

Dugle Lynn A
Form 4
January 14, 2019

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Dugle Lynn A

(Last) (First) (Middle)

C/O ENGILITY HOLDINGS, INC., 4803 STONECROFT BOULEVARD

(Street)

CHANTILLY, VA 20151

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Engility Holdings, Inc. [EGL]

3. Date of Earliest Transaction (Month/Day/Year)
01/11/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
Chairman, President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 01/11/2019 | | M | | 13,298 A <u>(1)</u> 285,308 | D | |
| Common Stock | 01/11/2019 | | F | | 4,224 <u>(2)</u> D \$ 29.1 281,084 | D | |
| Common Stock | 01/11/2019 | | M | | 4,661 A <u>(1)</u> 285,745 | D | |
| Common Stock | 01/11/2019 | | F | | 1,403 <u>(2)</u> D \$ 29.1 284,342 | D | |
| Common Stock | 01/11/2019 | | M | | 710 A <u>(3)</u> <u>(4)</u> 285,052 | D | |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Performance Units | (1) | 01/11/2019 | | M | 13,298 | (1) (1) | Common Stock | 13,298 |
| Performance Units | (1) | 01/11/2019 | | M | 4,661 | (1) (1) | Common Stock | 4,661 |
| Restricted Stock Units | (3) (4) | 01/11/2019 | | M | 710 | (3)(4) (3)(4) | Common Stock | 710 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dugle Lynn A C/O ENGILITY HOLDINGS, INC. 4803 STONECROFT BOULEVARD CHANTILLY, VA 20151 | | | Chairman, President & CEO | |

Signatures

/s/ Jon Brooks as Attorney-in-Fact 01/14/2019

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Reflects additional shares granted to satisfy the settlement of outstanding performance unit awards.

(2) Reflects shares withheld to cover the payment of taxes upon the vesting of performance units.

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- Represents an interim grant of restricted stock units ("RSUs") that vests on the earliest of (i) the first anniversary of the grant date (or if earlier, the date of Engility Holdings, Inc.'s (the "Company") first regular annual meeting of stockholders held after the grant date), (ii) the termination of the Reporting Person's service as a director of the Company by reason of death or permanent disability or (iii) a change in control of the Company. Vested RSUs do not convert into shares of common stock of the Company or cash, which determination will be made at the sole discretion of the Company's Compensation Committee (or a subcommittee thereof), until the earlier of (A) the date on which the Reporting Person ceases to be a director of the Company or (B) the occurrence of a change in control of the Company that constitutes a "Section 409A Change in Control Event" (as defined in applicable Treasury regulations).
- (3)

- The Board of Directors and Compensation Committee of the Company have elected, pursuant to the pending merger (as defined below) under the Agreement and Plan of Merger, dated as of September 9, 2018, among the Company, Science Applications International Corporation ("SAIC") and Raptors Merger Sub, Inc. ("Merger Sub"), a wholly owned subsidiary of SAIC, with the Company surviving the merger of Merger Sub with and into the Company (the "merger") as a wholly owned subsidiary of SAIC, to accelerate the vesting of all RSUs held by the Reporting Person and settle all vested, but undelivered, RSUs (other than deferred compensation) in Common Stock effective January 11, 2019.
- (4)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.