

LOCKHEED MARTIN CORP
Form SC TO-I/A
August 12, 2016

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

SCHEDULE TO/A
(Amendment No. 2)
(Rule 14d-100)
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

LOCKHEED MARTIN CORPORATION
(Name of Subject Company (Issuer) and Filing Person (Offeror))

Common Stock
(Title of Class of Securities)

539830109
(CUSIP Number of Class of Securities)

Marian S. Block
Vice President and Associate General Counsel

Lockheed Martin Corporation
6801 Rockledge Drive

Bethesda, Maryland

(301) 897-6000

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

Stephen M. Piper	Glenn C. Campbell	Robert B. Pincus
Vice President and Associate	Hogan Lovells US LLP	Skadden, Arps, Slate, Meagher &
General Counsel	100 International Dr., Suite 2000	Flom LLP
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6801 Rockledge Drive	(410) 659-2700	920 N. King Street
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CALCULATION OF FILING FEE

Transaction Valuation
\$3,917,208,926.20 (1)

Amount of Filing Fee
\$394,462.94 (2)

- (1) Estimated solely for calculating the filing fee, based on the average of the high and low prices of shares of common stock of Leidos Holdings, Inc. (as reported on the New York Stock Exchange on April 11, 2016) into which shares of common stock of Abacus Innovations Corporation being offered in exchange for shares of common stock of Lockheed Martin Corporation will be converted, and paid in connection with the Registration Statement on Form S-4 of Leidos Holdings Inc., which was filed on April 18, 2016 (Registration No. 333-210796) (the Leidos Form S-4), calculated as set forth therein, relating to the transactions described in this Schedule TO.
- (2) The amount of the filing fee has been calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, in connection with the Leidos Form S-4, as set forth therein.

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Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$394,462.94
Form or Registration No.: Form S-4 (No. 333-210796)

Filing Party: Leidos Holdings, Inc.
Date Filed: April 18, 2016

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- ☐ third-party tender offer subject to Rule 14d-1.
- ☒ issuer tender offer subject to Rule 13e-4.
- ☐ going-private transaction subject to Rule 13e-3.
- ☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☐

Introductory Statement

This Amendment No. 2 amends and supplements the Issuer Tender Offer Statement on Schedule TO filed by Lockheed Martin Corporation (Lockheed Martin) with the Securities and Exchange Commission on July 11, 2016 (as amended by Amendment No. 1 filed by Lockheed Martin with the Securities and Exchange Commission on July 29, 2016, the Schedule TO).

This Schedule TO relates to the offer by Lockheed Martin to exchange all issued and outstanding shares of common stock of Abacus Innovations Corporation (Splitco common stock), par value \$0.001 per share, for shares of common stock of Lockheed Martin, par value \$1.00 per share (Lockheed Martin common stock), that are validly tendered and not properly withdrawn prior to the expiration of the Exchange Offer (as defined below). Immediately following consummation of the Exchange Offer, Lion Merger Co., a Delaware corporation (Merger Sub) and wholly-owned subsidiary of Leidos Holdings, Inc. (Leidos), will merge (the Merger) with and into Abacus Innovations Corporation (Splitco), whereby the separate corporate existence of Merger Sub will cease and Splitco will continue as the surviving company and as a wholly-owned subsidiary of Leidos, and each share of Splitco common stock will be converted into the right to receive one share of common stock, par value \$0.0001 per share, of Leidos (Leidos common stock), upon the terms and subject to the conditions set forth in the Prospectus Offer to Exchange, dated July 11, 2016 (the Prospectus), the Letter of Transmittal and the Exchange and Transmittal Information Booklet, copies of which are included as Exhibits (a)(1)(i), (a)(1)(ii) and (a)(1)(iii), respectively (which, together with any amendments or supplements thereto, collectively constitute the Exchange Offer). In connection with the Exchange Offer, Splitco has filed under the Securities Act of 1933, as amended (the Securities Act), a registration statement on Form S-4 and Form S-1 (Registration No. 333-210797) (as amended, the Registration Statement) to register the shares of Splitco common stock offered in exchange for shares of Lockheed Martin common stock tendered in the Exchange Offer and to be distributed in any *pro rata* distribution to the extent that the Exchange Offer is not fully subscribed. Leidos has filed under the Securities Act a registration statement on Form S-4 (Registration No. 333-210796) to register the shares of Leidos common stock into which shares of Splitco common stock will be converted in the Merger.

This Amendment No. 2 shall be read together with the Schedule TO. Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously reported in the Schedule TO.

Item 4. Terms of the Transaction.

