

Engility Holdings, Inc.
Form 3
March 04, 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)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â KKR Fund Holdings L.P. | | (Month/Day/Year) | Engility Holdings, Inc. [EGL] | |
| (Last) | (First) | (Middle) | 02/26/2015 | |
| 9 WEST 57TH STREET 41ST FLOOR,Â | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK,Â NYÂ 10019 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (State) | | | (give title below) (specify below) | |
| (Zip) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

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 (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) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KKR Fund Holdings L.P. 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| KKR Fund Holdings GP Ltd 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| KKR Group Holdings L.P. 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| KKR Group Ltd 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| KKR & Co. L.P. 9 WEST 57TH STREET SUITE 4200 NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| KKR Management LLC 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| KRAVIS HENRY R C/O KOHLBERG KRAVIS ROBERTS & CO 9 WEST 57TH ST NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| ROBERTS GEORGE R 2800 SAND HILL ROAD MENLO PARK, CA 94025 | ^ | ^ X | ^ | ^ |

Signatures

KKR FUND HOLDINGS L.P. By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director 03/04/2015

__Signature of Reporting Person Date

KKR FUND HOLDINGS GP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director 03/04/2015

__Signature of Reporting Person Date

KKR GROUP HOLDINGS L.P. By: KKR Group Limited, its General Partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director 03/04/2015

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| <u>Signature of Reporting Person</u> | Date |
|---|------------|
| KKR GROUP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director | 03/04/2015 |
| <u>Signature of Reporting Person</u> | Date |
| KKR & Co. L.P. By: KKR Management LLC, its General Partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer | 03/04/2015 |
| <u>Signature of Reporting Person</u> | Date |
| KKR MANAGEMENT LLC By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer | 03/04/2015 |
| <u>Signature of Reporting Person</u> | Date |
| HENRY R. KRAVIS By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for Henry R. Kravis | 03/04/2015 |
| <u>Signature of Reporting Person</u> | Date |
| GEORGE R. ROBERTS By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for George R. Roberts | 03/04/2015 |
| <u>Signature of Reporting Person</u> | 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).

Birch Partners, LP directly holds all of the shares of common stock, par value \$0.01 per share, of Engility Holdings, Inc. (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 Persons 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.

(1) 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 L.P. is the sole shareholder of KKR Fund Holdings GP Limited and a general partner of KKR Fund Holdings L.P. KKR Group Limited is the general partner of KKR Group Holdings L.P. KKR & Co. L.P. is the sole shareholder of KKR Group Limited. KKR Management LLC is the general partner of KKR & Co. L.P. Messrs. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC.

(2) Each of the Reporting Persons 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 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein, and the Reporting Persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

(3) Because no more than 10 reporting persons can file any one Form 3 through the Securities and Exchange Commission's EDGAR system, KKR 2006 Fund L.P., KKR Associates 2006 L.P. and KKR 2006 GP LLC have filed a separate Form 3.

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Remarks:

ExhibitÂ List:Â ExhibitÂ 24Â -Â PowersÂ ofÂ Attorney.

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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