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

DIVISION OF
CORPORATION FINANCE

February 22, 2019

Sarah K. Solum
Davis Polk & Wardwell LLP
sarah.solum@davispolk.com

Re: Leidos Holdings, Inc.
Incoming letter dated December 14, 2018

Dear Ms. Solum:

This letter is in response to your correspondence dated December 14, 2018 and December 28, 2018 concerning the shareholder proposal (the "Proposal") submitted to Leidos Holdings, Inc. (the "Company") by Kenneth Steiner (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. We also have received correspondence on the Proponent's behalf dated December 18, 2018, December 26, 2018, December 29, 2018, January 5, 2019 and January 20, 2019. Copies of all of the correspondence on which this response is based will be made available on our website at http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

M. Hughes Bates
Special Counsel

Enclosure

cc: John Chevedden
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February 22, 2019

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Leidos Holdings, Inc.
Incoming letter dated December 14, 2018

The Proposal requests that the board take each step necessary so that each voting requirement in the Company's charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be eliminated and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary, this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws.

We are unable to concur in your view that the Company may exclude the Proposal under rule 14a-8(i)(9). We note that the Company's governing documents currently contain certain supermajority voting requirements and that the Company's Proposal would reduce these voting requirements. Accordingly, the Proposal and the Company's Proposal seek a similar objective; to reduce the supermajority voting requirements in the Company's governing documents. Therefore, the proposals do not present shareholders with conflicting decisions such that a reasonable shareholder could not logically vote in favor of both proposals. Accordingly, we do not believe that the Company may omit the Proposal from its proxy materials in reliance on rule 14a-8(i)(9).

Sincerely,

Kasey L. Robinson
Special Counsel

DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the company in support of its intention to exclude the proposal from the company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes and rules administered by the Commission, including arguments as to whether or not activities proposed to be taken would violate the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversarial procedure.

It is important to note that the staff's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly, a discretionary determination not to recommend or take Commission enforcement action does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the company's management omit the proposal from the company's proxy materials.

JOHN CHEVEDDEN

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January 20, 2019

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

 # 5 Rule 14a-8 Proposal
Leidos Holdings, Inc. (LDOS)
Simple Majority Vote – "partial responsiveness"
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the December 14, 2018 no-action request.

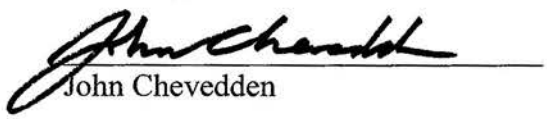
The company December 28, 2018 letter (at the top of page 3) refers to its "partial responsiveness" to the rule 14a-8 proposal.

A "partial responsiveness" is consistent with this text from Staff Legal Bulletin No. 14H: "We will not, however, view a shareholder proposal as directly conflicting with a management proposal if a reasonable shareholder, although possibly preferring one proposal over the other, could logically vote for both."

A "partial responsiveness" is also consistent with this text from Staff Legal Bulletin No. 14H: "This is because both proposals generally seek a similar objective …"

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2019 proxy.

Sincerely,



John Chevedden

cc: Kenneth Steiner

Raymond L. Veldman <raymond.l.veldman@leidos.com>

JOHN CHEVEDDEN

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January 5, 2019

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

 # 4 Rule 14a-8 Proposal
Leidos Holdings, Inc. (LDOS)
Simple Majority Vote – "partial responsiveness"
Kenneth Steiner

Ladies and Gentlemen:

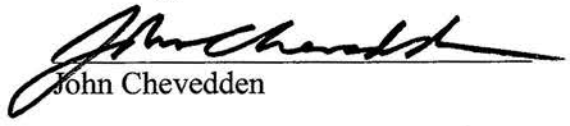
This is in regard to the December 14, 2018 no-action request.

The company December 28, 2018 letter (at the top of page 3) said that it "would be perverse" if a company's insistence on maintaining supermajority provisions through ratification means that a shareholder proposal asking to eliminate supermajority provision may be excluded under Rule 14a-8(i)(9). Instead of "would be perverse" this is indeed perverse period.

Then the company refers to its "partial responsiveness" to the rule 14a-8 proposal. Thus the company seems to claim that it deserves exclusion due to a purported conflict under Rule 14a-8(i)(9) since it has made a partial response to the rule 14a-8 proposal. This would seem to be groundbreaking development that a company can obtain exclusion under one rule because it could deserve exclusion under another rule, Rule 14a-8(i)(10).

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2019 proxy.

