Leidos Holdings, Inc.
Form DEFA14A
March 27, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

Leidos Holdings, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.
Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction applies:

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4. Proposed maximum aggregate value of transaction:

5. Total fee paid:

Fee paid previously with preliminary materials.
Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid:

2. Form, Schedule or Registration Statement No.:

3. Filing Party:

4. Date Filed:

*** Exercise Your *Right* to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the

Stockholder Meeting to Be Held on May 11, 2018.

LEIDOS HOLDINGS, INC.

<u>Meeting Information</u>

Meeting Type: Annual Meeting

For holders as of: March 12, 2018

Date: May 11, 2018   **Time:**   9:00 AM Local Time

Location: 11951 Freedom Drive

Reston, Virginia 20190

ATTN: STOCK PROGRAMS

11955 FREEDOM DRIVE

M/S: FS2-15-1

RESTON, VA 20190

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at *www.proxyvote.com*, scan the QR Barcode on the reverse side, or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:
LEIDOS ANNUAL REPORT ON FORM 10-K AND THE PROXY MATERIALS FOR THE ANNUAL
MEETING

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and
visit: *www.proxyvote.com,* or scan the QR Barcode below.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO
charge for requesting a copy. Please choose one of the following methods to make your request:

1) *BY INTERNET*:   www.proxyvote.com

2) *BY TELEPHONE*:   1-800-579-1639

3) *BY E-MAIL**:   sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the
box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your
investment advisor. Please make the request as instructed above on or before April 27, 2018 to facilitate
timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: Go to *www.proxyvote.com* or from a smartphone, scan the QR Barcode above. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

VOTE CONFIRMATION

You may confirm that your instructions were received and included in the final tabulation to be issued at the Annual Meeting on May 11, 2018   via the ProxyVote Confirmation link at *www.proxyvote.com* by using the information that is printed in the box marked by the arrow (located on the following page). Vote Confirmation is available 24 hours after your vote is received beginning April 26, 2018, with the final vote tabulation remaining available through July 11, 2018.

Voting Items

VOTE ON DIRECTORS - The Board of Directors

recommends a vote FOR each of the nominees

listed below.

1. **Nominees:**

   1a. Gregory R. Dahlberg

   1b. David G. Fubini

   1c. Miriam E. John

   1d. Frank Kendall III

   1e. Harry M.J. Kraemer, Jr.

   1f. Roger A. Krone

   1g. Gary S. May

   1h. Surya N. Mohapatra

   1i. Lawrence C. Nussdorf

   1j. Robert S. Shapard

   1k. Susan M. Stalnecker

   1l. Noel B. Williams

VOTE ON PROPOSAL 2 - The Board of Directors recommends a vote FOR proposal 2.

2.   Approve, by an advisory vote, executive compensation.

VOTE ON PROPOSAL 3 - The Board of Directors recommends a vote FOR proposal 3.

3.   The ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 28, 2018.