

SCIENCE APPLICATIONS INTERNATIONAL CORP

Form 8-K

April 23, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): April 19, 2013

Commission  
File Number  
001-33072

Exact Name of Registrant as Specified in its Charter,  
Address of Principal Executive Offices and Telephone Number

**SAIC, Inc.**

1710 SAIC Drive, McLean, Virginia 22102  
(703) 676-4300

State of  
Incorporation  
Delaware

I.R.S. Employer  
Identification No  
20-3562868

000-12771

**Science Applications  
International Corporation**

1710 SAIC Drive, McLean, Virginia 22102  
(703) 676-4300

Delaware

95-3630868

N/A

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

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

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

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**Item 1.01 Entry into a Material Definitive Agreement**

On April 19, 2013, SAIC, Inc., as borrower, and Science Applications International Corporation, as guarantor, entered into Amendment No. 1 (the Amendment) to the Amended and Restated Four Year Credit Agreement, dated March 11, 2011 (the Agreement), with Citibank, N.A., as administrative agent and the other lending institutions named in the Agreement.

The Amendment (i) permits in the calculation of EBITDA the adding back of certain expenses incurred in connection with the company's anticipated spin-off of its technical, engineering and enterprise information technology services business and to make certain other changes thereto, (ii) excludes the effect of debt incurred by the credit parties or any of their subsidiaries in connection with the spinoff transaction for purposes of calculating Consolidated Funded Debt, and (iii) changes the ratio of Consolidated Funded Debt to EBITDA that the company is required to maintain. In addition, the term of the Agreement was extended for one additional year to March 11, 2017. As of the date of this report, no borrowings were outstanding under the Agreement.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits*

Exhibit 10.1      Amendment No. 1 dated as of April 19, 2013 to Amended and Restated Four-Year Credit Agreement, dated March 11, 2011, among SAIC, Inc., as borrower, Science Applications International Corporation, as guarantor, Citibank, N.A., as administrative agent, and the other lenders party thereto.

**SIGNATURE**

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

(Registrant)

SAIC, INC.

Date: April 22, 2013

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

(Registrant)

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

Date: April 22, 2013

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