

SAIC, Inc.  
Form DEFA14A  
April 30, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

**SAIC, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

**1.** Title of each class of securities to which transaction applies:

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2. Aggregate number of securities to which transaction applies:

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4. Proposed maximum aggregate value of transaction:

5. Total fee paid:

.. Fee paid previously with preliminary materials.  
.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid:

2. Form, Schedule or Registration Statement No.:

3. Filing Party:

4. Date Filed:

**\*\*\* Exercise Your *Right* to Vote \*\*\***

**Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on June 15, 2012.**

SAIC, INC.

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** April 16, 2012  
**Date:** June 15, 2012 **Time:** 9:00 AM EDT  
**Location:** SAIC Conference Center  
1710 SAIC Drive  
McLean, Virginia 22102

*ATTN: STOCK PROGRAMS*

*10210 CAMPUS POINT DRIVE*

*MAIL STOP A-2-S*

*SAN DIEGO, CA 92121*

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com), scan the QR code on the reverse side or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

This notice also constitutes Notice of the 2012 Annual Meeting of Stockholders.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**



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**Voting Items**

**VOTE ON DIRECTORS - The Board of Directors recommends a vote FOR each of the nominees listed below.**

**1. Nominees:**

1a. France A. Córdova

1b. Jere A. Drummond

1c. Thomas F. Frist, III

1d. John J. Hamre

1e. Miriam E. John

1f. Anita K. Jones

1g. John P. Jumper

1h. Harry M.J. Kraemer, Jr.

1i. Lawrence C. Nussdorf

1j. Edward J. Sanderson, Jr.

1k. A. Thomas Young

**VOTE ON PROPOSAL 2 - The Board of Directors recommends a vote FOR Proposal 2.**

2. Approve the merger of SAIC with and into its wholly-owned subsidiary, Science Applications International Corporation.

**VOTE ON PROPOSAL 3 - The Board of Directors recommends a vote FOR Proposal 3.**

3. Approve amendments to our 2006 Equity Incentive Plan.

**VOTE ON PROPOSAL 4 - The Board of Directors recommends a vote FOR Proposal 4.**

4. Approve, by an advisory vote, executive compensation.

**VOTE ON PROPOSAL 5 - The Board of Directors recommends a vote FOR Proposal 5.**

5. Ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2013.

**VOTE ON PROPOSAL 6 - The Board of Directors recommends a vote AGAINST Proposal 6.**

6. Stockholder proposal regarding action by written consent.