



State of California

Secretary of State

Corporate Disclosure Statement  
(Domestic Stock and Foreign Corporations)

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FILED  
Secretary of State  
State of California

JUL 02 2014

There is no fee for filing the Corporate Disclosure Statement.

IMPORTANT — PLEASE READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. CORPORATE NAME

Science Applications International Corporation

C8567152

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Independent Auditor

2. NAME OF THE INDEPENDENT AUDITOR THAT PREPARED THE MOST RECENT AUDITOR'S REPORT

Deloitte & Touche LLP

3. DESCRIPTION OF OTHER SERVICES, IF ANY, PERFORMED BY THE INDEPENDENT AUDITOR NAMED IN ITEM 2

Audits of employee benefit plans; tax services related to preparation and/or review of various statutory tax filings, including research

4. NAME OF THE INDEPENDENT AUDITOR EMPLOYED BY THE CORPORATION ON THE DATE OF THIS STATEMENT, IF DIFFERENT FROM ITEM 2

Directors and Executive Officers

5. NAMES OF DIRECTORS

	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
1) Robert A. Bedingfield	\$46,500	2083	6278	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
2) France A. Cordova	\$40,000	0	0	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
3) Jere A. Drummond	\$40,000	0	0	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO

IF THE CORPORATION HAS ADDITIONAL DIRECTORS, COMPLETE ITEM B OF THE ATTACHMENT (FORM SI-PTA)

6a. NAMES OF EXECUTIVE OFFICERS

	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
1) John R. Hartley	\$564,497	20,408	80,643	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
2) Nazzic S. Keene	\$492,390	16,697	97,374	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
3) Thomas G. Baybrook	\$471,826	0	40,152	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
4) Brian F. Keenan	\$400,000	8,349	48,687	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
5) Deborah L. James	\$495,786	0	66,921	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO

6b. CHIEF EXECUTIVE OFFICER (if not named in 6a)

	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
Anthony J. Moraco	\$737,019	48,977	174,446	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO

6c. ADDITIONAL EXECUTIVE OFFICERS (if not named in 6a or 6b)

1) _____	<input type="checkbox"/> BANKRUPTCY	<input type="checkbox"/> FRAUD
2) _____	<input type="checkbox"/> BANKRUPTCY	<input type="checkbox"/> FRAUD
3) _____	<input type="checkbox"/> BANKRUPTCY	<input type="checkbox"/> FRAUD

IF MORE SPACE IS NEEDED, ENTER ADDITIONAL INFORMATION IN ITEM D OF THE ATTACHMENT (FORM SI-PTA)

Loans to Members of the Board of Directors

7. NAMES OF DIRECTORS

DESCRIPTION OF LOAN (INCLUDING AMOUNT AND TERMS)

1) N/A	
2) _____	_____
3) _____	_____

IF THE CORPORATION HAS MADE ADDITIONAL LOANS TO DIRECTORS, COMPLETE ITEM C OF THE ATTACHMENT (FORM SI-PTA)

Additional Statutory Disclosures

- 8. Has an order for relief been entered in a bankruptcy case with respect to the corporation during the preceding 10 years?  YES  NO
- 9. Has the corporation or any of its subsidiaries been a party to, or any of their property been subject to, any material pending legal proceedings, as specified by Item 103, Part 228 of SEC Regulation S-K? If yes, attach a description.  YES  NO
- 10. Has the corporation been found legally liable in any material legal proceeding during the preceding five years? If yes, attach a description.  YES  NO
- 11. By submitting this Corporate Disclosure Statement to the Secretary of State, the corporation certifies the information contained herein, including any attachments, is true and correct.

