Edgar Filing: Engility Holdings, Inc. - Form 4

Engility Hol Form 4 March 20, 20	-										
FORN Check th	4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB AF OMB Number:	PPROVAL 3235-0287 January 31,	
if no long subject to Section 1 Form 4 o Form 5 obligatio	F CHANGES IN BENEFICIAL OWNERSHIP O SECURITIES Section 16(a) of the Securities Exchange Act of 1934						Expires: 20 Estimated average burden hours per response 0				
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).											
(Print or Type I	Responses)										
Harkey Richard B Sy				2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
(Lest)	(First)	(Middla)	Engility Holdings, Inc. [EGL]					(Check all applicable)			
(1			3. Date of Earliest Transaction (Month/Day/Year) 03/17/2017					Director 10% Owner Officer (give title Other (specify below) VP, CAO, Corporate Controller			
	(Street) 4. If Amenda Filed(Month/				-	1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CHANTILI	LY, VA 20151							Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect	
Common	02/17/0017				Amount		Price		D		
Stock	03/17/2017			М	589	А	<u>(1)</u>	2,927	D		
Common Stock	03/17/2017			F	216 <u>(2)</u>	D	\$ 31.03	2,711	D		

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

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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. Transacti Code (Instr. 8)	Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)		(Instr. 3 and 4)		8. Price Derivat Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	03/17/2017		М	589	<u>(1)</u>	<u>(1)</u>	Common Stock	589	\$ C

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
Harkey Richard B C/O ENGILITY HOLDINGS, INC. 4803 STONECROFT BOULEVARD CHANTILLY, VA 20151			VP, CAO, Corporate Controller				
Signatures							
/s/ Jon Brooks as Attorney-in-Fact	03/20/20	017					
**Signature of Reporting Person	Date						
Explanation of Poopo	nene						

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).

On March 18, 2015, the reporting person was granted 2,354 restricted stock units ("RSUs"). RSUs vest over three years from the date of grant - 25% on the first anniversary, 25% on the second anniversary, and 50% on the third anniversary. Vested RSUs are settled in shares of accommon stock of Englisty Holdings. Inc. (the "Josure") on a one for one basis or each which datermination will be made at the sele.

- (1) grant 2.25% on the first anniversary, 25% on the second anniversary, and 56% on the unit anniversary. Vested RS6s are settled in share of common stock of Engility Holdings, Inc. (the "Issuer") on a one-for-one basis or cash, which determination will be made at the sole discretion of the Issuer's Compensation Committee (or a subcommittee thereof).
- (2) Reflects shares withheld to cover the payment of taxes upon the vesting of restricted stock units.

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.