

Abrams David C
Form 4
October 23, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
ABRAMS CAPITAL
MANAGEMENT, L.P.

(Last) (First) (Middle)

222 BERKELEY STREET, 22ND
FLOOR,

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

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

10/19/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	10/19/2012		P	4,100 A \$ 18.2673	2,205,768	I	See Footnotes (1) (2) (3) (4) (5) (8)
Common Stock	10/22/2012		P	228,586 A \$ 18.5997	2,434,354	I	See Footnotes (1) (2) (3) (4) (6) (8)
Common Stock	10/23/2012		P	11,300 A \$ 18.4228	2,445,654	I	See Footnotes (1) (2) (3) (4) (7) (8)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				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
ABRAMS CAPITAL MANAGEMENT, L.P. 222 BERKELEY STREET, 22ND FLOOR BOSTON, MA 02116		X		
ABRAMS CAPITAL LLC 222 BERKELEY STREET 22ND FLOOR BOSTON, MA 02116		X		
Abrams David C 222 BERKELEY STREET 22ND FLOOR BOSTON, MA 02116		X		
Abrams Capital Partners II, L.P. 222 BERKELEY STREET, 22ND FLOOR BOSTON, MA 02116		X		
ABRAMS CAPITAL MANAGEMENT, LLC 222 BERKELEY STREET, 22ND FLOOR BOSTON, MA 02116		X		

Signatures

/s/ Abrams Capital Management, L.P., by Abrams Capital Management, LLC, the General Partner, by David C. Abrams, Managing Member	10/23/2012
__Signature of Reporting Person	Date
/s/ Abrams Capital Management, LLC, by David C. Abrams, Managing Member	10/23/2012
__Signature of Reporting Person	Date
/s/ Abrams Capital, LLC, by David C. Abrams, Managing Member	10/23/2012
__Signature of Reporting Person	Date
/s/ David C. Abrams	10/23/2012
__Signature of Reporting Person	Date
/s/ Abrams Capital Partners II, L.P., by Abrams Capital, LLC, the General Partner, by David C. Abrams, Managing Member	10/23/2012
__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) These securities are held by investment funds, the general partner and/or investment adviser of which is directly or indirectly controlled by David C. Abrams. In such capacity, Mr. Abrams may be deemed to beneficially own the reported securities.
 These securities are held by investment funds, including Abrams Capital Partners II, L.P. ("ACP II"), for which Abrams Capital Management, L.P. (the "LP") serves as investment adviser. Abrams Capital Management, LLC (the "LLC") serves as the general partner of the LP. In their respective capacities, each of the LP and the LLC may be deemed to beneficially own the reported securities.
 - (2) Management, L.P. (the "LP") serves as investment adviser. Abrams Capital Management, LLC (the "LLC") serves as the general partner of the LP. In their respective capacities, each of the LP and the LLC may be deemed to beneficially own the reported securities.
 - (3) A portion of these securities are held by investment funds for which Abrams Capital, LLC ("Abrams Capital") serves as general partner. In such capacity, Abrams Capital may be deemed to beneficially own the reported securities.
 Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and
 (4) the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
 Of the shares of Common Stock purchased on October 19, 2012, (i) 3,262 shares may be deemed beneficially owned by ACP II; (ii) 3,860
 (5) shares may be deemed beneficially owned by Abrams Capital; and (iii) all such shares may be deemed beneficially owned by Mr. Abrams, the LP and the LLC.
 Of the shares of Common Stock purchased on October 22, 2012, (i) 181,869 shares may be deemed beneficially owned by ACP II; (ii)
 (6) 215,217 shares may be deemed beneficially owned by Abrams Capital; and (iii) all such shares may be deemed beneficially owned by Mr. Abrams, the LP and the LLC.
 Of the shares of Common Stock purchased on October 23, 2012, (i) 8,991 shares may be deemed beneficially owned by ACP II; (ii)
 (7) 10,639 shares may be deemed beneficially owned by Abrams Capital; and (iii) all such shares may be deemed beneficially owned by Mr. Abrams, the LP and the LLC.
 As of October 19, 2012, ACP II may be deemed to beneficially own 1,751,899 shares of Common Stock, Abrams Capital may be deemed to beneficially own 2,077,754 shares of Common Stock, and Mr. Abrams, the LP and the LLC may be deemed to beneficially own 2,205,768 shares of Common Stock. As of October 22, 2012, ACP II may be deemed to beneficially own 1,933,768 shares of Common
 (8) Stock, Abrams Capital may be deemed to beneficially own 2,292,971 shares of Common Stock, and Mr. Abrams, the LP and the LLC may be deemed to beneficially own 2,434,354 shares of Common Stock. As of October 23, 2012, ACP II may be deemed to beneficially own 1,942,759 shares of Common Stock, Abrams Capital may be deemed to beneficially own 2,303,610 shares of Common Stock, and Mr. Abrams, the LP and the LLC may be deemed to beneficially own 2,445,654 shares of Common Stock.

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.