



DIVISION OF  
CORPORATION FINANCE

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

November 26, 2025

Ryan R. Woessner  
Faegre Drinker Biddle & Reath LLP

Re: Science Applications International Corporation (the "Company")  
Incoming Letter dated November 20, 2025

Dear Ryan R. Woessner:

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

You represent that the Company has determined that it has a reasonable basis to exclude the Proposal. Based solely on that representation, we will not object if the Company excludes the Proposal from its proxy materials.

Copies of all of the correspondence on which this response is based will be made available on our website.

Sincerely,

Division of Corporation Finance  
Office of Chief Counsel

cc: John Chevedden

November 20, 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 2026 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 2026 Annual Meeting of Stockholders (the “2026 Proxy Materials”) a shareholder proposal (the “Proposal”) and statements in support thereof from John Chevedden (the “Proponent”).

In accordance with Rule 14a-8(j), we are submitting this letter with the staff of the Division of Corporation Finance (the “Staff”) not less than 80 calendar days before the Company intends to file its definitive 2026 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 2026 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.

### **The Proposal**

The Company received the Proposal on August 10, 2025. A full copy of the Proposal is attached hereto as **Exhibit A**. The Proposal reads as follows:

#### 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, received 98% support each in 2024 at Domino’s Pizza, FMC Corporation, ConocoPhillips, Masco Corporation and Power Integrations.

Unfortunately Science Applications International delayed for one-year the opportunity for its shareholders to vote on this highly supported shareholder proposal topic. SAIC is believed to have used dishonest means to cause the one-year delay.

### **Basis for Exclusion**

As further set forth below, the Company has determined that it has a reasonable basis to exclude the Proposal from the Company’s 2026 Proxy Materials pursuant to Rule 14a-8(b)(1) and Rule 14a-8(f)(1) because of the Proponent’s failure to provide sufficient evidence that the Proponent satisfies the applicable ownership threshold requirements of Rule 14a-8(b)(1)(i).

### **Background**

On August 10, 2025, 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 2026 Annual Meeting of Stockholders and beyond as is or will be documented in the Proponent's ownership proof. On August 14, 2025, the Company received the Proponent's purported proof of ownership letter from Fidelity Brokerage Services LLC (the "Broker Letter"), attached hereto as **Exhibit B**, which demonstrated that the Proponent continuously held 40 shares of the Company's common stock from August 8, 2023 until the start of business on August 14, 2025, constituting the two-year period prior to the Proponent's submission of the Proposal.

According to calculations performed by the Company using data from The Nasdaq Stock Market LLC ("Nasdaq") and in accordance with the Staff's market valuation guidelines referenced in Staff Legal Bulletin No. 14M (February 12, 2025) ("SLB 14M"), the Company confirmed that the Proponent did not hold the number of shares of the Company's common stock (the "Common Stock") required to satisfy the applicable ownership thresholds set forth in Rule 14a-8(b)(1)(i).

On August 21, 2025, 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 (the "Deficiency Letter"), attached hereto as **Exhibit C**, (i) notifying the Proponent that, based on the information set forth in the Broker Letter, the Proponent did not hold the amount of shares of Common Stock required to satisfy any ownership threshold set forth in Rule 14a-8(b)(1), and (ii) setting forth the process the Proponent was required to take in order to remediate the deficiency under Rule 14a-8(f). Carrier records confirm delivery of the Deficiency Letter at the address provided by the Proponent at 11:31 a.m. local time on August 22, 2025, as further set forth on **Exhibit D** 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 additional documentation from the Proponent relating to proof of the Proponent's ownership of shares of Common Stock required to satisfy the applicable ownership thresholds set forth in Rule 14a-8(b)(1)(i).

### **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:

- 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;
- 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
- 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.

