

Balaguer Susan M.
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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Balaguer Susan M.

(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)
01/14/2019

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)
SVP, Chief Human Resources

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. 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	01/14/2019		D		20,291	D	0

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

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information contained in this form are not
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SEC 1474
(9-02)

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Units	(2)	01/14/2019		D		19,721		(2)	(2)	Common Stock	19,721
Performance Units	(3)	01/14/2019		D		9,840		(3)	(3)	Common Stock	9,840

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Balaguer Susan M. C/O ENGILITY HOLDINGS, INC. 4803 STONECROFT BOULEVARD CHANTILLY, VA 20151	SVP, Chief Human Resources

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) Pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement"), dated as of September 9, 2018, among Engility Holdings, Inc. (the "Company"), Science Applications International Corporation ("SAIC") and Raptors Merger Sub, Inc. ("Merger Sub"), a wholly owned subsidiary of SAIC, each share of the Company's common stock owned by the reporting person immediately prior to the effective time (the "Effective Time") of the merger of Merger Sub with and into the Company (the "merger"), with the Company surviving the merger as a wholly owned subsidiary of SAIC, was, upon the Effective Time, converted into the right to receive 0.450 shares of common stock of SAIC, with cash in lieu of fractional shares.

(2) The performance criteria applicable to the performance units ("PUs") held by the reporting person for the performance period beginning January 1, 2018 and ending on the date immediately preceding the date of the Effective Time were deemed attained at 237.8% of target performance. Pursuant to the terms of the Merger Agreement and the attainment of such performance criteria, 19,721 PUs granted by the Company on February 2, 2018 that were unvested and outstanding as of the Effective Time were assumed by SAIC in the merger and replaced with RSUs that vest solely based on the passage of time for 8,875 shares of SAIC common stock.

(3) The performance criteria applicable to the PUs held by the reporting person for the performance period beginning January 1, 2017 and ending on the date immediately preceding the date of the Effective Time were deemed attained at 147.7% of target performance. Pursuant to the terms of the Merger Agreement and the attainment of such performance criteria, 9,840 PUs granted by the Company on February 23, 2017 that were unvested and outstanding as of the Effective Time were assumed by SAIC in the merger and replaced with RSUs that vest solely based on the passage of time for 4,428 shares of SAIC common stock.

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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