

KKR Group Holdings Corp.
Form 3
July 02, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â KKR Group Holdings Corp.</p> <p>(Last) (First) (Middle)</p> <p>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.,Â 9 WEST 57TH STREET, SUITE 4200</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10019</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/01/2018</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Engility Holdings, Inc. [EGL]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	8,960,446	I	Held through Birch Partners, LP <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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(Month/Day/Year)			Derivative Security (Instr. 4)	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I)	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KKR Group Holdings Corp. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	Â	Â	Â	Â
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Signatures

KKR GROUP HOLDINGS CORP. By: /s/ Terence Gallagher Name: Terence Gallagher Title: 07/02/2018
 Attorney-in-fact for William J. Janetschek, Chief Financial Officer

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
 Pursuant to an internal reorganization in connection with the conversion of KKR & Co. L.P., a Delaware limited partnership, into a Delaware corporation named KKR & Co. Inc., which became effective on July 1, 2018, KKR & Co. L.P. contributed all of its interests in two wholly-owned subsidiaries, KKR Group Holdings L.P. and KKR Group Limited, to a newly formed and wholly-owned subsidiary, KKR Group Holdings Corp., and KKR Group Holdings L.P. and KKR Group Limited were liquidated. KKR Group Holdings Corp. is now a general partner of KKR Fund Holdings L.P. and the sole shareholder of KKR Fund Holdings GP Limited and may be deemed to be the beneficial owner of the securities reported herein. Each of KKR Group Holdings L.P. and KKR Group Limited are separately filing an "exit" Form 4 to reflect the above. This internal reorganization did not involve any purchase or sale of securities of Engility Holdings, Inc. (the "Issuer").
- (1) Birch Partners, LP directly holds all of the shares of common stock, par value \$0.01 per share, of the Issuer (the "Common Stock") reported herein. Birch GP, LLC is the general partner of Birch Partners, LP. The members of Birch GP, LLC are KKR 2006 Fund L.P. and General Atlantic Partners 85, L.P. The Reporting Person may be deemed to beneficially own shares of Common Stock through limited partnership interests of Birch Partners, LP held by each of KKR 2006 Fund L.P., OPERF Co-Investment LLC, KKR Partners III, L.P. and 8 North America Investor L.P. and limited liability company interests of Birch GP, LLC held by KKR 2006 Fund L.P.
- (2) The general partner of KKR 2006 Fund L.P. is KKR Associates 2006 L.P., and the general partner of KKR Associates 2006 L.P. is KKR 2006 GP LLC. The designated member of KKR 2006 GP LLC is KKR Fund Holdings L.P. KKR Fund Holdings GP Limited is a general partner of KKR Fund Holdings L.P. KKR Group Holdings Corp. is a general partner of KKR Fund Holdings L.P. and the sole shareholder of KKR Fund Holdings GP Limited. KKR & Co. Inc. is the sole shareholder of KKR Group Holdings Corp. KKR Management LLC is the controlling shareholder of KKR & Co. Inc. Messrs. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC.
- (3) The Reporting Person may be deemed to be the beneficial owner of all or a portion of the securities reported herein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise, the Reporting Person is the beneficial owner of any securities reported herein, and the Reporting Person disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
- (4)

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Remarks:

The acquisition of beneficial ownership is exempt from Section 16 of the Exchange Act, pursuant to

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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