Paul H. Greiner

TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM

*Paul H. Greiner*  
SIGNATURE

Secretary

TITLE

June 21, 2014

DATE

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**State of California  
Secretary of State**

**Attachment to  
Corporate Disclosure Statement  
(Domestic Stock and Foreign Corporations)**

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**IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM**

**A. CORPORATE NAME** Science Applications International Corporation

**B. Additional Directors (Continued from Item 5 on Form SI-PT)**

NAMES OF DIRECTORS	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
4) <u>Thomas F. Frist, III</u>	<u>\$46,000</u>	<u>0</u>	<u>0</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
5) <u>John J. Hamre</u>	<u>\$40,000</u>	<u>0</u>	<u>0</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
6) <u>Donna S. Morea</u>	<u>\$35,000</u>	<u>2083</u>	<u>6278</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
7) <u>Edward J. Sanderson, Jr.</u>	<u>\$117,000</u>	<u>0</u>	<u>0</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
8) <u>Steven R. Shane</u>	<u>\$37,000</u>	<u>2083</u>	<u>6278</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
9) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
10) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
11) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
12) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
13) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
14) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
15) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
16) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
17) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
18) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO

IF THE CORPORATION HAS ADDITIONAL DIRECTORS, ATTACH ADDITIONAL PAGES AS NEEDED.

**C. Additional Loans to Members of the Board of Directors (Continued from Item 7 on Form SI-PT)**

NAMES OF DIRECTORS	DESCRIPTION OF LOAN (INCLUDING AMOUNT AND TERMS)
4) _____	_____
5) _____	_____
6) _____	_____
7) _____	_____
8) _____	_____

IF THE CORPORATION HAS MADE ADDITIONAL LOANS TO DIRECTORS, ATTACH ADDITIONAL PAGES AS NEEDED.

**D. Additional Information (Please reference item number from Form SI-PT or Form SI-PTA, as applicable)**

Item 6.a.  
The share amounts include share units deferred into the Key Executive Stock Deferral Plan.

Item 9.

See Part 1, Item 3 - Legal Proceedings of SAIC's Form 10-K for fiscal year ended January 31, 2014 filed April 9, 2014.  
<https://www.sec.gov/Archives/edgar/data/1571123/000119312514135913/d648713d10k.htm>

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**SCIENCE APPLICATIONS INTERNATIONAL CORPORATION**  
**CORPORATE DISCLOSURE STATEMENT**

**ITEM 9 - Legal Proceedings**

*National Center for Critical Information Processing and Storage Contract.* In June 2009, the U.S. Department of Justice (DOJ) filed a complaint against former Parent and several other defendants in the U.S. District Court for the Southern District of Mississippi relating to the solicitation and award of a task order to provide IT support services to the National Center for Critical Information Processing and Storage run by the Naval Oceanographic Command Major Shared Resource Center (MSRC) located at the Stennis Space Center in Mississippi. This matter originated with a lawsuit filed under seal by a former government employee pursuant to the qui tam provisions of the civil False Claims Act. Former Parent was awarded the task order at issue in April 2004. The DOJ's complaint alleged that prior to the release of the task order solicitation, former Parent's employees and other eventual teammates met with government employees and obtained non-public information not provided to other potential bidders for this work, or received such information in advance of other bidders, giving former Parent and its team an unfair advantage in competing for the task order. The complaint further alleged that the former MSRC director and deputy director took actions calculated to favor former Parent in the bidding process. In September 2011, former Parent and DOJ settled this matter for approximately \$25 million and the lawsuit was dismissed in October 2011. A \$22 million charge was allocated to the Company for fiscal 2012, representing the settlement amount less the \$3 million allocated to the Company for fiscal 2010 relating to this matter.

*Other.* The Company is involved in various claims and lawsuits arising in the normal conduct of its business, none of which, in the opinion of the Company's management, based upon current information, will likely have a material adverse effect on the Company's financial position, results of operations or cash flows.

**Government Investigations**

The Company is routinely subject to investigations and reviews relating to compliance with various laws and regulations with respect to its role as a contractor to federal, state and local government customers and in connection with performing services in countries outside of the United States. Adverse findings in these investigations or reviews can lead to criminal, civil or administrative proceedings, and the Company could face penalties, fines, compensatory damages and suspension or debarment from doing business with governmental agencies. Adverse findings could also have a material adverse effect on the Company's business, consolidated and combined financial position, results of operations and cash flows due to its reliance on government contracts.

