

SAIC, Inc.
Form 8-K
June 12, 2013

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): June 7, 2013

| Commission File Number | Exact Name of Registrant as Specified in its Charter, Address of Principal Executive Offices and Telephone Number | State of Incorporation | I.R.S. Employer Identification No |
|---------------------------|--|---------------------------|--------------------------------------|
| 001-33072 | SAIC, Inc. 1710 SAIC Drive, McLean, Virginia 22102 (703) 676-4300 N/A | Delaware | 20-3562868 |

(Former Name or Former Address, If Changed Since Last Report)

Edgar Filing: SAIC, Inc. - Form 8-K

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))

FORM 8-K

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders of SAIC, Inc. was held on June 7, 2013. The final results of the stockholders' vote on each of the matters presented for a vote is set forth below.

1. The nominees for election to the Board of Directors were elected, each for a one-year term, based upon the following votes:

| Director Nominee | Number of Votes | | | Broker Non-Votes |
|--------------------------|-----------------|------------|-----------|---------------------|
| | For | Against | Abstain | |
| France A. Córdova | 218,790,282 | 15,222,051 | 7,333,198 | 27,880,732 |
| Jere A. Drummond | 202,876,354 | 31,377,835 | 7,091,342 | 27,880,732 |
| Thomas F. Frist III | 220,820,307 | 13,710,031 | 6,815,193 | 27,880,732 |
| John J. Hamre | 221,200,929 | 13,326,703 | 6,817,899 | 27,880,732 |
| Miriam E. John | 220,806,452 | 13,989,743 | 6,549,336 | 27,880,732 |
| Anita K. Jones | 219,521,399 | 15,698,634 | 6,125,498 | 27,880,732 |
| John P. Jumper | 211,241,551 | 24,612,082 | 5,491,898 | 27,880,732 |
| Harry M.J. Kraemer, Jr. | 215,079,738 | 19,572,965 | 6,692,828 | 27,880,732 |
| Lawrence C. Nussdorf | 220,514,024 | 13,692,473 | 7,139,034 | 27,880,732 |
| Edward J. Sanderson, Jr. | 219,883,997 | 14,457,924 | 7,003,610 | 27,880,732 |

2. The proposal to approve an amendment to our certificate of incorporation to effect a reverse stock split of our common stock on a ratio of 1-for-2, 1-for-3, or 1-for-4, as determined by our Board of Directors, and subject to the Board of Directors' authority to implement such amendment, was approved based upon the following votes:

| | |
|--------------------|-------------|
| Votes for approval | 243,981,029 |
| Votes against | 20,674,494 |
| Abstentions | 4,570,740 |
| Broker non-votes | 0 |

3. The proposal to approve an amendment to our certificate of incorporation to change the name of our company from SAIC, Inc. to Leidos Holdings, Inc., subject to the Board of Directors' authority to implement such amendment, was approved based upon the following votes:

| | |
|--------------------|-------------|
| Votes for approval | 235,396,771 |
| Votes against | 29,609,568 |
| Abstentions | 4,219,924 |
| Broker non-votes | 0 |

4. The proposal to approve an amendment to our certificate of incorporation to decrease the range of required directors to a minimum of seven (7) directors and a maximum of fourteen (14) directors, with the exact number to be determined by the Board of Directors, subject to the Board of Directors' authority to implement such amendment, was approved based upon the following votes:

| | |
|--------------------|-------------|
| Votes for approval | 224,750,778 |
| Votes against | 12,634,527 |

Edgar Filing: SAIC, Inc. - Form 8-K

Abstentions
Broker non-votes

3,960,226
27,880,732

Edgar Filing: SAIC, Inc. - Form 8-K

5. The proposal to approve amendments to our certificate of incorporation to eliminate or reduce certain supermajority voting provisions was not approved based upon the following votes:

| | |
|--------------------|-------------|
| Votes for approval | 214,906,298 |
| Votes against | 22,132,495 |
| Abstentions | 4,306,738 |
| Broker non-votes | 27,880,732 |

This proposal did not receive approval of at least two-thirds of the total voting power of all outstanding shares of our voting stock, which was required to approve certain of the amendments included in the proposal.

6. The proposal to approve, on a non-binding, advisory basis, the compensation of our named executive officers as disclosed in our proxy statement was approved based upon the following votes:

| | |
|--------------------|-------------|
| Votes for approval | 197,240,801 |
| Votes against | 28,881,054 |
| Abstentions | 15,223,676 |
| Broker non-votes | 27,880,732 |

7. The proposal to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2014 was approved based upon the following votes:

| | |
|--------------------|-------------|
| Votes for approval | 260,098,222 |
| Votes against | 5,962,059 |
| Abstentions | 3,165,982 |
| Broker non-votes | 0 |

SIGNATURE

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.

(Registrant)

SAIC, INC.

Date: June 12, 2013

By: /s/ Vincent A. Maffeo
Vincent A. Maffeo
Its: Executive Vice President and
General Counsel