

Science Applications International Corp

Form 4

October 01, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KEENE NAZZIC S

2. Issuer Name **and** Ticker or Trading
Symbol
**Science Applications International
Corp [SAIC]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1710 SAIC DRIVE

(Street)

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

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Sector President

MCLEAN, VA 22102

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

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

(City) (State) (Zip)

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)
Common Stock	09/27/2013		A ⁽¹⁾	V Amount <u>6,390.7006</u> ⁽²⁾	(A) or (D) Price A \$ 0 <u>6,725.7006</u> ⁽³⁾	D	
Common Stock	09/27/2013		A ⁽¹⁾	V Amount <u>5,091</u> ⁽⁴⁾	A \$ 0 <u>11,816.7006</u>	D	
Common Stock	09/27/2013		A ⁽¹⁾	V Amount <u>8,046</u> ⁽⁵⁾	A \$ 0 <u>19,862.7006</u>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

number.

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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 26.0272	09/27/2013		A ⁽¹⁾		56,981	⁽⁶⁾ 09/13/2019	Common Stock 56,981
Stock Option (Right to Buy)	\$ 27.8128	09/27/2013		A ⁽¹⁾		66,921	⁽⁷⁾ 04/04/2020	Common Stock 66,921

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KEENE NAZZIC S 1710 SAIC DRIVE MCLEAN, VA 22102	Sector President

Signatures

/s/ N. Walker,
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).
- (1) Represents equity awards granted by Leidos Holdings, Inc. (formerly SAIC, Inc.) that have been converted into equity awards of Science Applications International Corporation (the "Issuer") in connection with the spin-off of the Issuer from Leidos Holdings, Inc.
- (2) Restricted stock units and dividend equivalent units, which vest according to the following schedule: 25% on each of September 14, 2014 and September 14, 2015 and 50% on September 14, 2016.
- (3) Includes common stock of the Issuer received with respect to shares of common stock of Leidos Holdings, Inc. held prior to the spin-off of the Issuer from Leidos Holdings, Inc.

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- (4) Performance share program award and related dividend equivalent units, which vest on January 31, 2015.
- (5) Restricted stock units and dividend equivalent units, which vest on January 31, 2015.
- (6) An option which vests according to the following schedule: 20% on each of September 14, 2013, September 14, 2014 and September 14, 2015 and 40% on September 14, 2016.
- (7) An option which vests according to the following schedule: 20% on each of April 5, 2014, April 5, 2015 and April 5, 2016 and 40% on April 5, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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