Sincerely,



John Chevedden

cc: Kenneth Steiner

Raymond L. Veldman <raymond.l.veldman@leidos.com>

JOHN CHEVEDDEN

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December 29, 2018

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

 # 3 Rule 14a-8 Proposal
Leidos Holdings, Inc. (LDOS)
Simple Majority Vote
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the December 14, 2018 no-action request.

The company December 28, 2018 letter failed to address the fact that in *Illumina, Inc.* (March 18, 2016) the rule 14a-8 proposal asked the company make governance improvements (from the shareholder perspective) and the company proposal was to nix improvement.

Leidos does not now claim that its proposal is to nix improvement.

The company failed to discuss how this important distinction from *Illumina, Inc.* (March 18, 2016) benefits its no action request.

The company also failed to address Staff Legal Bulletin No. 14H.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2019 proxy.

Sincerely,

John Chevedden

cc: Kenneth Steiner

Raymond L. Veldman <raymond.l.veldman@leidos.com>

New York
Northern California
Washington DC
São Paulo
London
Paris
Madrid
Tokyo
Beijing
Hong Kong

Davis Polk

Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017

212 450 4000 tel
212 701 5800 fax

December 28, 2018

Re: **Shareholder Proposal of Mr. Kenneth Steiner Pursuant to Rule 14a-8 of the Securities Exchange Act of 1934**

U.S. Securities and Exchange Commission
Office of Chief Counsel
Division of Corporation Finance
100 F Street, NE
Washington, DC 20549
(*Via email: shareholderproposals@sec.gov*)

Dear Sir or Madam:

On December 14, 2018, we submitted a letter (the "**No-Action Request**") on behalf of Leidos Holdings, a Delaware corporation (the "**Company**" or "**Leidos**") notifying the staff of the Office of Chief Counsel (the "**Staff**") of the shareholder proposal and supporting statement submitted by Mr. Kenneth Steiner (the "**Proponent**"), on October 9, 2018 (the "**Shareholder Proposal**") for inclusion in the proxy materials that Leidos intends to distribute in connection with its 2019 Annual Meeting of Shareholders (the "**2019 Proxy Materials**").

For the reasons set forth below and in the Company's No-Action Request, the Company intends to exclude the Shareholder Proposal from its proxy materials for the 2019 Annual Meeting in reliance on Rule 14a-8(i)(9). Rule 14a-8(i)(9) applies because the Shareholder Proposal directly conflicts with a Company proposal to be submitted to a shareholder vote at the same meeting (the "**Company Proposal**"), and therefore a reasonable shareholder could not logically vote in favor of both proposals.

The Company is supplementing the No-Action Request to inform the Staff that on December 18, 2018, the Board of Directors of the Company (the "**Board**") approved the Company Proposal to be submitted to shareholder vote at the 2019 Annual Meeting. The Board approved the Company Proposal to seek shareholder approval to amend the Leidos Charter and Bylaws such that:

- Articles SIXTH and NINTH will be amended so that any of the actions referenced in such Articles will require the affirmative approval of a majority of the total voting power of all outstanding shares of voting stock of the Company.

- Article SEVENTH, Section (C) will be amended such that any director or the entire Board may be removed with or without cause by the holders of a majority of the total voting power of all outstanding shares then entitled to vote at an election of directors.

- Article TENTH, Sections (B), (F) and (I) will be amended such that the references in those Sections to an 80% threshold would be amended and replaced with a threshold of "two-thirds of the total voting power of all of the outstanding shares of total voting stock."

- In addition, the Board is expected to authorize a conforming amendment to eliminate and replace the supermajority provision from Section 7.04 of the Company's Bylaws, at the time the Board is expected to authorize the Company Proposal, contingent upon shareholder approval of the amendment of the controlling provision in Article SIXTH.

As discussed in the No-Action Request, the Shareholder Proposal requests that the Board take the steps necessary to replace each supermajority provision in the Leidos Charter and Bylaws with a simple majority provision. The Shareholder Proposal directly conflicts with the Company Proposal because shareholders would be voting for applying different levels of approval thresholds to amend the same Charter provisions. A section of the Charter cannot be amended by shareholders both by simple majority vote and majority of shares outstanding, or simple majority vote and 66 2/3 of shares outstanding. A vote in favor of one proposal is tantamount to a vote against the other.

In response to the Proponent's letter dated December 18, 2018 referencing Staff Legal Bulletin No. 14H (Oct. 22, 2015) ("**SLB 14H**") and another letter dated December 26, 2018, we believe that for shareholder proposals governing the amendment of supermajority provisions, the precedents we cite in the No-Action Request remain valid. The Proposal does not ask the Company to give shareholders a new governance right, such as the ability to call a special meeting or nominate directors by proxy access. Rather, the Proposal asks for changes to the implementation of an existing right, namely the right of shareholders to amend the Charter, and in particular the number of shareholders that must approve that change.

