

Miiller Thomas O.  
Form 4  
July 20, 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 \*  
Miiller Thomas O.

(Last) (First) (Middle)

C/O ENGILITY HOLDINGS,  
INC., 3750 CENTERVIEW DRIVE

(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)  
07/18/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
SVP, Gen. Counsel. & Corp. Sec.

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	07/18/2012		A		6,539 (1) (2) \$ 0	6,677 (6)	D
Common Stock	07/18/2012		A		6,732 (1) (3) \$ 0	13,409	D
Common Stock	07/18/2012		A		9,922 (1) (4) \$ 0	23,331	D
Common Stock	07/18/2012		A		11,295 (1) (5) \$ 0	34,626	D
Common Stock	07/18/2012		A		27,149 (7) \$ 0	61,775	D

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 17.97	07/18/2012		A	16,746 (1)	(8) 03/15/2015	Common Stock 16,746
Employee Stock Option (Right to Buy)	\$ 17.25	07/18/2012		A	16,746 (1)	(9) 08/02/2016	Common Stock 16,746

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miiller Thomas O. C/O ENGILITY HOLDINGS, INC. 3750 CENTERVIEW DRIVE CHANTILLY, VA 20151			SVP, Gen. Counsel. & Corp. Sec.	

**Signatures**

/s/ Jon Brooks as Attorney-in-Fact 07/20/2012

\*\*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) Represents equity awards granted by L-3 Communications Holdings, Inc. that have been converted into equity awards of Engility Holdings, Inc. in connection with the spin-off of Engility Holdings, Inc. from L-3 Communications Holdings, Inc.
- (2) Grant of restricted stock units which vest on the three-year anniversary of the grant date, which was 7/28/2009.
- (3) Grant of restricted stock units which vest on the three-year anniversary of the grant date, which was 2/23/2010.
- (4) Grant of restricted stock units which vest on the three-year anniversary of the grant date, which was 2/24/2011.
- (5) Grant of restricted stock units which vest on the three-year anniversary of the grant date, which was 2/22/2012.
- (6) Includes additional shares acquired in the spin-off through L-3 Communications Holdings, Inc.'s Employee Stock Purchase Plan or Master Savings (401(k)) Plan.
- (7) Reflects restricted stock units granted to senior management in connection with the spin-off. Restricted stock units vest on the three-year anniversary of the grant date.  
  
Represents an option, which provided for vesting annually in equal one-third increments beginning on 3/15/2006, granted by L-3 Communications Holdings, Inc. and which was assumed by Engility Holdings, Inc. in the spin-off and replaced with an option to purchase 16,746 shares of Engility Holdings, Inc. for \$17.97 per share with the same vesting terms.
- (8) Represents an option, which provided for vesting annually in equal one-third increments beginning on 8/2/2007, granted by L-3 Communications Holdings, Inc. and which was assumed by Engility Holdings, Inc. in the spin-off and replaced with an option to purchase 16,746 shares of Engility Holdings, Inc. for \$17.25 per share with the same vesting terms.
- (9) Represents an option, which provided for vesting annually in equal one-third increments beginning on 8/2/2007, granted by L-3 Communications Holdings, Inc. and which was assumed by Engility Holdings, Inc. in the spin-off and replaced with an option to purchase 16,746 shares of Engility Holdings, Inc. for \$17.25 per share with the same vesting terms.

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.