Item 4(a) of the Schedule TO, which incorporates by reference the information contained in the Exchange Offer, is hereby amended and supplemented by adding the following thereto:

The final exchange ratio for the Exchange Offer will be 8.2136 shares of Splitco common stock for each share of Lockheed Martin common stock validly tendered and not properly withdrawn. As a result, Lockheed Martin stockholders who tender their shares of Lockheed Martin common stock in the Exchange Offer ultimately will receive approximately 8.2136 shares of Leidos common stock (subject to the receipt of cash in lieu of fractional shares) for each share of Lockheed Martin common stock accepted for exchange. Based on the final exchange ratio, Lockheed Martin will accept for exchange a maximum of 9,369,694 shares of Lockheed Martin common stock in the Exchange Offer.

The final calculated per-share value of the shares of Lockheed Martin common stock and the final calculated per-share value of shares of Splitco common stock, in each case determined in the manner described in the Prospectus, and in the case of Splitco reduced by

\$13.64 per share (which equals the per-share amount of the approximately \$1.0 billion special dividend to be paid to Leidos stockholders in connection with the transaction), would have resulted in an exchange ratio higher than the upper limit of 8.2136. Accordingly, the final exchange ratio has been set at 8.2136 shares of Splitco common stock for each share of Lockheed Martin common stock accepted in the Exchange Offer. Based on the final calculated per-share value of Lockheed Martin common stock and the final calculated per-share value of Splitco common stock, in each case determined in the manner described in the Prospectus and in the case of Splitco reduced by \$13.64 per share, tendering stockholders will receive approximately \$107.42 of Leidos common stock for each \$100.00 in value of Lockheed Martin common stock accepted for exchange.

Because the Exchange Offer will be subject to proration if it is oversubscribed, the number of shares of Lockheed Martin common stock that Lockheed Martin accepts in the Exchange Offer may be less than the number of shares validly tendered and not properly withdrawn. If the Exchange Offer is consummated but not fully subscribed, Lockheed Martin will distribute all of the shares of Splitco common stock it continues to own as a pro rata dividend to all Lockheed Martin shareholders whose shares of Lockheed Martin common stock remain outstanding and have not been accepted for exchange in the Exchange Offer.

On August 12, 2016, Lockheed Martin issued a press release announcing the final exchange ratio of the Exchange Offer, a copy of which is attached as Exhibit (a)(1)(x) hereto and is incorporated herein by reference.

Item 8. Interest in Securities of the Subject Company.

Item 8 of the Schedule TO is hereby amended and supplemented as follows:

(a) Securities Ownership. The following table sets forth all shares of Lockheed Martin common stock beneficially owned, as of August 9, 2016, by each director and executive officer of Lockheed Martin, as well as all directors and all executive officers of Lockheed Martin as a group. All amounts are rounded to the nearest whole share.

Name	Common Stock^{1,2}	Stock Units	Total
<u>Executive Officers:</u>			
Richard F. Ambrose	220	25,214 ^{3,4,5}	25,434
Sondra L. Barbour	75	23,376 ^{3,4,5}	23,451
Dale P. Bennett	26,061	27,797 ^{3,4,5}	53,858
Orlando D. Carvalho	91,368	16,215 ^{3,5}	107,583
Brian P. Colan	1,576	4,006 ^{4,5}	5,582
Richard H. Edwards	7,519	13,022 ^{4,5}	20,542
Marillyn A. Hewson*	211,985	66,279 ^{3,4,5}	278,264
Maryanne R. Lavan	4,796	23,296 ^{3,4,5}	28,092
John W. Mollard	2,217	4,117 ^{4,5}	6,334
Bruce L. Tanner	324,208	29,435 ^{3,4,5}	353,643
<u>Directors:</u>			
Daniel F. Akerson	5,022 ⁶	2,128 ⁸	7,150
Nolan D. Archibald	22,768	0	22,768
Rosalind G. Brewer	6,371	3,374 ^{8,9}	9,745
David B. Burritt	8,502	12,053 ^{8,9}	20,555
Bruce A. Carlson	691	680 ^{8,9}	1,371
James O. Ellis, Jr.	17,527	346 ⁸	17,873
Thomas J. Falk	5,250 ⁷	8,202 ⁸	13,452
Ilene S. Gordon	0	291 ⁸	291

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James M. Loy	0	16,366 ⁸	16,366
Joseph W. Ralston	21,081	0	21,081
Anne Stevens	17,457	2,156 ⁸	19,613
All directors and executive officers as a group	774,696	278,352	1,053,048

* Marilyn A. Hewson is Chairman, President & Chief Executive Officer.