Prior Staff decisions regarding Rule 14a-8(i)(9) have decided that a conflict exists when a company proposal asks shareholders to ratify the company's existing supermajority provisions, while a shareholder proposal asks for a reduction in those supermajority provisions to simple majority vote. *Illumina, Inc.* (avail. Mar. 18, 2016). We recognize that the Company Proposal does not ask for ratification of existing supermajority provisions. As we explained in the No-Action Request, the Company and its Board has determined that it is in the best interest of shareholders to reduce every supermajority provision in the Charter, and the corresponding Bylaw provisions, mostly from a supermajority to a majority of outstanding

shares. It would be a perverse result if a company's insistence on maintaining supermajority provisions through ratification means that a shareholder proposal asking to eliminate supermajority provisions may be excluded under Rule 14a-8(i)(9), while a Company's intent to demonstrate partial responsiveness to a proposal by including a company proposal that largely eliminates those supermajority provisions, with lower voting thresholds than what currently exists that are different and conflicts directly with what the Shareholder Proposal requests, must be included in proxy materials.

Accordingly, inclusion of both the Shareholder Proposal and the Company Proposal in the 2019 Proxy Materials would present alternative and conflicting decisions to the Company's shareholders and would create a conflict if both proposals were approved. Based on the foregoing, the Company believes that the Shareholder Proposal may properly be excluded from its 2019 Proxy Materials under Rule 14a-8(i)(9).

* * *

The Company respectfully requests the Staff's concurrence with its decision to omit the Shareholder Proposal from the 2019 Proxy Materials and further requests confirmation that the Staff will not recommend any enforcement action. Please call the undersigned at (650) 752-2011 if you should have any questions or need additional information or as soon as a Staff response is available.

Respectfully yours,

Sarah K. Solum

cc w/ att: Kenneth Steiner/John Chevedden
Ray Veldman (Leidos Holdings, Inc.)

JOHN CHEVEDDEN

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December 26, 2018

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

 # 2 Rule 14a-8 Proposal
Leidos Holdings, Inc. (LDOS)
Simple Majority Vote
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the December 14, 2018 no-action request.

The only purported precedent by the company dated later than the October 22, 2015 Staff Legal Bulletin No. 14H was *Illumina, Inc.* (March 18, 2016).

Illumina concerned a competing company proposal that did nothing to reduce the supermajority voting provisions of the company. The shareholders saw through these shenanigans and gave a resounding 77% negative vote to the competing Illumina proposal per the attached exhibit.

This was a total flop for Illumina. Illumina then adopted a version of the 2016 rule 14a-8 proposal (that was excluded) in 2017 per the 2nd exhibit.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2019 proxy.

Sincerely,

John Chevedden

cc: Kenneth Steiner

Raymond L. Veldman <raymond.l.veldman@leidos.com>

Item 5.07 Submission of Matters to a Vote of Security Holders.

Illumina, Inc.'s 2016 annual meeting of stockholders (the "Annual Meeting") was held on May 18, 2016, at which the company's stockholders voted upon the following proposals:

1. The election of Frances Arnold, Francis A. deSouza, and Karin Eastham to our Board of Directors to hold office for three years until the annual meeting of stockholders in the year 2019. This proposal was approved.

2. The ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending January 1, 2017. This proposal was approved.

3. On an advisory basis, approval of the compensation paid to the Company's "named executive officers" as disclosed in the Company's Proxy Statement for the Annual Meeting. This proposal was approved.

4. On an advisory basis, the ratification of certain supermajority voting provisions in the Company's certificate of incorporation and bylaws. This proposal was not approved.

According to the inspector of election, stockholders present in person or by proxy representing 134,592,539 shares of the Company's common stock voted on the proposals presented as follows:

Proposal 1 Votes regarding the election of three director nominees were:

	For	Against	Abstain	Broker Non-Votes
Frances Arnold	123,919,056	694,132	32,513	9,946,838
Francis A. deSouza	120,962,339	3,654,136	29,226	9,946,838
Karin Eastham	122,897,975	1,716,717	31,009	9,946,838

Proposal 2 Votes regarding the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending January 1, 2017, were:

For	Against	Abstain	Broker Non-Votes
133,174,156	1,355,288	63,095	0

Proposal 3 Votes regarding the approval, on an advisory basis, of the compensation paid to the Company's "named executive officers" as disclosed in the Company's Proxy Statement for the Annual Meeting were:

For	Against	Abstain	Broker Non-Votes
122,710,403	1,717,843	217,455	9,946,838

Proposal 4 Votes regarding the approval, on an advisory basis, of the ratification of certain supermajority voting provisions in the Company's certificate of incorporation and bylaws were:

For	Against	Abstain	Broker Non-Votes
27,548,871	97,037,561	59,269	9,946,838

77% negative

Item 5.07 Submission of Matters to a Vote of Security Holders.

