



DIVISION OF  
CORPORATION FINANCE

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

April 9, 2024

Ryan R. Woessner  
Faegre Drinker Biddle & Reath LLP

Re: Science Applications International Corporation (the "Company")  
Incoming letter dated January 29, 2024

Dear Ryan R. Woessner:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by the North Atlantic States Carpenters Pension Fund for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(f) because the Proponent did not comply with Rule 14a-8(b)(1)(i). As required by Rule 14a-8(f), the Company notified the Proponent of the problem, and the Proponent failed to correct it. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rules 14a-8(b)(1)(i) and 14a-8(f).

Copies of all of the correspondence on which this response is based will be made available on our website at <https://www.sec.gov/corpfin/2023-2024-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: David Minasian  
North Atlantic States Regional Council of  
Carpenters

January 29, 2024

*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 2024 Proxy Materials Shareholder Proposal Submitted by the North  
Atlantic States Carpenters Pension Fund**

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 2024 Annual Meeting of Stockholders (the “2024 Proxy Materials”) a shareholder proposal (the “Proposal”) and statements in support thereof from the North Atlantic States Carpenters Pension Fund (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 2024 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 2024 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 2024 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 December 14, 2023. A full copy of the Proposal is attached hereto as **Exhibit A**. The Proposal reads as follows:

Resolved: That the shareholders of Science Applications International Corporation (“Company”) hereby request that the board of directors take the necessary action to adopt a director election resignation bylaw that requires each director nominee to submit an irrevocable conditional resignation to the Company to be effective upon the director’s failure to receive the required shareholder majority vote support in an uncontested election. The proposed resignation bylaw shall require the Board to accept a tendered resignation absent the finding of a compelling reason or reasons to not accept the resignation. Further, if the Board does not accept a tendered resignation and the director remains as a “holdover” director, the resignation bylaw shall stipulate that should a “holdover” director fail to be re-elected at the next annual election of directors, that director’s new tendered resignation will be automatically effective 30 days after the certification of the election vote. The Board shall report the reasons for its actions to accept or reject a tendered resignation in a Form 8-K filing with the U.S. Securities and Exchange Commission.

### **Basis for Exclusion**

We hereby respectfully request the Staff concur in our view that the Proposal may be excluded from the Company’s 2024 Proxy Materials pursuant to Rule 14a-8(b)(1) 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 December 14, 2023, the Company received the Proposal along with a cover letter from the Proponent. In a cover letter to the Proposal, the Proponent stated that it was the “beneficial owner of shares of the Company’s common stock, with a market value of at least \$25,000, which shares have been held continuously for more than a year prior to and including the date of the submission of the Proposal” and that proof of such ownership would be provided by State Street Bank and Trust Company under separate cover. Such verification of ownership was never received by the Company. 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 27, 2023, within 14 calendar days of the Company's receipt of the Proposal, the Company sent a letter to the Proponent via email and overnight carrier (i) notifying the Proponent that it 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 10:04 a.m. local time on December 28, 2023, as further set forth on **Exhibit C** hereto.

Based on the delivery date of the Deficiency Letter via overnight carrier to the Proponent, under Rule 14a-8(f)(1), 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 of the date of this letter, the Company has not received further correspondence or any documentation from the Proponent relating to proof of its ownership of shares of Common Stock.

### Analysis

#### **I. The Proposal May Be Excluded Pursuant to Rule 14a-8(b)(1) 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. 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).

The Staff has consistently permitted exclusion of shareholder proposals under 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.* (Nov. 8, 2022) (permitting exclusion of a proposal under 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); *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 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).

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 December 14, 2023, the Company sent the Deficiency Letter by email and overnight carrier on December 27, 2023, 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, it 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 during business hours on December 27, 2023, with confirmation of delivery of the Deficiency Letter during business hours on December 28, 2023. Accordingly, proof of ownership, to be timely, would have had to be received by the Company by January 11, 2024. As of the date of this letter, the Proponent has continuously failed to timely provide for proof of its ownership of Common Stock.

Accordingly, consistent with the precedent described above, the Proposal may be excluded pursuant to Rule 14a-8(b)(1) 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

January 29, 2024

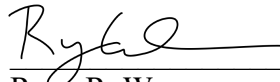
enforcement action to the Commission if the Company excludes the Proposal from the 2024 Proxy Materials pursuant to Rule 14a-8(b)(1) and Rule 14a-8(f)(1). We would be happy to provide any additional information and answer any questions regarding this matter.

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



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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

David Minasian  
North Atlantic States Regional Council  
Email: dminasian@nasrcc.org

**EXHIBIT A**

[Attached.]

