

Engility Holdings, Inc.  
Form SC 13D/A  
April 06, 2018

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 1)

Engility Holdings, Inc.  
(Name of Issuer)

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

29286C 107  
(CUSIP Number)

Thomas J. Murphy  
c/o General Atlantic Service Company, L.P.  
55 East 52nd Street,  
32nd Floor  
New York, NY 10055  
(212) 715-4000

April 5, 2018  
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 1(f) or 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 Rule 13d-1(a) 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).

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CUSIP No. 29286C 107 SCHEDULE 13D Page 2 of 16

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

General Atlantic LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

-0-

NUMBER OF  
SHARES

8 SHARED VOTING POWER

BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

17,920,892

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

17,920,892

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,920,892

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

☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

48.6%

14 TYPE OF REPORTING PERSON

OO

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CUSIP No. 29286C 107 SCHEDULE 13D Page 3 of 16

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

General Atlantic GenPar, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

-0-

NUMBER OF  
SHARES

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48.6%

14 TYPE OF REPORTING PERSON

PN

---

CUSIP No. 29286C 107 SCHEDULE 13D Page 4 of 16

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

General Atlantic Partners 85, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

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Delaware

7 SOLE VOTING POWER

-0-

NUMBER OF  
SHARES

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14 TYPE OF REPORTING PERSON

PN

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CUSIP No. 29286C 107 SCHEDULE 13D Page 5 of 16

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GAP Coinvestments III, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☒ x  
(b) ☐ o

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐ o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

-0-

NUMBER OF  
SHARES 8 SHARED VOTING POWER

BENEFICIALLY 17,920,892

OWNED BY EACH  
REPORTING PERSON 9 SOLE DISPOSITIVE POWER

WITH -0-

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14 TYPE OF REPORTING PERSON

OO

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CUSIP No. 29286C 107 SCHEDULE 13D Page 6 of 16

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GAP Coinvestments IV, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ x

(b) ☐ o

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

-0-

NUMBER OF  
SHARES

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BENEFICIALLY  
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14 TYPE OF REPORTING PERSON

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CUSIP No. 29286C 107 SCHEDULE 13D Page 7 of 16

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GAP Coinvestments CDA, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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-0-

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PN

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CUSIP No. 29286C 107 SCHEDULE 13D Page 8 of 16

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GAPCO GmbH & Co. KG

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

7 SOLE VOTING POWER

-0-

NUMBER OF  
SHARES

8 SHARED VOTING POWER

BENEFICIALLY  
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REPORTING PERSON  
WITH

17,920,892

9 SOLE DISPOSITIVE POWER

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14 TYPE OF REPORTING PERSON

PN

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CUSIP No. 29286C 107 SCHEDULE 13D Page 9 of 16

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GAPCO Management GmbH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ x

(b) ☐ o

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐ o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

7 SOLE VOTING POWER

-0-

NUMBER OF  
SHARES

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48.6%

14 TYPE OF REPORTING PERSON

OO

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Item 1. Security and Issuer.

This Amendment No. 1 supplements and amends the Schedule 13D filed on March 5, 2015 (as amended, the “Schedule 13D”) by 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. 1 does not modify any of the information previously reported in the Statement. Unless otherwise indicated herein, capitalized terms used but not defined in this Amendment No. 1 shall have the same meanings herein as are ascribed to such terms in the Schedule 13D.

Item 2. Identity and Background.

