

LOCKHEED MARTIN CORP
Form 425
July 11, 2016

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): July 11, 2016

LOCKHEED MARTIN CORPORATION

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction

of incorporation)

6801 Rockledge Drive

1-11437
(Commission

File Number)

52-1893632
(IRS Employer

Identification No.)

20817

Bethesda, Maryland
(Address of principal executive
offices)

(Zip Code)

(301) 897-6000

(Registrant's telephone number, including area code)

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))

Item 8.01 Other Events.

On July 11, 2016, Lockheed Martin Corporation (Lockheed Martin) issued a press release announcing the commencement of its exchange offer related to the proposed transaction to separate its Information Systems & Global Solutions business segment and merge this business with Leidos Holdings, Inc. (Leidos) in a Reverse Morris Trust transaction. In the proposed transaction, Abacus Innovations Corporation, a wholly-owned subsidiary of Lockheed Martin created to facilitate the transaction, will merge with a subsidiary of Leidos and become a wholly-owned subsidiary of Leidos. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

| Exhibit No. | Description |
|--------------------|--|
| 99.1 | Press Release of Lockheed Martin Corporation dated July 11, 2016 |

SIGNATURES

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

Lockheed Martin Corporation

Date: July 11, 2016

by: /s/ Stephen M. Piper
Stephen M. Piper
Vice President and Associate General
Counsel

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
| 99.1 | Press Release of Lockheed Martin Corporation dated July 11, 2016 |