

Engility Holdings, Inc.
Form SC 13G/A
December 24, 2013

OMB APPROVAL
OMB 3235-0145
Number:
Expires: February 28,
2009
Estimated average
burden
hours per response 10.4

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 5)*

Engility Holdings, Inc.
(Name of Issuer)
Common Stock, par value \$0.01 per share
(Title of Class of Securities)

29285W104
(CUSIP Number)

December 20, 2013

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. Beneficial ownership information contained herein is given as of the date listed above.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 Names of reporting persons.

Abrams Capital Partners II, L.P.

Abrams Capital, LLC

Abrams Capital Management, LLC

Abrams Capital Management, L.P.

David Abrams

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Citizenship or place of organization.

Abrams Capital Partners II, L.P. Delaware

Abrams Capital, LLC Delaware

Abrams Capital Management, LLC Delaware

Abrams Capital Management, L.P. Delaware

David Abrams United States

5 Sole voting power

Abrams Capital Partners II, L.P. 0 shares

Abrams Capital, LLC 0 shares

Abrams Capital Management, LLC 0 shares

Abrams Capital Management, L.P. 0 shares

David Abrams 0 shares

6 Shared voting power

Number of

shares

beneficially

Edgar Filing: Engility Holdings, Inc. - Form SC 13G/A

Abrams Capital Partners II, L.P. 718,380 shares (671,484 shares as of December 23, 2013)

Abrams Capital, LLC 851,479 shares (795,894 shares as of December 23, 2013)

Abrams Capital Management, LLC 903,795 shares (844,795 shares as of December 23, 2013)

Abrams Capital Management, L.P. 903,795 shares (844,795 shares as of December 23, 2013)

David Abrams 903,795 shares (844,795 shares as of December 23, 2013)

Refer to Item 4 below.

7 Sole dispositive power

Abrams Capital Partners II, L.P. 0 shares

Abrams Capital, LLC 0 shares

Abrams Capital Management, LLC 0 shares

Abrams Capital Management, L.P. 0 shares

David Abrams 0 shares

8 Shared dispositive power

Abrams Capital Partners II, L.P. 718,380 shares (671,484 shares as of December 23, 2013)

Abrams Capital, LLC 851,479 shares (795,894 shares as of December 23, 2013)

Abrams Capital Management, LLC 903,795 shares (844,795 shares as of December 23, 2013)

Abrams Capital Management, L.P. 903,795 shares (844,795 shares as of December 23, 2013)

David Abrams 903,795 shares (844,795 shares as of December 23, 2013)

Refer to Item 4 below.

9 Aggregate amount beneficially owned by each reporting person

Abrams Capital Partners II, L.P. 718,380 shares (671,484 shares as of December 23, 2013)

Abrams Capital, LLC 851,479 shares (795,894 shares as of December 23, 2013)

Edgar Filing: Engility Holdings, Inc. - Form SC 13G/A

Abrams Capital Management, LLC 903,795 shares (844,795 shares as of December 23, 2013)

Abrams Capital Management, L.P. 903,795 shares (844,795 shares as of December 23, 2013)

David Abrams 903,795 shares (844,795 shares as of December 23, 2013)

Refer to Item 4 below.

10 Check if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11 Percent of class represented by amount in Row (9)

Abrams Capital Partners II, L.P. 4.17% (3.90% as of December 23, 2013)

Abrams Capital, LLC 4.94% (4.62% as of December 23, 2013)

Abrams Capital Management, LLC 5.24% (4.90% as of December 23, 2013)

Abrams Capital Management, L.P. 5.24% (4.90% as of December 23, 2013)

David Abrams 5.24% (4.90% as of December 23, 2013)

Refer to Item 4 below.

12 Type of reporting person (see instructions)

Abrams Capital Partners II, L.P. OO (Limited Partnership)

Abrams Capital, LLC OO (Limited Liability Company)

Abrams Capital Management, LLC OO (Limited Liability Company)

Abrams Capital Management, L.P. OO (Limited Partnership)

David Abrams IN

SCHEDULE 13G

Item 1

(a) Name of Issuer

Engility Holdings, Inc.

(b) Address of Issuer's Principal Executive Offices

3750 Centerview Drive, Chantilly, VA 20151

Item 2

(a) Name of Person Filing

Abrams Capital Partners II, L.P.

Abrams Capital, LLC

Abrams Capital Management, LLC

Abrams Capital Management, L.P.

David Abrams

(b) Address of Principal Business Office or, if none, Residence

Abrams Capital Partners II, L.P.

Abrams Capital, LLC

Abrams Capital Management, LLC

Abrams Capital Management, L.P.

David Abrams

c/o Abrams Capital Management, L.P.