Item 2 is hereby amended and restated in its entirety as follows:

This Statement is being filed by a “group,” as defined in Rule 13d-5 of the General Rules and Regulations promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The members of the group are:

- (i) General Atlantic LLC, a Delaware limited liability company (“GA LLC”);
- (ii) General Atlantic GenPar, L.P., a Delaware limited partnership (“GenPar”);
- (iii) General Atlantic Partners 85, L.P., a Delaware limited partnership (“GAP 85”);
- (iv) GAP Coinvestments III, LLC, a Delaware limited liability company (“GAPCO III”);
- (v) GAP Coinvestments IV, LLC, a Delaware limited liability company (“GAPCO IV”);
- (vi) GAP Coinvestments CDA, L.P., a Delaware limited partnership (“GAPCO CDA”);
- (vii) GAPCO GmbH & Co KG, a German limited partnership (“KG”); and
- (viii) GAPCO Management GmbH, a German corporation (“GmbH Management”)

We refer to GA LLC, GenPar, GAP 85, GAPCO III, GAPCO IV, GAPCO CDA, KG and GmbH Management, collectively, as the “Reporting Persons.” We refer to GAP 85, GAPCO III, GAPCO IV, GAPCO CDA and KG as the “GA Funds.”

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Each of the Reporting Persons, other than KG and GmbH Management, are located at:

c/o General Atlantic Service Company, L.P.  
55 East 52nd Street, 32nd Floor  
New York, NY 10055

KG and GmbH Management are located at:

c/o General Atlantic GmbH  
Maximilianstrasse 35b  
80539 Munich  
Germany

Each of the Reporting Persons is engaged in acquiring, holding and disposing of interests in various companies for investment purposes.

Birch Partners, LP (“Birch Partners”) directly owns all of the shares of Common Stock reported in this Statement. Birch GP, LLC is the general partner of Birch Partners. The members of Birch GP, LLC are GAP 85 and KKR 2006 Fund L.P. Each of GAP 85, GAPCO III, GAPCO IV, GAPCO CDA and KG, along with certain other investors, are limited partners of Birch Partners. The general partner of GenPar is GA LLC. GA LLC is the managing member of GAPCO III and GAPCO IV and the general partner of GAPCO CDA. There are 27 managing directors of GA LLC (the “GA Managing Directors”). The general partner of KG is GmbH Management, and the GA Managing Directors control the investment and voting decisions for GmbH Management. The information required by General Instruction C to Schedule 13D is attached hereto as Schedule A and is hereby incorporated by reference. The present principal occupation or employment of each of the GA Managing Directors is as a managing director of GA LLC.

None of the Reporting Persons and none of the individuals listed on Schedule A have, during the last five years, been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction or subject to any judgment, decree or final order finding any violation of federal or state securities laws or enjoining future violations of, or prohibiting or mandating activities subject to, such laws.

Item 3. Source and Amount of Funds or Other Consideration.

Unchanged.

Item 4. Purpose of Transaction.

Unchanged.

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Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated in its entirety as follows:

(a) As of the date hereof, Birch Partners owns of record 17,920,892 shares of Common Stock. Such 17,920,892 shares of Common Stock represent 48.6% of the outstanding Common Stock (based on a total of 36,860,915 shares of Common Stock outstanding as of February 26, 2018, as reported in the Annual Report on Form 10-K filed by the Issuer on March 2, 2018). Each of the Reporting Persons owns of record no shares of the Common Stock. The Reporting Persons have a pecuniary interest in an aggregate of 8,960,446 shares of Common Stock held by Birch Partners.

By virtue of the fact that (i) GAP 85 is a member of Birch GP LLC and each of the GA Funds are each limited partners of Birch Partners, (ii) GenPar is the general partner of GAP 85, (iii) GA LLC is the general partner of GenPar and GAPCO CDA and the managing member of GAPCO III and GAPCO IV, (iv) GmbH Management is the general partner of KG, and (v) the GA Managing Directors may be deemed to share voting and dispositive power with respect to shares and interests held by the GA Funds, and voting and disposition decisions with respect to interests held by the GA Funds are made by a portfolio committee of GA LLC comprising certain of the GA Managing Directors and officers of GA LLC, the Reporting Persons may be deemed to beneficially own, in the aggregate, 17,920,892 shares of the Common Stock, representing approximately 48.6% of the issued and outstanding Common Stock (and a pecuniary interest in an aggregate of 8,960,446 shares of Common Stock).