Pursuant to Staff Legal Bulletin No. 14 (July 13, 2001), 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 of securities entitled to vote, the proponent must submit to the company a written statement from the record holder of such securities verifying that, at the time the proposal was submitted, the proponent held enough of the company's securities to satisfy the ownership threshold requirements of Rule 14a-8(b)(1)(i). SLB 14M provides that in order to calculate whether a proponent satisfied the relevant ownership threshold under Rule 14a-8(b)(1)(i), the proponent should determine whether, on any date within 60 calendar days before the date the proponent submitted the proposal, the proponent's investment had a market value at the relevant threshold or greater. SLB 14M further provides that market value is calculated by multiplying the number of securities the proponent continuously held for the relevant period by the highest selling price during the 60 calendar days before the proponent submitted the proposal.

Under Rule 14a-8(f)(1), a company may exclude a shareholder proposal if the proponent fails to provide evidence that it satisfies the applicable ownership threshold, 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, according to the Company's calculations based on Nasdaq market data and in accordance with the Staff's valuation guidelines referenced in SLB 14M, the Proponent did not hold the number of shares of Common Stock required to satisfy any ownership threshold set forth in Rule 14a-8(b)(1)(i). Specifically, based on the ownership information set forth in the Broker Letter, during the 60 calendar days before the Proponent submitted the Proposal on August

10, 2025, the Proponent held shares of Common Stock with a market value of \$4,773.60<sup>1</sup> in the aggregate. This amount is less than the \$15,000 ownership threshold required under Rule 14a-8(b)(1)(i) for the two-year period prior to submitting the Proposal as well as the \$25,000 ownership threshold required under Rule 14a-8(b)(1)(i) for the one-year period prior to submitting the Proposal, and the Proposal may therefore be properly excluded.

The Staff has consistently concurred that a proponent's failure to demonstrate ownership of the requisite market value of securities is a proper basis for exclusion. *See, e.g., AMC Entertainment Holdings, Inc.* (January 24, 2025) (permitting exclusion of a proposal because the proponent did not provide sufficient evidence that the proponent satisfied the ownership requirements pursuant to Rule 14a-8(b)(1)(i)); *American Airlines Group, Inc.* (April 15, 2025) (permitting exclusion of a proposal under Rule 14a-8(b)(1)(i) and Rule 14a-8(f) because the proponent failed to provide the requisite proof of continuous stock ownership in response to the company's proper request such information); *Sage Therapeutics, Inc.* (April 9, 2024) (permitting exclusion of a proposal under Rule 14a-8(f) because the proponent did not comply with Rule 14a-8(b)(1)(i) and failed to furnish evidence of the applicable ownership threshold in order to submit the shareholder proposal); *JetBlue Airways Corp* (January 19, 2023) (permitting the exclusion of a proposal under Rule 14a-8(f) and Rule 14a-8(b)(1)(i) where the proponent's broker letter did not verify continuous ownership of the requisite amount of the company's securities for the requisite time to satisfy any ownership threshold); *ANSYS, Inc.* (March 15, 2023) (permitting the exclusion of a proposal under Rule 14a-8(f) and Rule 14a-8(b)(1)(i) where the proponent's broker letter evidencing ownership of the company's securities was less than the applicable three-year ownership requirement threshold); *AMC Networks Inc.* (April 4, 2023) (permitting exclusion of a proposal because the proponent did not provide sufficient evidence that the proponent satisfied the ownership threshold requirements of Rule 14a-8(b)(1)(i)); *PPL Corporation* (March 12, 2021) (same); *Resideo Technologies, Inc.* (March 27, 2020) (same); and *United Parcel Service, Inc.* (January 28, 2016) (same).

Further, the Proponent did not cure the ownership threshold deficiency after receiving the Deficiency Letter as required by Rule 14a-8(f)(1). 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., Block, Inc.* (February 28, 2025) (concurring with the exclusion of a proposal under Rule 14a-8(b) and Rule 14a-8(f)(1) where the company notified the proponent of the ownership threshold deficiency and the proponent failed to adequately correct it); *Fox Corporation* (September 18, 2025) (concurring with the exclusion of a stockholder proposal under Rule 14a-8(f)(1) due to the proponent's failure to cure ownership deficiency within 14 days); *Walgreens Boots Alliance, Inc.* (December 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.* (March 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

---

<sup>1</sup> In accordance with SLB 14M, the Company calculated the 60-day period from the date the Proponent submitted the Proposal. The highest sale price of the Company's securities during the 60 days before such submission, per Nasdaq market data, was \$119.34 on July 3, 2025.

