

Leidos Holdings, Inc.  
Form 4  
October 01, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Shea K Stuart

(Last) (First) (Middle)  
11951 FREEDOM DRIVE  
(Street)

RESTON, VA 20190

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Leidos Holdings, Inc. [LDOS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/27/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President and COO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount or (D) Price					
Common Stock	09/27/2013		A		1,931 <u>(1)</u>	A	\$ 0	35,209.1017 <u>(2) (3)</u>	D	
Common Stock	09/27/2013		A		14,165 <u>(4)</u>	A	\$ 0	49,374.1017	D	
Common Stock	09/27/2013		A		215 <u>(1)</u>	A	\$ 0	10,366.5344 <u>(2)</u>	I	By Key Executive Stock Deferral Plan
Common Stock	09/27/2013		A		1,574 <u>(4)</u>	A	\$ 0	11,940.5344	I	By Key Executive

Common Stock	3,333 <sup>(5)</sup>	I	Stock Deferral Plan By Retirement Plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shea K Stuart 11951 FREEDOM DRIVE RESTON, VA 20190			President and COO	

## Signatures

/s/ Raymond L. Veldman, Attorney-in-Fact	10/01/2013
**Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

## Edgar Filing: Leidos Holdings, Inc. - Form 4

- (1) Represents restricted share units, which vest on January 31, 2014.
- (2) Reflects (i) adjustments to outstanding equity awards related to the spin-off of Science Applications International Corporation by Leidos Holdings, Inc. and (ii) the 1-for-4 reverse stock split of common stock of Leidos Holdings, Inc. on September 27, 2013.
- (3) Includes all shares of common stock of Leidos Holdings, Inc. held in the Employee Stock Purchase Plan as of August 5, 2013.
- (4) Represents restricted share units and dividend equivalent rights, which vest on January 31, 2015.
- (5) As of September 30, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.