Birch GP, LLC is owned by GAP 85 and KKR 2006 Fund, L.P. The Reporting Persons, Birch Partners, Birch GP, LLC KKR 2006 Fund, L.P. and certain of its affiliates may each be deemed to be a member of a group exercising voting and investment control over the shares of Common Stock held by Birch Partners. However, each such person disclaims membership in any such group. Birch Partners, Birch GP, LLC and KKR 2006 Fund, L.P. and its affiliates have separately made Schedule 13D filings reporting their beneficial interest in the shares of Common Stock held by Birch Partners.

(b) Each of the Reporting Persons has the shared power to direct the vote and the shared power to direct the disposition of the 17,920,892 shares of Common Stock that may be deemed to be owned beneficially by each of them.

(c) On April 5, 2018, Birch Partners distributed an aggregate of 875,899 shares of Common Stock to certain limited partners (other than KKR 2006 Fund L.P., General Atlantic Partners 85, L.P., the other GA Funds or any of their respective affiliates, in each case, that hold any limited partnership interests of Birch Partners) that elected to redeem all of their limited partnership interests in Birch Partners. Except as set forth in this Amendment No.1, to the knowledge of the Reporting Persons with respect to the persons named in response to paragraph (a), none of the persons named in response to paragraph (a) has effected any transactions in shares of Common Stock during the past 60 days.

(d) To the knowledge of the Reporting Persons, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock owned by any member of the group.

(e) Not applicable.



CUSIP No. 29286C 107 SCHEDULE 13D Page 13 of 16

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

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

On February 28, 2018, the Issuer, Birch Partners, KKR 2006 Fund L.P. and General Atlantic Partners 85, L.P. entered into the First Amendment to Stockholders' Agreement (the "Stockholders Agreement Amendment"), which amended the Stockholders Agreement by providing that the Issuer board of directors will be comprised of at least eleven (11) directors and no more than fourteen (14) directors.

The foregoing description of the terms of the Stockholders Agreement Amendment is qualified in its entirety by reference to the full text of the Stockholders Agreement Amendment, which is filed as Exhibit C hereto and incorporated herein by reference.

All references to the Stockholders Agreement in the Schedule 13D shall be to the Stockholders Agreement, as amended.

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CUSIP No. 29286C 107 SCHEDULE 13D Page 14 of 16

Item 7. Materials to be Filed as Exhibits.

Exhibit First Amendment to Stockholders' Agreement, dated as of February 28, 2018, among Engility Holdings, Inc.,  
1: Birch Partners, LP, KKR 2006 Fund L.P. and General Atlantic Partners 85, L.P. (filed as Exhibit 4.1 to the  
Issuer's Current Report on Form 8-K filed with the SEC on March 1, 2018).

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CUSIP No. 29286C 107 SCHEDULE 13D Page 15 of 16

## SIGNATURES

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: April 6, 2018.

GENERAL ATLANTIC LLC

By: /s/ Thomas J. Murphy  
Name: Thomas J. Murphy  
Title: Managing Director

GENERAL ATLANTIC  
GENPAR, L.P.

By: General Atlantic LLC,  
Its general partner

By: /s/ Thomas J. Murphy  
Name: Thomas J. Murphy  
Title: Managing Director

GENERAL ATLANTIC  
PARTNERS 85, L.P.

By: General Atlantic GenPar,  
L.P.,  
Its general partner

By: General Atlantic LLC,  
Its general partner

By: /s/ Thomas J. Murphy  
Name: Thomas J. Murphy  
Title: Managing Director

CUSIP No. 29286C 107 SCHEDULE 13D Page 16 of 16

GAP COINVESTMENTS III,  
LLC

By: General Atlantic LLC,  
Its managing member

By: /s/ Thomas J. Murphy  
Name: Thomas J. Murphy  
Title: Managing Director

GAP COINVESTMENTS IV,  
LLC

By: General Atlantic LLC,  
Its managing member

By: /s/ Thomas J. Murphy  
Name: Thomas J. Murphy  
Title: Managing Director

GAP COINVESTMENTS  
CDA, L.P.

