

Engility Holdings, Inc.
Form 3
March 02, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â GENERAL ATLANTIC LLC		(Month/Day/Year)	Engility Holdings, Inc. [EGL]	
(Last)	(First)	(Middle)	02/26/2015	
C/O GENERAL ATLANTIC SERVICE CO., LLC, Â 55 EAST 52ND STREET, 32ND FLOOR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK, Â NY Â 10055			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input checked="" type="checkbox"/> Other
			(give title below) (specify below)	
			*See Remarks	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	8,960,446	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GENERAL ATLANTIC LLC C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055	Â	Â X	Â	*See Remarks
GENERAL ATLANTIC GENPAR, L.P. C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055	Â	Â X	Â	*See Remarks
GENERAL ATLANTIC PARTNERS 85, L.P. C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055	Â	Â X	Â	*See Remarks
GAP COINVESTMENTS III, LLC C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055	Â	Â X	Â	*See Remarks
GAP COINVESTMENTS IV, LLC C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055	Â	Â X	Â	*See Remarks
GAP Coinvestments CDA, L.P. C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055	Â	Â X	Â	*See Remarks
GAPCO GMBH & CO KG C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055	Â	Â X	Â	*See Remarks
GAPCO MANAGEMENT GMBH C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055	Â	Â X	Â	*See Remarks

Signatures

/s/ Thomas J.
Murphy

03/02/2015

Date

**Signature of Reporting Person	
/s/ Thomas J. Murphy	03/02/2015
**Signature of Reporting Person	Date
/s/ Thomas J. Murphy	03/02/2015
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/s/ Thomas J. Murphy	03/02/2015
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- By Birch Partners, LP ("Birch Partners"). Birch Partners directly holds all of the shares of common stock, par value \$0.01 per share, of Engility Holdings, Inc. reported herein (the "Shares"). Birch GP, LLC is the general partner of Birch Partners. The members of Birch GP, LLC are General Atlantic Partners 85, L.P., a Delaware limited partnership ("GAP 85"), and KKR 2006 Fund L.P.
- GAP 85 is a limited partner of Birch Partners and may be deemed to have an indirect beneficial interest in 8,519,274 Shares held by Birch Partners; GAP Coinvestments III, LLC, a Delaware limited liability company ("GAPCO III"), is a limited partner of Birch Partners and may be deemed to have an indirect beneficial interest in 327,122 Shares held by Birch Partners; GAP Coinvestments IV, LLC, a Delaware limited liability company ("GAPCO IV"), is a limited partner of Birch Partners and may be deemed to have an indirect beneficial interest in 82,748 Shares held by Birch Partners; (cont'd in FN 3)
- (cont'd from FN 2) GAP Coinvestments CDA, L.P., a Delaware limited partnership ("GAPCO CDA"), is a limited partner of Birch Partners and may be deemed to have an indirect beneficial interest in 16,786 Shares held by Birch Partners; and GAPCO GmbH & Co., KG, a German limited partnership ("KG" and, together with GAP 85, GAPCO III, GAPCO IV and GAPCO CDA, the "GA Funds"), is a limited partner of Birch Partners and may be deemed to have an indirect beneficial interest in 14,516 Shares held by Birch Partners. Collectively, the GA Funds may be deemed to have an indirect beneficial interest in 8,960,446 Shares held by Birch Partners.
- (4) The general partner of GAP 85 is General Atlantic GenPar, L.P., a Delaware limited partnership ("GenPar"). The general partner of GenPar is General Atlantic LLC, a Delaware limited liability company ("GA LLC"). GA LLC is the managing member of GAPCO III

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and GAPCO IV and the general partner of GAPCO CDA. GAPCO Management GmbH, a German corporation ("GmbH Management"), is the general partner of KG. The managing directors of GA LLC control the voting and investment decisions of GmbH Management. GmbH Management may be deemed to beneficially own the Shares reported as beneficially owned by KG.

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Remarks:

EachÂ ofÂ theÂ reportingÂ personsÂ describedÂ inÂ theÂ notesÂ aboveÂ mayÂ beÂ deemedÂ toÂ beÂ aÂ memberÂ ofÂ

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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