Miiller Thomas O. Form 4 March 19, 2018

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue.

See Instruction

#### 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(b).

(Last)

(City)

Stock

Stock

Common

1. Name and Address of Reporting Person \* Miiller Thomas O.

(Middle)

(Zip)

(First)

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

CHANTILLY, VA 20151

(Street)

(State)

03/16/2018

03/16/2018

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

Engility Holdings, Inc. [EGL]

3. Date of Earliest Transaction (Month/Day/Year) 03/16/2018

4. If Amendment, Date Original

**OMB APPROVAL** 

**OMB** Number:

3235-0287

January 31, Expires:

Estimated average burden hours per

response...

0.5

2005

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title \_ Other (specify below)

SVP,Gen. Counsel. & Corp. Sec.

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

D

6. Individual or Joint/Group Filing(Check

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

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	03/16/2018		M	10,009	A	<u>(1)</u>	25,997	D	
Common Stock	03/16/2018		F	3,007 (2)	D	\$ 25.11	22,990	D	
Common	02/16/2019		M	2.742	٨	(2)	25 722	D	

2,742

826 (4)

Α

<u>(3)</u>

25,732

24,725 (5)

M

F

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

of

Edgar Filing: Miiller Thomas O. - Form 4

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	/Year) (Instr. 8) De		e	Secur	ities	(Instr. 5)	]	
	Derivative				Securities Acquired		(I				(
	Security										J
					(A) or						]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m	or		
						Exercisable	Date	Title	Number		
				~	<del></del>				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Miiller Thomas O. C/O ENGILITY HOLDINGS, INC. 4803 STONECROFT BOULEVARD CHANTILLY, VA 20151

SVP,Gen. Counsel. & Corp. Sec.

#### **Signatures**

/s/ Jon Brooks as Attorney-in-Fact

03/19/2018

\*\*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 vested performance retention awards ("PRAs"). The PRAs vested at 50% of their target value, based on the Company's performance against a ratio of its net debt to adjusted earnings before interest taxes and depreciation.
- (2) Reflects shares withheld to cover the payment of taxes upon the vesting of performance retention awards.
- (3) Reflects the annual grant of restricted stock units. Restricted stock units vest over three years from the date of grant 25% on the first anniversary, 25% on the second anniversary and 50% on the third anniversary.
- (4) Reflects shares withheld to cover the payment of taxes upon the vesting of restricted stock units.
- (5) The total balance of common stock was adjusted to reflect the actual number of common stock reflected on shareholder's account. Due to an administrative error, the shareholder's last Form 4 filed on March 9, 2018 was reported to have an additional 181 shares.

Reporting Owners 2

#### Edgar Filing: Miiller Thomas O. - Form 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.