

Engility Holdings, Inc.
Form 3
March 02, 2015

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 DENNING STEVEN A</p> <p>(Last) (First) (Middle)</p> <p>C/O GENERAL ATLANTIC SERVICE CO., LLC, Â 55 EAST 52ND STREET, 32ND FLOOR</p> <p>(Street)</p> <p>NEW YORK, Â NY Â 10055</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/26/2015</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 checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (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 <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	See footnotes (1) (2)

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

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENNING STEVEN A C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055	X	X		

Signatures

/s/ Steven A Denning 03/02/2015

**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).
- (1) By Birch Partners, LP ("Birch Partners"). Birch Partners directly holds all of the shares of common stock, par value \$0.01 per share, of Engility Holdings, Inc. reported herein (the "Shares"). Birch GP, LLC is the general partner of Birch Partners. The members of Birch GP, LLC are General Atlantic Partners 85, L.P., a Delaware limited partnership ("GAP 85"), and KKR 2006 Fund L.P. The limited partners of Birch Partners include GAP 85, GAP Coinvestments III, LLC, a Delaware limited liability company ("GAPCO III"), GAP Coinvestments IV, LLC, a Delaware limited liability company ("GAPCO IV"), GAP Coinvestments CDA, L.P., a Delaware limited partnership ("GAPCO CDA"), and GAPCO GmbH & Co., KG, a German limited partnership ("KG" and, together with GAP 85, GAPCO III, GAPCO IV and GAPCO CDA, the "GA Funds"), as well as other investors. Collectively, the GA Funds may be deemed to have an indirect beneficial interest in 8,960,446 Shares held by Birch Partners.
- (2) Mr. Denning is the Chairman and a Managing Director of General Atlantic LLC ("GA LLC"). GA LLC is the general partner of General Atlantic GenPar, L.P., a Delaware limited partnership, which is the general partner of GAP 85. GA LLC is also the managing member of GAPCO III, and GAPCO IV, and the general partner of GAPCO CDA. In addition, the managing directors of GA LLC control the voting and investment decisions of GAPCO Management GmbH, a German corporation, which is the general partner of KG. Mr. Denning disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of such securities for purposes of Section 16 or for any other purposes.

Remarks:
The reporting person described in the notes above may be deemed to be a member of a "group".

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.