

Leidos Holdings, Inc.  
Form 15-12B  
September 29, 2016

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

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION**  
**UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Commission File Number: 001-33072**

**Leidos Holdings, Inc.**

**(Exact name of registrant as specified in its charter)**

**11951 Freedom Drive, Reston, Virginia 20190**

**(571) 526-6000**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**4.450% Notes Due 2020**

**5.950% Notes Due 2040**

**(Title of each class of securities covered by this Form)**

**Common Stock, par value \$.0001 per share**

**(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)**

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)

Rule 12g-4(a)(2)

Rule 12h-3(b)(1)(i)

Rule 12h-3(b)(1)(ii)

Rule 15d-6

Rule 15d-22(b)

Approximate number of holders of record as of the certification or notice date: 58 holders of the 4.450% Notes Due 2020 and 37 holders of the 5.950% Notes Due 2040

Pursuant to the requirements of the Securities Exchange Act of 1934 Leidos Holdings, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: September 29, 2016

LEIDOS HOLDINGS, INC.

By: /s/ Raymond L. Veldman

Name: Raymond L. Veldman

Title: Deputy General Counsel and Secretary