Marino Peter
Form 4
January 14, 2019

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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 * Marino Peter	2. Issuer Name **and** Ticker or Trading Symbol Engility Holdings, Inc. [EGL]	5. Relationship of Reporting Person(s) to Issuer
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/11/2019	(Check all applicable) _____ Director _____ 10% Owner _____ Officer (give title _____ Other (specify below) below)
C/O ENGILITY HOLDINGS, INC., 4803 STONECROFT BOULEVARD		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
CHANTILLY, VA 20151		
(City) (State) (Zip)		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/11/2019		M		3,573	A	(1)(2)	4,786	D	
Common Stock	01/11/2019		M		3,971	A	(1)(2)	8,757	D	
Common Stock	01/11/2019		M		3,529	A	(1)(2)	12,286	D	
Common Stock	01/11/2019		M		4,284	A	(1)(2)	16,570	D	
Common Stock	01/11/2019		M		710	A	(3)(4)	17,280	D	

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

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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)		8. Pr Deriv Secu (Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1) (2)	01/11/2019		M		3,573		(1)(2)	(1)(2)	Common Stock	3,573	(1)
Restricted Stock Units	(1) (2)	01/11/2019		M		3,971		(1)(2)	(1)(2)	Common Stock	3,971	(1)
Restricted Stock Units	(1) (2)	01/11/2019		M		3,529		(1)(2)	(1)(2)	Common Stock	3,529	(1)
Restricted Stock Units	(1) (2)	01/11/2019		M		4,284		(1)(2)	(1)(2)	Common Stock	4,284	(1)
Restricted Stock Units	(3) (4)	01/11/2019		M		710		(3)(4)	(3)(4)	Common Stock	710	(3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marino Peter C/O ENGILITY HOLDINGS, INC. 4803 STONECROFT BOULEVARD CHANTILLY, VA 20151				

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) Grant of restricted stock units ("RSUs") that vest on the one-year anniversary of the grant date. Vested RSUs do not convert into shares of common stock ("Common Stock") of Engility Holdings, Inc. (the "Company") or (at the discretion of the Compensation Committee of the Company) cash until the earlier of (i) the date on which the Reporting Person ceases to be a director of the Company or (ii) a change of control of the Company.

(2) 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 in Common Stock effective January 11, 2019.

(3) Represents an interim grant of RSUs that vests on the earliest of (i) the first anniversary of the grant date (or if earlier, the date of the Company's 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).

(4) The Board of Directors and Compensation Committee of the Company have elected, pursuant to the pending merger under the Merger Agreement, to accelerate the vesting of all RSUs held by the Reporting Person and settle all vested, but undelivered, RSUs in Common Stock effective January 11, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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