

Science Applications International Corp
Form DEF 14A
April 27, 2016
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

Science Applications International Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1. Title of each class of securities to which transaction applies:
2. Aggregate number of securities to which transaction applies:
3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

Edgar Filing: Science Applications International Corp - Form DEF 14A

4. Proposed maximum aggregate value of transaction:

5. Total fee paid:

“ Fee paid previously with preliminary materials.

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

1. Amount Previously Paid:

2. Form, Schedule or Registration Statement No.:

3. Filing Party:

4. Date Filed:

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

1710 SAIC Drive

McLean, Virginia 22102

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held June 8, 2016

The annual meeting of stockholders of Science Applications International Corporation (SAIC), a Delaware corporation, will be held at the company's headquarters, 1710 SAIC Drive, McLean, Virginia, on Wednesday, June 8, 2016, at 9:00 a.m. (ET). For the convenience of our employees and stockholders, the meeting will also be audio webcast simultaneously to the public through a link on the Investor Relations section of our website (www.saic.com). In addition, the SAIC Proxy Statement and the SAIC 2016 Annual Report on Form 10-K are available at www.proxyvote.com. Information on these websites, other than these materials, is not a part of the proxy solicitation materials.

The annual meeting is being held for the following purposes:

1. To elect nine directors;
2. To conduct an advisory vote on executive compensation;
3. To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending February 3, 2017; and
4. To transact such other business as may properly come before the meeting or any adjournments, postponements or continuations of the meeting.

Only stockholders of record at the close of business on April 14, 2016, are entitled to notice of and to vote at the annual meeting and at any and all adjournments, postponements or continuations of the meeting. A list of stockholders entitled to vote at the meeting will be available for inspection at 1710 SAIC Drive, McLean, Virginia for at least 10 days prior to the meeting and will also be available for inspection at the meeting.

By Order of the Board of Directors

Steven G. Mahon

Corporate Secretary

McLean, Virginia

April 29, 2016

YOUR VOTE IS IMPORTANT

You are cordially invited to attend the annual meeting. However, to ensure that your shares are represented at the meeting, please submit your proxy or voting instructions (1) over the Internet, (2) by telephone or (3) by mail. For specific instructions regarding how to vote, please refer to the questions and answers beginning on the first page of

this proxy statement or the instructions on the proxy and voting instruction card. Submitting a proxy or voting instructions will not prevent you from attending the annual meeting and voting in person if you so desire but will help us secure a quorum and reduce the expense of additional proxy solicitation.

SUMMARY INFORMATION

This summary highlights information contained elsewhere in this proxy statement. It does not contain all information that you should consider, and you should read the entire proxy statement carefully before voting.

Annual Meeting of Stockholders

- Time and Date: 9:00 a.m. (ET) on June 8, 2016
 - Place: 1710 SAIC Drive
McLean, VA 22102
 - Record Date: April 14, 2016
 - Voting: Stockholders as of the record date are entitled to vote.
 - Attendance: All stockholders and their duly appointed proxies may attend the meeting.
- Meeting Agenda and Voting Recommendations

Agenda Item	Board Recommendation	Page
Election of nine directors	FOR EACH NOMINEE	5
Approval of an advisory vote on executive compensation	FOR	19
Ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm	FOR	43
Board Nominees		

The following table provides summary information about each director nominee. Each director nominee is elected annually by a majority of votes cast.

Nominee	Age	Director Since	Principal Occupation	Committees
Robert A. Bedingfield	68	2013	Former Global Coordinating Partner at Ernst & Young LLP	<ul style="list-style-type: none"> • Audit (Chair) • Ethics

Edgar Filing: Science Applications International Corp - Form DEF 14A

Deborah B. Dunie	52	2015	Former Executive Vice President and Chief Technology Officer of CACI International, Inc.	<ul style="list-style-type: none"> • Classified Business • Compensation
Thomas F. Frist, III	48	2013	Principal of Frist Capital LLC	<ul style="list-style-type: none"> • Audit • Nominating
John J. Hamre	65	2013	Chief Executive Officer and President of Center for Strategic & International Studies; former U.S. Deputy Secretary of Defense and Under Secretary of Defense (Comptroller)	<ul style="list-style-type: none"> • Classified Business (Chair) • Nominating
Timothy J. Mayopoulos	57	2015	President and Chief Executive Officer of the Federal National Mortgage Association (Fannie Mae)	<ul style="list-style-type: none"> • Audit • Compensation* • Nominating (Chair) • Classified Business
Anthony J. Moraco	56	2013	Chief Executive Officer of the company	<ul style="list-style-type: none"> • Ethics
Donna S. Morea	61	2013	Former President of U.S., Europe, and Asia for CGI Group	<ul style="list-style-type: none"> • Compensation (Chair) • Ethics • Classified Business
Edward J. Sanderson, Jr.	67	2013	Chair of the company's Board; former Executive Vice President of Oracle Corporation	<ul style="list-style-type: none"> • Compensation • Nominating
Steven R. Shane	58	2013	Former partner at Accenture PLC	<ul style="list-style-type: none"> • Audit • Ethics (Chair)

*Mr. Shane was a member of the Human Resources and Compensation Committee until March 23, 2016 after which Mr. Mayopoulos began his service as a member of that Committee and Mr. Shane became the Chair of the Ethics and Corporate Responsibility Committee.

Corporate Governance Highlights

Board Independence

- Eight of nine directors qualify as Independent Directors
- E.J. Sanderson, Jr. is the independent Chair of the Board of Directors
- Mandatory Retirement Age for Independent Directors is 75 years
- Mandatory Retirement Age for Employee Directors is 65 years

Director Elections

- Annual Board Elections
- Directors Elected by a Majority of Votes Cast

Board Meetings in Last Fiscal Year

- Nine Full Board Meetings
- Five Independent Director Only Sessions

Evaluating and Improving Board Performance

- Annual Board Self-Evaluation Required
- Annual Review of Independence of Board
- Committee Self-Evaluations Required
- Board Orientation/Education Programs

Aligning Director and Stockholder Interests

- Director and Executive Stock Ownership Guidelines
- Annual Equity Grant to Non-Employee Directors

Published Governance Policies and Practices

(visit www.saic.com)

- Corporate Governance Guidelines
- Code of Business Conduct of the Board of Directors
- Code of Conduct for Employees
- Charters for Board Committees
- Chair of the Board Position Description

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

Proxy Statement

Table of Contents

	Page
<u>Information About Voting Rights and Solicitation of Proxies</u>	1
<u>Internet Availability of Proxy Materials</u>	4
<u>Proposal 1—Election of Directors</u>	5
<u>Majority Voting Standard in Uncontested Director Elections</u>	5
<u>Recommendation of the Board of Directors</u>	5