



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 27, 2024

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-33072

**Leidos Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**20-3562868**

(I.R.S. Employer Identification No.)

**1750 Presidents Street, Reston, Virginia**

(Address of principal executive offices)

**20190**

(Zip Code)

**(571) 526-6000**

(Registrant's telephone number, including area code)

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

Title of each class	Trading symbol(s)	Name of each exchange on which registered
<b>Common stock, par value \$.0001 per share</b>	<b>LDOS</b>	<b>New York Stock Exchange</b>

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares issued and outstanding of each of the issuer's classes of common stock as of October 22, 2024, was 133,433,109 shares of common stock (\$.0001 par value per share).

**LEIDOS HOLDINGS, INC.**  
**FORM 10-Q**  
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## PART I—FINANCIAL INFORMATION

## Item 1. Financial Statements.

LEIDOS HOLDINGS, INC.  
CONDENSED CONSOLIDATED BALANCE SHEETS

	September 27, 2024	December 29, 2023
	(unaudited; in millions, except share and per share data)	
<b>Assets:</b>		
Cash and cash equivalents	\$ 1,185	\$ 777
Receivables, net	2,706	2,429
Inventory, net	323	310
Other current assets	451	489
Total current assets	4,665	4,005
Property, plant and equipment, net	992	961
Intangible assets, net	558	667
Goodwill	6,123	6,112
Operating lease right-of-use assets, net	459	512
Other long-term assets	541	438
Total assets	<u>\$ 13,338</u>	<u>\$ 12,695</u>
<b>Liabilities:</b>		
Accounts payable and accrued liabilities	\$ 2,287	\$ 2,277
Accrued payroll and employee benefits	903	695
Current portion of long-term debt	592	18
Total current liabilities	3,782	2,990
Long-term debt, net of current portion	4,081	4,664
Operating lease liabilities	467	516
Other long-term liabilities	341	267
Total liabilities	<u>8,671</u>	<u>8,437</u>
<b>Commitments and contingencies (Note 11)</b>		
<b>Stockholders' equity:</b>		
Common stock, \$0.0001 par value, 500,000,000 shares authorized, 133,337,275 and 135,766,419 shares issued and outstanding at September 27, 2024, and December 29, 2023, respectively	—	—
Additional paid-in capital	1,469	1,885
Retained earnings	3,179	2,364
Accumulated other comprehensive loss	(34)	(48)
Total Leidos stockholders' equity	4,614	4,201
Non-controlling interest	53	57
Total stockholders' equity	4,667	4,258
Total liabilities and stockholders' equity	<u>\$ 13,338</u>	<u>\$ 12,695</u>

See accompanying notes to condensed consolidated financial statements.

**LEIDOS HOLDINGS, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

	Three Months Ended		Nine Months Ended	
	September 27, 2024	September 29, 2023	September 27, 2024	September 29, 2023
	(unaudited; in millions, except per share data)			
Revenues	\$ 4,190	\$ 3,921	\$ 12,297	\$ 11,458
Cost of revenues	3,428	3,334	10,192	9,809
Selling, general and administrative expenses	247	239	704	709
Acquisition, integration and restructuring costs	3	5	14	14
Goodwill impairment charges	—	599	—	599
Asset impairment charges	6	88	6	88
Equity earnings of non-consolidated subsidiaries	(10)	(8)	(25)	(21)
Operating income (loss)	516	(336)	1,406	260
Non-operating income (expense):				
Interest expense, net	(46)	(53)	(146)	(163)
Other income (expense), net	—	1	4	(4)
Income (loss) before income taxes	470	(388)	1,264	93
Income tax expense	(108)	(8)	(295)	(115)
Net income (loss)	362	(396)	969	(22)
Less: net (loss) income attributable to non-controlling interest	(2)	3	(1)	8
Net income (loss) attributable to Leidos common stockholders	\$ 364	\$ (399)	\$ 970	\$ (30)
Earnings per share:				
Basic	\$ 2.72	\$ (2.91)	\$ 7.19	\$ (0.22)
Diluted	2.68	(2.91)	7.13	(0.22)

See accompanying notes to condensed consolidated financial statements.

**LEIDOS HOLDINGS, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

	Three Months Ended		Nine Months Ended	
	September 27, 2024	September 29, 2023	September 27, 2024	September 29, 2023
	(unaudited; in millions)			
Net income (loss)	\$ 362	\$ (396)	\$ 969	\$ (22)
Foreign currency translation adjustments	37	(31)	18	(19)
Unrecognized loss on derivative instruments	(5)	—	(4)	(1)
Pension adjustments	(1)	(1)	—	(2)
Total other comprehensive income (loss), net of taxes	31	(32)	14	(22)
Comprehensive income (loss)	393	(428)	983	(44)
Less: net (loss) income attributable to non-controlling interest	(2)	3	(1)	8
Comprehensive income (loss) attributable to Leidos common stockholders	<u>\$ 395</u>	<u>\$ (431)</u>	<u>\$ 984</u>	<u>\$ (52)</u>

See accompanying notes to condensed consolidated financial statements.

**LEIDOS HOLDINGS, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF EQUITY**

	Shares of common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income (loss)	Leidos stockholders' equity	Non- controlling interest	Total stockholders' equity
(unaudited; in millions, except per share data)							
Balance at December 29, 2023	136	\$ 1,885	\$ 2,364	\$ (48)	\$ 4,201	\$ 57	\$ 4,258
Net income (loss)	—	—	284	—	284	(1)	283
Other comprehensive loss, net of taxes	—	—	—	(24)	(24)	—	(24)
Issuances of stock	—	14	—	—	14	—	14
Repurchases of stock and other	(1)	(184)	—	—	(184)	—	(184)
Dividends of \$0.38 per share	—	—	(53)	—	(53)	—	(53)
Stock-based compensation	—	20	—	—	20	—	20
Net capital distributions to non-controlling interest	—	—	—	—	—	(1)	(1)
Balance at March 29, 2024	135	\$ 1,735	\$ 2,595	\$ (72)	\$ 4,258	\$ 55	\$ 4,313
Net income	—	—	322	—	322	2	324
Other comprehensive income, net of taxes	—	—	—	7	7	—	7
Issuances of stock	1	14	—	—	14	—	14
Repurchases of stock and other	(1)	(115)	—	—	(115)	—	(115)
Dividends of \$0.38 per share	—	—	(51)	—	(51)	—	(51)
Stock-based compensation	—	20	—	—	20	—	20
Net capital distributions to non-controlling interest	—	—	—	—	—	(2)	(2)
Balance at June 28, 2024	135	\$ 1,654	\$ 2,866	\$ (65)	\$ 4,455	\$ 55	\$ 4,510
Net income (loss)	—	—	364	—	364	(2)	362
Other comprehensive income, net of taxes	—	—	—	31	31	—	31
Issuances of stock	—	1	—	—	1	—	1
Repurchases of stock and other	(2)	(205)	—	—	(205)	—	(205)
Dividends of \$0.38 per share	—	—	(51)	—	(51)	—	(51)
Stock-based compensation	—	19	—	—	19	—	19
<b>Balance at September 27, 2024</b>	<b>133</b>	<b>\$ 1,469</b>	<b>\$ 3,179</b>	<b>\$ (34)</b>	<b>\$ 4,614</b>	<b>\$ 53</b>	<b>\$ 4,667</b>

See accompanying notes to condensed consolidated financial statements.

**LEIDOS HOLDINGS, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF EQUITY**

	Shares of common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income (loss)	Leidos stockholders' equity	Non- controlling interest	Total stockholders' equity
(unaudited; in millions, except per share data)							
Balance at December 30, 2022	137	\$ 2,005	\$ 2,367	\$ (73)	\$ 4,299	\$ 54	\$ 4,353
Net income	—	—	162	—	162	2	164
Other comprehensive income, net of taxes	—	—	—	9	9	—	9
Issuances of stock	—	14	—	—	14	—	14
Repurchases of stock and other	—	(43)	—	—	(43)	—	(43)
Dividends of \$0.36 per share	—	—	(50)	—	(50)	—	(50)
Stock-based compensation	—	18	—	—	18	—	18
Net capital distributions to non-controlling interest	—	—	—	—	—	(1)	(1)
Balance at March 31, 2023	137	\$ 1,994	\$ 2,479	\$ (64)	\$ 4,409	\$ 55	\$ 4,464
Net income	—	—	207	—	207	3	210
Other comprehensive income, net of taxes	—	—	—	1	1	—	1
Issuances of stock	—	14	—	—	14	—	14
Dividends of \$0.36 per share	—	—	(50)	—	(50)	—	(50)
Stock-based compensation	—	19	—	—	19	—	19
Net capital distributions to non-controlling interest	—	(3)	—	—	(3)	(2)	(5)
Balance at June 30, 2023	137	\$ 2,024	\$ 2,636	\$ (63)	\$ 4,597	\$ 56	\$ 4,653
Net (loss) income	—	—	(399)	—	(399)	3	(396)
Other comprehensive loss, net of taxes	—	—	—	(32)	(32)	—	(32)
Issuances of stock	1	12	—	—	12	—	12
Repurchases of stock and other	—	(1)	—	—	(1)	—	(1)
Dividends of \$0.36 per share	—	—	(51)	—	(51)	—	(51)
Stock-based compensation	—	20	—	—	20	—	20
Net capital distributions to non-controlling interest	—	—	—	—	—	(2)	(2)
Balance at September 29, 2023	<u>138</u>	<u>\$ 2,055</u>	<u>\$ 2,186</u>	<u>\$ (95)</u>	<u>\$ 4,146</u>	<u>\$ 57</u>	<u>\$ 4,203</u>

See accompanying notes to condensed consolidated financial statements.

