

January 8, 2025

Via Staff Online Portal

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

**Re: Science Applications International Corporation – Notice of Intent to Exclude
from 2025 Proxy Materials Shareholder Proposal Submitted by John
Chevedden**

Ladies and Gentlemen:

This letter is submitted on behalf of Science Applications International Corporation, a Delaware corporation (the “Company”), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended, to notify the U.S. Securities and Exchange Commission (the “Commission”) of the Company’s intention to exclude from its proxy materials for its 2025 Annual Meeting of Stockholders (the “2025 Proxy Materials”) a shareholder proposal (the “Proposal”) and statements in support thereof from John Chevedden (the “Proponent”). The Company requests confirmation that the staff of the Division of Corporation Finance (the “Staff”) will not recommend an enforcement action to the Commission if the Company excludes the Proposal from the 2025 Proxy Materials in reliance on Rule 14a-8.

In accordance with Rule 14a-8(j), we are submitting this letter with the Staff not less than 80 calendar days before the Company intends to file its definitive 2025 Proxy Materials with the Commission. Pursuant to Rule 14a-8(j) and Staff Legal Bulletin No. 14D (November 7, 2008) (“SLB 14D”), we have concurrently sent copies of this correspondence to the Proponent by email and overnight carrier as notification of the Company’s intention to exclude the Proposal from its 2025 Proxy Materials.

Rule 14a-8(k) and SLB 14D provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or Staff. Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to the

Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

Pursuant to the guidance provided in Section F of Staff Legal Bulletin No. 14F (October 18, 2011), we ask that the Staff provide its response to this request to the undersigned via email at the address noted in the last paragraph of this letter.

The Proposal

The Company received the Proposal on November 25, 2024. A full copy of the Proposal is attached hereto as **Exhibit A**. The Proposal reads as follows:

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 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. This includes making the necessary changes in plain English.

Shareholders are willing to pay a premium for shares of companies that have excellent corporate governance. The supermajority voting requirements, like those of Science Applications International, 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 and Macy’s. These votes would have been higher than 74% to 88% if more shareholders had access to independent proxy voting advice.

This proposal topic, as a shareholder proposal, also received 98% support each in 2024 at Domino’s Pizza, FMC Corporation, ConocoPhillips, Masco Corporation and Power Integrations.

Basis for Exclusion

We hereby respectfully request the Staff concur in our view that the Proposal may be excluded from the Company’s 2025 Proxy Materials pursuant to Rule 14a-8(b)(1), Rule 14a-8(b)(2) and Rule 14a-8(f)(1) because the Proponent failed to timely provide proof of the requisite stock ownership after receiving notice of such deficiency.

Background

On November 25, 2024, the Company received the Proposal along with a cover letter from the Proponent. In a cover letter to the Proposal, the Proponent stated that the Proponent intends to continue to hold the required amount of Company shares through the date of the Company's 2025 Annual Meeting of Stockholders and beyond as is or will be documented in the Proponent's ownership proof and that the Proponent would forward a broker letter with proof of such ownership under separate cover. The Company never received such verification of ownership. The Company reviewed its stock records, which did not indicate that the Proponent was a registered holder of any securities of the Company.

After confirming that the Proponent is not a record holder of any securities of the Company and not receiving the Proponent's proof of continuous beneficial ownership, on December 4, 2024, within 14 calendar days of the Company's receipt of the Proposal (as required by Rule 14a-8(f)(1)), the Company sent a letter to the Proponent via email and overnight carrier (i) notifying the Proponent that the Proponent had not provided the requisite proof of continuous share ownership and (ii) requesting written statements from the record owner of the Proponent's shares of the Company's common stock (the "Common Stock") verifying that the Proponent had beneficially owned the requisite number of shares of Common Stock continuously for at least the requisite period preceding and including the date of submission of the Proposal (the "Deficiency Letter"), which Deficiency Letter is attached hereto as **Exhibit B**. Overnight carrier records confirm delivery of the Deficiency Letter at the address provided by the Proponent at 5:21 p.m. local time on December 5, 2024, as further set forth on **Exhibit C** hereto.

Based on the delivery date of the Deficiency Letter via overnight carrier to the Proponent, the Proponent did not respond to the Deficiency Letter or provide any documentary proof of the Proponent's holdings within 14 calendar days of delivery of the Deficiency Letter, as required by Rule 14a-8(f)(1). As of the date of this letter, the Company has not received further correspondence or any documentation from the Proponent relating to proof of the Proponent's ownership of shares of Common Stock.