Illumina, Inc.'s 2017 annual meeting of stockholders (the "Annual Meeting") was held on May 30, 2017, at which the company's stockholders voted upon the following proposals:

1. The election of Caroline Dorsa, Robert Epstein, and Philip Schiller to our Board of Directors to hold office for three years until the annual meeting of stockholders in the year 2020. This proposal was approved.

2. The ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017. This proposal was approved.

3. On an advisory basis, approval of the compensation paid to the Company's "named executive officers" as disclosed in the Company's Proxy Statement for the Annual Meeting. This proposal was approved.

4. The advisory vote on the frequency of future advisory votes to approve the compensation of the Company's "named executive officers" as disclosed in the Company's future proxy statements. The alternative of "every year" received the highest number of votes.

5. Approval of an amendment to the Company's certificate of incorporation removing certain supermajority voting requirements. This proposal was approved.

According to the inspector of election, stockholders present in person or by proxy representing 134,705,120 shares of the Company's common stock voted on the proposals presented as follows:

Proposal 1 Votes regarding the election of three director nominees were:

	For	Against	Abstain	Broker Non-Votes
Caroline Dorsa	123,855,738	945,076	51,695	9,852,611
Robert Epstein	123,925,611	872,809	54,089	9,852,611
Philip Schiller	124,456,707	339,574	56,228	9,852,611

Proposal 2 Votes regarding the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017, were:

For	Against	Abstain	Broker Non-Votes
133,288,215	1,263,152	153,753	—

Proposal 3 Votes regarding the approval, on an advisory basis, of the compensation paid to the Company's "named executive officers" as disclosed in the Company's Proxy Statement for the Annual Meeting were:

For	Against	Abstain	Broker Non-Votes
121,986,926	2,062,366	803,217	9,852,611

JOHN CHEVEDDEN

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December 18, 2018

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

 # 1 Rule 14a-8 Proposal
Leidos Holdings, Inc. (LDOS)
Simple Majority Vote
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the December 14, 2018 no-action request.

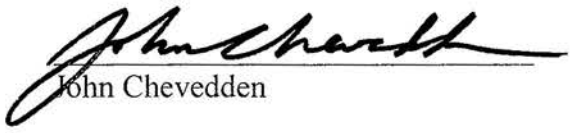
The company did not address this text from Staff Legal Bulletin No. 14H:

"In considering no-action requests under Rule 14a-8(i)(9) going forward, we will focus on whether a reasonable shareholder could logically vote for both proposals. For example, where a company seeks shareholder approval of a merger, and a shareholder proposal asks shareholders to vote against the merger, we would agree that the proposals directly conflict. Similarly, a shareholder proposal that asks for the separation of the company's chairman and CEO would directly conflict with a management proposal seeking approval of a bylaw provision requiring the CEO to be the chair at all times.

"We will not, however, view a shareholder proposal as directly conflicting with a management proposal if a reasonable shareholder, although possibly preferring one proposal over the other, could logically vote for both. For example, if a company does not allow shareholder nominees to be included in the company's proxy statement, a shareholder proposal that would permit a shareholder or group of shareholders holding at least 3% of the company's outstanding stock for at least 3 years to nominate up to 20% of the directors would not be excludable if a management proposal would allow shareholders holding at least 5% of the company's stock for at least 5 years to nominate for inclusion in the company's proxy statement 10% of the directors. This is because both proposals generally seek a similar objective, to give shareholders the ability to include their nominees for director alongside management's nominees in the proxy statement, and the proposals do not present shareholders with conflicting decisions such that a reasonable shareholder could not logically vote in favor of both proposals."

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2019 proxy.

Sincerely,



John Chevedden

cc: Kenneth Steiner

Raymond L. Veldman <raymond.l.veldman@leidos.com>

[LDOS: Rule 14a-8 Proposal, October 22, 2018]
[This line and any line above it – *Not* for publication.]

Proposal [4] – Simple Majority Vote

RESOLVED, Shareholders request that our board take each step necessary so that each voting requirement in our charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws.

Shareholders are willing to pay a premium for shares of companies that have excellent corporate governance. Supermajority voting requirements have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to "What Matters in Corporate Governance" by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are used to block initiatives supported by most shareowners but opposed by a status quo management.