**LEIDOS HOLDINGS, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Nine Months Ended	
	September 27, 2024	September 29, 2023
	(unaudited; in millions)	
<b>Cash flows from operations:</b>		
Net income (loss)	\$ 969	\$ (22)
Adjustments to reconcile net income (loss) to net cash provided by operations:		
Depreciation and amortization	211	248
Stock-based compensation	59	57
Deferred income taxes	(96)	(192)
Goodwill impairment charges	—	599
Asset impairment charges	6	88
Other	5	25
Change in assets and liabilities, net of effects of acquisitions:		
Receivables	(260)	(109)
Other current assets and other long-term assets	102	141
Accounts payable and accrued liabilities and other long-term liabilities	(149)	22
Accrued payroll and employee benefits	208	105
Income taxes receivable/payable	38	(101)
Net cash provided by operating activities	<b>1,093</b>	861
<b>Cash flows from investing activities:</b>		
Acquisition of a business, net of cash acquired	—	(6)
Payments for property, equipment and software	(63)	(129)
Net proceeds from sale of assets	2	—
Other	5	—
Net cash used in investing activities	<b>(56)</b>	(135)
<b>Cash flows from financing activities:</b>		
Proceeds from debt issuance	—	1,743
Repayments of borrowings	(14)	(2,041)
Payments for debt issuance costs	—	(7)
Dividend payments	(155)	(150)
Repurchases of stock and other	(500)	(44)
Proceeds from issuances of stock	28	37
Net capital distributions to non-controlling interests	(3)	(8)
Net cash used in financing activities	<b>(644)</b>	(470)
Effect of foreign exchange rate changes on cash, cash equivalents and restricted cash	5	—
Net increase in cash, cash equivalents and restricted cash	<b>398</b>	256
Cash, cash equivalents and restricted cash at beginning of period	<b>928</b>	683
Cash, cash equivalents and restricted cash at end of period	<b>1,326</b>	939
Less: restricted cash at end of period	<b>141</b>	189
Cash and cash equivalents at end of period	<b>\$ 1,185</b>	<b>\$ 750</b>

See accompanying notes to condensed consolidated financial statements.



**LEIDOS HOLDINGS, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS [CONTINUED]**

	Nine Months Ended	
	September 27, 2024	September 29, 2023
	(unaudited; in millions)	
Supplementary cash flow information:		
Cash paid for income taxes, net of refunds	\$ 276	\$ 325
Cash paid for interest	167	160
Non-cash investing activity:		
Property, plant and equipment additions	\$ 72	\$ 2
Non-cash financing activity:		
Finance lease obligations	\$ —	\$ 65

See accompanying notes to condensed consolidated financial statements.

**LEIDOS HOLDINGS, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**Note 1—Basis of Presentation and Summary of Significant Accounting Policies*****Nature of Operations and Basis of Presentation***

Leidos Holdings, Inc. ("Leidos"), a Delaware corporation, is a holding company whose direct 100%-owned subsidiary and principal operating company is Leidos, Inc. Leidos, a member of the Fortune 500®, is a dynamic innovation company that is at the forefront of addressing the world's most challenging issues in national security and health sectors. With a global workforce of approximately 48,000, Leidos is committed to developing smarter technology solutions, particularly for customers in highly regulated industries. Leidos' customers include the U.S. Department of Defense ("DoD"), the U.S. Intelligence Community, the U.S. Department of Homeland Security, the Federal Aviation Administration, the Department of Veterans Affairs, National Aeronautics and Space Administration ("NASA") and many other U.S. civilian, state and local government agencies, foreign government agencies and commercial businesses. Unless indicated otherwise, references to "we," "us" and "our" refer collectively to Leidos Holdings, Inc. and its consolidated subsidiaries.

During the quarter ended March 29, 2024, we completed a realignment of our segment and reporting structure, which resulted in the identification of four reportable segments: National Security & Digital, Health & Civil, Commercial & International and Defense Systems. We commenced operating and reporting under the new organizational structure effective the first day of fiscal 2024. In addition, we separately present the unallocable costs associated with corporate functions as Corporate. As a result of this change, prior year segment results and disclosures have been recast to reflect the current reportable segment structure.

We have a controlling interest in Mission Support Alliance, LLC ("MSA"), a joint venture with Centerra Group, LLC. We also have a controlling interest in Hanford Mission Integration Solutions, LLC ("HMIS"), the legal entity for the follow-on contract to MSA's contract and a joint venture with Centerra Group, LLC and Parsons Government Services, Inc. The financial results for MSA and HMIS are consolidated into our unaudited condensed consolidated financial statements. The unaudited condensed consolidated financial statements also include the balances of all voting interest entities in which Leidos has a controlling voting interest ("subsidiaries") and a variable interest entity ("VIE") in which Leidos is the primary beneficiary. The consolidated balances of the VIE are not material to the unaudited condensed consolidated financial statements for the periods presented. Intercompany accounts and transactions between consolidated companies have been eliminated in consolidation.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the rules of the U.S. Securities and Exchange Commission and accounting principles generally accepted in the United States of America ("GAAP"). Certain disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingencies at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting periods. Management evaluates these estimates and assumptions on an ongoing basis, including those relating to estimated profitability of long-term contracts, indirect billing rates, allowances for doubtful accounts, inventories, right-of-use assets and lease liabilities, fair value and impairment of intangible assets and goodwill, income taxes, stock-based compensation expense and contingencies. These estimates have been prepared by management on the basis of the most current and best available information; however, actual results could differ materially from those estimates.

Certain amounts in the prior year financial statements have been reclassified to conform to the current year presentation. We combined "Deferred tax liabilities" into "Other long-term liabilities" on the condensed consolidated balance sheets.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments, which consist of normal recurring adjustments, necessary for a fair presentation thereof. The results reported in these unaudited condensed consolidated financial statements are not necessarily indicative of the results that may be expected for the entire year. These unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Annual Report on Form 10-K filed on February 13, 2024.

**LEIDOS HOLDINGS, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**Accounting Standards Updates Issued But Not Yet Adopted**

ASU 2023-07 Segment Reporting

In November 2023, the FASB issued ASU 2023-07, to improve reportable segment disclosure requirements. This update requires companies to disclose significant segment expense categories that are regularly provided to the chief operating decision maker ("CODM") on an interim and annual basis and expands disclosure requirements for interim reporting. Companies must also disclose how segment measures of profit or loss are used by the CODM.

The amendments in this update are effective for public entities for annual periods beginning after December 15, 2023, and interim periods beginning after December 15, 2024. The amendments should be adopted on a retrospective basis and early adoption is permitted. We will adopt these amendments for annual disclosures in fiscal 2024 and interim disclosures in fiscal 2025.

ASU 2023-09 Income Taxes

In December 2023, the FASB issued ASU 2023-09, to enhance the transparency and usefulness of income tax disclosures. The update requires enhancements to the annual rate reconciliation, including disclosure of specific categories and additional information for reconciling items meeting a quantitative threshold. The update also requires disclosure of income taxes paid disaggregated by federal, state and foreign taxes, and individual jurisdictions meeting a quantitative threshold.

The amendments in this update are effective for public business entities for annual periods beginning after December 15, 2024, and may be adopted on a prospective or retrospective basis. Early adoption is permitted. We are currently evaluating the impacts of this update and plan to adopt these amendments using the prospective approach for annual disclosures in fiscal 2025.

**Changes in Estimates on Contracts**

Changes in estimates related to contracts accounted for using the cost-to-cost method of accounting are recognized in the period in which such changes are made for the inception-to-date effect of the changes, with the exception of contracts acquired through a business combination, where the adjustment is made for the period commencing from the date of acquisition.

Changes in estimates on contracts were as follows:

	Three Months Ended		Nine Months Ended	
	September 27, 2024	September 29, 2023	September 27, 2024	September 29, 2023
	(in millions, except per share data)			
Favorable impact	\$ 58	\$ 40	\$ 125	\$ 102
Unfavorable impact	(28)	(24)	(107)	(62)
Net impact to income before income taxes	\$ 30	\$ 16	\$ 18	\$ 40
Impact on diluted EPS attributable to Leidos common stockholders	\$ 0.17	\$ 0.09	\$ 0.10	\$ 0.22

The unfavorable impact for the nine months ended September 27, 2024, included \$41 million in write-downs on programs within our UK operations related to cost increases and schedule delays.

The impact on diluted earnings per share ("EPS") attributable to Leidos common stockholders is calculated using the statutory tax rate.

*Revenue Recognized from Prior Obligations*

Revenue recognized from performance obligations satisfied in previous periods was \$78 million and \$12 million for the three and nine months ended September 27, 2024, respectively, and \$13 million and \$14 million for the three and nine months ended September 29, 2023, respectively. The changes primarily relate to revisions of variable consideration including award and incentive fees, and revisions to estimates at completion resulting from changes in contract scope, mitigation of contract risks or true-ups of contract estimates at the end of contract performance.

**LEIDOS HOLDINGS, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

### **Cash and Cash Equivalents**

Our cash equivalents are primarily comprised of investments in several large institutional money market accounts, with original maturity of three months or less. At September 27, 2024, and December 29, 2023, \$91 million and \$136 million, respectively, of outstanding payments were included within "Cash and cash equivalents" and "Accounts payable and accrued liabilities" correspondingly on the condensed consolidated balance sheets.

### **Restricted Cash**

We have restricted cash balances, primarily representing advances from customers that are restricted for use on certain expenditures related to that customer's contract. Restricted cash balances are included as "Other current assets" in the condensed consolidated balance sheets. Our restricted cash balances were \$141 million and \$151 million at September 27, 2024, and December 29, 2023, respectively.

### **Note 2—Revenues**

#### **Remaining Performance Obligations**

Remaining performance obligations ("RPO") represent the expected value of exercised contracts, both funded and unfunded, less revenue recognized to date. RPO does not include unexercised option periods and future potential task orders expected to be awarded under indefinite delivery/indefinite quantity ("IDIQ") contracts, General Services Administration Schedule or other master agreement contract vehicles, with the exception of certain IDIQ contracts where task orders are not competitively awarded and separately priced but instead are used as a funding mechanism, and where there is a basis for estimating future revenues and funding on future anticipated task orders.

As of September 27, 2024, we had \$16 billion of RPO and expect to recognize approximately 66% and 82% over the next 12 months and 24 months, respectively, with the remainder to be recognized thereafter.

#### **Disaggregation of Revenues**

We disaggregate revenues by customer-type, contract-type and geographic location for each of our reportable segments.

Disaggregated revenues by customer-type were as follows:

	<b>Three Months Ended September 27, 2024</b>				
	National Security & Digital	Health & Civil	Commercial & International	Defense Systems	Total
	(in millions)				
DoD and U.S. Intelligence Community	\$ 1,281	\$ 243	\$ 15	\$ 475	\$ 2,014
Other U.S. government agencies <sup>(1)</sup>	540	964	114	18	1,636
Commercial and non-U.S. customers	26	16	448	29	519
Total	<u>\$ 1,847</u>	<u>\$ 1,223</u>	<u>\$ 577</u>	<u>\$ 522</u>	<u>\$ 4,169</u>
	<b>Three Months Ended September 29, 2023</b>				
	National Security & Digital	Health & Civil	Commercial & International	Defense Systems	Total
	(in millions)				
DoD and U.S. Intelligence Community	\$ 1,235	\$ 257	\$ 11	\$ 444	\$ 1,947
Other U.S. government agencies <sup>(1)</sup>	570	776	91	31	1,468
Commercial and non-U.S. customers	33	16	446	(13)	482
Total	<u>\$ 1,838</u>	<u>\$ 1,049</u>	<u>\$ 548</u>	<u>\$ 462</u>	<u>\$ 3,897</u>

<sup>(1)</sup> Includes federal government agencies other than the DoD and U.S. Intelligence Community, as well as state and local government agencies.

