
**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): June 3, 2020

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, VA 20190
(Address of Principal Executive Offices) (Zip Code)
(703) 676-4300

Registrant's telephone number, including area code
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:

| <u>Title of each class</u> | <u>Trading Symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|---|--------------------------|--|
| Common Stock, par value \$.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 5.07. Submission of Matters to a Vote of Security Holders.

Science Applications International Corporation (the “Company”) held its virtual annual meeting of stockholders on June 3, 2020 (the “Annual Meeting”). The holders of 49,536,513 shares of common stock of the Company, or approximately 86% of the outstanding shares entitled to vote as of the record date for the Annual Meeting, were represented at the Annual Meeting in person or by proxy. The final voting results on each of the matters presented to stockholders for a vote is set forth below.

- The nominees to the Board of Directors of the Company (the “Board”) were elected, each for a one-year term, based upon the following votes:

| Director Nominee | Number of Votes | | | |
|------------------------|-----------------|---------|---------|------------------|
| | For | Against | Abstain | Broker Non-Votes |
| Robert A. Bedingfield | 42,173,846 | 424,719 | 169,011 | 6,768,937 |
| Carol A. Goode | 42,366,081 | 242,061 | 159,434 | 6,768,937 |
| John J. Hamre | 41,830,949 | 771,114 | 165,513 | 6,768,937 |
| Yvette M. Kanouff | 42,436,848 | 166,116 | 164,612 | 6,768,937 |
| Nazzic S. Keene | 42,436,731 | 193,713 | 137,132 | 6,768,937 |
| David M. Kerko | 42,157,664 | 433,192 | 176,720 | 6,768,937 |
| Timothy J. Mayopoulos | 41,763,648 | 836,116 | 167,812 | 6,768,937 |
| Katharina G. McFarland | 41,844,975 | 765,834 | 156,767 | 6,768,937 |
| Donna S. Morea | 41,714,390 | 891,732 | 161,454 | 6,768,937 |
| Steven R. Shane | 42,086,311 | 514,914 | 166,351 | 6,768,937 |

- The proposal to approve, on a non-binding, advisory basis, the compensation of the named executive officers of the Company as disclosed in the Company’s proxy statement (“Say-on-Pay”) was approved based upon the following votes:

| Number of Votes | | | |
|-----------------|-----------|---------|------------------|
| For | Against | Abstain | Broker Non-Votes |
| 41,323,497 | 1,128,185 | 315,894 | 6,768,937 |

- The proposal to approve, on a non-binding, advisory basis, the frequency of future Say-on-Pay votes was approved based upon the following votes:

| Number of Votes | | | | |
|-----------------|---------------------|-----------------------|---------|------------------|
| For Every Year | For Every Two Years | For Every Three Years | Abstain | Broker Non-Votes |
| 40,941,076 | 158,723 | 1,468,685 | 199,092 | 6,768,937 |

Based on these results, the Board has determined to include a stockholder vote on Say-on-Pay in its proxy materials on an annual basis.

- The proposal to ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending January 29, 2021 was approved based upon the following votes:

| Number of Votes | | |
|-----------------|---------|---------|
| For | Against | Abstain |
| 49,234,557 | 241,596 | 60,360 |

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

| Exhibit Number | Description of Exhibit |
|---------------------------|--|
| 101 | Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document |
| 104 | The cover page from this Current Report on Form 8-K, formatted as Inline XBRL |

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.

Date: June 8, 2020

Science Applications International Corporation

By: _____ /s/ Steven G. Mahon
Steven G. Mahon
Executive Vice President, General Counsel and Corporate Secretary