

GENERAL ATLANTIC LLC

Form 4

January 16, 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 \*  
GENERAL ATLANTIC LLC

(Last) (First) (Middle)

C/O GENERAL ATLANTIC  
SERVICE COMPANY LP, 55 EAST  
52ND STREET, 33RD FLOOR

(Street)

NEW YORK, NY 10055

(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 \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ 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)
Common Stock, par value \$0.01 per share	01/14/2019		J <sup>(1)</sup>	8,960,446	D <sup>(2)</sup> 0	I	See footnotes (3) (4)

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)

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GENERAL ATLANTIC LLC C/O GENERAL ATLANTIC SERVICE COMPANY LP 55 EAST 52ND STREET, 33RD FLOOR NEW YORK, NY 10055	X
GENERAL ATLANTIC GENPAR, L.P. C/O GENERAL ATLANTIC SERVICE COMPANY LP 55 EAST 52ND STREET, 33RD FLOOR NEW YORK, NY 10055	X
GENERAL ATLANTIC PARTNERS 85, L.P. C/O GENERAL ATLANTIC SERVICE COMPANY LP 55 EAST 52ND STREET, 33RD FLOOR NEW YORK, NY 10055	X
GAP COINVESTMENTS III, LLC C/O GENERAL ATLANTIC SERVICE COMPANY LP 55 EAST 52ND STREET, 33RD FLOOR NEW YORK, NY 10055	X
GAP COINVESTMENTS IV, LLC C/O GENERAL ATLANTIC SERVICE COMPANY LP 55 EAST 52ND STREET, 33RD FLOOR NEW YORK, NY 10055	X
GAP Coinvestments CDA, L.P. C/O GENERAL ATLANTIC SERVICE COMPANY LP 55 EAST 52ND STREET, 33RD FLOOR NEW YORK, NY 10055	X

GAPCO GMBH & CO KG  
C/O GENERAL ATLANTIC SERVICE COMPANY LP  
55 EAST 52ND ST. 33RD FLOOR  
NEW YORK, NY 10055

X

GAPCO MANAGEMENT GMBH  
C/O GENERAL ATLANTIC SERVICE COMPANY LP  
55 EAST 52ND STREET, 33RD FLOOR  
NEW YORK, NY 10055

X

## Signatures

/s/ Thomas J.  
Murphy

01/16/2019

\*\*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) On January 14, 2019, Science Applications International Corporation ("SAIC") acquired Engility Holdings, Inc. (the "Issuer") pursuant to that certain Agreement and Plan of Merger entered into by and among the Issuer, SAIC and Raptors Merger Sub, Inc., a direct wholly owned subsidiary of SAIC ("Merger Sub"), dated as of September 9, 2018 (the "Merger Agreement"). In accordance with the Merger Agreement, Merger Sub merged with and into the Issuer, with the Issuer surviving such merger as a wholly owned subsidiary of SAIC (the "Merger").
- (2) Pursuant to the terms of the Merger Agreement, each outstanding share of common stock, par value \$0.01 per share, of the Issuer, issued and outstanding immediately prior to the effective time of the Merger (other than shares owned by the Issuer or any of its subsidiaries), automatically converted into the right to receive 0.450 validly issued, fully paid and non-assessable shares of SAIC common stock.
- (3) Reflects securities held directly by New Birch Partners, LP (f/k/a Birch Partners, LP). Birch GP, LLC was the general partner of Birch Partners, LP. The members of Birch GP, LLC were General Atlantic Partners 85, L.P., a Delaware limited partnership ("GAP 85"), and KKR 2006 Fund L.P. The limited partners of Birch Partners include GAP 85, GAP Coinvestments III, LLC, a Delaware limited liability company ("GAPCO III"), GAP Coinvestments IV, LLC, a Delaware limited liability company ("GAPCO IV"), GAP Coinvestments CDA, L.P., a Delaware limited partnership ("GAPCO CDA"), 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"), as well as other investors. Collectively, the GA Funds may be deemed to have had an indirect beneficial interest in 8,960,446 Shares previously held by New Birch Partners, LP.
- (4) General Atlantic LLC ("GA LLC") is the general partner of General Atlantic GenPar, L.P., a Delaware limited partnership, which is the general partner of GAP 85. GA LLC is also the managing member of GAPCO III and GAPCO IV, and the general partner of GAPCO CDA. In addition, the managing directors of GA LLC control the voting and investment decisions of GAPCO Management GmbH, a German corporation, which is the general partner of KG.

### Remarks:

Each of the reporting persons described in the notes above may be deemed to be a member of a "group" for purposes of the Se

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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