TOBIN WILLIAM G

Form 4 May 29, 2018

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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

obligations

Check this box

**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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* TOBIN WILLIAM G

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

Engility Holdings, Inc. [EGL]

Issuer

below)

(Middle)

3. Date of Earliest Transaction

Officer (give title

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

(Month/Day/Year) 05/24/2018

C/O ENGILITY HOLDINGS. INC., 4803 STONECROFT

**BOULEVARD** 

Security

(Instr. 3)

(Last)

4. If Amendment, Date Original

Applicable Line)

X\_ Director

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CHANTILLY, VA 20151

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. (Month/Day/Year) Execution Date, if

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

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

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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 Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

5. Number

6. Date Exercisable and

7. Title and Amount of Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		d d of	(Month/Day/Year)		(Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	05/24/2018		A		3,971		05/24/2019(1)	<u>(1)</u>	Common Stock	3,971

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

TOBIN WILLIAM G
C/O ENGILITY HOLDINGS, INC.
4803 STONECROFT BOULEVARD
CHANTILLY, VA 20151

# **Signatures**

/s/ Jon Brooks as Attorney-in-Fact 05/29/2018

\*\*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).
- Grant of restricted stock units ("RSUs") that vest on the one-year anniversary of the grant date. Vested RSUs do not convert into shares of (1) Common Stock or (at the discretion of the Compensation Committee) cash until the earlier of (i) the date on which the Reporting Person ceases to be a director of Engility Holdings, Inc. (the "Issuer") or (ii) a change of control 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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