**LEIDOS HOLDINGS, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

	Nine Months Ended September 27, 2024				
	National Security & Digital	Health & Civil	Commercial & International	Defense Systems	Total
	(in millions)				
DoD and U.S. Intelligence Community	\$ 3,749	\$ 755	\$ 29	\$ 1,341	\$ 5,874
Other U.S. government agencies <sup>(1)</sup>	1,585	2,867	268	64	4,784
Commercial and non-U.S. customers	87	48	1,348	86	1,569
Total	<u>\$ 5,421</u>	<u>\$ 3,670</u>	<u>\$ 1,645</u>	<u>\$ 1,491</u>	<u>\$ 12,227</u>

	Nine Months Ended September 29, 2023				
	National Security & Digital	Health & Civil	Commercial & International	Defense Systems	Total
	(in millions)				
DoD and U.S. Intelligence Community	\$ 3,582	\$ 797	\$ 26	\$ 1,219	\$ 5,624
Other U.S. government agencies <sup>(1)</sup>	1,682	2,230	236	91	4,239
Commercial and non-U.S. customers	99	45	1,319	63	1,526
Total	<u>\$ 5,363</u>	<u>\$ 3,072</u>	<u>\$ 1,581</u>	<u>\$ 1,373</u>	<u>\$ 11,389</u>

<sup>(1)</sup> Includes federal government agencies other than the DoD and U.S. Intelligence Community, as well as state and local government agencies.

Disaggregated revenues by contract-type were as follows:

	Three Months Ended September 27, 2024				
	National Security & Digital	Health & Civil	Commercial & International	Defense Systems	Total
	(in millions)				
Cost-reimbursement and fixed-price-incentive-fee	\$ 980	\$ 433	\$ 94	\$ 326	\$ 1,833
Firm-fixed-price	511	737	378	155	1,781
Time-and-materials and fixed-price-level-of-effort	356	53	105	41	555
Total	<u>\$ 1,847</u>	<u>\$ 1,223</u>	<u>\$ 577</u>	<u>\$ 522</u>	<u>\$ 4,169</u>

	Three Months Ended September 29, 2023				
	National Security & Digital	Health & Civil	Commercial & International	Defense Systems	Total
	(in millions)				
Cost-reimbursement and fixed-price-incentive-fee	\$ 993	\$ 467	\$ 89	\$ 301	\$ 1,850
Firm-fixed-price	509	537	367	134	1,547
Time-and-materials and fixed-price-level-of-effort	336	45	92	27	500
Total	<u>\$ 1,838</u>	<u>\$ 1,049</u>	<u>\$ 548</u>	<u>\$ 462</u>	<u>\$ 3,897</u>

**LEIDOS HOLDINGS, INC.**  
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	<b>Nine Months Ended September 27, 2024</b>				
	National Security & Digital	Health & Civil	Commercial & International	Defense Systems	Total
	(in millions)				
Cost-reimbursement and fixed-price-incentive-fee	\$ 2,874	\$ 1,331	\$ 269	\$ 940	\$ 5,414
Firm-fixed-price	1,497	2,176	1,049	437	5,159
Time-and-materials and fixed-price-level-of-effort	1,050	163	327	114	1,654
<b>Total</b>	<b>\$ 5,421</b>	<b>\$ 3,670</b>	<b>\$ 1,645</b>	<b>\$ 1,491</b>	<b>\$ 12,227</b>

  

	<b>Nine Months Ended September 29, 2023</b>				
	National Security & Digital	Health & Civil	Commercial & International	Defense Systems	Total
	(in millions)				
Cost-reimbursement and fixed-price-incentive-fee	\$ 2,876	\$ 1,542	\$ 263	\$ 840	\$ 5,521
Firm-fixed-price	1,513	1,394	1,005	425	4,337
Time-and-materials and fixed-price-level-of-effort	974	136	313	108	1,531
<b>Total</b>	<b>\$ 5,363</b>	<b>\$ 3,072</b>	<b>\$ 1,581</b>	<b>\$ 1,373</b>	<b>\$ 11,389</b>

Disaggregated revenues by geographic location were as follows:

	<b>Three Months Ended September 27, 2024</b>				
	National Security & Digital	Health & Civil	Commercial & International	Defense Systems	Total
	(in millions)				
United States	\$ 1,840	\$ 1,222	\$ 257	\$ 511	\$ 3,830
International	7	1	320	11	339
<b>Total</b>	<b>\$ 1,847</b>	<b>\$ 1,223</b>	<b>\$ 577</b>	<b>\$ 522</b>	<b>\$ 4,169</b>

  

	<b>Three Months Ended September 29, 2023</b>				
	National Security & Digital	Health & Civil	Commercial & International	Defense Systems	Total
	(in millions)				
United States	\$ 1,831	\$ 1,047	\$ 221	\$ 458	\$ 3,557
International	7	2	327	4	340
<b>Total</b>	<b>\$ 1,838</b>	<b>\$ 1,049</b>	<b>\$ 548</b>	<b>\$ 462</b>	<b>\$ 3,897</b>

  

	<b>Nine Months Ended September 27, 2024</b>				
	National Security & Digital	Health & Civil	Commercial & International	Defense Systems	Total
	(in millions)				
United States	\$ 5,398	\$ 3,666	\$ 692	\$ 1,458	\$ 11,214
International	23	4	953	33	1,013
<b>Total</b>	<b>\$ 5,421</b>	<b>\$ 3,670</b>	<b>\$ 1,645</b>	<b>\$ 1,491</b>	<b>\$ 12,227</b>

**LEIDOS HOLDINGS, INC.**  
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	Nine Months Ended September 29, 2023				
	National Security & Digital	Health & Civil	Commercial & International	Defense Systems	Total
	(in millions)				
United States	\$ 5,336	\$ 3,069	\$ 630	\$ 1,362	\$ 10,397
International	27	3	951	11	992
<b>Total</b>	<b>\$ 5,363</b>	<b>\$ 3,072</b>	<b>\$ 1,581</b>	<b>\$ 1,373</b>	<b>\$ 11,389</b>

Revenues by customer-type, contract-type and geographic location exclude lease income of \$21 million and \$70 million for the three and nine months ended September 27, 2024, respectively, and \$24 million and \$69 million for the three and nine months ended September 29, 2023, respectively.

**Contract Assets and Liabilities**

Performance obligations are satisfied either over time as work progresses or at a point in time. Firm-fixed-price contracts are typically billed to the customer using milestone payments while cost-reimbursable and time and materials contracts are typically billed to the customer on a monthly or bi-weekly basis as indicated by the negotiated billing terms and conditions of the contract. As a result, the timing of revenue recognition, customer billings and cash collections for each contract results in a net contract asset or liability at the end of each reporting period.

Contract assets consist of unbilled receivables, which is the amount of revenue recognized that exceeds the amount billed to the customer. Unbilled receivables exclude amounts billable where the right to consideration is solely subject to the passage of time. Contract liabilities consist of deferred revenue, which represents cash advances received prior to performance for programs and billings in excess of revenue recognized.

The components of contract assets and contract liabilities consisted of the following:

Balance sheet line item	September 27, 2024	December 29, 2023
	(in millions)	
<b>Contract assets - current:</b>		
Unbilled receivables	\$ 1,137	\$ 1,041
<b>Contract liabilities - current:</b>		
Deferred revenue <sup>(1)</sup>	\$ 353	\$ 442
<b>Contract liabilities - non-current:</b>		
Deferred revenue <sup>(1)</sup>	\$ 13	\$ 21

<sup>(1)</sup> Certain contracts record revenue net of cost of revenues, and therefore, the respective deferred revenue balance will not fully convert to revenue.

The increase in unbilled receivables was primarily due to revenue recognized on certain contracts, partially offset by the timing of billings. The decrease in deferred revenue was primarily due to revenue recognized during the period, offset by the timing of advanced payments from customers.

For the three and nine months ended September 27, 2024, \$45 million and \$256 million, respectively, of revenue recognized was included as a contract liability at December 29, 2023. For the three and nine months ended September 29, 2023, \$28 million and \$215 million, respectively, of revenue recognized was included as a contract liability at December 30, 2022.

**LEIDOS HOLDINGS, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**Note 3—Goodwill and Intangible Assets****Goodwill**

During the quarter ended March 29, 2024, the Company completed a business realignment, which resulted in identification of new reportable segments. The Company commenced operating and reporting under the new organizational structure effective the first day of fiscal 2024 (see "Note 10—Business Segments").

Goodwill was allocated to the new reporting units within our reportable segments based on a relative fair value approach.

The following table presents changes in the carrying amount of goodwill by reportable segment:

	National Security & Digital	Health & Civil	Commercial & International	Defense Systems	Total
	(in millions)				
Goodwill at December 30, 2022	\$ 2,755	\$ 1,366	\$ 1,389	\$ 1,186	\$ 6,696
Goodwill impairment	—	—	(596)	—	(596)
Acquisitions of a business <sup>(1)</sup>	—	—	(4)	—	(4)
Foreign currency translation adjustments	3	—	11	2	16
Goodwill at December 29, 2023 <sup>(2)</sup>	\$ 2,758	\$ 1,366	\$ 800	\$ 1,188	\$ 6,112
Foreign currency translation adjustments	—	—	11	—	11
<b>Goodwill at September 27, 2024<sup>(2)</sup></b>	<b>\$ 2,758</b>	<b>\$ 1,366</b>	<b>\$ 811</b>	<b>\$ 1,188</b>	<b>\$ 6,123</b>

<sup>(1)</sup> Adjustment to goodwill resulting from a measurement period purchase accounting adjustment.

<sup>(2)</sup> Carrying amount includes accumulated impairment loss of \$596 million within the Commercial & International segment.