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* (March 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.* (March 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.* (January 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.* (February 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.* (December 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.* (December 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)(1) and Rule 14a-8(f)(1) because the Proponent did not demonstrate ownership of the requisite market value of the Company’s securities required to satisfy the applicable thresholds set forth in Rule 14a-8(b)(1)(i) after the Company timely notified the Proponent of such deficiency.

### Conclusion

Based upon the foregoing, the Company respectfully notifies the Staff of its intention to exclude the Proposal from the 2026 Proxy Materials pursuant to Rule 14a-8(b)(1) and Rule 14a-8(f)(1).

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.

Regards,

FAEGRE DRINKER BIDDLE & REATH LLP

DocuSigned by:

*Ryan Woessner*

7FB657C71D509D9...  
Ryan R. Woessner

*Partner*

November 20, 2025

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]

**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

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.

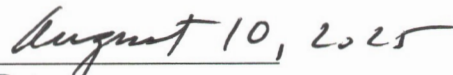
**Please use the title of the proposal in bold in all references to the proposal in the proxy including the table of contents, like Board of Directors proposals, and on the ballot.** If there is objection to the title please negotiate or seek no action relief as a last resort.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message to [REDACTED] 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

  
Date

cc: "Reed, Sandra J." <Sandra.J.Reed@saic.com>  
"Gunderson, Kathryn S." <Kathryn.S.Gunderson@saic.com>

[SAIC: Rule 14a-8 Proposal, August 10, 2025]  
[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, received 98% support each in 2024 at Domino's Pizza, FMC Corporation, ConocoPhillips, Masco Corporation and Power Integrations.

Unfortunately Science Applications International delayed for one-year the opportunity for its shareholders to vote on this highly supported shareholder proposal topic. SAIC is believed to have used dishonest means to cause the one-year delay.

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 [REDACTED]

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.



**EXHIBIT B**

[Attached.]



JOHN R CHEVEDDEN

August 14, 2025



Dear John R Chevedden,

This letter is provided at the request of Mr. John R. Chevedden, a customer of Fidelity investments.

Please accept this letter as confirmation that as of the start of business on the date of this letter Mr. Chevedden has continuously owned no fewer than the shares quantities of the securities shown on the below table since at least August 1, 2022.



Also, refer to the table below for confirmation that as of the start of business on the date of this letter Mr. Chevedden has continuously owned no fewer than the shares quantities of the securities shown on the below table since at least August 8, 2023.

Security	Symbol	Share Quantity
Science Applications International Corporation	SAIC	40.000

These securities are registered in the name of National Financial Services LLC, a DTC participant (DTC number 0226) a Fidelity Investments subsidiary.

I hope this information is helpful. For any other issues or general inquiries, please contact a Fidelity representative at 800-544-5704. Thank you for choosing Fidelity Investments.

Sincerely,

Curtis Mitchell  
Brokerage Operations

Our File: W236447-12AUG25

**EXHIBIT C**

[Attached.]



August 21, 2025

*Via email and overnight mail to:*

[REDACTED]

John Chevedden

[REDACTED]

[REDACTED]

Re: Shareholder Proposal

Dear Mr. Chevedden:

On August 10, 2025, Science Applications International Corporation (the “Company”) received your shareholder proposal letter relating to voting requirements in the Company’s governing documents (the “Proposal”), requesting that the Proposal be included in the Company’s proxy materials for the Company’s 2026 Annual Meeting of Stockholders (the “2026 Annual Meeting”). On August 14, 2025, the Company received your purported proof of ownership letter from Fidelity Brokerage Services LLC (the “Broker Letter”), confirming your continuous ownership of 40 shares of the Company’s common stock from August 8, 2023 until the start of business on August 14, 2025. This letter is being sent to notify you that the Proposal contains a procedural deficiency, which Securities and Exchange Commission (“SEC”) regulations require us to bring to your attention.

