

Engility Holdings, Inc.
Form SC 13D/A
January 16, 2019

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Engility Holdings, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

29286C 107
(CUSIP Number)

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(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 14, 2019
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g) check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 29286C 107

	NAME OF REPORTING PERSONS
	I.R.S. IDENTIFICATION NOS. OF
1	ABOVE PERSONS (ENTITIES ONLY)
	New Birch Partners, LP (f/k/a Birch Partners, LP)
	CHECK THE APPROPRIATE BOX IF
	A MEMBER OF A GROUP (SEE (a)
2	INSTRUCTIONS)
	(b)
	SEC USE ONLY
3	
	SOURCE OF FUNDS (SEE
4	INSTRUCTIONS)
	OO
	CHECK BOX IF DISCLOSURE OF
	LEGAL PROCEEDINGS IS
5	REQUIRED PURSUANT TO ITEM
	2(D) OR 2(E)
	CITIZENSHIP OR PLACE OF
6	ORGANIZATION
	Delaware
	SOLE VOTING POWER
7	
NUMBER OF	0
SHARES	
BENEFICIALLY	SHARED VOTING POWER
OWNED BY	8
EACH	0
REPORTING	SOLE DISPOSITIVE POWER
PERSON WITH	9
	0

SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11

0

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

12

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

13

0.0%

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

14

PN

2

SCHEDULE 13D

CUSIP No. 29286C 107

	NAME OF REPORTING PERSONS
	I.R.S. IDENTIFICATION NOS. OF
1	ABOVE PERSONS (ENTITIES ONLY)
	 Birch GP, LLC
	CHECK THE APPROPRIATE BOX IF
2	A MEMBER OF A GROUP (SEE (a)
	INSTRUCTIONS)
	(b)
3	SEC USE ONLY
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)
	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
	SOLE VOTING POWER
7	
NUMBER OF	0
SHARES	
BENEFICIALLY	SHARED VOTING POWER
OWNED BY	8
EACH	0
REPORTING	SOLE DISPOSITIVE POWER
PERSON WITH	9
	0

SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11

0

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

12

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

13

0.0%

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

14

OO

3

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This Amendment No. 3 supplements and amends the Schedule 13D filed on March 5, 2015, as amended by Amendment No. 1 to the Schedule 13D filed on April 6, 2018, as amended by Amendment No. 2 to the Schedule 13D filed on September 11, 2018 (as amended, the "Schedule 13D") by New Birch Partners, LP (f/k/a Birch Partners, LP) ("Birch Partners") and Birch GP, LLC ("Birch GP", and together with Birch Partners, the "Reporting Persons"), relating to the shares of common stock, par value \$0.01 (the "Common Stock"), of Engility Holdings, Inc., a Delaware corporation (the "Issuer"). Each Item below amends and supplements the information disclosed under the corresponding Item of the Schedule 13D. Except as specifically provided herein, this Amendment No. 3 does not modify any of the information previously reported in the Schedule 13D. Unless otherwise indicated herein, capitalized terms used but not defined in this Amendment No. 3 shall have the same meanings herein as are ascribed to such terms in the Schedule 13D.

Item 2. Identity and Background.

The first paragraph of Item 2 (a) and (f) of the Schedule 13D is hereby amended and restated as follows:

This Statement is being filed pursuant to Rule 13d-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), by:

- (i) New Birch Partners, LP (f/k/a Birch Partners, LP), a Delaware limited partnership ("Birch Partners"); and
- (ii) Birch GP, LLC, a Delaware limited liability company ("Birch GP" and, together with Birch Partners, the "Reporting Persons").

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented by the following:

Item 6 of the Schedule 13D is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and restated as follows:

(a)-(b) None of the Reporting Persons and, to the knowledge of each Reporting Person each other person described in Item 2 hereof, beneficially owns any shares of Common Stock.

(c) Except as set forth in this Amendment No. 3, none of the Reporting Persons and, to the knowledge of each Reporting Person each other person described in Item 2 hereof, has effected any transactions in shares of Common Stock in the past 60 days.

(d) Not applicable.

(e) As of January 14, 2019, the Reporting Persons ceased to be the beneficial owners of more than five percent of the outstanding shares of Common Stock.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby supplemented by the following:

On January 14, 2019, Science Applications International Corporation (“SAIC”) acquired the Issuer pursuant to that certain Agreement and Plan of Merger entered into by and among the Issuer, SAIC and Raptors Merger Sub, Inc., a direct wholly-owned subsidiary of SAIC (“Merger Sub”), dated as of September 9, 2018 (the “Merger Agreement”). In accordance with the Merger Agreement, Merger Sub merged with and into the Issuer, with the Issuer surviving such merger as a wholly-owned subsidiary of SAIC (the “Merger”). Pursuant to the terms of the Merger Agreement, each outstanding share of Common Stock issued and outstanding immediately prior to the effective time of the Merger (other than shares owned by the Issuer or any of its subsidiaries), automatically converted into the right to receive 0.450 validly issued, fully paid and non-assessable shares of SAIC common stock. Immediately prior to the closing of the Merger, each of Birch Partners and Birch GP dissolved, and Birch Partners distributed its rights and interests in the shares of Common Stock it held to its limited partners.

In connection with the completion of the Merger, the Stockholders Agreement, dated February 26, 2015, as amended, by and among the Issuer, Birch Partners, and for the limited purposes set forth therein, the KKR Investors and GA Investors, terminated pursuant to its terms.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: January 16, 2019

NEW BIRCH PARTNERS, LP

By: Birch GP, LLC, its general partner

By: /s/ David M. Kerko

Name: David M. Kerko

Title: Manager

By: /s/ David Topper

Name: David Topper

Title: Manager

BIRCH GP, LLC

By: /s/ David M. Kerko

Name: David M. Kerko

Title: Manager

By: /s/ David Topper

Name: David Topper

Title: Manager