We evaluate qualitative factors that could cause us to consider whether the estimated fair value of each of our reporting units may be lower than the carrying value and trigger a quantitative assessment, including, but not limited to (i) macroeconomic conditions, (ii) industry and market considerations, (iii) our overall financial performance, including an analysis of our current and projected cash flows, revenues and earnings, (iv) a sustained decrease in share price and (v) other relevant entity-specific events including changes in management, strategy, partners or litigation.

Operations of the Security Enterprise Solutions ("SES") reporting unit rely heavily on the sales and servicing of security and detection products, which prior to fiscal 2024, have been negatively impacted due to delays in airline travel infrastructure projects as customer budgets recover from the pandemic. During fiscal 2023, the SES reporting unit refined its portfolio and made strategic business decisions to exit certain product offerings, and cease operations in certain countries in order to align the operations of the reporting unit with its strategic business plan. These decisions, along with the delays in airline travel infrastructure projects and higher than anticipated servicing costs, contributed to a significant reduction in the reporting unit's forecasted revenue and cash flows. Accordingly, we recognized a non-cash goodwill impairment charge of \$596 million at the SES reporting unit during the fiscal year ended December 29, 2023. The impairment was recorded within the Commercial & International reportable segment in the condensed consolidated statements of operations. In the event that there are significant unfavorable changes to the forecasted cash flows, forecasted revenue, terminal growth rates or the cost of capital used in the fair value estimates, we may be required to record an additional impairment of goodwill at a future date.

In conjunction with the change in reportable segments in fiscal 2024, the Company evaluated goodwill for impairment both before and after the segment change and determined that goodwill was not impaired.



**LEIDOS HOLDINGS, INC.**  
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**Intangible Assets**

Intangible assets, net consisted of the following:

	September 27, 2024			December 29, 2023		
	Gross carrying value	Accumulated amortization	Net carrying value	Gross carrying value	Accumulated amortization	Net carrying value
(in millions)						
<b>Finite-lived intangible assets:</b>						
Programs	\$ 1,689	\$ (1,264)	\$ 425	\$ 1,689	\$ (1,175)	\$ 514
Software and technology	264	(161)	103	263	(144)	119
Customer relationships	53	(27)	26	52	(22)	30
<b>Total finite-lived intangible assets</b>	<b>2,006</b>	<b>(1,452)</b>	<b>554</b>	<b>2,004</b>	<b>(1,341)</b>	<b>663</b>
<b>Indefinite-lived intangible assets:</b>						
Trade names	4	—	4	4	—	4
<b>Total intangible assets</b>	<b>\$ 2,010</b>	<b>\$ (1,452)</b>	<b>\$ 558</b>	<b>\$ 2,008</b>	<b>\$ (1,341)</b>	<b>\$ 667</b>

Our strategic decisions regarding SES' product offerings and operating regions (see the goodwill discussion above) caused certain technology and in-process research and development intangible assets to be abandoned and the carrying values of certain program intangible assets to become unrecoverable. As a result, for the three and nine months ended September 29, 2023, we recognized intangible asset impairment charges of \$79 million. The impairment was recorded to "Asset impairment charges" in the condensed consolidated statements of operations within the Commercial & International reportable segment.

Amortization expense was \$37 million and \$110 million for the three and nine months ended September 27, 2024, respectively, and \$50 million and \$153 million for the three and nine months ended September 29, 2023, respectively.

Program intangible assets are amortized over their respective estimated useful lives in proportion to the pattern of economic benefit based on expected future discounted cash flows. Customer relationships and software and technology intangible assets are amortized either on a straight-line basis over their estimated useful lives or over their respective estimated useful lives in proportion to the pattern of economic benefit based on expected future discounted cash flows, as deemed appropriate.

The estimated annual amortization expense as of September 27, 2024, was as follows:

Fiscal year ending	(in millions)
2024 (remainder of year)	\$ 37
2025	120
2026	99
2027	73
2028	62
2029 and thereafter	163
	<b>\$ 554</b>

**LEIDOS HOLDINGS, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**Note 4—Fair Value Measurements**

The accounting standard for fair value measurements establishes a three-level fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows: observable inputs such as quoted prices in active markets (Level 1); inputs other than quoted prices in active markets that are observable, either directly or indirectly, or quoted prices that are not active (Level 2); and unobservable inputs in which there is little or no market data (e.g., discounted cash flow and other similar pricing models), which requires us to develop our own market participant assumptions used in pricing the asset or liability (Level 3).

The financial instruments measured at fair value on a recurring basis primarily consisted of the following:

	September 27, 2024		December 29, 2023	
	Carrying value	Fair value	Carrying value	Fair value
	(in millions)			
<b>Financial assets:</b>				
Derivatives	\$ 4	\$ 4	\$ 11	\$ 11

As of September 27, 2024, and December 29, 2023, our derivatives primarily consisted of the cash flow interest rate swaps on \$500 million of the variable rate senior unsecured term loan (see "Note 5—Derivative Instruments"). The fair value of the cash flow interest rate swaps is determined based on observed values for underlying interest rates on the one-month Secured Overnight Financing Rate ("SOFR") rate (Level 2 inputs).

The carrying amounts of our financial instruments, other than derivatives, which include cash equivalents, accounts receivable, accounts payable and accrued expenses, are reasonable estimates of their related fair values.

As of September 27, 2024, and December 29, 2023, the fair value of debt was \$4.6 billion for both periods, and the carrying amount was \$4.7 billion for both periods (see "Note 6—Debt"). The fair value of long-term debt is determined based on current interest rates available for debt with terms and maturities similar to our existing debt arrangements and our credit rating (Level 2 inputs).

During the three months ended September 29, 2023, we recorded impairment charges of SES' goodwill (see "Note 3—Goodwill and Intangible Assets"). The fair values of the assets and liabilities of the SES reporting unit were determined using a blended approach, including discounted cash flow models and market earnings multiples. The market approach estimates fair value based on profitability and valuation metrics for peer companies and applies a multiple to the reporting unit's operating performance. The income approach estimates fair value by discounting the reporting unit's estimated future cash flows using a weighted-average cost of capital reflecting current market conditions as well as the risk profile of the reporting unit. Future cash flows are based on estimates of economic and market assumptions made using the best judgment of management, including growth rates in revenue and margins, and future changes in tax rates and cash expenditures. Other significant assumptions and estimates include estimates of future capital expenditures, terminal value growth rates, and changes in future working capital requirements. The fair value of the SES reporting unit was determined using Level 3 inputs.

**LEIDOS HOLDINGS, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**Note 5—Derivative Instruments**

We manage our risk to changes in interest rates through the use of derivative instruments. We do not hold derivative instruments for trading or speculative purposes. For variable rate borrowings, we use fixed interest rate swaps, effectively converting a portion of the variable interest rate payments to fixed interest rate payments. These swaps are designated as cash flow hedges.

The fair value of the interest rate swaps was as follows:

Balance sheet line item	Asset derivatives	
	September 27, 2024	December 29, 2023
	(in millions)	
Cash flow interest rate swaps	\$ 4	\$ 11
	Other current assets <sup>(1)</sup>	

<sup>(1)</sup> As of December 29, 2023, the cash flow interest rate swaps were reported in the "other long-term assets" on the condensed consolidated balance sheet.

The cash flows associated with the interest rate swaps are classified as operating activities in the condensed consolidated statements of cash flows.

**Cash Flow Hedges**

We have interest rate swap agreements to hedge the cash flows of \$500 million of the variable rate senior unsecured term loan (the "Variable Rate Loan"). These interest rate swap agreements have a maturity date of August 2025 and a fixed interest rate of 2.96%. The objective of these instruments is to reduce variability in the forecasted interest payments of the Variable Rate Loan. Under the terms of the interest rate swap agreements, we will receive monthly variable interest payments based on the one-month SOFR and will pay interest at a fixed rate.

The interest rate swap transactions are accounted for as cash flow hedges. The gain/loss on the swaps is reported as a component of other comprehensive (loss) income and is reclassified into earnings when the interest payments on the underlying hedged items impact earnings. A qualitative assessment of hedge effectiveness is performed on a quarterly basis, unless facts and circumstances indicate the hedge may no longer be highly effective.

The effect of the cash flow hedges on other comprehensive (loss) income and earnings for the periods presented was as follows:

	Three Months Ended		Nine Months Ended	
	September 27, 2024	September 29, 2023	September 27, 2024	September 29, 2023
	(in millions)			
Total interest expense, net presented in the condensed consolidated statements of operations in which the effects of cash flow hedges are recorded	\$ 46	\$ 53	\$ 146	\$ 163
Amount recognized in other comprehensive income (loss)	\$ (4)	\$ 3	\$ 3	\$ 11
Amount reclassified from accumulated other comprehensive loss to interest expense, net	\$ (3)	\$ (3)	\$ (9)	\$ (12)

We expect to reclassify net gains of \$3 million from accumulated other comprehensive loss into earnings during the next 12 months.

**LEIDOS HOLDINGS, INC.**  
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**Note 6—Debt**

Our debt consisted of the following:

	Stated interest rate	Effective interest rate	September 27, 2024	December 29, 2023
(in millions)				
<b>Senior unsecured term loan:</b>				
\$1,000 million term loan, due March 2028	6.46%	6.64%	\$ 1,000	\$ 1,000
<b>Senior unsecured notes:</b>				
\$500 million notes, due May 2025	3.63%	3.76%	500	500
\$750 million notes, due May 2030	4.38%	4.50%	750	750
\$1,000 million notes, due February 2031	2.30%	2.38%	1,000	1,000
\$250 million notes, due July 2032	7.13%	7.43%	250	250
\$750 million notes, due March 2033	5.75%	5.81%	750	750
\$300 million notes, due July 2033	5.50%	5.88%	161	161
\$300 million notes, due December 2040	5.95%	6.03%	218	218
Finance leases due on various dates through fiscal 2032	Various	1.84%-6.31%	78	91
Less: unamortized debt discounts and deferred debt issuance costs			(34)	(38)
<b>Total long-term debt</b>			<b>4,673</b>	4,682
Less current portion			(592)	(18)
<b>Total long-term debt, net of current portion</b>			<b>\$ 4,081</b>	<b>\$ 4,664</b>

**Term Loans and Revolving Credit Facility**

On March 10, 2023 (the "Closing Date"), we entered into a Credit Agreement (the "Credit Agreement") with certain financial institutions, which provided for a senior unsecured term loan facility in an aggregate principal amount of \$1.0 billion (the "Term Loan Facility") and a \$1.0 billion senior unsecured revolving facility (the "Revolving Facility" and, together with the Term Loan Facility, the "Credit Facilities"). The Credit Facilities will mature in March 2028. The Revolving Facility is subject to an annual commitment fee rate of 0.125% on the unused credit availability and permits two additional one-year extensions subject to lender consent. As of September 27, 2024, and December 29, 2023, there were no borrowings outstanding under the Revolving Facility.