- (1) Includes common stock not currently owned but which could be acquired within 60 days following August 9, 2016 through the exercise of stock options for Mr. Carvalho 65,471; Ms. Hewson 142,369; and Mr. Tanner 266,444. Includes shares payable at termination with respect to vested stock units credited under the Directors Equity Plan for which a director has elected payment in stock for Mr. Archibald 22,768; Mrs. Brewer 6,371; Mr. Burritt 340; Mr. Carlson 691; Mr. Ellis 17,327; Mr. Ralston 21,081; and Ms. Stevens 17,457. Units for which a director has elected payment in cash are reported in the Stock Units column. There are no voting rights associated with stock units.
- (2) Includes shares attributable to the participant's account in the Lockheed Martin Salaried Savings Plan for Mr. Ambrose 220; Ms. Barbour 75; Mr. Bennett 8,423; Mr. Carvalho 10,459; Mr. Colan 355; Mr. Edwards 4,827; Ms. Hewson 413; Ms. Lavan 645; Mr. Mollard 167; and Mr. Tanner 2,366. Participants have voting power and investment power over the shares.
- (3) Includes stock units attributable to the participant's account under the Lockheed Martin Corporation Deferred Management Incentive Compensation Plan (including units credited under the Lockheed Martin Corporation Long-Term Incentive Award Plan awards) for Mr. Ambrose 10,729; Ms. Barbour 2,573; Mr. Bennett 11,204; Mr. Carvalho 952; Ms. Hewson 8,208; Ms. Lavan 8,359; and Mr. Tanner 5,925. Although most of the units will be distributed following termination or retirement in shares of stock, none of the units are convertible into shares of stock within 60 days of August 9, 2016. There are no voting rights associated with stock units.
- (4) Includes stock units attributable to the participant's account under the Non-Qualified Supplemental Savings Plan (NQSSP) for Mr. Ambrose 2,168; Ms. Barbour 1,631; Mr. Bennett 3,201; Mr. Colan 112; Mr. Edwards 779; Ms. Hewson 2,711; Ms. Lavan 1,989; Mr. Mollard 611; and Mr. Tanner 3,797. Amounts credited to a participant's account in the NQSSP are distributed in cash following termination of employment. There are no voting rights associated with stock units.
- (5) Includes unvested restricted stock units (RSUs) for Mr. Ambrose 12,317; Ms. Barbour 19,172; Mr. Bennett 13,391; Mr. Carvalho 15,263; Mr. Colan 3,894; Mr. Edwards 12,243; Ms. Hewson 55,360; Ms. Lavan 12,949; Mr. Mollard 3,506; and Mr. Tanner 19,712. Each RSU represents a contingent right to receive one share of common stock. There are no voting rights associated with unvested RSUs.
- (6) Includes 22 shares owned by Mr. Akerson's spouse's family trust.
- (7) Represents shares beneficially owned by Mr. Falk and his spouse through a family limited partnership.
- (8) Includes vested stock units under the Directors Equity Plan for Mr. Akerson 2,128; Mrs. Brewer 346; Mr. Burritt 6,742; Mr. Carlson 332; Mr. Ellis 346; Mr. Falk 8,202; Mr. Loy 16,366; and Ms. Stevens 2,156 for which directors have elected to receive distributions of units in the form of cash; and 291 unvested stock units credited on July 1, 2016 to Ms. Gordon under the Directors Equity Plan. There are no voting rights associated with stock units.
- (9) Includes stock units under the Directors Deferred Compensation Plan representing deferred cash compensation for Mrs. Brewer 3,029; Mr. Burritt 5,311; and Mr. Carlson 348. The stock units (including dividend equivalents credited as stock units) are distributed in the form of cash. There are no voting rights associated with stock units.
- (b) Securities Transactions.** Based on the information available to Lockheed Martin as of August 9, 2016, the following table sets forth the transactions in Lockheed Martin common stock by directors and executive officers of Lockheed Martin in the past 60 days.