Analysis

I. The Proposal May Be Excluded Pursuant to Rule 14a-8(b)(1), Rule 14a-8(b)(2) and Rule 14a-8(f)(1) Because the Proponent Failed to Timely Provide Proof of the Requisite Stock Ownership After Receiving Notice of Such Deficiency.

Under Rule 14a-8(b)(1), in order to be eligible to submit a proposal for a company's annual meeting of stockholders, a shareholder must have continuously held: (i) at least \$2,000 in market value of the company's securities entitled to vote on the proposal for at least three years, preceding and including the date that the proposal was submitted; (ii) at least \$15,000 in market value of the company's securities entitled to vote on the proposal for at least two years, preceding and including the date that the proposal was submitted; or (iii) at least \$25,000 in market value of the company's securities entitled to vote on the proposal for at least one year, preceding and including the date that the proposal was submitted. Since the Company confirmed that the Proponent is not a record holder of any Company securities, Staff Legal Bulletin No. 14 (July 13, 2001) provides that when the stockholder-proponent is not a registered holder, the stockholder "is responsible for proving

his or her eligibility to submit a proposal to the company,” which the stockholder proponent may do pursuant to Rule 14a-8(b)(2). Under Rule 14a-8(b)(2), if the proponent is not a registered holder, the proponent must provide proof of beneficial ownership of the securities.

Under Rule 14a-8(f)(1), a company may exclude a shareholder proposal if the proponent fails to provide evidence that the proponent meets the eligibility requirements of Rule 14a-8(b), provided that the company notifies the proponent of the deficiency within 14 calendar days of receiving the proposal and the proponent fails to correct the deficiency within 14 days of receiving such notice. A proponent’s response to the notice of deficiency must be postmarked or transmitted electronically to the company no later than 14 days from the date the proponent received the notice of deficiency. *See* Staff Legal Bulletin No. 14G, Section C (October 16, 2012).

In this instance, the Proponent failed to respond to the Company’s timely request to provide evidence of eligibility to submit a shareholder proposal within the 14-day deadline. In this regard, after receiving the Proposal on November 25, 2024, the Company sent the Deficiency Letter to the Proponent by email and overnight carrier on December 4, 2024, timely notifying the Proponent of the procedural defects under Rule 14a-8(b). The Deficiency Letter specifically requested “. . . written statements from the record holder of the [Proponent’s] shares of the Company’s common stock . . . verifying that at the time [the Proponent] submitted the Proposal, [the Proponent] had continuously held the requisite amount of shares for the applicable requisite period of time.” Consistent with Rule 14a-8(f)(1), the Deficiency Letter requested that proof of the Proponent’s ownership be provided within 14 days of the Proponent’s receipt of the Deficiency Letter. The Deficiency Letter was sent to the Proponent by email and overnight carrier on December 4, 2024, with confirmation of delivery of the Deficiency Letter on December 5, 2024. Accordingly, proof of ownership, to be timely, would have had to be received by the Company by December 18, 2024. As of the date of this letter, the Proponent has continuously failed to timely provide for proof of the Proponent’s ownership of Common Stock.

Further, the Staff has consistently concurred in the exclusion of shareholder proposals under Rule 14a-8(b) and Rule 14a-8(f)(1) where a proponent failed to respond to a company’s timely request to provide evidence of eligibility to submit a shareholder proposal within the 14-day deadline. *See, e.g., Walgreens Boots Alliance, Inc.* (Dec. 9, 2024) (permitting exclusion of a proposal under Rule 14a-8(f)(1) where the proponent failed to provide requisite proof of ownership after receiving the company’s timely deficiency notices); *Home Depot, Inc.* (Mar. 9, 2023) (concurring with the exclusion of a stockholder proposal under Rule 14a-8(b) and Rule 14a-8(f) when the proponent failed to provide any documentary evidence of ownership of company shares and noting that “[a]s required by Rule 14a-8(f), the [c]ompany notified the [p]roponent of the problem, and the [p]roponent failed to adequately correct it”); *PPL Corporation* (Mar. 26, 2024) (concurring with the exclusion of a stockholder proposal under Rule 14a-8(b) and Rule 14a-8(f) when the proponent failed to provide sufficient proof of ownership of company shares); *FedEx Corp.* (June 5, 2019) (permitting exclusion of a proposal under Rule 14a-8(f)(1) where the proponent supplied evidence of eligibility to submit a shareholder proposal 15 days after receiving the company’s timely deficiency notice); *Comcast Corp.* (Mar. 5, 2014) (permitting exclusion of a proposal under Rule 14a-8(f)(1) where the proponent supplied evidence of eligibility to submit a shareholder proposal 15 days after receiving the company’s timely deficiency notice); *Entergy Corp.* (Jan. 9, 2013) (permitting exclusion of a proposal under