NORTH ATLANTIC STATES REGIONAL COUNCIL OF CARPENTERS

United Brotherhood of Carpenters and Joiners of America

750 DORCHESTER AVENUE  
BOSTON, MA 02125-1132



TELEPHONE (617) 268-3400  
FAX (617) 268-0442

JOSEPH BYRNE  
EXECUTIVE SECRETARY - TREASURER

**SENT VIA OVERNIGHT USPS**

December 11, 2023

Hilary L. Hageman  
Corporate Secretary  
Science Applications International Corporation  
12010 Sunset Hills Road  
Reston, VA 20190

Dear Ms. Hageman:

I hereby submit the enclosed shareholder proposal ("Proposal") on behalf of the North Atlantic States Carpenters Pension Fund ("Fund"), for inclusion in the Science Applications International Corporation ("Company") proxy statement to be circulated in conjunction with the next annual meeting of shareholders. The Proposal relates to the issue of director resignations and is submitted under Rule 14(a)-8 (Proposals of Security Holders) of the U.S. Securities and Exchange Commission proxy regulations.

The Fund is the beneficial owner of shares of the Company's common stock, with a market value of at least \$25,000, which shares have been held continuously for more than a year prior to and including the date of the submission of the Proposal. Verification of this ownership by the record holder of the shares, State Street Bank and Trust Company, will be sent under separate cover. The Fund intends to hold the shares through the date of the Company's next annual meeting of shareholders. Either the undersigned or a designated representative will present the Fund's Proposal for consideration at the annual meeting of shareholders.

If you would like to discuss the Proposal, please contact David Minasian at [Dminasian@nasrcc.org](mailto:Dminasian@nasrcc.org). Mr. Minasian will be available to discuss the proposal on Tuesday, December 26, or Tuesday, January 9, 2024, from 1:00PM to 5:00PM (ET) either day or other mutually agreeable date and time. Please forward any correspondence related to the proposal to Mr. Minasian, North Atlantic States Regional Council, 29 Endicott Street, Worcester, MA 01610 or at the email address above.

Sincerely,

Joseph Bryne  
Fund Trustee

cc. David Minasian  
Edward J. Durkin

Enclosure



## **Director Election Resignation Bylaw Proposal**

**Resolved:** That the shareholders of Science Applications International Corporation (“Company”) hereby request that the board of directors take the necessary action to adopt a director election resignation bylaw that requires each director nominee to submit an irrevocable conditional resignation to the Company to be effective upon the director’s failure to receive the required shareholder majority vote support in an uncontested election. The proposed resignation bylaw shall require the Board to accept a tendered resignation absent the finding of a compelling reason or reasons to not accept the resignation. Further, if the Board does not accept a tendered resignation and the director remains as a “holdover” director, the resignation bylaw shall stipulate that should a “holdover” director fail to be re-elected at the next annual election of directors, that director’s new tendered resignation will be automatically effective 30 days after the certification of the election vote. The Board shall report the reasons for its actions to accept or reject a tendered resignation in a Form 8-K filing with the U.S. Securities and Exchange Commission.

**Supporting Statement:** The Proposal requests that the Board establish a director resignation bylaw to enhance director accountability. The Company has established in its bylaws a majority vote standard for use in an uncontested director election, an election in which the number of nominees equal the number of open board seats. Under applicable state corporate law, a director’s term extends until his or her successor is elected and qualified, or until he or she resigns or is removed from office. Therefore, an incumbent director who fails to receive the required vote for election under a majority vote standard continues to serve as a “holdover” director until the next annual meeting. A Company governance policy currently addresses the continued status of an incumbent director who fails to be re-elected by requiring such director to tender his or her resignation for Board consideration.

The new director resignation bylaw will set a more demanding standard of review for addressing director resignations than that contained in the Company’s resignation governance policy. The resignation bylaw will require the reviewing directors to articulate a compelling reason or reasons for not accepting a tendered resignation and allowing an unelected director to continue to serve as a “holdover” director. Importantly, if a director’s resignation is not accepted and he or she continues as a “holdover” director but again fails to be elected at the next annual meeting of shareholders, that director’s new tendered resignation will be automatically effective 30 days following the election vote certification. While providing the Board latitude to accept or not accept the initial resignation of an incumbent director that fails to receive majority vote support, the amended bylaw will establish the shareholder vote as the final word when a continuing “holdover” director is not re-elected. The Proposal’s enhancement of the director resignation process will establish shareholder voting in director elections as a more consequential governance right.

**EXHIBIT B**

[Attached.]

