

SAIC, Inc.  
Form S-8 POS  
October 12, 2007

As filed with the Securities and Exchange Commission on October 12, 2007

Registration Statement No. 333-138095

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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### SAIC, INC.

(Exact name of registrant as specified in its charter)

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DELAWARE  
State or other jurisdiction of  
incorporation or organization)

20-3562868  
(I.R.S. Employer

Identification No.)

10260 CAMPUS POINT DRIVE

SAN DIEGO, CALIFORNIA 92121

(858) 826-6000

(Address, including zip code, and telephone number,

including area code of registrant's principal executive offices)

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2006 Equity Incentive Plan

2006 Employee Stock Purchase Plan

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**Science Applications International Corporation Retirement Plan**

**Science Applications International Corporation Stock Compensation Plan**

**Science Applications International Corporation Management Stock Compensation Plan**

**Science Applications International Corporation Key Executive Stock Deferral Plan**

**Science Applications International Corporation 1999 Stock Incentive Plan**

**AMSEC Employees 401(k) Profit Sharing Plan**

(Full title of the plans)

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**DOUGLAS E. SCOTT, ESQ.**

**Executive Vice President, General Counsel and Secretary**

**SAIC, Inc.**

**10260 Campus Point Drive**

**San Diego, California 92121**

**(858) 826-6000**

(Name, address, including zip code, and telephone number,

including area code, of agent for service)

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**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 filed on October 19, 2006 (file No. 333-138095) (the Registration Statement ), is filed for the sole purpose of deregistering 1,000,000 shares of the Registrant's class A preferred stock, par value \$0.0001 per share, and common stock, par value \$0.0001 per share and the associated indeterminate amount of plan interests previously registered under the Registration Statement and issuable under the AMSEC Employees 401(k) Profit Sharing Plan (the AMSEC 401(k) Plan ). As of the date of this Registration Statement, all 1,000,000 shares of the Registrant's class A preferred stock and common stock and the associated indeterminate amount of plan interests remain unissued under the AMSEC 401(k) Plan.

In connection with a reorganization transaction involving AMSEC LLC, the Registrant's class A preferred stock and common stock will no longer be investment options for future contributions under the AMSEC 401(k) Plan. Therefore, in accordance with an undertaking made by the Registrant in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities registered under the Registration Statement which remain unsold at the termination of the offering, the Registrant hereby deregisters 1,000,000 shares of the Registrant's class A preferred stock and common stock and an associated indeterminate amount of plan interests previously registered under the Registration Statement. Except to the extent stated above, the Registration Statement as originally filed is not amended or otherwise affected by this Post-Effective Amendment No. 1.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on October 12, 2007.

SAIC, INC.

By /s/ K.C. DAHLBERG  
K.C. Dahlberg  
*Chairman of the Board and*

*Chief Executive Officer*

**POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Form S-8 Registration Statement has been signed by the following persons in their respective capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
* K.C. Dahlberg	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	October 12, 2007
* M.W. Sopp	Chief Financial Officer (Principal Financial Officer)	October 12, 2007
* J.R. Hartley	Controller (Principal Accounting Officer)	October 12, 2007
* W.H. Demisch	Director	October 12, 2007
* J.A. Drummond	Director	October 12, 2007
* J.J. Hamre	Director	October 12, 2007
Miriam E. John	Director	

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
* A.K. Jones	Director	October 12, 2007
John P. Jumper	Director	
* H.M.J. Kraemer, Jr.	Director	October 12, 2007
* E.J. Sanderson, Jr.	Director	October 12, 2007
* L.A. Simpson	Director	October 12, 2007
* A.T. Young	Director	October 12, 2007

\*By: /s/ D.E. SCOTT  
D.E. Scott, as attorney-in-fact