

LOCKHEED MARTIN CORP
Form 425
August 12, 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): August 12, 2016

LOCKHEED MARTIN CORPORATION

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction

of incorporation)

1-11437
(Commission

File Number)

52-1893632
(IRS Employer

Identification No.)

6801 Rockledge Drive

Bethesda, Maryland
(Address of principal executive offices)

(301) 897-6000

20817
(Zip Code)

(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 August 12, 2016, Lockheed Martin Corporation (Lockheed Martin) issued a press release announcing that the final exchange ratio for its exchange offer related to the proposed transaction to separate its Information Systems & Global Solutions business segment (the IS&GS business) and merge this business with Leidos Holdings, Inc. (Leidos) in a Reverse Morris Trust transaction has been set at 8.2136 shares of Abacus Innovations Corporation (Abacus) for each share of Lockheed Martin common stock accepted in the exchange offer, which is equal to the upper limit described in the Prospectus dated July 11, 2016. In the proposed transaction, Lockheed Martin will transfer the IS&GS business to Abacus and will distribute the shares of common stock of Abacus to its participating stockholders in the exchange offer. Immediately following the distribution, Abacus will merge with a subsidiary of Leidos and become a wholly-owned subsidiary of Leidos.

A copy of the press release is included 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 August 12, 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: August 12, 2016

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

EXHIBIT INDEX

Exhibit

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