Engility Holdings, Inc. Form 4 March 02, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Washington, D.C. 20549 Number:

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction 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).

(Last)

(City)

(Instr. 3)

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * REHBERGER WAYNE M

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading

Symbol

Engility Holdings, Inc. [EGL]

(Month/Day/Year)

C/O ENGILITY HOLDINGS. INC., 3750 CENTERVIEW DRIVE

(Middle)

(Zip)

3. Date of Earliest Transaction

02/26/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB APPROVAL

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) below)

Senior Vice President and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHANTILLY, VA 20151

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) (Instr. 4)

Ownership (Instr. 4)

Transaction(s)

or (Instr. 3 and 4) Price

Code V Amount (D) Common $A^{(1)}$

(Month/Day/Year)

02/26/2015

1,095 Α (1) 1,095

(A)

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1

(9-02)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	str. 8) Derivative			Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security	ity Acquired									Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Α.			
									mount		
						Date Exercisable	Expiration Date	or			
								Title Number			
								of			
				Code V	(A) (D)			Sł	hares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

REHBERGER WAYNE M C/O ENGILITY HOLDINGS, INC. 3750 CENTERVIEW DRIVE CHANTILLY, VA 20151

Senior Vice President and CFO

Signatures

/s/ Jon Brooks as Attorney-in-Fact

03/02/2015

Date

**Signature of Reporting Person

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).

Common stock of Engility Holdings, Inc. (formerly known as New East Holdings, Inc.) (the "Issuer") was acquired pursuant to the Agreement and Plan of Merger, dated as of October 28, 2014, by and among Engility Holdings, Inc., the Issuer, East Merger Sub, LLC,

(1) TASC Parent Corporation, Toucan Merger Corporation I and Toucan Merger Corporation II (the "Merger Agreement"). Upon closing of the transactions contemplated by the Merger Agreement, TASC Parent Corporation (now known as TASC Parent LLC) became a wholly-owned subsidiary of the Issuer, which then changed its name to "Engility Holdings, Inc.", and each share of common stock of TASC Parent Corporation was converted into the right to receive 0.1095 shares of common stock of the Issuer.

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.

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