

SCIENCE APPLICATIONS INTERNATIONAL CORP

Form 8-K

July 18, 2012

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): July 17, 2012

Commission

File Number

001-33072

**Exact Name of Registrant as Specified in its Charter,
Address of Principal Executive Offices and Telephone Number**

SAIC, Inc.

1710 SAIC Drive, McLean, Virginia 22102
(703) 676-4300

**State of
Incorporation I.R.S. Employer
Identification No**

Delaware 20-3562868

000-12771

Science Applications International Corporation

1710 SAIC Drive, McLean, Virginia 22102
(703) 676-4300

Delaware 95-3630868

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N/A

(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))

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Item 8.01 Other Events.

On July 17, 2012, we issued a press release announcing that Science Applications International Corporation (SAIC) has entered into a definitive agreement to acquire maxIT Healthcare Holdings, Inc., a leading healthcare information technology consulting firm based in Westfield, Indiana. The acquisition is expected to close in August 2012, subject to customary closing conditions, including expiration or early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act. At closing, SAIC will pay approximately \$473 million, subject to adjustment, from cash on hand to acquire maxIT Healthcare. In addition, SAIC expects to pay up to \$20 million to maxIT Healthcare shareholders after receipt of certain tax refunds following closing. The press release announcing the signing of the definitive agreement to acquire maxIT Healthcare is furnished as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits*

Exhibit 99.1 Press Release dated July 17, 2012.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, each Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

(Registrant)

SAIC, INC.

Date: July 17, 2012

By: /s/ Vincent A. Maffeo
Vincent A. Maffeo
Its: Executive Vice President and

General Counsel

(Registrant)

SCIENCE APPLICATIONS INTERNATIONAL
CORPORATION

Date: July 17, 2012

By: /s/ Vincent A. Maffeo
Vincent A. Maffeo
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