Date of		Number and Type of		
Name	Transaction	Securities	Price Per Share	Type of Transaction*
Brian P. Colan	June 10, 2016	Acquired	(1)	Matching contribution under 401(k) plan
	August 5, 2016 (1)	11.1114 shares of common stock		

(1)				
Richard F. Ambrose	June 10, 2016	Acquired	(2)	Matching contribution under nonqualified 401(k) plan
	August 5, 2016 (2)	20.1297 stock units (2)		
Sondra L. Barbour	June 10, 2016	Acquired	(3)	Matching contribution under nonqualified 401(k) plan
	August 5, 2016 (3)	20.1297 stock units (3)		

Dale P. Bennett	June 10, 2016	Acquired 23.0451 stock units (4)	(4)	Matching contribution under nonqualified 401(k) plan
	August 5, 2016 (4)			
Richard H. Edwards	June 10, 2016	Acquired 20.1297 stock units (5)	(5)	Matching contribution under nonqualified 401(k) plan
	August 5, 2016 (5)			
Marillyn A. Hewson	June 10, 2016	Acquired 45.6739 stock units (6)	(6)	Matching contribution under nonqualified 401(k) plan
	August 5, 2016 (6)			
Maryanne R. Lavan	June 10, 2016	Acquired 21.3791 stock units (7)	(7)	Matching contribution under nonqualified 401(k) plan
	August 5, 2016 (7)			
John W. Mollard	June 10, 2016	Acquired 11.106 stock units (8)	(8)	Matching contribution under nonqualified 401(k) plan
	August 5, 2016 (8)			
Bruce L. Tanner	June 10, 2016	Acquired 26.932 stock units (9)	(9)	Matching contribution under nonqualified 401(k) plan
	August 5, 2016 (9)			
Brian P. Colan	August 5, 2016	Acquired 0.0031 stock units	\$260.29	Matching contribution under nonqualified 401(k) plan
Richard F. Ambrose	June 24, 2016	Acquired 1.4955 shares of common stock	\$239.70	Dividend reinvestment
Sondra L. Barbour	June 24, 2016	Acquired 0.5114 shares of common stock	\$239.70	Dividend reinvestment
Dale P. Bennett	June 24, 2016	Acquired 177.6815 shares of common stock	\$239.70	Dividend reinvestment
Orlando D. Carvalho	June 24, 2016	Acquired 183.6712 shares of common stock	\$239.70	Dividend reinvestment
Brian P. Colan	June 24, 2016	Acquired 10.71 shares of common stock	\$239.70	Dividend reinvestment
Richard H. Edwards	June 24, 2016	Acquired 18.518 shares of common stock	\$239.70	Dividend reinvestment
Marillyn A. Hewson	June 24, 2016	Acquired 478.8332 shares of common stock	\$239.70	Dividend reinvestment
Maryanne R. Lavan	June 24, 2016	Acquired 32.9273 shares of common stock	\$239.70	Dividend reinvestment
John W. Mollard	June 24, 2016	Acquired 15.2272 shares of common stock	\$239.70	Dividend reinvestment
Bruce L. Tanner	June 24, 2016	Acquired 16.0539 shares of common stock	\$239.70	Dividend reinvestment
Richard F. Ambrose	June 24, 2016	Acquired 87.6567 stock units	\$239.70	Dividend reinvestment

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Sondra L. Barbour	June 24, 2016	Acquired 28.4376 stock units	\$239.70	Dividend reinvestment
Dale P. Bennett	June 24, 2016	Acquired 97.9111 stock units	\$239.70	Dividend reinvestment

Orlando D. Carvalho	June 24, 2016	Acquired 6.5101 stock units	\$239.70	Dividend reinvestment
Brian P. Colan	June 24, 2016	Acquired 0.7535 stock units	\$239.70	Dividend reinvestment
Richard H. Edwards	June 24, 2016	Acquired 5.0975 stock units	\$239.70	Dividend reinvestment
Marillyn A. Hewson	June 24, 2016	Acquired 74.0472 stock units	\$239.70	Dividend reinvestment
Maryanne R. Lavan	June 24, 2016	Acquired 70.3623 stock units	\$239.70	Dividend reinvestment
John W. Mollard	June 24, 2016	Acquired 3.9804 stock units	\$239.70	Dividend reinvestment
Bruce L. Tanner	June 24, 2016	Acquired 65.9347 stock units	\$239.70	Dividend reinvestment
Daniel F. Akerson	June 24, 2016	Acquired 14.5467 stock units	\$239.70	Dividend reinvestment
Nolan D. Archibald	June 24, 2016	Acquired 155.6554 stock units	\$239.70	Dividend reinvestment
Rosalind A. Brewer	June 24, 2016	Acquired 65.6556 stock units	\$239.70	Dividend reinvestment
David B. Burritt	June 24, 2016	Acquired 84.7281 stock units	\$239.70	Dividend reinvestment
Bruce A. Carlson	June 24, 2016	Acquired 9.3752 stock units	\$239.70	Dividend reinvestment
James O. Ellis, Jr.	June 24, 2016	Acquired 120.8242 stock units	\$239.70	Dividend reinvestment
Thomas J. Falk	June 24, 2016	Acquired 56.0717 stock units	\$239.70	Dividend reinvestment
James M. Loy	June 24, 2016	Acquired 111.8873 stock units	\$239.70	Dividend reinvestment
Joseph W. Ralston	June 24, 2016	Acquired 144.1208 stock units	\$239.70	Dividend reinvestment
Anne Stevens	June 24, 2016	Acquired 134.0874 stock units	\$239.70	Dividend reinvestment
Rosalind G. Brewer	June 30, 2016	Acquired 141.0324 stock units	\$248.17	Director retainer deferral
Ilene S. Gordon	July 1, 2016	Acquired 290.7560 stock units	\$249.35	Director retainer (pro-rated)
Orlando D. Carvalho	July 22, 2016	Acquired 12,700 shares of common stock	\$82.52	Stock option exercise
Orlando D. Carvalho	July 22, 2016	Sold 12,700 shares of common stock	\$254.78	Sale of common stock
Orlando D. Carvalho	July 22, 2016	Transferred 982 shares of common stock	\$0	Gift of common stock
Sondra L. Barbour	August 3, 2016	Acquired 31,200 shares of common stock	\$82.52	Stock option exercise