This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy's. The proponents of these proposals included Ray T. Chevedden and William Steiner. The votes would have been higher than 74% to 88% if all shareholders had ready access to independent voting advice.

Currently a 1%-minority can frustrate the will of our 66%-shareholder majority. In other words a 1%-minority could have the power to prevent shareholders from making an overdue change. This can be particularly important during periods of management underperformance and/or an economic downturn.

Please yes:
Simple Majority Vote – Proposal [4]
[The above line – *Is* for publication.]

New York
Northern California
Washington DC
São Paulo
London
Paris
Madrid
Tokyo
Beijing
Hong Kong

Davis Polk

Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017

212 450 4000 tel
212 701 5800 fax

December 14, 2018

Re: **Shareholder Proposal of Mr. Kenneth Steiner Pursuant to Rule 14a-8 of the Securities Exchange Act of 1934**

U.S. Securities and Exchange Commission
Office of Chief Counsel
Division of Corporation Finance
100 F Street, NE
Washington, DC 20549
(*Via email: shareholderproposals@sec.gov*)

Dear Sir or Madam:

On behalf of Leidos Holdings, a Delaware corporation (the "**Company**" or "**Leidos**"), and in accordance with Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended, we are filing this letter with respect to the shareholder proposal and supporting statement submitted by Mr. Kenneth Steiner (the "**Proponent**"), on October 9, 2018 (the "**Shareholder Proposal**") for inclusion in the proxy materials that Leidos intends to distribute in connection with its 2019 Annual Meeting of Shareholders (the "**2019 Proxy Materials**"). We hereby request confirmation that the staff of the Office of Chief Counsel (the "**Staff**") will not recommend any enforcement action if, in reliance on Rule 14a-8, Leidos omits the Shareholder Proposal from its 2019 Proxy Materials.

Pursuant to Rule 14a-8(j), this letter is being filed with the Commission no later than 80 calendar days before Leidos files its definitive 2019 Proxy Materials. Pursuant to Staff Legal Bulletin No. 14D (CF), *Shareholder Proposals* (Nov. 7, 2008), question C, we have submitted this letter to the Commission via email to shareholderproposals@sec.gov.

Pursuant to Rule 14a-8(j), as notification of the Company's intention to omit the Shareholder Proposal from its 2019 Proxy Materials, a copy of this submission is being sent simultaneously to John Chevedden, the proxy appointed by the Proponent to receive correspondence related to the Shareholder Proposal. This letter constitutes the Company's statement of the reasons that it deems the omission of the Shareholder Proposal to be proper. We have been advised by the Company as to the factual matters set forth herein.

*** FISMA & OMB Memorandum M-07-16

The Shareholder Proposal states:

> RESOLVED, Shareholders request that our board take each step necessary so that each voting requirement in our charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws.

A copy of the Shareholder Proposal and other correspondence is attached to this letter as Exhibit A.

Statement of Reasons to Exclude

The Company believes that the Shareholder Proposal may properly be excluded from its proxy statement under Rule 14a-8(i)(9) because it will directly conflict with one of the Company's own proposals to be submitted to shareholders at the same meeting. The Commission has indicated that the company's proposal need not be "identical in scope or focus for the exclusion to be available." *Exchange Act Release No. 34-40018* (May 21, 1998).

The Shareholder Proposal implicates the following provisions of the Leidos Charter:

- Article SIXTH provides that no section of the Company's Bylaws may be adopted, repealed, altered, amended or rescinded by the shareholders of the Company except by the affirmative vote of not less than two-thirds of the total voting power of all outstanding shares of voting stock of the Company;

- Article SEVENTH, Section (C) provides that any director or the entire Board of Directors may be removed with or without cause by the holders of two-thirds of the total voting power of all outstanding shares then entitled to vote at an election of directors;

- Article NINTH requires the affirmative vote of the holders of not less than two-thirds of the total voting power of all outstanding shares of voting stock of the Company to repeal or amend certain specified provisions in the Leidos Charter;

- Article TENTH, Section (B) requires the approval of certain business combination transactions that involve a "Related Person" (as defined in the Leidos Charter as a person other than the Company, an employee stock ownership or other employee benefit plan of the Company or a subsidiary of the Company that beneficially owns an aggregate of 5% or more of the total voting power of all of the outstanding shares of voting stock of the Company, or an affiliate or associate of any such person) by the

affirmative vote of the holders of (i) at least 80% of the total voting power of all of the outstanding shares of total voting stock of the Company and (ii) at least a majority of the total voting power of all of the outstanding shares of voting stock of the Company other than shares of voting stock which are beneficially owned by such Related Person, unless the transaction is approved by the Continuing Directors (as defined in the Leidos Charter) or certain fair price conditions are satisfied; and

- Article TENTH, Section (I) requires the affirmative vote of the holders of at least 80% of the total voting power of all outstanding shares of voting stock of the Company to amend, alter, change or repeal any provisions set forth in such Article TENTH; *provided* that such provisions may be amended, altered, changed or repealed upon the affirmative vote of the holders of at least a majority of the total voting power of all outstanding shares of voting stock of the Company if first approved and recommended by a resolution adopted by a majority vote of the Continuing Directors (as defined in the Leidos Charter).

