

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): October 23, 2025

Science Applications International Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35832
(Commission
File Number)

46-1932921
(IRS Employer
Identification No.)

12010 Sunset Hills Road
Reston, Virginia
(Address of Principal Executive Offices)

20190
(Zip Code)

(703) 676-4300
Registrant's telephone number, including area code

Not Applicable
(Former Name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	SAIC	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. *Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.*

Appointment of James C. Reagan as Interim Chief Executive Officer

On October 23, 2025, Science Applications International Corporation (the “Company”) announced that the Board of Directors of the Company (the “Board”) appointed James (“Jim”) C. Reagan as Interim Chief Executive Officer of the Company, effective October 23, 2025 (the “Effective Date”). Mr. Reagan has extensive background, knowledge and understanding of the sector as a senior finance executive with nearly two decades of experience in both private and publicly held companies in the defense and government services industries. Most recently, Mr. Reagan served as Executive Vice President and Chief Financial Officer of Leidos Holdings, Inc. (NYSE: LDOS) from July 2015 until July 2021. Prior to joining Leidos, Mr. Reagan served as Chief Financial Officer for several organizations including Vencore, Inc., a defense contractor serving the Intelligence Community and Department of Defense, and at PAE, Inc., a defense and government services engineering contractor. Mr. Reagan was also Chief Financial Officer of Aspect Communications and held several senior roles at MCI Telecommunications, Nextel and AMS. Mr. Reagan has served as a member of the Board since January 2023.

In connection with his appointment as Interim Chief Executive Officer of the Company, Mr. Reagan’s annual compensation will be as follows: (i) an annual base salary of \$1,200,000 effective, as of October 23, 2025, (ii) a short-term incentive cash bonus target equal to 150% of his annual base salary, and (iii) \$2,000,000 of long-term incentive awards in the form of restricted stock units under the Company’s equity compensation plan. Mr. Reagan will be eligible to participate in the Company’s deferred compensation plan. If Mr. Reagan is terminated without cause while he is serving as Interim Chief Executive Officer, he will receive specified termination benefits pursuant to his offer letter. There are no family relationships between Mr. Reagan and any other executive officer or director of the Company that require disclosure under Item 401(d) of Regulation S-K. There are no transactions between Mr. Reagan or any member of his immediate family and the Company that require disclosure under Item 404(a) of Regulation S-K.

In connection with his appointment, Mr. Reagan ceased to be a member of the Board’s Audit Committee and Human Resources and Compensation Committee, as of the Effective Date.

Departure of Toni Townes-Whitley as Chief Executive Officer

In connection with Mr. Reagan’s appointment described above, on October 23, 2025, the Company announced that Toni Townes-Whitley will step down from her role as Chief Executive Officer and as a member of the Board, effective as of the Effective Date. The Board has initiated a process to identify the Company’s next Chief Executive Officer and is retaining a leading executive search firm to assist in the search process. Ms. Townes-Whitley separated from the Company without cause, which entitles her to specified benefits pursuant to the Company’s Executive Severance, Change in Control and Retirement Policy, in exchange for the execution and non-revocation of a release of claims against the Company and a two-year post-employment non-compete obligation.

In connection with the resignation of Ms. Townes-Whitley from the Board, the Company decreased the size of the Board from twelve to eleven members.

Item 7.01. *Regulation FD Disclosure.*

On October 23, 2025, the Company issued a press release announcing the events discussed in Item 5.02 above, the text of which is furnished as Exhibit 99.1 hereto and incorporated herein by reference. The information contained in this Item 7.01 and Exhibit 99.1 is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under Section 18. Furthermore, the information contained in this Item 7.01 and Exhibit 99.1 shall not be deemed to be incorporated by reference into the Company’s filings under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description of Exhibit
99.1	Press Release issued by Science Applications International Corporation on October 23, 2025
104	Cover Page Interactive Data File, formatted as Inline XBRL

Forward-Looking Statements

Certain statements in this report contain or are based on “forward-looking” information within the meaning of the Private Securities Litigation Reform Act of 1995. In some cases, you can identify forward-looking statements by words such as “expects,” “intends,” “plans,” “anticipates,” “believes,” “estimates,” “guidance,” and similar words or phrases. Forward-looking statements in this report may include, among others, estimates of future revenues, operating income, earnings, earnings per share, charges, total contract value, backlog, outstanding shares and cash flows, as well as statements about the Board’s ability to identify the Company’s new Chief Executive Officer in a timely manner and the outcome of future operations under new management. Such statements are not guarantees of future performance and involve risk, uncertainties and assumptions, and actual results may differ materially from the guidance and other forward-looking statements made in this release as a result of various factors. Risks, uncertainties and assumptions that could cause or contribute to these material differences include those discussed in the “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Legal Proceedings” sections of our Annual Report on Form 10-K, as updated in any subsequent Quarterly Reports on Form 10-Q and other filings with the Securities and Exchange Commission (the “SEC”), which may be viewed or obtained through the Investor Relations section of our website at saic.com or on the SEC’s website at sec.gov. Due to such risks, uncertainties and assumptions you are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date hereof. The Company expressly disclaims any duty to update any forward-looking statement provided in this report to reflect subsequent events, actual results or changes in the Company’s expectations. The Company also disclaims any duty to comment upon or correct information that may be contained in reports published by investment analysts or others.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 23, 2025

Science Applications International Corporation

By: /s/ Hilary L. Hageman

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

FOR IMMEDIATE RELEASE

SAIC Announces CEO Transition*SAIC Director and Seasoned Government Services Executive James Reagan Appointed Interim CEO**Company Reaffirms Fiscal Year 2026 Guidance*

RESTON, Va., October 23, 2025 – Science Applications International Corporation (Nasdaq: SAIC), a premier Fortune 500® company driving our nation’s digital transformation across the defense, space, civilian, and intelligence markets, today announced that the Company’s Board of Directors has appointed James (“Jim”) Reagan as Interim Chief Executive Officer, effective immediately. Mr. Reagan succeeds Toni Townes-Whitley.