The proceeds of the Term Loan Facility and cash on hand on the Closing Date were used to repay in full all indebtedness, terminate all commitments and discharge all guarantees existing in connection with a predecessor \$1.9 billion senior unsecured term loan facility and a \$750 million senior unsecured revolving facility.

Borrowings under the Credit Agreement bear interest at a rate determined, at our option, based on either an alternate base rate or a Term SOFR rate with a 0.10% per annum Term SOFR adjustment, plus, in each case, an applicable margin that varies depending on our credit rating. The applicable margin range for Term SOFR-denominated borrowings is from 1.00% to 1.50%. Based on our current ratings, the applicable margin for Term SOFR-denominated borrowings is 1.25%. Principal payments are made quarterly on the Term Loan Facility beginning in March 2025, with the majority of the principal due at maturity. Interest on the Term Loan Facility for Term SOFR-denominated borrowings is payable on a periodic basis, which must be at least quarterly.

**Senior Notes**

In fiscal 2023, we issued and sold \$750 million aggregate principal amount of fixed-rate senior notes (the "Notes") maturing in March 2033. The Notes are senior unsecured obligations issued by Leidos, Inc. and guaranteed by Leidos Holdings, Inc. The annual interest rate for the Notes is 5.75% and is payable on a semi-annual basis. In connection with the issuance of the Notes, \$11 million of debt issuance costs and discount were recognized, which were recorded as an offset against the carrying value of debt.

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**Commercial Paper**

We have a commercial paper program in which the Company may issue short-term unsecured commercial paper notes ("Commercial Paper Notes") not to exceed \$1.0 billion. The proceeds will be used for general corporate purposes, including working capital, capital expenditures, acquisitions and share repurchases.

The Commercial Paper Notes are issued in minimum denominations of \$0.25 million and have maturities of up to 397 days from the date of issuance. The Commercial Paper Notes either bear a stated or floating interest rate, if interest bearing, or will be sold at a discount from the face amount. As of September 27, 2024, and December 29, 2023, we did not have any Commercial Paper Notes outstanding.

**Covenants**

The Credit Facilities, Commercial Paper Notes and senior unsecured notes are fully and unconditionally guaranteed and contain certain customary restrictive covenants, including among other things, restrictions on our ability to create liens and enter into sale and leaseback transactions under certain circumstances.

The financial covenants in the Credit Agreement require that we maintain, as of the last day of each fiscal quarter, a ratio of adjusted consolidated total debt to consolidated EBITDA of not more than 3.75 to 1.00, subject to increases to 4.50 to 1.00 for four fiscal quarters following a material acquisition, and a ratio of EBITDA to consolidated interest expense of not less than 3.50 to 1.00.

We were in compliance with all covenants as of September 27, 2024.

**Note 7—Accumulated Other Comprehensive Income (Loss)**

Changes in the components of Accumulated Other Comprehensive Income (Loss) ("AOCI") were as follows:

	Foreign currency translation adjustments	Unrecognized gain (loss) on derivative instruments	Pension adjustments	Total AOCI
(in millions)				
Balance at December 30, 2022	\$ (73)	\$ 13	\$ (13)	\$ (73)
Other comprehensive income (loss)	36	6	(1)	41
Taxes	(2)	1	—	(1)
Reclassification from AOCI	—	(15)	—	(15)
Balance at December 29, 2023	(39)	5	(14)	(48)
Other comprehensive income (loss)	23	3	—	26
Taxes	(5)	2	—	(3)
Reclassification from AOCI	—	(9)	—	(9)
<b>Balance at September 27, 2024</b>	<b>\$ (21)</b>	<b>\$ 1</b>	<b>\$ (14)</b>	<b>\$ (34)</b>

Reclassifications from unrecognized gain (loss) on derivative instruments are recorded in "Interest expense, net" in the condensed consolidated statements of operations.

**Note 8—Earnings Per Share**

The following table provides a reconciliation of the weighted average number of shares outstanding used to compute basic and diluted EPS for the periods presented:

	Three Months Ended		Nine Months Ended	
	September 27, 2024	September 29, 2023	September 27, 2024	September 29, 2023
(in millions)				
Basic weighted average number of shares outstanding	134	137	135	137
Dilutive common share equivalents—stock options and other stock awards <sup>(1)</sup>	2	—	1	—
<b>Diluted weighted average number of shares outstanding</b>	<b>136</b>	<b>137</b>	<b>136</b>	<b>137</b>

<sup>(1)</sup> Dilutive common share equivalents for the three and nine months ended September 29, 2023, did not include the impact of 1 million potentially dilutive equity awards because the result would have been anti-dilutive due to the net losses.

**LEIDOS HOLDINGS, INC.**  
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Anti-dilutive stock-based awards are excluded from the weighted average number of shares outstanding used to compute diluted EPS. The total outstanding stock options and vesting stock awards that were anti-dilutive were less than 0.5 million for both the three and nine months ended September 27, 2024, and 2 million for both the three and nine months ended September 29, 2023.

During the three and nine months ended September 27, 2024, we made open market repurchases of our common stock for an aggregate purchase price of \$200 million and \$450 million, respectively, and \$25 million during the nine months ended September 29, 2023. There were no share repurchases for the three months ended September 29, 2023. All shares repurchased were immediately retired.

**Note 9—Income Taxes**

For the three months ended September 27, 2024, the effective tax rate was 23.0% compared to (2.1)% for the three months ended September 29, 2023. The increase to the effective tax rate was primarily due to the tax impacts from non-deductible goodwill impairments for the three months ended September 29, 2023, and an increase in unrecognized tax benefits for the three months ended September 27, 2024.

For the nine months ended September 27, 2024, the effective tax rate was 23.3% compared to 123.7% for the nine months ended September 29, 2023. The decrease to the effective tax rate was primarily due to the tax impacts from non-deductible goodwill impairments for the nine months ended September 29, 2023, partially offset by a reduced benefit in federal research tax credits for the nine months ended September 27, 2024.

**Note 10—Business Segments**

Our operations and reportable segments are organized around the customers and markets we serve. We define our reportable segments based on the way the CODM, currently our Chief Executive Officer, manages operations for the purposes of allocating resources and assessing performance.

Effective the first day of fiscal 2024, we realigned our business to report into six operating segments, which are aggregated into four reportable segments in accordance with the criteria established under ASC 280: National Security & Digital, Health & Civil, Commercial & International and Defense Systems. Our reportable segments are focused on specific, defined capability sets that we bring to our customers. Additionally, we separately present the unallocable costs associated with corporate functions as Corporate. As a result of this change, prior year segment results have been recast to reflect the current reportable segment structure.

National Security & Digital provides technology enabled services and mission software capabilities for defense and intelligence customers in the areas of cyber, logistics, security operations and decision analytics, as well as IT operations and digital transformation programs across all U.S. federal government customers. Our advanced capabilities include the delivery of technology-enabled services, mission software capabilities and IT modernization services. Our capabilities allow us to provide innovative technology solutions in the following categories: software development, engineering & design, modeling & simulation, analytics, cyber security, intelligence analysis, linguistics and mission operations.

Health & Civil provides services and solutions to federal and commercial customers in the areas of public health, care coordination, life and environmental sciences and transportation. We are dedicated to delivering effective and affordable solutions that are responsible for the health and well-being of people, including service members and veterans. Our core capabilities include health information management services, managed health services, systems and infrastructure modernization, and life sciences research and development. We help customers achieve their missions and take on the connected world with data-driven insights, improved efficiencies and technological advantages.

**LEIDOS HOLDINGS, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

Commercial & International provides technologically advanced services, solutions and products to commercial and international customers. Our key customers include United Kingdom and Australia government agencies, Transportation Security Administration, U.S. Customs and Border Protection, airports, and commercial utility providers. Our offerings include IT modernization, software solutions, mission support and logistics, Command, Control, Computers, Communications, Intelligence, Surveillance and Reconnaissance ("C4ISR") technologies and services, cloud services, power grid engineering, energy modernization and security products and services.

Defense Systems develops and produces advanced space, aerial, surface, and sub-surface manned and un-manned defense systems for the U.S. Department of Defense, Army, Navy, Air Force, Marine Corps, United States Special Operations Command, NASA, Space Force, the Defense Intelligence Agency and International customers. Our solutions deliver innovative technology, systems engineering, integration and testing, rapid prototyping, software development, intelligence analysis, cybersecurity solutions and C4ISR technologies and services to support critical missions.

Corporate includes the operations of various corporate activities, certain corporate expense items that are not reimbursed by our U.S. government customers and certain other expense items excluded from a reportable segment's performance.

The segment information for the periods presented was as follows:

	Three Months Ended		Nine Months Ended	
	September 27, 2024	September 29, 2023	September 27, 2024	September 29, 2023
	(in millions)			
<b>Revenues:</b>				
National Security & Digital	\$ 1,865	\$ 1,852	\$ 5,471	\$ 5,400
Health & Civil	1,225	1,055	3,687	3,097
Commercial & International	578	552	1,648	1,588
Defense Systems	522	462	1,491	1,373
<b>Total revenues</b>	<b>\$ 4,190</b>	<b>\$ 3,921</b>	<b>\$ 12,297</b>	<b>\$ 11,458</b>
<b>Operating income (loss):</b>				
National Security & Digital	\$ 187	\$ 170	\$ 545	\$ 487
Health & Civil	287	165	816	412
Commercial & International	41	(646)	64	(599)
Defense Systems	37	3	92	47
Corporate	(36)	(28)	(111)	(87)
<b>Total operating income (loss)</b>	<b>\$ 516</b>	<b>\$ (336)</b>	<b>\$ 1,406</b>	<b>\$ 260</b>

The income statement performance measures used to evaluate segment performance are revenues and operating income (loss). As a result, "Interest expense, net," "Other income (expense), net" and "Income tax expense" as reported in the condensed consolidated statements of operations are not allocated to our segments. Under U.S. Government Cost Accounting Standards, indirect costs including depreciation expense are collected in indirect cost pools, which are then collectively allocated to the reportable segments based on a representative causal or beneficial relationship of the costs in the pool to the costs in the base. As such, depreciation expense is not separately disclosed on the condensed consolidated statements of operations.