- In addition, Section 7.04 of the Company's Bylaws currently repeats the voting standard from Article SIXTH of the Leidos Charter regarding shareholder amendments to the Bylaws.

The Nominating and Corporate Governance Committee (the "**Committee**") of the Board of Directors of the Company (the "**Board**") has reviewed the Shareholder Proposal and recommended to the Board the inclusion of a management proposal in the Company's 2019 Proxy Materials to amend the foregoing provisions of the Leidos Charter, declaring the proposal's advisability and recommending that the Company's shareholders approve such amendment (the "**Company Proposal**"). Based on the recommendation of the Committee and the Board's own consideration of the Shareholder Proposal and the Company Proposal, management intends to include the Company Proposal in the Company's 2019 Proxy Materials upon authorization by the Board as explained on page 5.

The Company Proposal will ask shareholders to approve amendments to the Leidos Charter and Bylaws such that:

- Articles SIXTH and NINTH will be amended so that any of the actions referenced in such Articles will require the affirmative approval of a majority of the total voting power of all outstanding shares of voting stock of the Company.

- Article SEVENTH, Section (C) will be amended such that any director or the entire Board may be removed with or without cause by the holders of a majority of the total voting power of all outstanding shares then entitled to vote at an election of directors.

- Article TENTH, Sections (B) and (I) will be amended such that the references in those Sections to an 80% threshold would be amended and replaced with a threshold of "two-thirds of the total voting power of all of the outstanding shares of total voting stock."

- In addition, the Board is expected to authorize a conforming amendment to eliminate and replace the supermajority provision from Section 7.04 of the Company's Bylaws, at the time the Board is expected to authorize the Company Proposal, contingent upon shareholder approval of the amendment of the controlling provision in Article SIXTH.

The Company Proposal and the Shareholder Proposal would present alternative and conflicting decisions for shareholders because they would apply different voting thresholds for the same provision. For example, the Company Proposal would reduce the current 80% thresholds in Article TENTH and would set those thresholds at "two-thirds of the total voting power of all of the outstanding shares of total voting stock," which directly conflicts with the Shareholder Proposal's request to set the thresholds at a "simple majority." Further, the Company Proposal would eliminate and replace the current two-thirds thresholds in Articles SIXTH, SEVENTH and NINTH of the Leidos Charter and Section 7.04 of the Company's Bylaws to require the affirmative approval of a majority of the total voting power of the outstanding voting stock of the Company with respect to such matters, which also directly conflicts with the Shareholder Proposal's request to set the thresholds at a "simple majority."

Where a shareholder proposal and a company proposal present alternative and conflicting decisions for shareholders, and submitting both matters for shareholder vote could produce inconsistent and ambiguous results, the Staff has permitted exclusion of the shareholder proposal under Rule 14a-8(i)(9). The Staff has previously concurred in the exclusion of shareholder proposals requesting the adoption of simple majority voting when the company represents that it will seek shareholder approval of an amendment to reduce provisions containing supermajority thresholds to "a majority of shares outstanding." *See, e.g.*, *Illumina, Inc.* (March 18, 2016); *CVS Caremark Corporation* (February 8, 2013); *Alcoa Inc.* (January 6, 2012); *Fluor Corp.* (January 25, 2011); *Del Monte Foods Co.* (June 3, 2010); *Caterpillar Inc.* (March 30, 2010); *Allergan Inc.* (February 22, 2010); *The Walt Disney Company* (November 16, 2009, *recon. denied* December 17, 2009). Similarly, in *SUPERVALU Inc.* (April 20, 2012), the Staff concurred with the exclusion of a shareholder proposal that requested the adoption of simple majority voting when a company indicated that it planned to submit a proposal to amend its bylaws and articles of incorporation to reduce supermajority provisions from 75% to 66 2/3%. *See also Duke Energy Corp.* (March 2, 2012) (concurring with the exclusion of a shareholder proposal requesting that the company adopt simple majority voting where the company planned to submit a proposal reducing any supermajority provisions from 80% to 75%); *Piedmont Natural Gas Co., Inc.* (November 17, 2011) (concurring with the exclusion of a shareholder proposal requesting that the company adopt simple majority voting where the company planned to submit a proposal reducing any provisions requiring a supermajority vote to 66 2/3%); *H.J. Heinz Company* (April 23, 2007) (concurring with the exclusion of a shareholder proposal requesting that the company adopt simple majority voting where the company planned to submit a proposal reducing any supermajority provisions from 80% to 60%).

