191436 on Form S-8 of our report dated March 29, 2018, relating to the fiscal 2018 financial statements of Science Applications International Corporation and subsidiaries appearing in this Annual Report on Form 10-K of Science Applications International Corporation for the year ended January 31, 2020.

/s/ DELOITTE & TOUCHE LLP

McLean, VA
March 26, 2020

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Nazzic S. Keene, certify that:

1. I have reviewed this Annual Report on Form 10-K for the period ended January 31, 2020 of Science Applications International Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 26, 2020

/s/ Nazzic S. Keene

Nazzic S. Keene
Chief Executive Officer

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Charles A. Mathis, certify that:

1. I have reviewed this Annual Report on Form 10-K for the period ended January 31, 2020 of Science Applications International Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 26, 2020

/s/ Charles A. Mathis

Charles A. Mathis
Chief Financial Officer

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Science Applications International Corporation (the "Company") on Form 10-K for the period ended January 31, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Nazzic S. Keene, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 26, 2020

/s/ Nazzic S. Keene

Nazzic S. Keene
Chief Executive Officer

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Science Applications International Corporation (the "Company") on Form 10-K for the period ended January 31, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Charles A. Mathis, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 26, 2020

/s/ Charles A. Mathis

Charles A. Mathis
Chief Financial Officer