**U.S. Regulatory Investigations and Reviews**

U.S. government agencies, including the Defense Contract Audit Agency, the Defense Contract Management Agency (DCMA) and others, routinely audit and review a contractor's performance on government contracts, indirect rates and pricing practices, and compliance with applicable contracting and procurement laws, regulations and standards. They also review the adequacy of the contractor's compliance with government standards for its business systems, including a contractor's accounting system, earned value management system, estimating system, materials management system, property management system and purchasing system. A finding of significant control deficiencies in a contractor's business systems or a finding of noncompliance with CAS can result in decremented billing rates to U.S. government customers until the control deficiencies are corrected and their remediation is accepted by the DCMA. Both contractors and the U.S. government agencies conducting these audits and reviews have come under increased scrutiny. As a result, audits and reviews have become more rigorous and the standards to which the Company is held are being more strictly interpreted, increasing the likelihood of an audit or review resulting in an adverse outcome.

Pursuant to the Distribution Agreement with former Parent and upon the separation date, the former Parent's recorded liability of \$45 million was allocated to the Company in the amount of \$18 million and former Parent in the amount of \$27 million. This liability represents estimated net amounts to be refunded to customers for potential adjustments for indirect cost audits and compliance with CAS for fiscal 2006 through 2013. Subsequent to the separation, any amounts owed in addition to the \$45 million liability for periods prior to separation will be allocated to former Parent and the Company in proportions determined in accordance with the Distribution Agreement. As of January 31, 2014, the Company has recorded a liability of \$18 million for its current best estimate of net amounts to be refunded to customers for potential adjustments from such audits or reviews of contract costs.

***Timekeeping Contract with City of New York***

In March 2012, in connection with the resolution of certain investigations related to an automated time and attendance and workforce management system (CityTime) that former Parent developed and implemented for certain New York City agencies, former Parent entered into a three year deferred prosecution agreement (DPA) with the U.S. Attorney's Office for the Southern District of New York. Under the terms of the DPA, the U.S. Attorney's Office deferred prosecution of a single criminal count against former Parent, and will dismiss the criminal count at the end of a three year period if former Parent complies with the terms of the DPA. Under the DPA, former Parent agreed, among other things, to retain an independent monitor who will report periodically to the U.S. Attorney's Office and who will have broad authority to monitor and make recommendations on a number of former Parent's policies and practices. The Company is not subject to the criminal count and the agreement to defer prosecution under the DPA. However, the Company will comply with applicable provisions of the DPA, including retaining an independent monitor and related reporting obligations.

In August 2012, former Parent entered into an administrative agreement with the U.S. Army on behalf of all agencies of the U.S. government that confirms its continuing eligibility to enter into and perform contracts with the U.S. government. Under the terms of the administrative agreement, former Parent has agreed, among other things, to maintain a contractor responsibility program having the specific elements described in the administrative agreement, including retaining a monitor and providing certain reports to the U.S. Army. The administrative agreement will continue in effect for five years, provided that former Parent may request earlier termination following completion of three years. The Company notified the U.S. Army that it will comply with the obligations set forth in the administrative agreement following the separation. These obligations include retaining an independent monitor and maintaining a similar contractor responsibility program.

***Army Brigade Combat Team Modernization Engineering, Manufacturing and Development (BCTM) Program***

The BCTM program was terminated for convenience by the DoD effective in September 2011. From October 2009 through termination, the Company and its prime contractor performed on this program under an undefinitized change order with a provisional billing rate that allowed the Company to receive a lesser amount of the projected fee than the estimated fee due until completion of the contract negotiations. The Company has recognized revenues of approximately \$480 million, including estimated fees, from October 2009 through August 2, 2013 under the undefinitized change order. As of August 2, 2013, the Company had an outstanding receivable of approximately \$2 million on this contract. During fiscal 2013, an agreement in principle was reached between the prime contractor and the DoD; however a formal contract modification has not yet been received.

***Letters of Credit and Surety Bonds***

The Company has outstanding obligations relating to letters of credit of \$7 million as of January 31, 2014, principally related to guarantees on insurance policies. The Company also has outstanding obligations relating to surety bonds in the amount of \$17 million, principally related to performance and payment bonds on the Company's contracts. The letters of credit and surety bonds initially were obtained by former Parent and the Company is required to satisfy these obligations under the terms of the Distribution Agreement between the Company and former Parent.