#### REHBERGER WAYNE M

Form 4

March 19, 2018

## 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

(Print or Type Responses)

(Last)

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

> (First) (Middle)

C/O ENGILITY HOLDINGS. INC., 4803 STONECROFT **BOULEVARD** 

CHANTILLY, VA 20151

(Street)

2. Issuer Name and Ticker or Trading Symbol

Engility Holdings, Inc. [EGL]

3. Date of Earliest Transaction (Month/Day/Year)

03/16/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Director 10% Owner X\_ Officer (give title \_ Other (specify 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

(City)	(State)	$\mathbf{T}_{i}$	able I - Non-	Derivative Securities Acq	uired, Disposed o	f, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date,	if Transact	ion(A) or Disposed of (D)	Securities	Ownership	Indirect

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i	Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Ownership	Indirect	
-	(Instr. 3)		any	Code	(Instr. 3, 4 and 5)		5)	Beneficially	Form: Direct	Beneficial
			(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
								Following	Indirect (I)	(Instr. 4)
						(A)		Reported	(Instr. 4)	
						or		Transaction(s)		
				Code V	Amount	(D)	Price	(Instr. 3 and 4)		
	Common Stock	03/16/2018		M	12,511	A	<u>(1)</u>	25,319	D	
	Common Stock	03/16/2018		F	3,748 (2)	D	\$ 25.11	21,571	D	
	Common Stock	03/16/2018		M	3,428	A	<u>(3)</u>	24,999	D	
	Common Stock	03/16/2018		F	1,032 (4)	D	\$ 25.11	23,967	D	

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ate	Amou	ınt of	Derivative	D
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	В
	Derivative				Securities			(Instr.	3 and 4)		O
	Security				Acquired						F
					(A) or						R
					Disposed						T
					of (D)						(I
					(Instr. 3,						
					4, and 5)						
									A 4		
									Amount		
						Date	Expiration	TP:41	or		
						Exercisable	Date	Title	Number		
				$\alpha$ 1 $\alpha$	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

REHBERGER WAYNE M C/O ENGILITY HOLDINGS, INC. 4803 STONECROFT BOULEVARD CHANTILLY, VA 20151

Senior Vice President and CFO

#### **Signatures**

/s/ Jon Brooks as 03/19/2018 Attorney-in-Fact

\*\*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).
- Reflects vested performance retention awards ("PRAs"). The PRAs vested at 50% of their target value, based on the Company's performance against a ratio of its net debt to adjusted earnings before interest taxes and depreciation.
- (2) Reflects shares withheld to cover the payment of taxes upon the vesting of performance retention awards.
- Reflects the annual grant of restricted stock units. Restricted stock units 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.
- 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.

Reporting Owners 2

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