January 8, 2025

Rule 14a-8(f)(1) where the proponent supplied evidence of eligibility to submit a shareholder proposal 16 days after receiving the company's timely deficiency notice); *see also, e.g., Exxon Mobil Corp.* (Feb. 14, 2018) (permitting exclusion of a proposal under Rule 14a-8(f)(1) where the proponent supplied evidence of eligibility to submit a shareholder proposal 53 days after receiving the company's timely deficiency notice); *Ambac Financial Group, Inc.* (Dec. 15, 2016) (permitting exclusion of a proposal under Rule 14a-8(f)(1) where the proponent supplied evidence of eligibility to submit a shareholder proposal 48 days after receiving the company's timely deficiency notice); *Prudential Financial, Inc.* (Dec. 28, 2015) (permitting exclusion of a proposal under Rule 14a-8(f)(1) where the proponent supplied evidence of eligibility to submit a shareholder proposal 23 days after receiving the company's timely deficiency notice).

Accordingly, consistent with the precedent described above, the Proposal may be excluded pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1) as the Proponent has failed to timely provide proof of the requisite beneficial ownership of Common Stock after receiving timely notice of such deficiency from the Company, even after provision of the Deficiency Letter.

Conclusion

Based upon the foregoing, the Company respectfully requests the Staff's concurrence with the Company's view or, alternatively, that the Staff confirm that it will not recommend any enforcement action to the Commission if the Company excludes the Proposal from the 2025 Proxy Materials pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1). We would be happy to provide any additional information and answer any questions regarding this matter.

Should you have any questions, please contact the undersigned at ryan.woessner@faegredrinker.com or (612) 766-7242 or Hilary L. Hageman, the Company's Executive Vice President, General Counsel and Corporate Secretary at Hilary.L.Hageman@saic.com or (703) 676-4008.

Thank you for your consideration.

Regards,

FAEGRE DRINKER BIDDLE & REATH LLP



Ryan R. Woessner
Partner

cc: Hilary L. Hageman
Executive Vice President, General Counsel and Corporate Secretary
Science Applications International Corporation
Email: Hilary.L.Hageman@saic.com

John Chevedden

Email: [REDACTED] PII

EXHIBIT A

[Attached.]

Ms. Hilary L. Hageman
Corporate Secretary
Science Applications International Corporation (SAIC)
12010 Sunset Hills Road
Reston, VA 20190
PH: 703-676-4300

Dear Ms. Hageman,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.

This proposal is for the next annual shareholder meeting.

I intend to continue to hold the required amount of Company shares through the date of the Company’s next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof.

This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

Please assign the proper sequential proposal number in each appropriate place.

Please use the title of the proposal in bold in all references to the proposal in the proxy including the table of contents, like Board of Directors proposals, and on the ballot. If there is objection to the title please negotiate or seek no action relief as a last resort.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message to PII it may very well save you from formally requesting a broker letter from me.

Please confirm that this proposal was sent to the correct email address for rule 14a-8 proposals. Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested." I so request.

Sincerely,


John Chevedden

November 14, 2024
Date

[SAIC: Rule 14a-8 Proposal, November 14, 2024]
[This line and any line above it – *Not* for publication.]

Proposal 4 – Support Simple Majority Vote

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 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. This includes making the necessary changes in plain English.

Shareholders are willing to pay a premium for shares of companies that have excellent corporate governance. The supermajority voting requirements, like those of Science Applications International, 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 and Macy’s. These votes would have been higher than 74% to 88% if more shareholders had access to independent proxy voting advice.

This proposal topic, as a shareholder proposal, also received 98% support each in 2024 at Domino's Pizza, FMC Corporation, ConocoPhillips, Masco Corporation and Power Integrations.

Please vote yes:

Support Simple Majority Vote – Proposal 4

Notes:

“Proposal 4” stands in for the final proposal number that management will assign. The proposal number and title at the top of proposal is the number and title intended for publication in the proxy and on the ballot – word for word with no added words or mixture of shareholder words with management words.

