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

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): March 7, 2019**

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**Science Applications International Corporation**

(Exact name of registrant as specified in its charter)

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**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.)

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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))

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.

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

On March 11, 2019, Science Applications International Corporation (the “**Company**”) announced the retirement of Anthony J. Moraco as Chief Executive Officer of the Company, effective as of July 31, 2019 (the “**Effective Date**”). Mr. Moraco has also resigned from the Board of Directors of the Company (the “**Board**”), effective on the Effective Date.

In connection with his retirement, Mr. Moraco will provide certain transition services to the Company through the Effective Date. In exchange for such services, among other things, (i) Mr. Moraco’s base salary will increase to \$1,060,000, (ii) Mr. Moraco will receive a short-term cash bonus of \$700,000 to be paid within thirty (30) days following the Effective Date, (iii) the Company will pay certain of Mr. Moraco’s premium costs relating to the continuation of his group health insurance coverage through the eighteen (18) month period following the Effective Date, and (iv) Mr. Moraco will achieve special retirement status for the continued vesting of certain outstanding equity awards after the Effective Date.

On March 7, 2019, Nazzic S. Keene, the Company’s current Chief Operating Officer, was appointed to succeed Mr. Moraco as Chief Executive Officer of the Company effective as of the Effective Date and as a member of the Board for an initial term beginning on the Effective Date and expiring at the Company’s annual meeting of stockholders for its fiscal year ending January 31, 2020 (“fiscal 2020”).

Ms. Keene, 58, joined the Company in August 2012 as its Senior Vice President for Corporate Strategy and Planning prior to the Company’s spin-off in 2013. Ms. Keene served as the Company’s Sector President, Global Markets & Missions, from September 2013 until June 2017, when she was appointed as the Company’s Chief Operating Officer. Before joining the Company, Ms. Keene was the senior vice president and general manager for U.S. Enterprise Markets at CGI Group Inc., a global information technology consulting, systems integration, outsourcing, and solutions company listed on the New York Stock Exchange, from 2004 to 2012.

In connection with her appointment as Chief Executive Officer of the Company, Ms. Keene’s annual compensation as an executive officer of the Company for fiscal 2020 will be adjusted as follows: (i) an annual base salary of \$1,000,000 effective as of April 1, 2019, (ii) a short-term incentive cash bonus target equal to 125% of her base salary, and (iii) \$3,800,000 of long-term incentive awards in the form of performance shares, stock options and restricted stock units under the Company’s executive compensation plan. As an executive officer of the Company, Ms. Keene will also continue to be entitled to participate in the Company’s Deferred Compensation Plan. As an employee director, Ms. Keene will not serve on any committees of the Board and will not receive any additional compensation for her service as a member of the Board.

There are no family relationships between Ms. Keene and any other executive officer or director of the Company that require disclosure under Item 401(d) of Regulation S-K. There are no transactions between Ms. Keene or any member of her immediate family and the Company that require disclosure under Item 404(a) of Regulation S-K.

**Item 7.01. Regulation FD Disclosure.**

On March 11, 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.

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**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 [Press Release, dated March 11, 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: March 11, 2019

By: /s/ Steven G. Mahon

Steven G. Mahon

Executive Vice President, General Counsel and Corporate Secretary



## SAIC ANNOUNCES CEO TRANSITION

### *Tony Moraco to Retire as SAIC'S Chief Executive Officer, Board of Directors Elects Nazzic S. Keene as Successor*

Monday, March 11, 2019 4:45 pm EDT

RESTON, Va. – **(BUSINESS WIRE)** – Science Applications International Corp. (NYSE: SAIC) announced today that Tony Moraco will retire as chief executive officer effective July 31, 2019, and that its Board of Directors has elected Nazzic S. Keene, currently the corporation's chief operating officer, to succeed him.

"I am extremely proud of how SAIC has evolved as a leading technology integrator with strong financial performance, led by an excellent leadership team, and I'm very confident that SAIC will deliver sustained profitable growth into the future," said Moraco. "I am also excited that Nazzic will become our company's next CEO. She has an exceptional track-record leading the company's operations, building great teams, and growing business, most recently as the lead architect of the highly-successful Engility merger and integration. Nazzic is the best person to take the helm, accelerate SAIC's mission-focused strategy, and continue to deliver outstanding value for our customers, employees, and shareholders."

"I am humbled and honored by Tony's and the Board's confidence to lead this great company. With first-hand knowledge of SAIC's newly-strengthened scale and breadth of capabilities and our mission-driven Ingenuity 2025 strategy, I am excited about the opportunities for even greater success that are ready to be realized," said Keene. "Working with SAIC's incredible leadership team and deep bench of exceptional talent, we are well-positioned to lead the way in integrated technology solutions, own the markets we choose to serve, and make a meaningful difference for all who depend on us."

In announcing the transition, SAIC Board Chair Donna Morea said, "Because of the importance the Board of Directors places on succession planning and seamless leadership transitions, we are appreciative that Tony chose and groomed a highly-respected, highly-qualified successor. Nazzic has a deep understanding and proven mastery of how technology can be applied to further the critical missions of our government and a clear strategic vision for SAIC's growth and future success."

Morea continued, "SAIC, its customers, and its shareholders have benefited greatly from Tony's leadership, which transformed SAIC from a spin-off to a market leader named by FORTUNE Magazine as one of the World's Most Admired Companies and positioned the company to be *the* leading provider of integrated technology solutions. The Board looks forward to working with Nazzic to build on Tony's legacy of success and take the company to still greater heights."

Keene, a widely-respected IT industry leader with more than three decades of diversified experience in the information systems and technology services industries, joined SAIC in 2012. Since that time, she has risen through the company's ranks to lead its daily operations as its chief operating officer and to oversee the merger and integration of Engility, which became a wholly-owned subsidiary of SAIC on Jan. 14, 2019.

Previously Keene was president of the company's Global Markets & Mission sector and senior vice president for Corporate Strategy and Planning, where she played an instrumental role in the spin-off of SAIC in 2013.



## **About SAIC**

SAIC is a premier technology integrator solving our nation's most complex modernization and readiness challenges across the defense, space, federal civilian, and intelligence markets. Our robust portfolio of offerings includes high-end solutions in systems engineering and integration; enterprise IT, including cloud services; cyber; software; advanced analytics and simulation; and training. With an intimate understanding of our customers' challenges and deep expertise in existing and emerging technologies, we integrate the best components from our own portfolio and our partner ecosystem to rapidly deliver innovative, effective, and efficient solutions.

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

*Certain statements in this announcement constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements involve risks and uncertainties and a number of factors could cause our actual results, performance, achievements, or industry results to be very different from the results, performance, or achievements expressed or implied by such forward-looking statements. Some of these factors include, but are not limited to, the risk factors set forth in SAIC's Annual Report on Form 10-K and other such filings that SAIC makes with the SEC from time to time, which may be viewed or obtained through the Investor Relations section of our web site at [www.saic.com](http://www.saic.com). Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date hereof.*

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