Rule 14a-8(b)(1) (the “Rule”) of the Securities Exchange Act of 1934, as amended, requires that shareholder proponents must submit sufficient proof of their continuous ownership of the requisite amount of company securities to be eligible to submit a proposal. Specifically, the Rule provides that a stockholder proponent must submit continuous proof of ownership constituting at least (i) \$2,000 in market value of company securities for at least three years, (ii) \$15,000 in market value of company securities for at least two years, or (iii) \$25,000 in market value of company securities for at least one year, in each case preceding and including the date the proposal was submitted to the company.

The SEC Staff (the “Staff”) published Staff Legal Bulletin No. 14M (Feb. 12, 2025) (“SLB 14M”)<sup>1</sup> to help stockholder proponents comply with the Rule. SLB 14M provides that in order to calculate whether a proponent satisfied the relevant ownership threshold under the Rule, the proponent should determine whether, on any date within the 60 calendar days before the date the proponent submitted the proposal, the proponent’s investment had a market value at the relevant threshold or greater. SLB 14M further provides that market value is calculated by multiplying the number of securities the proponent continuously held for the relevant period by the highest selling price during the 60 calendar days before the proponent submitted the proposal.

---

<sup>1</sup> An electronic version of SLB 14M is available at: <https://www.sec.gov/about/shareholder-proposals-staff-legal-bulletin-no-14m-cf>.



According to calculations performed by the Company using data from The Nasdaq Stock Market LLC (“Nasdaq”) and in accordance with the Staff’s market valuation guidelines referenced in SLB 14M, you did not hold the number of shares of the Company’s common stock required to satisfy the applicable ownership threshold set forth in the Rule. Based on the Broker Letter, you continuously owned 40 shares of the Company’s common stock for the two-year period prior to the date you submitted the Proposal. However, at no time during the 60 calendar days before you submitted the Proposal did you hold shares of the Company’s common stock with market value of at least \$15,000 (the highest sale price per share of the Company’s common stock during such 60-day period was \$119.34, as recorded by Nasdaq on July 3, 2025).

In accordance with Rule 14a-8(f), in order to remedy the deficiency described in this letter, you must provide the Company a proper proof of ownership letter by postmark or electronic submission no later than 14 days from the date you receive this letter verifying that, at the time you submitted the Proposal, you had continuously owned the requisite number of shares of the Company’s common stock for the applicable requisite period of time. 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 2026 Annual Meeting and from the Company’s proxy materials for the 2026 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 "Hi H", which is a stylized representation of the name Hilary L. Hageman.

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

**EXHIBIT D**

[Attached.]

**Subject:** [EXTERNAL] UPS Delivery Notification, Tracking Number 1Z81122R0190891552

**Sent:** 8/22/2025, 2:32:48 PM

**From:** UPS<pkginfo@ups.com>

**To:** Reed, Sandra J. [US]

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



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

**Delivery Date:** Friday, 08/22/2025  
**Delivery Time:** 11:31 AM  
**Left At:** OTHER-RELEAS

**Experience UPS My Choice® Premium Today**

Be in total control of how, when and where your packages are delivered.

[Upgrade to Premium Now](#)



[Set Delivery Instructions](#)

[Manage Preferences](#)

[View My Packages](#)

**SAIC**

**Tracking Number:** [REDACTED]  
JOHN CHEVEDDEN

**Ship To:** [REDACTED]

**Number of Packages:** 1

**UPS Service:** UPS Next Day Air®

**Package Weight:** 1.0 LBS

**Reference Number:** HPERFG.A.1000.000

**Reference Number:** 09305

**Reference Number:** SANDY REED

© 2025 United Parcel Service of America, Inc. UPS, the UPS brandmark, and the color brown are trademarks of United Parcel Service of America, Inc. All rights reserved.

All trademarks, trade names, or service marks that appear in connection with UPS's services are the property of their respective owners.

Please do not reply directly to this email.

[Manage Your UPS My Choice Delivery Alerts](#)

[Review the UPS Privacy Notice](#)

[Review the UPS My Choice Service Terms](#)

