

Science Applications International Corp
Form 8-K
June 10, 2014

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): June 4, 2014

SCIENCE APPLICATIONS
INTERNATIONAL CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other Jurisdiction
of Incorporation)

001-35832
(Commission
File Number)

46-1932921
(IRS Employer
Identification No.)

1710 SAIC Drive, McLean, Virginia
(Address of Principal Executive Offices)

22102
(Zip Code)

Registrant's telephone number, including area code: (703) 676-4300

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))

FORM 8-K
Item 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders of Science Applications International Corporation (SAIC) was held on June 4, 2014. The final voting results on each of the matters presented to stockholders for a vote is set forth below.

1. The nominees for election to the Board of Directors were elected, each for a one-year term, based upon the following votes:

| Director Nominee | Number of Votes | | | Broker Non-Votes |
|--------------------------|------------------------|----------------|----------------|-------------------------|
| | For | Against | Abstain | |
| Robert A. Bedingfield | 32,133,458 | 632,310 | 435,009 | 4,985,047 |
| Jere A. Drummond | 31,790,434 | 990,890 | 419,453 | 4,985,047 |
| Thomas F. Frist III | 31,953,438 | 834,570 | 412,769 | 4,985,047 |
| John J. Hamre | 32,070,353 | 755,027 | 375,397 | 4,985,047 |
| Anthony J. Moraco | 32,206,044 | 632,393 | 362,340 | 4,985,047 |
| Donna S. Morea | 32,112,788 | 690,000 | 397,989 | 4,985,047 |
| Edward J. Sanderson, Jr. | 32,054,009 | 703,267 | 443,501 | 4,985,047 |
| Steven R. Shane | 31,877,363 | 902,691 | 420,723 | 4,985,047 |

2. The proposal to approve our Amended and Restated 2013 Equity Incentive Plan was approved based upon the following votes:

| | |
|--------------------|------------|
| Votes for approval | 27,519,473 |
| Votes against | 5,109,657 |
| Abstentions | 571,647 |
| Broker non-votes | 4,985,047 |

3. The proposal to approve, on a non-binding, advisory basis, the compensation of our named executive officers as disclosed in our proxy statement was approved based upon the following votes:

| | |
|--------------------|------------|
| Votes for approval | 30,302,195 |
| Votes against | 2,237,567 |
| Abstentions | 661,015 |
| Broker non-votes | 4,985,047 |

4. The proposal to approve, on a non-binding, advisory basis, the frequency of future advisory votes on executive compensation was approved based upon the following votes:

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| | |
|-------------------------|------------|
| Votes for Every Year | 29,321,417 |
| Votes for Every 2 Years | 297,072 |
| Votes for Every 3 Years | 3,025,250 |
| Abstentions | 557,038 |
| Broker non-votes | 4,985,047 |

5. The proposal to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2015 was approved based upon the following votes:

| | |
|--------------------|------------|
| Votes for approval | 37,432,354 |
| Votes against | 461,654 |
| Abstentions | 291,816 |
| Broker non-votes | 0 |

SIGNATURES

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

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

By: /s/ Mark D. Schultz
Mark D. Schultz

Executive Vice President and General Counsel

Dated: June 9, 2014