

Engility Holdings, Inc.
Form 8-K
August 02, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): August 2, 2016

ENGILITY HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-35487
(Commission

File Number)

45-3854852
(IRS Employer

Identification No.)

3750 Centerview Drive

Chantilly, Virginia
(Address of principal executive offices)

20151
(Zip Code)

(703) 708-1400

(Registrant's telephone number, including area code)

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 8.01. Other Information.

On August 2, 2016, Engility Holdings, Inc. (the Company) announced its intent, subject to market and other customary conditions, to offer, in a private placement, \$380 million aggregate principal amount of senior notes due 2024 (collectively, the Notes) of Engility Corporation. The Notes will be issued by Engility Corporation, an indirect wholly owned subsidiary of the Company, and initially will be guaranteed by the Company and certain of the Company's wholly owned domestic subsidiaries. Additionally, the Company expects to enter into definitive documentation pursuant to which, among other things, Engility Corporation would incur up to \$800 million in term loans and enter into a new \$165 million revolving credit facility due 2021 (the new credit facility). The Company intends to use the net proceeds from the offering, together with borrowings under the new credit facility, to repay in full all of its outstanding indebtedness, including any premiums, fees and expenses in connection therewith, with any remaining proceeds to be used for general corporate purposes. There can be no assurance that the offering of the Notes and the entry into the new credit facility will be consummated. A copy of the press release, dated August 2, 2016, announcing the offering of the Notes, is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

The Notes will be offered in the United States only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the Securities Act), and to non-U.S. persons in transactions outside the United States pursuant to Regulation S under the Securities Act. The Notes have not been registered under the Securities Act and will not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements in the United States. This announcement is neither an offer to sell nor a solicitation of an offer to buy any securities, nor shall there be any offer, solicitation or sale of the Notes, in any jurisdiction in which such offer, solicitation or sale would be unlawful.

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding the anticipated offering of the notes and the entry into the new credit facility. Words such as may, will, should, likely, anticipates, expects, intends, plans, pr estimates and similar expressions are also used to identify these forward-looking statements. These statements are based on the current beliefs and expectations of Engility's management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements. Factors that could cause Engility's actual results to differ materially from those described in the forward-looking statements can be found under the heading Risk Factors included in our Annual Report on Form 10-K for the year ended December 31, 2015, and more recent documents that have been filed with the Securities and Exchange Commission (SEC) and are available on the investor relations section of Engility's website (<http://www.engilitycorp.com>) and on the SEC's website (www.sec.gov). 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.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 Press release, dated August 2, 2016, announcing the commencement of the offering of the Notes.

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.

August 2, 2016
Date

By: /s/ Jon Brooks
Name: Jon Brooks
Title: Vice President, Deputy General Counsel and
Assistant Secretary

Exhibit Index

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