

TOBIN WILLIAM G

Form 4

January 14, 2019

**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  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**TOBIN WILLIAM G**

(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)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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. 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 <u>(1)</u> <u>(2)</u>	9,863	D	
Common Stock	01/11/2019		M		3,971	A <u>(1)</u> <u>(2)</u>	13,834	D	
Common Stock	01/11/2019		M		4,284	A <u>(1)</u> <u>(2)</u>	18,118	D	
Common Stock	01/11/2019		M		177	A <u>(1)</u> <u>(2)</u>	18,295	D	

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

**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)

**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 (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u> <u>(2)</u>	01/11/2019		M		3,573		<u>(1)(2)</u>	<u>(1)(2)</u>	Common Stock	3,573	<u>(1)</u>
Restricted Stock Units	<u>(1)</u> <u>(2)</u>	01/11/2019		M		3,971		<u>(1)(2)</u>	<u>(1)(2)</u>	Common Stock	3,971	<u>(1)</u>
Restricted Stock Units	<u>(1)</u> <u>(2)</u>	01/11/2019		M		4,284		<u>(1)(2)</u>	<u>(1)(2)</u>	Common Stock	4,284	<u>(1)</u>
Restricted Stock Units	<u>(3)</u> <u>(4)</u>	01/11/2019		M		177		<u>(3)(4)</u>	<u>(3)(4)</u>	Common Stock	177	<u>(3)</u>

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

TOBIN WILLIAM G  
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 (other than deferred compensation) 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 (other than deferred compensation) 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.

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.