

Edgar Filing: Science Applications International Corp - Form SC 13G

Science Applications International Corp
Form SC 13G
January 24, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. __)*

Science Applications International Corporation
(Name of Issuer)

Common Stock
(Title of Class of Securities)

808625107
(CUSIP Number)

January 14, 2019
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 808625107 SCHEDULE 13G Page 2 of 17

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

General Atlantic LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

4,032,200

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

4,032,200

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,032,200

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.8%

12 TYPE OF REPORTING PERSON

OO

CUSIP No. 808625107 SCHEDULE 13G Page 3 of 17

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

General Atlantic GenPar, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
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Delaware

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12 TYPE OF REPORTING PERSON

PN

CUSIP No. 808625107 SCHEDULE 13G Page 4 of 17

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

General Atlantic Partners 85, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
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12 TYPE OF REPORTING PERSON

PN

CUSIP No. 808625107 SCHEDULE 13G Page 5 of 17

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GAP Coinvestments III, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

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7 SOLE DISPOSITIVE POWER

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CUSIP No. 808625107 SCHEDULE 13G Page 6 of 17

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GAP Coinvestments IV, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF
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BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

4,032,200

7 SOLE DISPOSITIVE POWER

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8 SHARED DISPOSITIVE POWER

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12 TYPE OF REPORTING PERSON

OO

CUSIP No. 808625107 SCHEDULE 13G Page 7 of 17

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GAP Coinvestments CDA, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
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4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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12 TYPE OF REPORTING PERSON

PN

CUSIP No. 808625107 SCHEDULE 13G Page 8 of 17

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GAPCO GmbH & Co. KG

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

5 SOLE VOTING POWER

0

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12 TYPE OF REPORTING PERSON

PN

CUSIP No. 808625107 SCHEDULE 13G Page 9 of 17

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GAPCO Management GmbH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
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WITH

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4,032,200

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.8%

12 TYPE OF REPORTING PERSON

OO

CUSIP No. 808625107 SCHEDULE 13G Page 10 of 17

Item 1. (a) NAME OF ISSUER

Science Applications International Corporation (the "Company").

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

12010 Sunset Hills Road
Reston, VA 20190

Item 2. (a) NAMES OF PERSONS FILING

This Statement is being filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- (i) General Atlantic LLC, a Delaware limited liability company ("GA LLC");
 - (ii) General Atlantic GenPar, L.P., a Delaware limited partnership ("GenPar");
 - (iii) General Atlantic Partners 85, L.P., a Delaware limited partnership ("GAP 85");
 - (iv) GAP Coinvestments III, LLC, a Delaware limited liability company ("GAPCO III");
 - (v) GAP Coinvestments IV, LLC, a Delaware limited liability company ("GAPCO IV");
 - (vi) GAP Coinvestments CDA, L.P., a Delaware limited partnership ("GAPCO CDA");
 - (vii) GAPCO GmbH & Co KG, a German limited partnership ("KG"); and
 - (viii) GAPCO Management GmbH, a German corporation ("GmbH Management")
-

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(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE

The principal address of each of the Reporting Persons (other than KG and GmbH Management) is c/o General Atlantic Service Company, L.P., 55 East 52nd Street, 33rd Floor, New York, NY 10055. The principal address of KG and GmbH Management is c/o General Atlantic GmbH, Maximilianstrasse 35b, 80539 Munich, Germany.

(c) CITIZENSHIP

(i) GA LLC - Delaware

(ii) GenPar - Delaware

(iii) GAP 85 - Delaware

(iv) GAPCO III - Delaware

(v) GAPCO IV - Delaware

(vi) GAPCO CDA - Delaware

(vii) KG - Germany

(viii) GmbH Management - Germany

(d) TITLE OF CLASS OF SECURITIES

Common Stock, par value \$.0001 per share ("Common Stock").

(e) CUSIP NUMBER

808625107

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Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS:

Not applicable.

Item 4. OWNERSHIP.