Asset information by segment is not a key measure of performance used by the CODM.

**LEIDOS HOLDINGS, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**Note 11—Commitments and Contingencies*****Legal Proceedings***

We are involved in various claims and lawsuits arising in the normal conduct of our business, none of which, in the opinion of management, based upon current information, will likely have a material adverse effect on our financial position, results of operations or cash flows.

***Contingencies******Government Investigations and Reviews***

We are routinely subject to investigations and reviews relating to compliance with various laws and regulations with respect to our role as a contractor to federal, state and local government customers and in connection with performing services in countries outside of the United States. Adverse findings could have a material effect on our business, financial position, results of operations and cash flows due to our reliance on government contracts.

***Defense Contract Audit Agency***

As of September 27, 2024, active indirect cost audits by the Defense Contract Audit Agency remain open for fiscal 2022 and subsequent fiscal years. Although we have recorded contract revenues based upon an estimate of costs that we believe will be approved upon final audit or review, we cannot predict the outcome of any ongoing or future audits or reviews and adjustments, and if future adjustments exceed estimates, our profitability may be adversely affected. As of September 27, 2024, we believe we have adequately reserved for potential adjustments from audits or reviews of contract costs.

***Other Government Investigations and Reviews***

Through its internal processes, the Company discovered, in late 2021, activities by its employees, third party representatives and subcontractors, raising concerns related to a portion of our business that conducts international operations. The Company is conducting an internal investigation, overseen by an independent committee of the Board of Directors, with the assistance of external legal counsel, to determine whether the identified conduct may have violated the Company's Code of Conduct and potentially applicable laws, including the U.S. Foreign Corrupt Practices Act ("FCPA"). The Company has voluntarily self-reported this investigation to the Department of Justice and the Securities and Exchange Commission and is cooperating with both agencies. Because the investigation is ongoing, the Company cannot anticipate the timing, outcome or possible impact of the investigation, although violations of the FCPA and other applicable laws may result in criminal and civil sanctions, including monetary penalties, and reputational damage. In September 2022, the Company received a Federal Grand Jury Subpoena related to the criminal investigation by the U.S. Attorney's Office for the Southern District of California, in conjunction with the U.S. Department of Justice's Fraud Division. The subpoena requests documents relating to the conduct that is the subject of the Company's internal investigation. The Company has responded to the subpoena. In February 2023, a former employee of the Company who was terminated at the outset of the investigation was indicted on wire fraud and other charges by a Federal Grand Jury in the U.S. District Court in the Southern District of California. These charges were later dismissed as a result of the death of the former employee.

In August 2022, the Company received a Federal Grand Jury Subpoena in connection with a criminal investigation being conducted by the U.S. Department of Justice Antitrust Division. The subpoena requests that the Company produce a broad range of documents related to three U.S. Government procurements associated with the Company's Intelligence Group in 2021 and 2022. We are fully cooperating with the investigation, and we are conducting our own internal investigation with the assistance of outside counsel. It is not possible at this time to determine whether we will incur, or to reasonably estimate the amount of, any fines, penalties, or further liabilities in connection with the investigation pursuant to which the subpoena was issued.



**LEIDOS HOLDINGS, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**Commitments**

As of September 27, 2024, we have outstanding letters of credit of \$67 million, principally related to performance guarantees on contracts and outstanding surety bonds with a notional amount of \$103 million, principally related to performance and subcontractor payment bonds on contracts. The value of the surety bonds may vary due to changes in the underlying project status and/or contractual modifications.

As of September 27, 2024, the future expirations of the outstanding letters of credit and surety bonds were as follows:

Fiscal year ending

	(in millions)
2024 (remainder of year)	\$ 38
2025	96
2026	4
2027	14
2028	15
2029 and thereafter	3
	<u>\$ 170</u>

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

*The following discussion and analysis of Leidos Holdings, Inc.'s ("Leidos") financial condition, results of operations, and quantitative and qualitative discussion about business environment and trends should be read in conjunction with Leidos' condensed consolidated financial statements and related notes.*

*The following discussion contains forward-looking statements, including statements regarding our intent, belief or current expectations with respect to, among other things, trends affecting our financial condition or results of operations, backlog, our industry, the impact of our merger and acquisition activity, government budgets and spending, our business contingency plans, interest rates and uncertainties in tax due to new tax legislation or other regulatory developments. In some cases, forward-looking statements can be identified by words such as "will," "expect," "estimate," "plan," "potential," "continue" or similar expressions. Such statements are not guarantees of future performance and involve risks and uncertainties and actual results may differ materially from those in the forward-looking statements as a result of various factors. Some of these factors include, but are not limited to, the risk factors set forth in our Annual Report on Form 10-K, as updated by the risk factor in this report under Part II, Item 1A. "Risk Factors" and as may be further updated in subsequent filings with the U.S. Securities and Exchange Commission. Due to such uncertainties and risks, you are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date hereof. We do not undertake any obligation to update these factors or to publicly announce the results of any changes to our forward-looking statements due to future events or developments.*

*Unless indicated otherwise, references in this report to "we," "us" and "our" refer collectively to Leidos and its consolidated subsidiaries.*

**Overview**

Leidos, a member of the Fortune 500®, is a dynamic innovation company that is at the forefront of addressing the world's most challenging issues in national security and health sectors. With a global workforce of approximately 48,000, Leidos is committed to developing smarter technology solutions, particularly for customers in highly regulated industries. We bring domain-specific capability and cross-market innovations to customers in each of these markets by leveraging five technical core capabilities: digital modernization, cyber operations, mission software systems, integrated systems and mission operations. Our customers include the U.S. Department of Defense ("DoD"), the U.S. Intelligence Community, the U.S. Department of Homeland Security, the Federal Aviation Administration, the Department of Veterans Affairs, National Aeronautics and Space Administration and many other U.S. civilian, state and local government agencies, foreign government agencies and commercial businesses.

Beginning in fiscal 2024, we realigned our business and operate in four reportable segments that are focused on specific, defined capability sets we bring to our customers. As a result of this change, prior year segment results and disclosures have been recast to reflect the current reportable segment structure. We now operate in the following reportable segments: National Security & Digital, Health & Civil, Commercial & International and Defense Systems. We also separately present the unallocable costs associated with corporate functions as Corporate (see "Note 10–Business Segments").

**Business Environment and Trends***U.S. Government Markets*

During the three and nine months ended September 27, 2024, we generated approximately 87% of total revenues from contracts with the U.S. government, as compared to 87% and 86% for the three and nine months ended September 29, 2023, respectively. Accordingly, our business performance is affected by the overall level of U.S. government spending, especially on national security, homeland security and intelligence, and the alignment of our service and product offerings and capabilities with current and future budget priorities of the U.S. government.

On September 26, 2024, Congress avoided a federal government shutdown by passing a continuing resolution that provides government funding through December 20, 2024. The continuing resolution gives lawmakers additional time after the November elections to consider the 12 appropriations bills for government fiscal year 2025, emergency supplemental funding for the recent hurricanes and wildfires, and organize new leadership of the House of Representatives and Senate. Failure to pass the appropriation bills or another continuing resolution by December 20, 2024, will result in a partial or complete federal government shutdown.

### International Markets

Sales to customers in international markets represented approximately 8% of total revenues for both the three and nine months ended September 27, 2024, as compared to 9% for both the three and nine months ended September 29, 2023. Our international customers include foreign governments and their agencies. Our international business increases our exposure to international markets and the associated international regulatory and geopolitical risks.

Changes in international trade policies, including higher tariffs on imported goods and materials, may increase the procurement cost of certain IT hardware used both on our contracts and internally. However, we expect to recover certain portions of these higher tariffs through our cost-plus contracts. We are currently evaluating the impact of higher tariffs, and do not expect the tariffs to have a significant impact to our business.

### Results of Operations

The following table summarizes our condensed consolidated results of operations for the periods presented:

	Three Months Ended				Nine Months Ended			
	September 27, 2024	September 29, 2023	Dollar change	Percent change	September 27, 2024	September 29, 2023	Dollar change	Percent change
	(dollars in millions)							
Revenues	\$ 4,190	\$ 3,921	\$ 269	6.9 %	\$ 12,297	\$ 11,458	\$ 839	7.3 %
Operating income (loss)	516	(336)	852	NM	1,406	260	1,146	NM
Non-operating expense, net	(46)	(52)	6	(11.5)%	(142)	(167)	25	(15.0)%
Income (loss) before income taxes	470	(388)	858	NM	1,264	93	1,171	NM
Income tax expense	(108)	(8)	(100)	NM	(295)	(115)	(180)	156.5 %
Net income (loss)	362	(396)	758	191.4 %	969	(22)	991	NM
Net income (loss) attributable to Leidos common stockholders	\$ 364	\$ (399)	\$ 763	191.2 %	\$ 970	\$ (30)	\$ 1,000	NM
Operating margin	12.3 %	(8.6)%			11.4 %	2.3 %		

NM- Not Meaningful

### Segment and Corporate Results

National Security & Digital	Three Months Ended				Nine Months Ended			
	September 27, 2024	September 29, 2023	Dollar change	Percent change	September 27, 2024	September 29, 2023	Dollar change	Percent change
	(dollars in millions)							
Revenues	\$ 1,865	\$ 1,852	\$ 13	0.7 %	\$ 5,471	\$ 5,400	\$ 71	1.3 %
Operating income	187	170	17	10.0 %	545	487	58	11.9 %
Operating margin	10.0 %	9.2 %			10.0 %	9.0 %		

The increase in revenues for the three and nine months ended September 27, 2024, as compared to the three and nine months ended September 29, 2023, was primarily attributable to program wins and a net increase in volumes on certain contracts, partially offset by the completion of certain contracts.

The increase in operating income for the three and nine months ended September 27, 2024, as compared to the three and nine months ended September 29, 2023, was primarily attributable to contract efficiencies, a net increase in volumes on certain contracts and program wins, partially offset by the completion of certain contracts.

**LEIDOS HOLDINGS, INC.**

<b>Health &amp; Civil</b>	Three Months Ended				Nine Months Ended			
	<b>September 27, 2024</b>	September 29, 2023	Dollar change	Percent change	<b>September 27, 2024</b>	September 29, 2023	Dollar change	Percent change
	(dollars in millions)							
Revenues	\$ 1,225	\$ 1,055	\$ 170	16.1 %	\$ 3,687	\$ 3,097	\$ 590	19.1 %
Operating income	287	165	122	73.9 %	816	412	404	98.1 %
Operating margin	23.4 %	15.6 %			22.1 %	13.3 %		

The increase in revenues for the three and nine months ended September 27, 2024, as compared to the three and nine months ended September 29, 2023, was primarily attributable to a net increase in volumes and case complexity within the managed health services business, an increase in net write-ups on certain programs and program wins.