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Sondra L. Barbour	August 3, 2016	Acquired 16,600 shares of common stock	\$106.87	Stock option exercise
Sondra L. Barbour	August 3, 2016	Acquired 18,660 shares of common stock	\$82.01	Stock option exercise
Sondra L. Barbour	August 3, 2016	Sold 21,718 shares of common stock	\$256.30	Sale of common stock
Sondra L. Barbour	August 3, 2016	Sold 44,742 shares of common stock	\$255.47	Sale of common stock

* For dividend reinvestment transactions, the shares were acquired as a result of dividend reinvestment elections in various accounts.

- (1) Includes the following transactions: 1.2799 shares acquired on June 10, 2016 at \$240.58 per share; 1.2962 shares acquired on June 17, 2016 at \$237.56 per share; 1.2846 shares acquired on June 24, 2016 at \$239.70 per share; 1.2349 shares acquired on July 1, 2016 at \$249.35 per share; 1.2224 shares acquired on July 8, 2016 at \$251.90 per share; 1.1983 shares acquired on July 15, 2016 at \$256.98 per share; 1.1967 shares acquired on July 22, 2016 at \$257.31 per share; 1.2184 shares acquired on July 29, 2016 at \$252.73 per share; and 1.1800 shares acquired on August 5, 2016 at \$260.29 per share.
- (2) Includes the following transactions: 2.3181 units acquired on June 10, 2016 at \$240.58 per unit; 2.3476 units acquired on June 17, 2016 at \$237.56 per unit; 2.3266 units acquired on June 24, 2016 at \$239.70 per unit; 2.2366 units acquired on July 1, 2016 at \$249.35 per unit; 2.2139 units acquired on July 8, 2016 at \$251.90 per unit; 2.1702 units acquired on July 15, 2016 at \$256.98 per unit; 2.1674 units acquired on July 22, 2016 at \$257.31 per unit; 2.2067 units acquired on July 29, 2016 at \$252.73 per unit; and 2.1426 units acquired on August 5, 2016 at \$260.29 per unit.
- (3) Includes the following transactions: 2.3181 units acquired on June 10, 2016 at \$240.58 per unit; 2.3476 units acquired on June 17, 2016 at \$237.56 per unit; 2.3266 units acquired on June 24, 2016 at \$239.70 per unit; 2.2366 units acquired on July 1, 2016 at \$249.35 per unit; 2.2139 units acquired on July 8, 2016 at \$251.90 per unit; 2.1702 units acquired on July 15, 2016 at \$256.98 per unit; 2.1674 units acquired on July 22, 2016 at \$257.31 per unit; 2.2067 units acquired on July 29, 2016 at \$252.73 per unit; and 2.1426 units acquired on August 5, 2016 at \$260.29 per unit.
- (4) Includes the following transactions: 2.6538 units acquired on June 10, 2016 at \$240.58 per unit; 2.6876 units acquired on June 17, 2016 at \$237.56 per unit; 2.6636 units acquired on June 24, 2016 at \$239.70 per unit; 2.5605 units acquired on July 1, 2016 at \$249.35 per unit; 2.5346 units acquired on July 8, 2016 at \$251.90 per unit; 2.4845 units acquired on July 15, 2016 at \$256.98 per unit; 2.4813 units acquired on July 22, 2016 at \$257.31 per unit; 2.5263 units acquired on July 29, 2016 at \$252.73 per unit; and 2.4529 units acquired on August 5, 2016 at \$260.29 per unit.
- (5) Includes the following transactions: 2.3181 units acquired on June 10, 2016 at \$240.58 per unit; 2.3476 units acquired on June 17, 2016 at \$237.56 per unit; 2.3266 units acquired on June 24, 2016 at \$239.70 per unit; 2.2366 units acquired on July 1, 2016 at \$249.35 per unit; 2.2139 units acquired on July 8, 2016 at \$251.90 per unit; 2.1702 units acquired on July 15, 2016 at \$256.98 per unit; 2.1674 units acquired on July 22, 2016 at \$257.31 per unit; 2.2067 units acquired on July 29, 2016 at \$252.73 per unit; and 2.1426 units acquired on August 5, 2016 at \$260.29 per unit.
- (6) Includes the following transactions: 5.2597 units acquired on June 10, 2016 at \$240.58 per unit; 5.3266 units acquired on June 17, 2016 at \$237.56 per unit; 5.2791 units acquired on June 24, 2016 at \$239.70 per unit; 5.0748 units acquired on July 1, 2016 at \$249.35 per unit; 5.0234 units acquired on July 8, 2016 at \$251.90 per unit; 4.9241 units acquired on July 15, 2016 at \$256.98 per unit; 4.9178 units acquired on July 22, 2016 at \$257.31 per unit; 5.0069 units acquired on July 29, 2016 at \$252.73 per unit; and 4.8615 units acquired on August 5, 2016 at \$260.29 per unit.
