

Leidos Holdings, Inc.  
Form 425  
February 03, 2016

**Filed by Leidos Holdings, Inc.**

**Pursuant to Rule 425 under the Securities Act of 1933, as amended**

**and deemed filed pursuant to Rule 14a-12**

**under the Securities Exchange Act of 1934, as amended**

**Subject Company: Leidos Holdings, Inc.**

**(Commission File No. 001-33072)**

**February 3, 2016**

To: A Valued Customer  
From: Roger A. Krone

Chairman and Chief Executive Officer

Earlier this month we announced our definitive agreement to combine Lockheed Martin's Information Systems & Global Solutions (IS&GS) business with Leidos in a Reverse Morris Trust transaction. This change is expected to add large, complex IT system implementation and operation experience, as well as additional federal and international IT solutions and services work to the Leidos portfolio, allowing us to continue our mission of offering value-added services and cost-effective solutions to you, our valued customer.

As the complexity of today's missions continue to evolve so must our ability to adapt to these changing needs. By combining two technically focused, complementary businesses, we are able to offer increased scale to better serve you.

We will continue to operate as two separate businesses until the transaction is closed. The closing is anticipated to occur in the second half of 2016. During this transition, our commitment to you and delivering outstanding performance remains unchanged and is our highest priority.

The purpose of this letter is simply to inform you of the upcoming merger. As we move forward, we will continue to update you on our progress as well as any changes which may impact your contract(s).

I look forward to continuing to serve as Chairman and CEO of Leidos, leading an even greater, diversified team of highly skilled professionals.

On behalf of myself and the entire leadership team, thank you for continuing to allow us to deliver for you. Should you have any questions, please do not hesitate to ask.

11951 Freedom Drive / Reston, VA / 20190

**[leidos.com/transform](https://leidos.com/transform)**

**Cautionary Statement Regarding Forward Looking Statements**

The forward looking statements contained in this document involve risks and uncertainties that may affect Leidos Holdings, Inc. s (Leidos ) operations, markets, products, services, prices and other factors as discussed in filings with the Securities and Exchange Commission (the SEC ). These risks and uncertainties include, but are not limited to, economic, competitive, legal, governmental and technological factors. Accordingly, there is no assurance that the expectations of Leidos will be realized. This document also contains statements about the proposed business combination transaction between Leidos and Lockheed Martin Corporation ( Lockheed Martin ), in which Lockheed Martin will separate a substantial portion of its government information technology infrastructure services business and its technical services business, which have been realigned in the Information Systems & Global Solutions (IS&GS) business segment, and combine this business with Leidos in a Reverse Morris Trust transaction (the Transaction ). Many factors could cause actual results to differ materially from these forward-looking statements with respect to the Transaction, including risks relating to the completion of the transaction on anticipated terms and timi