As of the date hereof, the Reporting Persons owned the following number of shares of Common Stock:

- (i) GA LLC owned of record no shares of Common Stock or 0.0% of the issued and outstanding shares of Common Stock.
- (ii) GenPar owned of record no shares of Common Stock or 0.0% of the issued and outstanding shares of Common Stock.
- (iii) GAP 85 owned of record 3,833,673 shares of Common Stock or 6.5% of the issued and outstanding shares of Common Stock.
- (iv) GAPCO III owned of record 147,205 shares of Common Stock or 0.0% of the issued and outstanding shares of Common Stock.
- (v) GAPCO IV owned of record 37,236 shares of Common Stock or 0.0% of the issued and outstanding shares of Common Stock.
- (vi) GAPCO CDA owned of record 7,554 shares of Common Stock or 0.0% of the issued and outstanding shares of Common Stock.
- (vii) KG owned of record 6,532 shares of Common Stock or 0.0% of the issued and outstanding shares of Common Stock.
- (viii) GmbH Management owned of record no shares of Common Stock or 0.0% of the issued and outstanding shares of Common Stock.

The general partner of GenPar is GA LLC. GenPar is the general partner of GAP 85. GA LLC is the managing member of GAPCO III and GAPCO IV and the general partner of GAPCO CDA. There are 29 managing directors of GA LLC (the "GA Managing Directors"). The general partner of KG is GmbH Management, and the GA Managing Directors control the investment and voting decisions for GmbH Management. Each of the GA Managing Directors disclaims ownership of the shares of Common Stock except to the extent he or she has a pecuniary interest therein. The name, the business address and the citizenship of each of the GA Managing Directors is attached hereto as Schedule A and is hereby incorporated by reference.

Amount Beneficially Owned:

By virtue of the relationship described above, each of the Reporting Persons may be deemed to beneficially own 4,032,200 shares of Common Stock.

Percentage Owned:

All calculations of percentage ownership herein are based on an aggregate of 59,184,642 shares of Common Stock outstanding, as of January 14, 2019, as confirmed by the Company to the Reporting Persons.

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Number of Shares as to Which Such Person Has Sole/Shared Power to Vote or to Direct the Vote and Sole/Shared Power to Dispose or to Direct the Disposition of:

- (i) Each of the Reporting Persons may be deemed to have the sole power to direct the voting and dispositions of the shares of Common Stock as indicated on such Reporting Person's cover page included herein.
- (ii) Each of the Reporting Persons may be deemed to share the power to direct the voting and dispositions of the 4,032,200 shares of Common Stock that may be deemed to be owned beneficially by each of them.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

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Item IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE
7. SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

See Item 4, which states the identity of the members of the group filing this Schedule 13G.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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Exhibit Index

Exhibit 1. Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated as of January 24, 2019

GENERAL ATLANTIC LLC

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GENERAL ATLANTIC
GENPAR, L.P.

By: General Atlantic LLC,
Its general partner

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GENERAL ATLANTIC
PARTNERS 85, L.P.

By: General Atlantic GenPar,
L.P.,
Its general partner

By: General Atlantic LLC,
Its general partner

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GAP COINVESTMENTS III,
LLC

By: General Atlantic LLC, its
Managing Member

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GAP COINVESTMENTS IV,
LLC

By: General Atlantic LLC, its
Managing Member

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

CUSIP No. 808625107 SCHEDULE 13G Page 17 of 17

GAP COINVESTMENTS
CDA, L.P.

By: General Atlantic LLC.,
its General Partner

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GAPCO GMBH & CO. KG

GAPCO Management
By: GmbH,
Its general partner

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GAPCO MANAGEMENT
GMBH

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

SCHEDULE A

GA Managing Directors (as of the date hereof)