- (7) Includes the following transactions: 2.4620 units acquired on June 10, 2016 at \$240.58 per unit; 2.4933 units acquired on June 17, 2016 at \$237.56 per unit; 2.4710 units acquired on June 24, 2016 at \$239.70 per unit; 2.3754 units acquired on July 1, 2016 at \$249.35 per unit; 2.3514 units acquired on July 8, 2016 at \$251.90 per unit; 2.3049 units acquired on July 15, 2016 at \$256.98 per unit; 2.3019 units acquired on July 22, 2016 at \$257.31 per unit; 2.3436 units acquired on July 29, 2016 at \$252.73 per unit; and 2.2756 units acquired on August 5, 2016 at \$260.29 per unit.
- (8) Includes the following transactions: 1.2790 units acquired on June 10, 2016 at \$240.58 per unit; 1.2952 units acquired on June 17, 2016 at \$237.56 per unit; 1.2836 units acquired on June 24, 2016 at \$239.70 per unit; 1.2340 units acquired on July 1, 2016 at \$249.35 per unit; 1.2215 units acquired on July 8, 2016 at \$251.90 per unit; 1.1973 units acquired on July 15, 2016 at \$256.98 per unit; 1.1958 units acquired on July 22, 2016 at \$257.31 per unit; 1.2175 units acquired on July 29, 2016 at \$252.73 per unit; and 1.1821 units acquired on August 5, 2016 at \$260.29 per unit.
- (9) Includes the following transactions: 3.1015 units acquired on June 10, 2016 at \$240.58 per unit; 3.1409 units acquired on June 17, 2016 at \$237.56 per unit; 3.1128 units acquired on June 24, 2016 at \$239.70 per unit;

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2.9924 units acquired on July 1, 2016 at \$249.35 per unit; 2.9621 units acquired on July 8, 2016 at \$251.90 per unit; 2.9035 units acquired on July 15, 2016 at \$256.98 per unit; 2.8998 units acquired on July 22, 2016 at \$257.31 per unit; 2.9524 units acquired on July 29, 2016 at \$252.73 per unit; and 2.8666 units acquired on August 5, 2016 at \$260.29 per unit.

Item 12. Exhibits.

Item 12 of the Schedule TO is amended and supplemented by adding the following additional exhibits thereto:

Exhibit	
No.	Description
(a)(1)(x)	Press Release, dated August 12, 2016 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Lockheed Martin with the Securities and Exchange Commission on August 12, 2016).
(a)(1)(xi)	Form of Second Letter to the Sandia Corporation Savings and Income Plan Participants (incorporated by reference to Lockheed Martin's Form 425 filed on August 4, 2016).
(a)(5)(xvii)	Text of the website that is being maintained in connection with the Exchange Offer, updated on July 29, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on July 29, 2016).
(a)(5)(xviii)	Text of the website that is being maintained in connection with the Exchange Offer, updated on August 1, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on August 1, 2016).
(a)(5)(xix)	Text of the website that is being maintained in connection with the Exchange Offer, updated on August 2, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on August 2, 2016).
(a)(5)(xx)	Text of the website that is being maintained in connection with the Exchange Offer, updated on August 3, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on August 3, 2016).
(a)(5)(xxi)	Text of the website that is being maintained in connection with the Exchange Offer, updated on August 4, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on August 4, 2016).
(a)(5)(xxii)	Text of the website that is being maintained in connection with the Exchange Offer, updated on August 5, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on August 5, 2016).
(a)(5)(xxiii)	Text of the website that is being maintained in connection with the Exchange Offer, updated on August 8, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on August 8, 2016).
(a)(5)(xxiv)	Text of the website that is being maintained in connection with the Exchange Offer, updated on August 9, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on August 9, 2016).
(a)(5)(xxv)	Text of the website that is being maintained in connection with the Exchange Offer, updated on August 10, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on August 10, 2016).
(a)(5)(xxvi)	Text of the website that is being maintained in connection with the Exchange Offer, updated on August 12, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on August 12, 2016).

