

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Booz Allen Hamilton Holding Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

Commencing on July 9, 2019, the Company sent the following to employees of the Company that participate in the Company's Employee Stock Purchase Plan.

Colleagues,

Booz Allen Hamilton Holding Corporation will have its 2019 Annual Meeting of Stockholders on Thursday, July 25, at 8:00 a.m. in the Newman Auditorium in McLean (doors will open at 7:30 a.m.). As Booz Allen stockholders participating in our Employee Stock Purchase Plan, you should have received information via mail or email about how to vote on the four items noted in our proxy statement this year. If you have not received this information, contact Susanna Patton in the Legal Department.

The four items are:

- A vote on the election of four directors
- A vote on the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2020
- A non-binding advisory vote on the compensation program for the Company's named executive officers, as disclosed in the Compensation Discussion and Analysis section of the proxy statement
- Approval of the adoption of the Fourth Amended and Restated Certificate of Incorporation to eliminate the Company's Class B non-voting common stock, Class C restricted common stock, and Class E special voting common stock, of which there are currently no shares outstanding

These items will be briefly addressed at the Annual Meeting. I encourage you to vote at any time between now and the meeting via mail or electronically at www.proxyvote.com.

As employee-owners, you are welcome to join us in-person for the Annual Meeting if you will be in McLean on July 25. For space planning purposes, please let Susanna know if you plan to attend.

Horacio

Commencing on July 9, 2019, the Company sent the following to the Executive Vice Presidents, Senior Vice Presidents and Vice Presidents of the Company.

Colleagues,

Booz Allen Hamilton Holding Corporation will have its 2019 Annual Meeting of Stockholders on Thursday, July 25, at 8:00 a.m. in the Newman Auditorium in McLean (doors will open at 7:30 a.m.). If you hold Booz Allen stock, you should have received information via mail or email about how to vote on the four items noted in our proxy statement this year. If you have not received this information, contact Susanna Patton in the Legal Department.

The four items are:

- A vote on the election of four directors
- A vote on the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2020
- A non-binding advisory vote on the compensation program for the Company's named executive officers, as disclosed in the Compensation Discussion and Analysis section of the proxy statement
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If you hold only options, you would not have received information via mail or email. Unexercised options (whether vested or not) do not carry any voting rights. Only shares of Class A common stock owned as of the record date of June 3, 2019 have the right to vote.

As leaders and owners, you are welcome to join us in-person for the Annual Meeting, if you will be in McLean on July 25. For space planning purposes, please let Susanna know if you plan to attend.

Horacio