

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 27, 2019

Science Applications International Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35832
(Commission
File Number)

46-1932921
(IRS Employer
Identification No.)

12010 Sunset Hills Road
Reston, Virginia
(Address of principal executive offices)

20190
(Zip Code)

Registrant's telephone number, including area code: (703) 676-4300

Not Applicable
(Former Name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	SAIC	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. *Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.*

On August 28, 2019, Science Applications International Corporation (the “Company”) announced the transition of Karen A. Wheeler as Executive Vice President, Chief Human Resources Officer of the Company, beginning on October 1, 2019 (the “Transition Date”) through the date of her retirement from the Company on December 1, 2019 (the “Retirement Date”).

In connection with the transition, on August 27, 2019, the Board of Directors of the Company appointed Michelle A. O’Hara, the Company’s current Senior Vice President, Human Resources, to succeed Ms. Wheeler as Executive Vice President, Chief Human Resources Officer of the Company, effective as of the Transition Date.

For the period from the Transition Date through the Retirement Date, Ms. Wheeler will provide certain transition services to the Company. In exchange for such services, Ms. Wheeler will, among other things, (i) be entitled to the continued vesting of certain outstanding equity awards after the Effective Date and (ii) be entitled to certain benefits under the Company’s Executive Severance and Change in Control Policy.

Item 7.01. *Regulation FD Disclosure.*

On August 28, 2019, the Company issued a press release announcing the events discussed in Item 5.02 above, the text of which is furnished as Exhibit 99.1 hereto and incorporated herein by reference. The information contained in this Item 7.01 and Exhibit 99.1 is being furnished, and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under Section 18. Furthermore, the information contained in this Item 7.01 and Exhibit 99.1 shall not be deemed to be incorporated by reference into the Company’s filings under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01. *Financial Statements and Exhibits.*

(d) Exhibits.

Exhibit Number	Description of Exhibit
99.1	Press Release, dated August 28, 2019.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

Date: August 28, 2019

By: /s/ Steven G. Mahon

Steven G. Mahon

Executive Vice President, General Counsel and Corporate Secretary

SAIC NAMES MICHELLE A. O'HARA AS CHIEF HUMAN RESOURCES OFFICER

FOR IMMEDIATE RELEASE

SAIC NAMES MICHELLE A. O'HARA AS CHIEF HUMAN RESOURCES OFFICER

Reston, Va. (August 28, 2019) – Science Applications International Corp. (NYSE: SAIC) today announced its board of directors has appointed Michelle A. O'Hara as the company's chief human resources officer effective October 1, 2019. O'Hara brings more than 20 years of HR leadership experience, and succeeds Karen Wheeler, who is retiring from SAIC. As a member of SAIC's executive leadership team, O'Hara will report directly to CEO Nazzic Keene.

O'Hara, currently the human resources senior vice president, is a HR leader with a proven track record of developing strong teams and delivering business results. In her ten years at SAIC, she has successfully led major functions within the HR organization, including talent strategy, recruiting, benefits, learning and development, inclusion and diversity, payroll, and executive compensation.

"Michelle is an impressive strategic leader for the HR team that is critical in our ability to recruit, retain and develop the best talent in our industry," said SAIC CEO Nazzic Keene. "I want to personally thank Karen for her leadership during the past two years of significant change for the company. Her work with the HR team was pivotal to ensuring the team is well positioned for the future."

Wheeler, a 24-year veteran of SAIC and the company's CHRO since 2017, has announced her retirement from the company. She will remain with SAIC until December 1 to ensure a smooth transition as the company completes the integration of Engility and continues to strengthen its position as the employer of choice in a very competitive job market.

"We are excited to have Michelle in this key leadership role for the company," said Donna Morea, SAIC's chairperson of the board. "She has the complete confidence of the SAIC Board, Nazzic and the leadership team. We look forward to working with her to ensure the continued growth and market leadership of SAIC, fueled by top talent."

O'Hara received her Bachelor of Science degree from The College of William and Mary, and completed the Executive Education – Leadership program from Yale School of Management. She also holds a Strategic HR Business Partner Certification from the Human Capital Institute.

About SAIC

SAIC® is a premier technology integrator solving our nation's most complex modernization and readiness challenges. Our robust portfolio of offerings across the defense, space, civilian, and intelligence markets includes high-end solutions in engineering, IT, and mission solutions. Using our expertise and understanding of existing and emerging technologies, we integrate the best components from our own portfolio and our partner ecosystem to deliver innovative, effective, and efficient solutions.

We are 23,000 strong; driven by mission, united by purpose, and inspired by opportunities. Headquartered in Reston, Virginia, SAIC has pro forma annual revenues of approximately \$6.5 billion. For more information, visit saic.com. For ongoing news, please visit our [newsroom](#).

Forward-Looking Statements

Certain statements in this release contain or are based on “forward-looking” information within the meaning of the Private Securities Litigation Reform Act of 1995. In some cases, you can identify forward-looking statements by words such as “expects,” “intends,” “plans,” “anticipates,” “believes,” “estimates,” “guidance,” and similar words or phrases. Forward-looking statements in this release may include, among others, estimates of future revenues, operating income, earnings, earnings per share, charges, total contract value, backlog, outstanding shares and cash flows, as well as statements about future dividends, share repurchases and other capital deployment plans. Such statements are not guarantees of future performance and involve risk, uncertainties and assumptions, and actual results may differ materially from the guidance and other forward-looking statements made in this release as a result of various factors. Risks, uncertainties and assumptions that could cause or contribute to these material differences include those discussed in the “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Legal Proceedings” sections of our Annual Report on Form 10-K, as updated in any subsequent Quarterly Reports on Form 10-Q and other filings with the SEC, which may be viewed or obtained through the Investor Relations section of our website at saic.com or on the SEC’s website at sec.gov. Due to such risks, uncertainties and assumptions you are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date hereof. SAIC expressly disclaims any duty to update any forward-looking statement provided in this release to reflect subsequent events, actual results or changes in SAIC’s expectations. SAIC also disclaims any duty to comment upon or correct information that may be contained in reports published by investment analysts or others.

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