The increase in operating income for the three and nine months ended September 27, 2024, as compared to the three and nine months ended September 29, 2023, was primarily driven by an increase in volumes and case complexity within in the managed health services business and an increase in net write-ups on certain programs.

<b>Commercial &amp; International</b>	Three Months Ended				Nine Months Ended			
	<b>September 27, 2024</b>	September 29, 2023	Dollar change	Percent change	<b>September 27, 2024</b>	September 29, 2023	Dollar change	Percent change
	(dollars in millions)							
Revenues	\$ 578	\$ 552	\$ 26	4.7 %	\$ 1,648	\$ 1,588	\$ 60	3.8 %
Operating (loss) income	41	(646)	687	106.3 %	64	(599)	663	110.7 %
Operating margin	7.1 %	(117.0)%			3.9 %	(37.7)%		

The increase in revenues for the three months ended September 27, 2024, as compared to the three months ended September 29, 2023, was primarily attributable to programs wins and a net increase in volumes, partially offset by the completion of certain programs.

The increase in revenues for the nine months ended September 27, 2024, as compared to the nine months ended September 29, 2023, was primarily attributable to a net increase in volumes and programs wins. This was partially offset by the impact of write-downs on certain programs within our UK operations for which cost and schedule were rebaselined as well as the the completion of certain programs.

The increase in operating income for the three months ended September 27, 2024, as compared to the three months ended September 29, 2023, was primarily driven by impairment charges of \$679 million recorded in the prior year.

The increase in operating income for the nine months ended September 27, 2024, as compared to the nine months ended September 29, 2023, was primarily driven by impairment charges of \$679 million recorded in the prior year, programs wins and a net increase in volumes. This was partially offset by the impact of write-downs on certain programs within our UK operations for which cost and schedule were rebaselined as well as the completion of certain programs.

<b>Defense Systems</b>	Three Months Ended				Nine Months Ended			
	<b>September 27, 2024</b>	September 29, 2023	Dollar change	Percent change	<b>September 27, 2024</b>	September 29, 2023	Dollar change	Percent change
	(dollars in millions)							
Revenues	\$ 522	\$ 462	\$ 60	13.0 %	\$ 1,491	\$ 1,373	\$ 118	8.6 %
Operating income	37	3	34	NM	92	47	45	95.7 %
Operating margin	7.1 %	0.6 %			6.2 %	3.4 %		

NM- Not Meaningful

The increase in revenues for the three and nine months ended September 27, 2024, as compared to the three and nine months ended September 29, 2023, was primarily attributable to programs wins and a net increase in volumes, partially offset by the completion of certain contracts.

The increase in operating income for the three months ended September 27, 2024, as compared to the three months ended September 29, 2023, was primarily attributable to program wins and improved program execution on certain programs.

The increase in operating income for the nine months ended September 27, 2024, as compared to the nine months ended September 29, 2023, was primarily attributable to programs wins, improved program execution and higher integration costs in the prior year.

<b>Corporate</b>	Three Months Ended				Nine Months Ended			
	<b>September 27, 2024</b>	September 29, 2023	Dollar change	Percent change	<b>September 27, 2024</b>	September 29, 2023	Dollar change	Percent change
	(dollars in millions)							
Operating loss	\$ (36)	\$ (28)	\$ (8)	28.6 %	\$ (111)	\$ (87)	\$ (24)	27.6 %

The increase in operating loss for the three months ended September 27, 2024, as compared to the three months ended September 29, 2023, was primarily attributable to increased general and administrative expenses and legal fees.

The increase in operating loss for the nine months ended September 27, 2024, as compared to the nine months ended September 29, 2023, was primarily attributable to increased general and administrative expenses.

#### *Non-Operating Expense, net*

Non-operating expense, net for the three months ended September 27, 2024, was \$46 million as compared to \$52 million for the three months ended September 29, 2023. The decrease was primarily driven by increased interest income due to higher cash balances.

Non-operating expense, net for the nine months ended September 27, 2024, was \$142 million as compared to \$167 million for the nine months ended September 29, 2023. The decrease was primarily driven by increased interest income due to higher cash balances, lower interest expense driven by commercial paper borrowings in the prior year and favorable exchange rate movements.

#### *Provision for Income Taxes*

For the three months ended September 27, 2024, our effective tax rate was 23.0% compared to (2.1)% for the three months ended September 29, 2023. The increase to the effective tax rate was primarily due to the tax impacts from non-deductible goodwill impairments for the three months ended September 29, 2023, and an increase in unrecognized tax benefits for the three months ended September 27, 2024.

For the nine months ended September 27, 2024, our effective tax rate was 23.3% compared to 123.7% for the nine months ended September 29, 2023. The decrease to the effective tax rate was primarily due to the tax impacts from non-deductible goodwill impairments for the nine months ended September 29, 2023, partially offset by a reduced benefit in federal research tax credits for the nine months ended September 27, 2024.

In December 2021, the Organization for Economic Cooperation and Development enacted model rules for a new 15% global minimum tax framework ("Pillar Two"). Many governments around the world have enacted or are in the process of enacting Pillar Two legislation. The Pillar Two legislation became effective for certain jurisdictions beginning in fiscal 2024. We will continue to evaluate the impact of the rules as additional legislation gets enacted but currently do not expect them to have a material impact.

**Bookings and Backlog**

We recorded net bookings worth an estimated \$8.1 billion and \$15.8 billion during the three and nine months ended September 27, 2024, respectively, as compared to \$7.9 billion and \$13.8 billion for the three and nine months ended September 29, 2023, respectively.

The estimated value of our total backlog was as follows:

Segment	September 27, 2024			September 29, 2023		
	Funded	Unfunded	Total	Funded	Unfunded	Total
	(in millions)					
National Security & Digital	\$ 3,323	\$ 16,532	\$ 19,855	\$ 3,146	\$ 14,802	\$ 17,948
Health & Civil	1,536	9,835	11,371	2,022	10,141	12,163
Commercial & International	2,631	2,022	4,653	2,586	1,012	3,598
Defense Systems	1,602	3,080	4,682	1,293	3,041	4,334
<b>Total</b>	<b>\$ 9,092</b>	<b>\$ 31,469</b>	<b>\$ 40,561</b>	<b>\$ 9,047</b>	<b>\$ 28,996</b>	<b>\$ 38,043</b>

Backlog represents the estimated amount of future revenues to be recognized under negotiated contracts, both funded and unfunded. Backlog does not include unexercised option periods and future potential task orders expected to be awarded under indefinite delivery/indefinite quantity ("IDIQ") contracts, General Services Administration Schedule or other master agreement contract vehicles, with the exception of certain IDIQ contracts where task orders are not competitively awarded and separately priced but instead are used as a funding mechanism, and where there is a basis for estimating future revenues and funding on future anticipated task orders.

Backlog estimates are subject to change and may be affected by factors including modifications of contracts and foreign currency movements.

**Liquidity and Capital Resources****Overview**

As of September 27, 2024, we had \$1,185 million in cash and cash equivalents. We have a senior unsecured revolving credit facility which can provide up to \$1 billion in additional borrowing, if required. As of September 27, 2024, and December 29, 2023, there were no borrowings outstanding under the revolving credit facility.

We had outstanding debt of \$4.7 billion at both September 27, 2024, and December 29, 2023.

We have a commercial paper program in which we may issue short-term unsecured commercial paper notes ("Commercial Paper Notes") and have maturities of up to 397 days from the date of issuance. As of September 27, 2024, and December 29, 2023, we did not have any Commercial Paper Notes outstanding.

We made principal payments, excluding the impacts of our Commercial Paper Notes, on our debt of \$5 million and \$14 million during the three and nine months ended September 27, 2024, respectively, and \$5 million and \$2,041 million for the three and nine months ended September 29, 2023, respectively. The activity for the nine months ended September 29, 2023, included a \$1,210 million payment to discharge the \$1.9 billion 5.77% senior unsecured term loan facility, a \$498 million payment to discharge the \$500 million 2.95% notes, due May 2023, and a required principal payment of \$320 million to discharge the 364-day term loan credit agreement.

Our credit facilities, commercial paper notes and senior unsecured notes outstanding as of September 27, 2024, contain financial covenants and customary restrictive covenants. We were in compliance with all covenants as of September 27, 2024.

We paid dividends of \$51 million and \$155 million during the three and nine months ended September 27, 2024, respectively, and \$50 million and \$150 million during the three and nine months ended September 29, 2023, respectively.

Stock repurchases of Leidos common stock may be made on the open market or in privately negotiated transactions with third parties including through accelerated share repurchase agreements. Whether repurchases are made and the timing and actual number of shares repurchased depends on a variety of factors including price, corporate capital requirements, other market conditions and regulatory requirements. The repurchase program may be accelerated, suspended, delayed or discontinued at any time.

During the three and nine months ended September 27, 2024, we made open market repurchases of our common stock for an aggregate purchase price of \$200 million and \$450 million, respectively, and \$25 million during the nine months ended September 29, 2023. There were no share repurchases for the three months ended September 29, 2023.

For the next 12 months, we anticipate that we will be able to meet our liquidity needs, including servicing our debt, through cash generated from operations, available cash balances, borrowings from our commercial paper program and, if needed, sales of accounts receivable and borrowings from our revolving credit facility.

#### Summary of Cash Flows

The following table summarizes cash flow information for the periods presented:

	Three Months Ended		Nine Months Ended	
	September 27, 2024	September 29, 2023	September 27, 2024	September 29, 2023
	(in millions)			
Net cash provided by operating activities	\$ 656	\$ 795	\$ 1,093	\$ 861
Net cash used in investing activities	(23)	(52)	(56)	(135)
Net cash used in financing activities	(257)	(249)	(644)	(470)

Net cash provided by operating activities decreased \$139 million during the three months ended September 27, 2024, when compared to the prior year quarter. The decrease was primarily due to unfavorable changes in working capital, partially offset by higher earnings and the timing of payroll and employee benefit accruals.

Net cash provided by operating activities increased \$232 million during the nine months ended September 27, 2024, when compared to the prior year. The increase was primarily due to higher earnings and lower tax payments of \$49 million primarily due to payments made in the prior year for the TCJA provision and payroll taxes related to the CARES act.