[REDACTED]

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**From:** Gunderson, Kathryn S. [REDACTED]  
**Sent:** Wednesday, December 27, 2023 12:55 PM  
**To:** Dminasian@nasrcc.org  
**Cc:** Hageman, Hilary L.; Reed, Sandra J.  
**Subject:** SAIC - Notice of Deficiency to Carpenters Pension Fund  
**Attachments:** SAIC - Notice of Deficiency to Carpenters Pension Fund SIGNED.pdf

Dear Mr. Minasian,

I am sending the attached letter on behalf of Hilary Hageman, EVP, General Counsel & Corporate Secretary for SAIC.

Sincerely,

**Katie Gunderson**

Director, Legal | Office of the General Counsel

M: [REDACTED]

E: [REDACTED]



12010 Sunset Hills Road  
Reston, VA 20190

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December 27, 2023

*Via email and overnight mail to:*

Dminasian@nasrcc.org

David Minasian  
North Atlantic States Regional Council  
29 Endicott Street  
Worcester, MA 01610

Re: Shareholder Proposal

Dear Mr. Minasian:

Science Applications International Corporation (the “Company”) has received the shareholder proposal letter, dated December 11, 2023, that you submitted on behalf of the North Atlantic States Carpenters Pension Fund (the “Fund”) relating to the issue of director resignation. 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 the Fund is a registered holder, it is required to submit to the Company written statements from the record holder of the Fund’s shares verifying its 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 the Fund has 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 the Fund’s shares of the Company’s common stock (usually a broker or bank) verifying that at the time it submitted the proposal, it had continuously held the requisite amount of shares for the applicable requisite period of time.

The SEC rules require the Fund 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 2024 Annual Meeting of Stockholders (the “2024 Annual Meeting”) and from the Company’s proxy statement for the 2024 Annual Meeting.

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

Sincerely,

A handwritten signature in blue ink, appearing to read 'Hilary L. Hageman', is written over the typed name.

Hilary L. Hageman  
Executive Vice President, General Counsel and Corporate Secretary

**EXHIBIT C**

[Attached.]

[REDACTED]

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**From:** [REDACTED]  
**Sent:** Monday, January 22, 2024 2:18 PM  
**To:** [REDACTED]  
**Subject:** FW: [EXTERNAL] UPS Delivery Notification, Tracking Number 1Z81122R0193079523  
**Attachments:** SAIC - Notice of Deficiency to Carpenters Pension Fund SIGNED.pdf

[REDACTED]

[REDACTED]

[REDACTED] | **SAIC**  
Executive Assistant  
Office of General Counsel

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**From:** UPS <pkginfo@ups.com>  
**Sent:** Thursday, December 28, 2023 10:07 AM  
**To:** [REDACTED]  
**Subject:** [EXTERNAL] UPS Delivery Notification, Tracking Number 1Z81122R0193079523

**EXTERNAL EMAIL** -- This message originates from outside of SAIC



**Hello, your package has been delivered.**

**Delivery Date:** Thursday, 12/28/2023  
**Delivery Time:** 10:04 AM  
**Signed by:** GAMEZ

**SAIC**

**Tracking Number:** [1Z81122R0193079523](#)

**Ship To:** NORTH ATLANTIC STATES REGIONAL COUN  
29 ENDICOTT STREET  
WORCESTER, MA 016101860  
US

**Number of Packages:** 1

<b>UPS Service:</b>	UPS Next Day Air®
<b>Package Weight:</b>	1.0 LBS
<b>Reference Number:</b>	HPERFG.A.1000.000
<b>Reference Number:</b>	09305
<b>Reference Number:</b>	HILARY HAGEMAN

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December 27, 2023

*Via email and overnight mail to:*

Dminasian@nasrcc.org

David Minasian  
North Atlantic States Regional Council  
29 Endicott Street  
Worcester, MA 01610

Re: Shareholder Proposal

Dear Mr. Minasian:

Science Applications International Corporation (the “Company”) has received the shareholder proposal letter, dated December 11, 2023, that you submitted on behalf of the North Atlantic States Carpenters Pension Fund (the “Fund”) relating to the issue of director resignation. 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 the Fund is a registered holder, it is required to submit to the Company written statements from the record holder of the Fund’s shares verifying its 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 the Fund has 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 the Fund’s shares of the Company’s common stock (usually a broker or bank) verifying that at the time it submitted the proposal, it had continuously held the requisite amount of shares for the applicable requisite period of time.

The SEC rules require the Fund 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 2024 Annual Meeting of Stockholders (the “2024 Annual Meeting”) and from the Company’s proxy statement for the 2024 Annual Meeting.

Please direct all correspondence to me at [Hilary.L.Hageman@saic.com](mailto:Hilary.L.Hageman@saic.com).

Sincerely,

A handwritten signature in blue ink, appearing to read "Hilary L. Hageman".

Hilary L. Hageman  
Executive Vice President, General Counsel and Corporate Secretary