Engility Holdings, Inc. Form 3/A July 16, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Engility Holdings, Inc. [EGL] DYE KIRK G. (Month/Day/Year) 07/09/2014 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O ENGILITY HOLDINGS 07/10/2014 (Check all applicable) INC., Â 3750 CENTERVIEW DRIVE 10% Owner Director (Street) _X__ Officer Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) SVP, Human Capital Strategies _X_ Form filed by One Reporting Person CHANTILLY. VAÂ 20151 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) 24,690 (1) (2) Â Common Stock D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

required to respond unless the form displays a

currently valid OMB control number.

2. Date Exercisable and 3. Title and Amount of 6. Nature of Indirect 1. Title of Derivative Security 4. 5. **Expiration Date** Securities Underlying Ownership Beneficial Ownership (Instr. 4) Conversion (Month/Day/Year) Derivative Security or Exercise Form of (Instr. 5) (Instr. 4) Price of Derivative Derivative Security:

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Date Expiration Title Amount or Security
Exercisable Date Number of
Shares

or Indirect (I) (Instr. 5)

Direct (D)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DYE KIRK G.

C/O ENGILITY HOLDINGS INC. 3750 CENTERVIEW DRIVE CHANTILLY, VAÂ 20151

Â SVP, Human Capital Strategies Â

Signatures

/s/ Jon Brooks as Attorney-in-Fact 07/16/2014

**Signature of Reporting Person 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).
- Consist of 3,174 shares of common stock, 14,388 performance shares, and 7,128 restricted stock units. Performance shares cliff-vest on the third anniversary of the date of grant, with the number of shares delivered based on the Company's performance relative to its peers in terms of revenue growth and total stockholder return. Restricted stock units vest over three years from the date of grant 25% on the first anniversary, 25% on the second anniversary and 50% on the third anniversary.
- The original Form 3 filed on July 10, 2014 is being amended to correctly report the total number of shares beneficially owned directly by the reporting person. The number of performance shares initially reported did not reflect that performance shares are granted at 200% of the target award value (i.e. 14,388 performance shares (as corrected in this filing) compared to 7,194 performance shares (as initially reported)).

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.

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