It is critically important that the proponent have control of the ballot title with no words added or subtracted from the title because the title of the proposal may be the only words a voting shareholder sees. If management disagrees then it has the option of negotiating now or asking for no action relief.

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 proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT. Please arrange in advance in a separate email message regarding a meeting if needed.

The proponent intends to continue holding the same required amount of Company shares through the date of the Company’s 2025 Annual Meeting of Stockholders as is or will be documented in his ownership proof.

Please acknowledge this proposal promptly by email PII.

The color version of the below graphic is to be published immediately after the bold title line of the proposal at the top of the proposal and be center justified with the title.



FOR

***Shareholder
Rights***

EXHIBIT B

[Attached.]

From: [Reed, Sandra J. \[US\]](#)
To: [REDACTED] PII
Cc: [Hageman, Hilary L. \[US\]](#); [Gunderson, Kathryn S. \[US\]](#)
Subject: Attached letter from Hilary Hageman, EVP, General Counsel and Corporate Secretary at SAIC
Date: Wednesday, December 4, 2024 5:22:12 PM
Attachments: [Scanned from a Xerox Multifunction Printer.pdf](#)

Dear Mr. Chevedden,

Please see the attached letter from Hilary Hageman. A hard copy is also being sent to you via UPS overnight.

Best regards,

Sandy Reed | SAIC
Executive Assistant
Office of General Counsel

T [REDACTED]
E [REDACTED]



December 4, 2024

Via email and overnight mail to:

PII
[REDACTED]

John Chevedden
[REDACTED]

Re: Shareholder Proposal

Dear Mr. Chevedden:

Science Applications International Corporation (the “Company”) has received the shareholder proposal letter, dated November 14, 2024, that you submitted relating to voting requirements in the Company’s governing documents. The proposal contains a procedural deficiency, which Securities and Exchange Commission (“SEC”) regulations require us to bring to your attention.

Since the Company’s records do not indicate that you are a registered holder of shares of the Company’s common stock, you are required to submit to the Company written statements from the record holder of your shares verifying your eligibility pursuant to Rule 14a-8(b)(1) (the “Rule”) of the Securities Exchange Act of 1934, as amended. To date, the Company has not received proof that you have satisfied the Rule’s ownership requirements as of the date of the proposal’s submission. To comply with the Rule, please submit to the Company written statements from the record holder of your shares of the Company’s common stock (usually a broker or bank) verifying that at the time you submitted the proposal, you had continuously held the requisite amount of shares for the applicable requisite period of time.

The SEC rules require you to remedy the procedural defect by providing the required information in a response that is either postmarked or transmitted electronically to the Company no later than 14 days from the date you receive this letter. If you do not remedy the procedural defect discussed in this letter within 14 days of receipt of this letter, the Company may be allowed to exclude the proposal from consideration at the Company’s 2025 Annual Meeting of Stockholders (the “2025 Annual Meeting”) and from the Company’s proxy statement for the 2025 Annual Meeting.

Please direct all correspondence to me at Hilary.L.Hageman@saic.com.

Sincerely,

Hilary L. Hageman

Executive Vice President, General Counsel and Corporate Secretary

EXHIBIT C

[Attached.]

Gunderson, Kathryn S. [US]

From: Reed, Sandra J. [US]
Sent: Tuesday, January 7, 2025 2:19 PM
To: Gunderson, Kathryn S. [US]
Subject: RE: Attached letter from Hilary Hageman, EVP, General Counsel and Corporate Secretary at SAIC

Hi Katie,

The tracking/delivery information is below:

UPS

Tracking Number
1Z81122R0195606217

Your shipment from 

SAIC

✓ Delivered On
Thursday, December 05 at 5:21 P.M. at Residential

Delivered To
[REDACTED]

Received By:
JOHN CHEVEDDEN 

[Proof of Delivery >](#)

✓ **Label Created**
United States
12/04/2024, 5:19 P.M.

✓ **We Have Your Package**
Chantilly, VA, United States
12/04/2024, 8:46 P.M.

✓ **On the Way**
[REDACTED] United States
12/05/2024, 9:02 A.M.

✓ **Out for Delivery**
[REDACTED] United States
12/05/2024, 10:17 A.M.

→ **Delivered**
[REDACTED]
12/05/2024, 5:21 P.M.

Regards,

Sandy

From: Gunderson, Kathryn S. [US] [REDACTED]
Sent: Tuesday, January 7, 2025 1:58 PM