

Engility Holdings, Inc.  
Form 8-K/A  
November 19, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K/A**  
**(Amendment No. 1)**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): September 13, 2012 (September 12, 2012)**

**ENGILITY HOLDINGS, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

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(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

3750 Centerview Drive

Chantilly, Virginia  
(Address of Principal Executive Offices)

(703) 708-1400

20151  
(Zip Code)

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.05. Costs Associated with Exit or Disposal Activities.**

On September 13, 2012, Engility Holdings, Inc. (the Company) filed a Current Report on Form 8-K to disclose its commitment to a strategic realignment of its organizational structure and a streamlining of its operations, to take effect January 1, 2013. The Company reported it anticipated that it would incur total charges relating to the realignment of approximately \$10 million, inclusive of employee separation costs, and expected to recognize most of those expenses in the fourth quarter of 2012. However, at that time, the Company was not able to make a good faith estimate of the additional major types of costs that it might incur in connection with the realignment, nor an expected range of values for each realignment cost. The Company now estimates that the total charges of \$10 million relating to the realignment will include approximately \$6.7 million in restructuring and relocation expenses, \$2.0 million in accounting expenses, \$1.0 million in expenses related to systems consolidation and \$0.3 million in expenses related to internal employee time spent on the realignment. Due to the acceleration of the Company's strategic realignment activities, the Company recorded the majority of the expense (\$7.6 million) related to the realignment in the third quarter of 2012, and expects to record approximately an additional \$2.4 million of realignment expense in the fourth quarter of 2012.

This Current Report on Form 8-K/A contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, relating to estimated realignment expenses and other matters that are based on our current expectations, estimates, assumptions and projections. Words such as may, will, should, likely, anticipates, expects, intends, plans, projects, believes, estimates and similar expressions are used to identify these forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Forward-looking statements are based upon assumptions as to future events that may not prove to be accurate. Actual outcomes and results may differ materially from what is expressed or forecast in these forward-looking statements. Risks, uncertainties and other factors that might cause such differences, some of which could be material, include, but are not limited to: (a) the loss or delay of a significant number of our contracts; (b) a decline in or a redirection of the U.S. defense budget; (c) the Department of Defense's wide-ranging efficiencies initiative, which targets affordability and cost growth; (d) the intense competition for contracts in our industry, as well as the frequent protests by unsuccessful bidders; (e) our indefinite delivery, indefinite quantity (IDIQ) contracts, which are not firm orders for services, and could generate limited or no revenue; (f) our government contracts, which contain unfavorable termination provisions and are subject to audit and modification; (g) the mix of our cost-plus, time-and-material and fixed-price type contracts; (h) our ability to attract and retain key management and personnel; (i) the impairment of our goodwill and other long-lived identifiable intangible assets, which represent a significant portion of the assets on our balance sheet; (j) changes in regulations or any negative findings from a U.S. Government audit or investigation; (k) current and future legal and regulatory proceedings; (l) risks associated with our international operations; (m) security threats and other disruptions; (n) U.S. federal income tax liabilities that relate to the distribution in the spin-off of Engility; (o) our ability to meet the financial reporting and other requirements to which we are now subject following the spin-off due to inadequate accounting and other management systems and resources; (p) our ability to achieve some or all of the benefits that we expect to achieve from the spin-off; (q) the reluctance of our customers, prospective customers and suppliers that may be uncertain as to our financial stability as a stand-alone entity to continue to do business with us; (r) our ability to achieve the expected benefits from our strategic realignment plan; (s) the level of indebtedness that we incurred in connection with the spin-off, our ability to comply with the terms of our debt agreements and our ability to finance our future operations, if necessary; (t) potential liabilities arising out of state and federal fraudulent conveyance laws and legal distribution requirements as a result of the spin-off; and (u) the additional costs that we may incur as an independent company. For a more detailed discussion of these factors, see the information under the heading Risk Factors in the Company's Information Statement included in the Company's

Registration Statement on Form 10, as amended, filed with the U.S. Securities and Exchange Commission on June 27, 2012, and the Company's Quarterly Report on Form 10-Q for the quarter ended September 28, 2012. Forward-looking statements are made only as of the date hereof, and we undertake no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. In addition, historical information should not be considered as an indicator of future performance.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

**Engility Holdings, Inc.**

Date: November 19, 2012

By: /s/ Jon Brooks

Name: Jon Brooks

Title: Vice President, Deputy General Counsel and Assistant Secretary