

Pines Darryll J.
Form 4
January 14, 2019

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pines Darryll J.

(Last) (First) (Middle)

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

(Street)

CHANTILLY, VA 20151

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/14/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
___ 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 (A) 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	01/14/2019		D		21,295	D	<u>11</u> 0

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

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information contained in this form are not
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(9-02)

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

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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. Pr Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	01/14/2019		D	3,529	(2)	(2)	Common Stock	3,529

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Pines Darryll J.
C/O ENGILITY HOLDINGS, INC.
4803 STONECROFT BOULEVARD
CHANTILLY, VA 20151

Signatures

/s/ Jon Brooks as
Attorney-in-Fact

01/14/2019

__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) Pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement"), dated as of September 9, 2018, among Engility Holdings, Inc. (the "Company"), Science Applications International Corporation ("SAIC") and Raptors Merger Sub, Inc. ("Merger Sub"), a wholly owned subsidiary of SAIC, each share of the Company's common stock owned by the reporting person immediately prior to the effective time (the "Effective Time") of the merger of Merger Sub with and into the Company (the "merger"), with the Company surviving the merger as a wholly owned subsidiary of SAIC, was, upon the Effective Time, converted into the right to receive 0.450 shares of common stock of SAIC, with cash in lieu of fractional shares.

(2) Pursuant to the terms of the Merger Agreement, 3,529 restricted stock units granted by the Company on May 21, 2015 that were vested and outstanding, but not delivered, as of the Effective Time were assumed by SAIC in the merger and replaced with 1,589 shares of SAIC 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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