222 Berkeley Street, 21st Floor

Boston, MA 02116

(c) Citizenship

Abrams Capital Partners II, L.P. Delaware

Abrams Capital, LLC Delaware

Abrams Capital Management, LLC Delaware

Abrams Capital Management, L.P. Delaware

David Abrams United States

(d) Title of Class of Securities

Common Stock, par value \$0.01 per share

(e) CUSIP Number

29285W104

Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance Company as defined in Section 3(a)(19) of the Act;
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4 Ownership:

Item 4(a) Amount Beneficially Owned**

Abrams Capital Partners II, L.P. 718,380 shares (671,484 shares as of December 23, 2013)

Abrams Capital, LLC 851,479 shares (795,894 shares as of December 23, 2013)

Abrams Capital Management, LLC 903,795 shares (844,795 shares as of December 23, 2013)

Abrams Capital Management, L.P. 903,795 shares (844,795 shares as of December 23, 2013)

David Abrams 903,795 shares (844,795 shares as of December 23, 2013)

Item 4(b) Percent of Class

Abrams Capital Partners II, L.P. 4.17% (3.90% as of December 23, 2013)

Abrams Capital, LLC 4.94% (4.62% as of December 23, 2013)

Abrams Capital Management, LLC 5.24% (4.90% as of December 23, 2013)

Abrams Capital Management, L.P. 5.24% (4.90% as of December 23, 2013)

David Abrams 5.24% (4.90% as of December 23, 2013)

Item 4(c) Number of shares as to which each such person has voting and dispositive power:

(i) sole power to vote or to direct the vote

Abrams Capital Partners II, L.P. 0 shares

Abrams Capital, LLC 0 shares

Abrams Capital Management, LLC 0 shares

Abrams Capital Management, L.P. 0 shares

David Abrams 0 shares

(ii) shared power to vote or to direct the vote

Abrams Capital Partners II, L.P. 718,380 shares (671,484 shares as of December 23, 2013)

Abrams Capital, LLC 851,479 shares (795,894 shares as of December 23, 2013)

Abrams Capital Management, LLC 903,795 shares (844,795 shares as of December 23, 2013)

Abrams Capital Management, L.P. 903,795 shares (844,795 shares as of December 23, 2013)

David Abrams 903,795 shares (844,795 shares as of December 23, 2013)

(iii) sole power to dispose or to direct the disposition of

Abrams Capital Partners II, L.P. 0 shares

Abrams Capital, LLC 0 shares

Abrams Capital Management, LLC 0 shares

Abrams Capital Management, L.P. 0 shares

David Abrams 0 shares

(iv) shared power to dispose or to direct the disposition of

Abrams Capital Partners II, L.P. 718,380 shares (671,484 shares as of December 23, 2013)

Abrams Capital, LLC 851,479 shares (795,894 shares as of December 23, 2013)

Abrams Capital Management, LLC 903,795 shares (844,795 shares as of December 23, 2013)

Abrams Capital Management, L.P. 903,795 shares (844,795 shares as of December 23, 2013)

David Abrams 903,795 shares (844,795 shares as of December 23, 2013)

** Shares reported herein for Abrams Capital Partners II, L.P. (ACP II) represent shares beneficially owned by ACP II. Shares reported herein for Abrams Capital, LLC (Abrams Capital) represent shares beneficially owned by ACP II and other private investment funds for which Abrams Capital serves as general partner. Shares reported herein for Abrams Capital Management, L.P. (Abrams CM LP) and Abrams Capital Management, LLC (Abrams CM LLC) represent the above-referenced shares beneficially owned by Abrams Capital and shares beneficially owned by another private investment fund for which Abrams CM LP serves as investment manager. Abrams Capital Management, LLC is the general partner of Abrams CM LP. Shares reported herein for Mr. Abrams represent the above referenced shares reported for Abrams Capital and Abrams CM LLC. Mr. Abrams is the managing member of Abrams Capital and Abrams CM LLC. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein.

The percentages herein are calculated based upon the statement in the Issuer's Quarterly Report on Form 10-Q, as filed with the SEC on November 12, 2013, that there are 17,232,246 outstanding shares of Common Stock of the Issuer.

Item 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [X].

Item 6 Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8 Identification and Classification of Members of the Group

Not applicable.

Item 9 Notice of Dissolution of Group

Not applicable.

Item 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits

Exhibit

99.1 Joint Filing Agreement by and among the Reporting Persons, incorporated by reference to Exhibit 99.1 to the Schedule 13G filed by the Reporting Persons with the Securities and Exchange Commission on July 27, 2012.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 24, 2013

ABRAMS CAPITAL PARTNERS II, L.P.

By: Abrams Capital, LLC
its General Partner

By: /s/ David Abrams
David Abrams, Managing Member

ABRAMS CAPITAL, LLC

By: /s/ David Abrams
David Abrams, Managing Member

**ABRAMS CAPITAL MANAGEMENT,
L.P.**

By: Abrams Capital Management, LLC,
its General Partner

By: /s/ David Abrams
David Abrams, Managing Member

**ABRAMS CAPITAL MANAGEMENT,
LLC**

By: /s/ David Abrams
David Abrams, Managing Member

DAVID ABRAMS

By: /s/ David Abrams
David Abrams, individually