By: General Atlantic LLC,  
Its general partner

By: /s/ Thomas J. Murphy  
Name: Thomas J. Murphy  
Title: Managing Director

GAPCO GMBH & CO. KG

By: GAPCO Management  
GmbH,  
Its general partner

By: /s/ Thomas J. Murphy  
Name: Thomas J. Murphy  
Title: Managing Director

GAPCO MANAGEMENT

GMBH

By: /s/ Thomas J. Murphy

Name: Thomas J. Murphy

Title: Managing Director

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SCHEDULE A

GA Managing Directors (as of the date hereof)

Name	Business Address	Citizenship
William E. Ford (Chief Executive Officer)	55 East 52nd Street 32nd Floor New York, New York 10055	United States
J. Frank Brown (Chief Operating Officer)	55 East 52nd Street 32nd Floor New York, New York 10055	United States
Thomas J. Murphy (Chief Financial Officer)	600 Steamboat Road Greenwich, Connecticut 06830	United States
Gabriel Caillaux	23 Savile Row London W1S 2ET United Kingdom	France
Andrew Crawford	55 East 52nd Street 32nd Floor New York, New York 10055	United States
Alex Crisses	55 East 52nd Street 32nd Floor New York, New York 10055	United States
Steven A. Denning (Chairman)	600 Steamboat Road Greenwich, Connecticut 06830	United States
Michelle Dipp	55 East 52nd Street 32nd Floor New York, New York 10055	United States
Mark F. Dzialga	600 Steamboat Road Greenwich, Connecticut 06830	United States
Martin Escobari	55 East 52nd Street 32nd Floor New York, New York 10055	Bolivia and Brazil
Pamela Fang	Suite 1704, 17/F Alexandra House 18 Chater Road Central, Hong Kong China	United States
Wai Hoong Fock	Asia Square Tower 1 8 Marina View, #41-04 Singapore 018960	Singapore

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Name	Business Address	Citizenship
Aaron Goldman	23 Savile Row London W1S 2ET United Kingdom	United States
David C. Hodgson (Vice Chairman)	55 East 52nd Street 32nd Floor New York, New York 10055	United States
René M. Kern	55 East 52nd Street 32nd Floor New York, New York 10055	United States and Germany
Jonathan C. Korngold	55 East 52nd Street 32nd Floor New York, New York 10055	United States
Christopher G. Lanning	55 East 52nd Street 32nd Floor New York, New York 10055	United States
Anton J. Levy	55 East 52nd Street 32nd Floor New York, New York 10055	United States
Sandeep Naik	Level 19, Birla Aurora Dr. Annie Besant Road Worli, Mumbai 400 030 India	United States
Joern Nikolay	Maximilianstrasse 35b 80539 Munich Germany	Germany

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Name	Business Address	Citizenship
Andrew C. Pearson	600 Steamboat Road Greenwich, Connecticut 06830	United States
Shantanu Rastogi	Level 19, Birla Aurora Dr. Annie Besant Road Worli Mumbai 400 030 India	India
David A. Rosenstein	55 East 52nd Street 32nd Floor New York, New York 10055	United States
Paul Stamas	55 East 52nd Street 32nd Floor New York, New York 10055	United States
Graves Tompkins	55 East 52nd Street 32nd Floor New York, New York 10055	United States
Robbert Vorhoff	55 East 52nd Street 32nd Floor New York, New York 10055	United States
Chi Eric Zhang	Unit 2707 Tower S2 Bund Finance Centre No. 600 Zhongshan Dong Er Road Huangpu District Shanghai, 200010 China	Hong Kong SAR

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