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

LOCKHEED MARTIN CORPORATION

By: /s/ Brian P. Colan

Name: Brian P. Colan

Title: Vice President and Controller

Dated: August 12, 2016

EXHIBIT INDEX

Exhibit	
No.	Description
(a)(1)(i)	Prospectus Offer to Exchange, dated July 11, 2016 (incorporated by reference to the Registration Statement).
(a)(1)(ii)	Form of Letter of Transmittal for Lockheed Martin common stock (incorporated by reference to Exhibit 99.5 to the Registration Statement).
(a)(1)(iii)	Form of Exchange and Transmittal Information Booklet (incorporated by reference to Exhibit 99.6 to the Registration Statement).
(a)(1)(iv)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to Exhibit 99.7 to the Registration Statement).
(a)(1)(v)	Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to Exhibit 99.8 to the Registration Statement).
(a)(1)(vi)	Form of Notice of Guaranteed Delivery for Shares of Lockheed Martin common stock (incorporated by reference to Exhibit 99.9 to the Registration Statement).
(a)(1)(vii)	Form of Notice of Withdrawal for Shares of Lockheed Martin common stock (incorporated by reference to Exhibit 99.10 to the Registration Statement).
(a)(1)(viii)	Form of Letter to the Lockheed Martin Savings Plans Participants (incorporated by reference to Exhibit 99.11 to the Registration Statement).
(a)(1)(ix)	Form of Letter to the Sandia Corporation Savings and Income Plan Participants (incorporated by reference to Exhibit 99.12 to the Registration Statement).
(a)(1)(x)	Press Release, dated August 12, 2016 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Lockheed Martin with the Securities and Exchange Commission on August 12, 2016).
(a)(1)(xi)	Form of Second Letter to the Sandia Corporation Savings and Income Plan Participants (incorporated by reference to Lockheed Martin's Form 425 filed on August 4, 2016).
(a)(2)	None.
(a)(3)	None.
(a)(4)	Prospectus Offer to Exchange, dated July 11, 2016 (incorporated by reference to the Registration Statement).
(a)(5)(i)	Press Release, dated July 11, 2016 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Lockheed Martin with the Securities and Exchange Commission on July 11, 2016).

- (a)(5)(ii) Text of the website that is being maintained in connection with the Exchange Offer, updated on July 11, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on July 11, 2016).
- (a)(5)(iii) Text of the website that is being maintained in connection with the Exchange Offer, updated on July 12, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on July 12, 2016).
- (a)(5)(iv) Text of the website that is being maintained in connection with the Exchange Offer, updated on July 13, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on July 13, 2016).
- (a)(5)(v) Text of the website that is being maintained in connection with the Exchange Offer, updated on July 14, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on July 14, 2016).
- (a)(5)(vi) Text of the website that is being maintained in connection with the Exchange Offer, updated on July 15, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on July 15, 2016).
- (a)(5)(vii) Text of the website that is being maintained in connection with the Exchange Offer, updated on July 18, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on July 18, 2016).
- (a)(5)(viii) Text of the website that is being maintained in connection with the Exchange Offer, updated on July 19, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on July 19, 2016).
- (a)(5)(ix) Text of the website that is being maintained in connection with the Exchange Offer, updated on July 20, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on July 20, 2016).
- (a)(5)(x) Text of the website that is being maintained in connection with the Exchange Offer, updated on July 21, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on July 21, 2016).
- (a)(5)(xi) Text of the website that is being maintained in connection with the Exchange Offer, updated on July 22, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on July 22, 2016).
- (a)(5)(xii) Notice of Potential Special Trading Blackout in Connection with the Agreement and Plan of Merger, dated July 25, 2016 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Lockheed Martin with the Securities and Exchange Commission on July 25, 2016).
- (a)(5)(xiii) Text of the website that is being maintained in connection with the Exchange Offer, updated on July 25, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on July 25, 2016).
- (a)(5)(xiv) Text of the website that is being maintained in connection with the Exchange Offer, updated on July 26, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on July 26, 2016).
- (a)(5)(xv) Text of the website that is being maintained in connection with the Exchange Offer, updated on July 27, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on July 27, 2016).
- (a)(5)(xvi) Text of the website that is being maintained in connection with the Exchange Offer, updated on July 28, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on July 28, 2016).
- (a)(5)(xvii) Text of the website that is being maintained in connection with the Exchange Offer, updated on July 29, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on July 29, 2016).
- (a)(5)(xviii) Text of the website that is being maintained in connection with the Exchange Offer, updated on August 1, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on August 1, 2016).
- (a)(5)(xix) Text of the website that is being maintained in connection with the Exchange Offer, updated on August 2, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on August 2, 2016).

