

Abrams David C
Form 4
September 26, 2012

FORM 4

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
ABRAMS CAPITAL
MANAGEMENT, L.P.

(Last) (First) (Middle)

222 BERKELEY STREET, 22ND
FLOOR,

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Engility Holdings, Inc. [EGL]

3. Date of Earliest Transaction
(Month/Day/Year)
09/24/2012

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 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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/24/2012		P		12,689	A	\$ 18.31	2,024,132	I	See Footnotes (1) (2) (3) (4) (5) (8)
Common Stock	09/25/2012		P		58,928	A	\$ 18.1152	2,083,060	I	See Footnotes (1) (2) (3) (4) (6) (8)
Common Stock	09/26/2012		P		18,460	A	\$ 17.9632	2,101,520	I	See Footnotes (1) (2) (3) (4) (7) (8)

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Common Stock	09/26/2012	P	10,800	A	\$ 17.593	2,112,320	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(7)</u> <u>(8)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ABRAMS CAPITAL MANAGEMENT, L.P. 222 BERKELEY STREET, 22ND FLOOR BOSTON, MA 02116		X		
Abrams David C 222 BERKELEY STREET 22ND FLOOR BOSTON, MA 02116		X		
Abrams Capital Partners II, L.P. 222 BERKELEY STREET, 22ND FLOOR BOSTON, MA 02116		X		
ABRAMS CAPITAL MANAGEMENT, LLC 222 BERKELEY STREET, 22ND FLOOR BOSTON, MA 02116		X		
		X		

ABRAMS CAPITAL LLC
 222 BERKELEY STREET
 22ND FLOOR
 BOSTON, MA 02116

Signatures

/s/ Abrams Capital Management, L.P., by Abrams Capital Management, LLC, the General Partner, by David C. Abrams, Managing Member	09/26/2012
__Signature of Reporting Person	Date
/s/ Abrams Capital Management, LLC, by David C. Abrams, Managing Member	09/26/2012
__Signature of Reporting Person	Date
/s/ Abrams Capital, LLC, by David C. Abrams, Managing Member	09/26/2012
__Signature of Reporting Person	Date
/s/ David C. Abrams	09/26/2012
__Signature of Reporting Person	Date
/s/ Abrams Capital Partners II, L.P., by Abrams Capital, LLC, the General Partner, by David C. Abrams, Managing Member	09/26/2012
__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) These securities are held by investment funds, the general partner and/or investment adviser of which is directly or indirectly controlled by David C. Abrams. In such capacity, Mr. Abrams may be deemed to beneficially own the reported securities.
 These securities are held by investment funds, including Abrams Capital Partners II, L.P. ("ACP II"), for which Abrams Capital Management, L.P. (the "LP") serves as investment adviser. Abrams Capital Management, LLC (the "LLC") serves as the general partner of the LP. In their respective capacities, each of the LP and the LLC may be deemed to beneficially own the reported securities.
 - (2) Management, L.P. (the "LP") serves as investment adviser. Abrams Capital Management, LLC (the "LLC") serves as the general partner of the LP. In their respective capacities, each of the LP and the LLC may be deemed to beneficially own the reported securities.
 - (3) A portion of these securities are held by investment funds for which Abrams Capital, LLC ("Abrams Capital") serves as general partner. In such capacity, Abrams Capital may be deemed to beneficially own the reported securities.
 Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and
 - (4) the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
 Of the shares of Common Stock purchased on September 24, 2012, (i) 10,075 shares may be deemed beneficially owned by ACP II; (ii) 11,952 shares may be deemed beneficially owned by Abrams Capital; and (iii) all such shares may be deemed beneficially owned by Mr. Abrams, the LP and the LLC.
 - (5) Of the shares of Common Stock purchased on September 25, 2012, (i) 46,788 shares may be deemed beneficially owned by ACP II; (ii) 55,505 shares may be deemed beneficially owned by Abrams Capital; and (iii) all such shares may be deemed beneficially owned by Mr. Abrams, the LP and the LLC.
 - (6) Of the shares of Common Stock purchased on September 26, 2012, (i) 14,657 shares purchased at \$17.9632 per share and 8,575 shares purchased at \$17.593 per share may be deemed beneficially owned by ACP II; (ii) 17,387 shares purchased at \$17.9632 per share and 10,173 shares purchased at \$17.593 per share may be deemed beneficially owned by Abrams Capital; and (iii) all such shares may be deemed beneficially owned by Mr. Abrams, the LP and the LLC.
 - (7) As of September 24, 2012, ACP II may be deemed to beneficially own 1,607,671 shares of Common Stock, Abrams Capital may be deemed to beneficially own 1,906,685 shares of Common Stock, and Mr. Abrams, the LP and the LLC may be deemed to beneficially own 2,024,132 shares of Common Stock. As of September 25, 2012, ACP II may be deemed to beneficially own 1,654,459 shares of Common Stock, Abrams Capital may be deemed to beneficially own 1,962,190 shares of Common Stock, and Mr. Abrams, the LP and the LLC may be deemed to beneficially own 2,083,060 shares of Common Stock. As of September 26, 2012, ACP II may be deemed to beneficially own 1,677,691 shares of Common Stock, Abrams Capital may be deemed to beneficially own 1,989,750 shares of Common
 - (8)

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Stock, and Mr. Abrams, the LP and the LLC may be deemed to beneficially own 2,112,320 shares of Common Stock.

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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