

Science Applications International Corp
Form DEFA14A
April 24, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

Science Applications International Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction applies:

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3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4. Proposed maximum aggregate value of transaction:

5. Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid:

2. Form, Schedule or Registration Statement No.:

3. Filing Party:

4. Date Filed:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on June 4, 2014.**

SCIENCE APPLICATIONS INTL CORP

Meeting Information

Meeting Type: Annual Meeting
For holders as of: April 9, 2014
Date: June 4, 2014 **Time:** 9:00 AM EDT
Location: SAIC Conference Center
1710 SAIC Drive
McLean, Virginia

ATTN: STOCK PROGRAMS

1710 SAIC DRIVE

M/S T3-5

MCLEAN, VA 22102

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com, scan the QR Barcode on the reverse side, or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

This notice also constitutes Notice of the 2014 Annual Meeting of Stockholders.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT

ANNUAL REPORT ON FORM 10-K

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: *www.proxyvote.com*, or scan the QR Barcode below.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy.

Please choose one of the following methods to make your request:

- | | |
|-------------------------|--|
| 1) <i>BY INTERNET:</i> | www.proxyvote.com |
| 2) <i>BY TELEPHONE:</i> | 1-800-579-1639 |
| 3) <i>BY E-MAIL*:</i> | sendmaterial@proxyvote.com |

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor.

Please make the request as instructed above on or before May 21, 2014 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: All stockholders of record at April 9, 2014 (or holders in street name who have obtained a valid proxy) may vote in person at the meeting. Directions to the SAIC Conference Center in McLean, Virginia are available at www.saic.com or by calling SAIC at 1-703-676-4300.

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Vote By Internet: Go to www.proxyvote.com or from a smart phone, scan the QR Barcode above. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Vote Confirmation: Starting on May 20, 2014, you can confirm how you voted by going to www.proxyvote.com and entering the information in the box marked by the arrow . Please allow 24 hours after you submit your vote before confirming.

Voting Items

VOTE ON DIRECTORS - The Board of Directors recommends a vote FOR each of the nominees listed below:

1. Nominees:

- 1a. Robert A. Bedingfield
- 1b. Jere A. Drummond
- 1c. Thomas F. Frist, III
- 1d. John J. Hamre
- 1e. Anthony J. Moraco
- 1f. Donna S. Morea
- 1g. Edward J. Sanderson, Jr.
- 1h. Steven R. Shane

VOTE ON PROPOSAL 2 - The Board of Directors recommends a vote FOR proposal 2.

- 2. Approve the Amended and Restated 2013 Equity Incentive Plan.

VOTE ON PROPOSAL 3 - The Board of Directors recommends a vote FOR proposal 3.

- 3. Approve, by an advisory vote, executive compensation.

VOTE ON PROPOSAL 4 - The Board of Directors recommends you vote for 1 year on proposal 4.

- 4. Approve, by an advisory vote, the frequency of future advisory votes on executive compensation.

VOTE ON PROPOSAL 5 - The Board of Directors recommends a vote FOR proposal 5.

- 5. The ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending January 30, 2015.