| Name | Business Address | Citizenship |
|---|---|--------------------|
| William E. Ford (Chief Executive Officer) | 55 East 52nd Street 33rd Floor New York, New York 10055 | United States |
| J. Frank Brown (Chief Operating Officer) | 55 East 52nd Street 33rd Floor New York, New York 10055 | United States |
| Thomas J. Murphy (Chief Financial Officer) | 600 Steamboat Road Greenwich, Connecticut 06830 | United States |
| Gabriel Caillaux | 23 Savile Row London W1S 2ET United Kingdom | France |
| Chris Caulkin | 55 East 52nd Street 33rd Floor New York, New York 10055 | United States |
| Andrew Crawford | 55 East 52nd Street 33rd Floor New York, New York 10055 | United States |
| Alex Crisses | 55 East 52nd Street 33rd Floor New York, New York 10055 | United States |
| Steven A. Denning (Chairman) | 600 Steamboat Road Greenwich, Connecticut 06830 | United States |
| Michelle Dipp | 55 East 52nd Street 33rd Floor New York, New York 10055 | United States |
| Roni Elchahal | 23 Savile Row London W1S 2ET United Kingdom | United States |
| Martin Escobari | 55 East 52nd Street 33rd Floor New York, New York 10055 Suite 5704 - 5706, 57F | Bolivia and Brazil |
| Pamela Fang | Two IFC, 8 Finance Street Central, Hong Kong, China | United States |
| Andrew Ferrer | 55 East 52nd Street 33rd Floor New York, New York 10055 | United States |
| Wai Hoong Fock | Asia Square Tower 1 8 Marina View, #41-04 Singapore 018960 | Singapore |

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| Name | Business Address | Citizenship |
|-------------------------------------|---|---------------|
| Aaron Goldman | 23 Savile Row London W1S 2ET United Kingdom | United States |
| David C. Hodgson (Vice Chairman) | 55 East 52nd Street 33rd Floor New York, New York 10055 | United States |
| Christopher G. Lanning | 55 East 52nd Street 33rd Floor New York, New York 10055 | United States |
| Anton J. Levy | 55 East 52nd Street 33rd Floor New York, New York 10055 | United States |
| Peter Munzig | 55 East 52nd Street 33rd Floor New York, New York 10055 | United States |
| Sandeep Naik | Level 19, Birla Aurora Dr. Annie Besant Road Worli, Mumbai 400 030 India | United States |
| Joern Nikolay | Maximilianstrasse 35b 80539 Munich Germany | Germany |

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| Name | Business Address | Citizenship |
|---------------------|---|---------------------------------|
| Shantanu Rastogi | Level 19, Birla Aurora Dr. Annie Besant Road Worli Mumbai 400 030 India | India |
| David A. Rosenstein | 55 East 52nd Street 33rd Floor New York, New York 10055 General Atlantic Singapore Fund Management Pte. Ltd. (Representative Office) Unit # 2817, 28th Floor, | United States |
| Ashish Saboo | DBS Bank Tower, Ciputra World One, Jl Prof. Dr. Satrio Kav. 3-5, Kel. Karet Kuningan, Kec. Setiabudi, Jakarta Selatan 12940, Indonesia | India |
| Paul Stamas | 55 East 52nd Street 33rd Floor New York, New York 10055 | United States |
| Tanzeen Syed | 55 East 52nd Street 33rd Floor New York, New York 10055 | United States and Bangladesh |
| Graves Tompkins | 55 East 52nd Street 33rd Floor New York, New York 10055 | United States |
| Robbert Vorhoff | 55 East 52nd Street 33rd Floor New York, New York 10055 Unit 2707 Tower S2 Bund Finance Centre No. 600 | United States |
| Chi Eric Zhang | Zhongshan Dong Er Road Huangpu District Shanghai, 200010 China | Hong Kong SAR |

EXHIBIT 1
to SCHEDULE 13D

JOINT ACQUISITION STATEMENT
PURSUANT TO RULE 13D-1(k)(1)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is accurate.

Dated: January 24, 2019

GENERAL ATLANTIC LLC

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GENERAL ATLANTIC
GENPAR, L.P.

By: General Atlantic LLC,
Its general partner

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GENERAL ATLANTIC
PARTNERS 85, L.P.

By: General Atlantic GenPar,
L.P.,
Its general partner

By: General Atlantic LLC,
Its general partner

By: /s/ Thomas J. Murphy
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Title: Managing Director

GAP COINVESTMENTS III,
LLC

By: General Atlantic LLC, its
Managing Member

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GAP COINVESTMENTS IV,
LLC

By: General Atlantic LLC, its
Managing Member

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GAP COINVESTMENTS
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By: General Atlantic LLC.,
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GAPCO GMBH & CO. KG

GAPCO Management
By: GmbH,
Its general partner

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GAPCO MANAGEMENT
GMBH

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
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