If both the Shareholder Proposal and the Company Proposal were included in the 2019 Proxy Materials, the confusion caused could easily lead to a vote result that is not necessarily representative of the views of shareholders, and a situation in which the

Company would be unsure on how to implement the wishes of its shareholders. For example, if the Leidos shareholders were to approve both proposals, it would not be possible to determine which of the alternative proposals they preferred, as some shareholders may have supported both while other shareholders may have supported one but not the other. Further, if both proposals were voted upon, some shareholders may have supported one of the proposals solely in preference to the other proposal, but might not have supported either proposal on an individual basis, preferring instead to maintain the status quo.

As described above in this letter, Leidos' determination to ask shareholders to approve the Company Proposal is substantially similar to the facts presented in prior no-action requests for which the Staff has permitted exclusion of a conflicting shareholder proposal. The Shareholder Proposal and the Company Proposal directly conflict, and if both were included in the 2019 Proxy Materials, would present different and directly conflicting decisions for shareholders on the same subject matter at the same shareholder meeting.

We are submitting this letter at this time in light of the timing provisions in Rule 14a-8(j). Once the Board has authorized the Company Proposal, we will notify the Staff by a supplemental letter. The Staff has consistently granted no-action requests pursuant to Rule 14a-8(i)(9) in circumstances where a company's initial no-action request letter indicated that the company intended to take certain actions, and the company followed this initial submission with a supplemental notification to the Staff confirming that such action had been taken and a proposal would be put before the company's shareholders to ratify the Board action that would directly conflict with the shareholder proposal at issue. *See, e.g., Illumina, Inc.* (March 18, 2016) (in which the Staff concurred in exclusion of a proposal requesting to eliminate and replace supermajority provisions in the company's charter and bylaws with a simple majority voting standard, where the company indicated in its initial no-action request letter that its board was expected to approve, and confirmed in a supplemental letter to the Staff that its board had approved, a proposal to seek ratification of existing bylaw and charter provisions related to the company's existing supermajority voting requirements at the same annual meeting).

Based on the foregoing, the Company believes that the Shareholder Proposal may properly be excluded from its 2019 Proxy Materials under Rule 14a-8(i)(9).

* * *

The Company respectfully requests the Staff's concurrence with its decision to omit the Shareholder Proposal from the 2019 Proxy Materials and further requests confirmation that the Staff will not recommend any enforcement action. Please call the undersigned at (650) 752-2011 if you should have any questions or need additional information or as soon as a Staff response is available.

Respectfully yours,

Sarah K. Solum

Attachment
cc w/ att: Kenneth Steiner/John Chevedden
Ray Veldman (Leidos Holdings, Inc.)

EXHIBIT A

Kenneth Steiner
***

Mr. Daniel J. Antal
Corporate Secretary
Leidos Holdings, Inc. (LDOS)
11951 Freedom Drive
Reston, VA 20190
PH: 571-526-6000
PH: 571-526-6302
FX: 571-526-7955

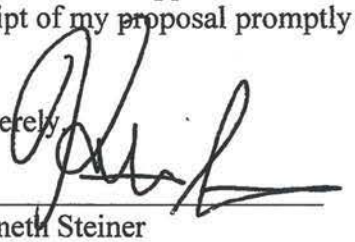
Dear Mr. Antal,

I purchased stock in our company because I believed our company had potential for imporoved performance. My attached Rule 14a-8 proposal is submitted in support of the long-term performance of our company. This Rule 14a-8 proposal is submitted as a low-cost method to improve compnay performance.

My proposal is for the next annual shareholder meeting. I will meet Rule 14a-8 requirements including the continuous ownership of the required stock value until after the date of the respective shareholder meeting. My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is my proxy for John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act on my behalf regarding this Rule 14a-8 proposal, and/or modification of it, for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden
(PH: *** at:
***
to facilitate prompt and verifiable communications. Please identify this proposal as my proposal exclusively.

This letter does not cover proposals that are not rule 14a-8 proposals. This letter does not grant the power to vote. Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of my proposal promptly by email to ***

Sincerely,



Kenneth Steiner

10-9-18
Date

cc: John P. Sweeney <ir@leidos.com>

[LDOS: Rule 14a-8 Proposal, October 22, 2018]
[This line and any line above it – *Not* for publication.]