Net cash used in investing activities decreased \$29 million and \$79 million during the three and nine months ended September 27, 2024, respectively, when compared to the prior year. The decreases were primarily due to lower capital expenditures of \$27 million and \$66 million for the three and nine months ended September 27, 2024, respectively.

Net cash used in financing activities increased \$8 million for the three months ended September 27, 2024, when compared to the prior year quarter, primarily due to a \$202 million increase in stock repurchases, partially offset by \$200 million in commercial paper net proceeds received in the prior year.

Net cash used in financing activities increased \$174 million for the nine months ended September 27, 2024, when compared to the prior year. The increase was primarily due to a \$425 million increase in stock repurchases, a \$31 million increase in shares withheld for tax obligations, partially offset by a decrease of \$291 million in net payments made on debt activities.

#### Off-Balance Sheet Arrangements

We have outstanding performance guarantees and cross-indemnity agreements in connection with certain aspects of our business. We also have letters of credit outstanding principally related to performance guarantees on contracts and surety bonds outstanding principally related to performance and subcontractor payment bonds as described in "Note 11—Commitments and Contingencies" of the notes to the condensed consolidated financial statements contained within this Quarterly Report on Form 10-Q. These arrangements have not had, and management does not believe it is likely that they will in the future have, a material effect on our liquidity, capital expenditures or capital resources, operations or financial condition.

**Guarantor and Issuer of Guaranteed Securities**

Leidos Holdings, Inc. (“Guarantor”) has fully and unconditionally guaranteed the debt securities of its subsidiary, Leidos, Inc. (“Issuer”), that were issued pursuant to transactions that were registered under the Securities Act of 1933, as amended (collectively, the “Registered Notes”). The following is a list of the Registered Notes guaranteed by Leidos Holdings, Inc.

**Senior unsecured Registered Notes issued by Leidos, Inc.:**

\$500 million 3.625% notes, due May 2025

\$750 million 4.375% notes, due May 2030

\$1,000 million 2.300% notes, due February 2031

\$750 million 5.750% notes, due March 2033

Leidos Holdings, Inc. has also fully and unconditionally guaranteed debt securities of Leidos, Inc. that were issued pursuant to transactions that were not registered under the Securities Act of 1933, as amended. The following is a list of unregistered debt securities guaranteed by Leidos Holdings, Inc.

**Senior unsecured unregistered debt securities issued by Leidos, Inc.:**

\$250 million 7.125% notes, due July 2032

\$300 million 5.500% notes, due July 2033

Additionally, Leidos, Inc. has fully and unconditionally guaranteed debt securities of Leidos Holding, Inc. that were issued pursuant to transactions that were not registered under the Securities Act of 1933, as amended. The following is a list of unregistered debt securities guaranteed by Leidos, Inc.

**Senior unsecured unregistered debt securities issued by Leidos Holdings, Inc.:**

\$300 million 5.950% notes, due December 2040

The following summarized financial information includes the assets, liabilities and results of operations for the Guarantor and Issuer of the Registered Notes described above. Intercompany balances and transactions between the Issuer and Guarantor have been eliminated from the financial information below. Investments in the consolidated subsidiaries of the Issuer and Guarantor that do not guarantee the senior unsecured notes have been excluded from the financial information. Intercompany payables represent amounts due to non-guarantor subsidiaries of the Issuer.

**Balance Sheet Information for the Guarantor and Issuer of Registered Notes**

	September 27, 2024	December 29, 2023
	(in millions)	
Total current assets	\$ 2,791	\$ 2,464
Goodwill	5,673	5,517
Other long-term assets	1,348	1,241
Total assets	\$ 9,812	\$ 9,222
Total current liabilities	\$ 2,852	\$ 1,983
Long-term debt, net of current portion	4,080	4,663
Intercompany payables	2,966	2,523
Other long-term liabilities	681	599
Total liabilities	\$ 10,579	\$ 9,768



**Statement of Operations Information for the Guarantor and Issuer of Registered Notes**

	Nine Months Ended <b>September 27, 2024</b>	
	(in millions)	
Revenues, net	<b>\$</b>	<b>7,820</b>
Operating income		<b>652</b>
Net income attributable to Leidos common stockholders		<b>131</b>

**Contractual Obligations and Commitments**

We are subject to a number of reviews, investigations, claims, lawsuits, other uncertainties and future obligations related to our business. For a discussion of these items, see "Note 11—Commitments and Contingencies" of the notes to the condensed consolidated financial statements contained within this Quarterly Report on Form 10-Q.

**Critical Accounting Policies**

There were no material changes to our critical accounting policies, estimates or judgments during the period covered by this report from those discussed in our Annual Report on Form 10-K for the year ended December 29, 2023.

**Recently Adopted and Issued Accounting Standards**

For a discussion of these items, see "Note 1—Basis of Presentation and Summary of Significant Accounting Policies" of the notes to the condensed consolidated financial statements contained within this Quarterly Report on Form 10-Q.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

There were no material changes in our market risk exposure from those discussed in our Annual Report on Form 10-K for the year ended December 29, 2023.

**Item 4. Controls and Procedures.****Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our principal executive officer (our Chief Executive Officer) and principal financial officer (our Executive Vice President and Chief Financial Officer), has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Securities Exchange Act of 1934) as of September 27, 2024. Based upon that evaluation, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the U.S. Securities and Exchange Commission. These disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is accumulated and communicated to our management, including our principal executive officer and our principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

**Changes in Internal Control Over Financial Reporting**

There have been no changes in our internal control over financial reporting during the quarter ended September 27, 2024, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II—OTHER INFORMATION

**Item 1. Legal Proceedings.**

We have furnished information relating to legal proceedings, and any investigations and reviews that we are involved with in "Note 11—Commitments and Contingencies" of the notes to the condensed consolidated financial statements contained within this Quarterly Report on Form 10-Q.

**Item 1A. Risk Factors.**

There were no material changes to the risks described in Part I, Item 1A "Risk Factors" in our Annual Report on Form 10-K for the year ended December 29, 2023.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

(a) None

(b) None

(c) Purchases of Equity Securities by the Issuer

The following table presents information related to the repurchases of our common stock during the quarter ended September 27, 2024.

Period	Total Number of Shares <sup>(1)</sup> (or Units) Purchased	Average Price Paid per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Repurchase Plans or Programs <sup>(2)</sup>	Maximum Number of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs <sup>(2)</sup>
June 29, 2024 - June 30, 2024	—	\$ —	—	11,160,405
July 1, 2024 - July 31, 2024	57,518	146.39	—	11,160,405
August 1, 2024 - August 31, 2024	1,073,970	147.68	1,073,970	10,086,435
September 1, 2024 - September 27, 2024	266,933	155.10	266,933	9,819,502
<b>Total</b>	<b>1,398,421</b>	<b>\$ 149.04</b>	<b>1,340,903</b>	

<sup>(1)</sup> The total number of shares purchased includes shares surrendered to satisfy statutory tax withholding obligations related to vesting of restricted stock units.

<sup>(2)</sup> In February 2022, our Board of Directors authorized a share repurchase program of up to 20 million shares of our outstanding common stock. The shares may be repurchased from time to time in one or more open market repurchases or privately negotiated transactions, including accelerated share repurchase transactions. The actual timing, number and value of shares repurchased under the program will depend on a number of factors, including the market price of our common stock, general market and economic conditions, applicable legal requirements, compliance with the terms of our outstanding indebtedness and other considerations. There is no assurance as to the number of shares that will be repurchased, and the repurchase program may be suspended or discontinued at any time at our Board of Directors' discretion. This share repurchase authorization replaces the previous share repurchase authorization announced in February 2018.

**Item 3. Defaults Upon Senior Securities.**

None.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**Item 5. Other Information.****Rule 10b5-1 trading arrangement**

During the three months ended September 27, 2024, no director or officer of the Company adopted, modified or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

**Item 6. Exhibits.**

Exhibit Number	Description of Exhibit
3.1	<a href="#">Amended and Restated Bylaws of Leidos Holdings, Inc. Incorporated by reference to Exhibit 3.2 to our Current Report on Form 8-K filed with the SEC on October 25, 2024.</a>
22	<a href="#">List of Guarantors and Subsidiary Issuers of Guaranteed Securities. Incorporated herein by reference to Exhibit 22 to our Annual Report on Form 10-K filed with the SEC on February 13, 2024.</a>
31.1	<a href="#">Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
31.2	<a href="#">Certification of Executive Vice President and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
32.1	<a href="#">Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
32.2	<a href="#">Certification of Executive Vice President and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
101	Interactive Data File. The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
104	Cover Page Interactive Data File. The cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.

**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 thereunto duly authorized.

Date: October 29, 2024

Leidos Holdings, Inc.

/s/ Christopher R. Cage

**Christopher R. Cage**  
**Executive Vice President and Chief Financial**  
**Officer and**  
**as a duly authorized officer**

**LEIDOS HOLDINGS, INC.**  
**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO**  
**SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Thomas A. Bell, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the period ended September 27, 2024, of Leidos Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including the registrant's consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 29, 2024

/s/ Thomas A. Bell

Thomas A. Bell  
Chief Executive Officer

## LEIDOS HOLDINGS, INC.

## CERTIFICATION OF EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Christopher R. Cage, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the period ended September 27, 2024, of Leidos Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including the registrant's consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 29, 2024

/s/ Christopher R. Cage

Christopher R. Cage  
Executive Vice President and Chief Financial Officer

**LEIDOS HOLDINGS, INC.**  
**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO**  
**18 U.S.C SECTION 1350,**  
**AS ADOPTED PURSUANT TO**  
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Leidos Holdings, Inc. ("Leidos") on Form 10-Q for the period ended September 27, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Thomas A. Bell, Chief Executive Officer of Leidos Holdings, Inc., certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 29, 2024

/s/ Thomas A. Bell

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**Thomas A. Bell**  
**Chief Executive Officer**



**LEIDOS HOLDINGS, INC.**  
**CERTIFICATION OF EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER PURSUANT TO**  
**18 U.S.C SECTION 1350,**  
**AS ADOPTED PURSUANT TO**  
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Leidos Holdings, Inc. ("Leidos") on Form 10-Q for the period ended September 27, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Christopher R. Cage, Executive Vice President and Chief Financial Officer of Leidos Holdings, Inc., certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 29, 2024

/s/ Christopher R. Cage

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**Christopher R. Cage**  
**Executive Vice President and Chief Financial Officer**