“On behalf of the Board and entire SAIC team, we thank Toni for her many contributions, dedication and commitment to SAIC, our customers and our mission. We wish her the best in her next chapter,” said Donna Morea, Chair of the Board. “Recognizing SAIC’s strong position to capitalize on opportunities for growth and shareholder value creation, the Board remains focused on delivering near-term operational results.”

“It has been a privilege to lead SAIC and work with the Company’s dedicated and talented people,” said Toni Townes-Whitley. “I have collaborated closely with Jim during my time here, and I have the utmost confidence in his and the team’s ability to capitalize on and fully realize the Company’s growth prospects. With its talented employees, SAIC is in good hands until a permanent CEO is appointed.”

Mr. Reagan is a seasoned executive, with nearly two decades of senior leadership experience in the defense and government services industry. He brings deep knowledge and understanding of the sector, SAIC’s customers and commitment to advancing their mission, in addition to his extensive expertise across cybersecurity and intelligence, information technology and healthcare, and national security. Most recently, Mr. Reagan served as Executive Vice President & Chief Financial Officer for Leidos Holdings. Prior to joining Leidos, Mr. Reagan served as Chief Financial Officer for several organizations including Vencore, Inc., a defense contractor serving the Intelligence Community and Department of Defense, and PAE, Inc., a defense and government services engineering contractor. Previously, Mr. Reagan was also Chief Financial Officer of Aspect Communications and held several senior roles at MCI Telecommunications, Nextel and AMS. Mr. Reagan is deeply familiar with the SAIC business, having served as a member of the Board since January 2023.

Ms. Morea continued, “Jim’s experience as a member of the SAIC Board, together with his impressive track record in senior leadership roles across the industry, provides a cross-section of skills that make him well suited to serve as Interim CEO. SAIC has a solid, customer-focused foundation in place, supported by a strong qualified pipeline and planned submit levels and a backlog of pending awards. We are confident that under Jim’s stewardship, the Company will improve performance while continuing to serve its valued customers by advancing the power of technology and innovation to serve and protect our world.”

“It is an honor to be named Interim CEO of SAIC,” said Jim Reagan. “SAIC is well respected as a mission critical provider of technology and innovation, and I am excited to leverage my experience and expertise in the defense and government services industries at this terrific organization. With compelling opportunities ahead and continued momentum in our business development efforts, I am confident that SAIC is poised to deliver attractive growth and value creation. I look forward to working closely with the Board, management, and the whole SAIC team to deliver wins and shareholder value while strengthening the Company’s foundation as we continue to position SAIC for the future.”

As a result of today’s CEO transition, the SAIC Board comprises 11 directors, 10 of whom are independent.

Reaffirming Fiscal Year 2026 Guidance

The Company is reaffirming its previously issued fiscal year 2026 guidance provided on September 4, 2025. A prolonged federal government shutdown could impair the Company’s ability to achieve such guidance, and the Company may reassess its fiscal year 2026 guidance based on the status of the shutdown and the broader government contracting environment.

About SAIC

SAIC® is a premier Fortune 500 company focused on advancing the power of technology and innovation to serve and protect our world. Our robust portfolio of offerings across the defense, space, civilian and intelligence customers includes secure high-end solutions in mission IT, enterprise IT, engineering services and professional services. We integrate emerging technology, rapidly and securely, into mission critical operations that modernize and enable critical national imperatives.

We are approximately 24,000 strong; driven by mission, united by purpose, and inspired by opportunities. Headquartered in Reston, Virginia, SAIC has annual revenues of approximately \$7.5 billion. For more information, visit saic.com. For ongoing news, please visit our newsroom.

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Forward-Looking Statements

Certain statements in this release contain or are based on “forward-looking” information within the meaning of the Private Securities Litigation Reform Act of 1995. In some cases, you can identify forward-looking statements by words such as “expects,” “intends,” “plans,” “anticipates,” “believes,” “estimates,” “guidance,” and similar words or phrases. Forward-looking statements in this release may include, among others, estimates of future revenues, operating income, earnings, earnings per share, charges, total contract value, backlog, outstanding shares and cash flows, as well as statements about the Board’s ability to identify SAIC’s new CEO in a timely manner and the outcome of future operations under new management. Such statements are not guarantees of future performance and involve risk, uncertainties and assumptions, and actual results may differ materially from the guidance and other forward-looking statements made in this release as a result of various factors. Risks, uncertainties and assumptions that could cause or contribute to these material differences include those discussed in the “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Legal Proceedings” sections of our Annual Report on Form 10-K, as updated in any subsequent Quarterly Reports on Form 10-Q and other filings with the SEC, which may be viewed or obtained through the Investor Relations section of our website at saic.com or on the SEC’s website at sec.gov. Due to such risks, uncertainties and assumptions you are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date hereof. SAIC expressly disclaims any duty to update any forward-looking statement provided in this release to reflect subsequent events, actual results or changes in SAIC’s expectations. SAIC also disclaims any duty to comment upon or correct information that may be contained in reports published by investment analysts or others.