

KKR 2006 Fund L.P.
Form 4
January 16, 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
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KKR 2006 Fund L.P.

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
9 WEST 57TH STREET, SUITE
4200

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

NEW YORK, NY 10019

(City) (State) (Zip)

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)
Common Stock, par value \$0.01 per share	01/14/2019		J ⁽¹⁾	8,960,446 D <u>2</u>	0	I	Held through New Birch Partners, LP ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾

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
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KKR 2006 Fund L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	
KKR Associates 2006 LP 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	
KKR 2006 GP LLC 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	
KKR Fund Holdings L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	
KKR Fund Holdings GP Ltd 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	
KKR Group Holdings Corp. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	
KKR & Co. Inc. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	

KKR Management LLC
9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019

KRAVIS HENRY R
9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019

ROBERTS GEORGE R
2800 SAND HILL ROAD, SUITE 200
MENLO PARK, CA 94025

Signatures

KKR 2006 FUND, L.P. By: KKR Associates 2006 L.P., its general partner By: KKR 2006 GP LLC, its general partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer	01/16/2019
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__Signature of Reporting Person	Date
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KKR ASSOCIATES 2006 L.P. By: KKR 2006 GP LLC, its general partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer	01/16/2019
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__Signature of Reporting Person	Date
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KKR 2006 GP LLC By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer	01/16/2019
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__Signature of Reporting Person	Date
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KKR FUND HOLDINGS L.P. By: KKR Group Holdings Corp., a general partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer	01/16/2019
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__Signature of Reporting Person	Date
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KKR FUND HOLDINGS GP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director	01/16/2019
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__Signature of Reporting Person	Date
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KKR GROUP HOLDINGS CORP. By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer	01/16/2019
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__Signature of Reporting Person	Date
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KKR & CO. INC. By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer	01/16/2019
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__Signature of Reporting Person	Date
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KKR MANAGEMENT LLC By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer	01/16/2019
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__Signature of Reporting Person	Date
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HENRY R. KRAVIS By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Attorney-in-fact	01/16/2019
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__Signature of Reporting Person	Date
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GEORGE R. ROBERTS By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Attorney-in-fact	01/16/2019
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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) On January 14, 2019, Science Applications International Corporation ("SAIC") acquired Engility Holdings, Inc. (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").

(2) Pursuant to the terms of the Merger Agreement, each outstanding share of common stock, par value \$0.01 per share, of the Issuer ("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.

(3) Reflects securities held directly by New Birch Partners, LP (f/k/a Birch Partners, LP). Birch GP, LLC was the general partner of New Birch Partners, LP. The members of Birch GP, LLC were KKR 2006 Fund L.P. and General Atlantic Partners 85, L.P. The Reporting Persons beneficially owned shares of Common Stock through limited partnership interests of New 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.

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

(5) The Reporting Person 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, as amended (the "Exchange Act") or otherwise, the Reporting Person is the beneficial owner of any securities reported herein, and the Reporting Person disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

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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