

Leidos Holdings, Inc.  
Form 8-K  
October 29, 2018

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

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): October 29, 2018  
LEIDOS HOLDINGS, INC.  
(Exact name of registrant as specified in its charter)

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Delaware                      001-33072      20-3562868  
(State or other Jurisdiction (Commission (IRS Employer  
of Incorporation)              File Number) Identification Nos.)

11951 Freedom Drive, Reston, Virginia      20190  
(Address of Principal Executive Offices) (Zip Code)  
Registrants' telephone number, including area code: (571) 526-6000  
N/A  
(Former names or former addresses if changed since last report.)

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 7.01 Regulation FD Disclosure.

On October 29, 2018, Leidos Holdings, Inc. (the “Company”) entered into an accelerated share repurchase agreement with Citibank N.A. to repurchase \$250 million of the Company’s common stock. Approximately 80% of the shares to be repurchased under the transaction will be received by the Company on or about October 31, 2018. This agreement was entered into pursuant to the Company’s previously announced share repurchase authorization.

The press release relating to the accelerated share repurchase agreement is furnished as an exhibit to this Form 8 K.

Item 9.01 Financial Statements and Exhibits.

Exhibit 99.1 Press Release of Leidos Holdings, Inc. dated October 29, 2018

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**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.

Dated: October 29, 2018    LEIDOS HOLDINGS, INC.

By: /s/ Raymond L. Veldman  
Raymond L. Veldman  
Senior Vice President and Deputy General Counsel