Proposal [4] – Simple Majority Vote

RESOLVED, Shareholders request that our board take each step necessary so that each voting requirement in our charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws.

Shareholders are willing to pay a premium for shares of companies that have excellent corporate governance. Supermajority voting requirements have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to "What Matters in Corporate Governance" by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are used to block initiatives supported by most shareowners but opposed by a status quo management.

This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy's. The proponents of these proposals included Ray T. Chevedden and William Steiner. The votes would have been higher than 74% to 88% if all shareholders had ready access to independent voting advice.

Currently a 1%-minority can frustrate the will of our 66%-shareholder majority. In other words a 1%-minority could have the power to prevent shareholders from making an overdue change. This can be particularly important during periods of management underperformance and/or an economic downturn.

Please yes:
Simple Majority Vote – Proposal [4]
[The above line – *Is* for publication.]

Kenneth Steiner, *** sponsors this proposal.

Notes:
This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email
***

Solomon, Billie

From: Veldman, Ray <RAYMOND.L.VELDMAN@leidos.com>
Sent: Tuesday, November 6, 2018 10:11 AM
To: ***
Subject: Leidos Holdings, Inc. - Stockholder Proposal
Attachments: Rule 14a-8.pdf

Dear Mr. Chevedden,

This communication is to acknowledge our receipt of the Rule 14a-8 proposal captioned "Simple Majority Vote" which was submitted by Kenneth Steiner and which requests that communications regarding the proposal be directed to you.

We note that the proposal submission did not include documentation evidencing the proponent's satisfaction of the ownership requirements set forth in Rule 14a-8(b), which require a proponent to have continuously held at least $2,000 in market value, or 1% of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date the proposal is submitted. Accordingly, please provide, within 14 calendar days, written documentation from the record holder of the securities verifying that, at the time the proposal was submitted, the proponent continuously held the requisite securities for at least one year. A copy of Rule 14a-8 is attached for reference.

Sincerely,

Ray Veldman | Leidos Legal
Senior Vice President, Deputy General Counsel
and Corporate Secretary
phone: 571.526.6302
mobile: 571.268.2288

leidos

Solomon, Billie

From:	***
Sent:	Friday, November 9, 2018 1:01 PM
To:	Veldman, Ray
Cc:	Daniel J. Antal
Subject:	EXTERNAL: Rule 14a-8 Proposal (LDOS) blb
Attachments:	CCE09112018_4.pdf

Mr. Veldman,
Please see the attached letter.
Sincerely,
John Chevedden

Ameritrade

11/09/2018

Kenneth Steiner
***

Re: Your TD Ameritrade Account Ending in *** in TD Ameritrade Clearing Inc DTC #0188

Dear Kenneth Steiner,

Thank you for allowing me to assist you today. As you requested, this letter confirms that, as of close of business on November 8, 2018, you have continuously held no less than 300 shares of each of the following stocks in the above referenced account since June 1, 2017:

Lincoln National Corporation (LNC)
NASDAQ, Inc. (NDAQ)
Valley National Bancorp (VLY)
Leidos Holdings, Inc. (LDOS)
Textron Inc. (TXT)

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Private Client Services at 800-400-4078. We're available 24 hours a day, seven days a week.

Sincerely,

Jennifer Hickman

Jennifer Hickman
Resource Specialist
TD Ameritrade

Solomon, Billie

From: Veldman, Ray <RAYMOND.L.VELDMAN@leidos.com>
Sent: Monday, November 12, 2018 8:28 AM
To: ***
Cc: Daniel J. Antal
Subject: RE: Rule 14a-8 Proposal (LDOS) blb

Mr. Chevedden,

We have received the letter evidencing Mr. Steiner's ownership of LDOS shares. Thank you.

Ray Veldman | Leidos Legal
Senior Vice President, Deputy General Counsel and Corporate Secretary
phone: 571.526.6302
mobile: 571.268.2288

-----Original Message-----
From: ***
Sent: Friday, November 9, 2018 4:01 PM
To: Veldman, Ray L. [US-US] <RAYMOND.L.VELDMAN@leidos.com>
Cc: Daniel J. Antal <danielj.antal@leidos.com>
Subject: EXTERNAL: Rule 14a-8 Proposal (LDOS) blb

Mr. Veldman,
Please see the attached letter.
Sincerely,
John Chevedden

Solomon, Billie

From: ***
Sent: Monday, November 12, 2018 9:02 AM
To: Veldman, Ray
Cc: Daniel J. Antal
Subject: EXTERNAL: Rule 14a-8 Proposal (LDOS) blb

Good.