- (a)(5)(xx) Text of the website that is being maintained in connection with the Exchange Offer, updated on August 3, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on August 3, 2016).
- (a)(5)(xxi) Text of the website that is being maintained in connection with the Exchange Offer, updated on August 4, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on August 4, 2016).
- (a)(5)(xxii) Text of the website that is being maintained in connection with the Exchange Offer, updated on August 5, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on August 5, 2016).
- (a)(5)(xxiii) Text of the website that is being maintained in connection with the Exchange Offer, updated on August 8, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on August 8, 2016).
- (a)(5)(xxiv) Text of the website that is being maintained in connection with the Exchange Offer, updated on August 9, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on August 9, 2016).
- (a)(5)(xxv) Text of the website that is being maintained in connection with the Exchange Offer, updated on August 10, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on August 10, 2016).
- (a)(5)(xxvi) Text of the website that is being maintained in connection with the Exchange Offer, updated on August 12, 2016 (incorporated by reference to Lockheed Martin's Form 425 filed on August 12, 2016).
- (b) None.
- (d)(i) Agreement and Plan of Merger, dated as of January 26, 2016, among Lockheed Martin Corporation, Leidos Holdings, Inc., Abacus Innovations Corporation and Lion Merger Co. (incorporated by reference to Exhibit 2.1 of Lockheed Martin Corporation's Current Report on Form 8-K filed on January 27, 2016).
- (d)(ii) Separation Agreement, dated as of January 26, 2016, between Lockheed Martin Corporation and Abacus Innovations Corporation (incorporated by reference to Exhibit 2.2 of Lockheed Martin Corporation's Current Report on Form 8-K filed on January 27, 2016).
- (d)(iii) Employee Matters Agreement, dated as of January 26, 2016, among Lockheed Martin Corporation, Abacus Innovations Corporation and Leidos Holdings, Inc. (incorporated by reference to Exhibit 99.1 to the Registration Statement).
- (d)(iv) Tax Matters Agreement, dated as of January 26, 2016, among Lockheed Martin Corporation, Abacus Innovations Corporation and Leidos Holdings, Inc. (incorporated by reference to Exhibit 99.2 to the Registration Statement).
- (d)(v) Amendment to Agreement and Plan of Merger, dated as of June 27, 2016, among Lockheed Martin Corporation, Leidos Holdings, Inc., Abacus Innovations Corporation and Lion Merger Co. (incorporated by reference to Exhibit 2.7 to the Registration Statement).

- (d)(vi) Amendment to Separation Agreement, dated as of June 27, 2016, between Lockheed Martin Corporation and Abacus Innovations Corporation (incorporated by reference to Exhibit 2.8 to the Registration Statement).
- (d)(vii) First Amendment to Employee Matters Agreement, dated as of June 27, 2016, among Lockheed Martin Corporation, Abacus Innovations Corporation and Leidos Holdings, Inc. (incorporated by reference to Exhibit 99.13 to the Registration Statement).
- (d)(viii) Form of Intellectual Property Matters Agreement (incorporated by reference to Exhibit 2.3 to the Registration Statement).
- (d)(ix) Form of Transition Services Agreement (Parent to Splitco) (incorporated by reference to Exhibit 2.4 to the Registration Statement).
- (d)(x) Form of Supply Agreement (Parent to Splitco) (incorporated by reference to Exhibit 2.5 to the Registration Statement).
- (d)(xi) Form of Shared Contracts Agreement Shared Contracts (Splitco Companies) (incorporated by reference to Exhibit 2.6 to the Registration Statement).
- (g) None.
- (h) Opinions of Davis Polk & Wardwell LLP as to certain tax matters (incorporated by reference to Exhibit 8.1 to the Registration Statement).