FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1 | | | | | | | | | |
|-------------------------------|------|----------|--|-----------------------|---|-----------------------------|--|--|--|
| | | on* | 2. Issuer Name and Ticker or Trading Symbol <u>Booz Allen Hamilton Holding Corp</u> [BAH] | | ationship of Reporting Pers k all applicable) Director Officer (give title | 10% Owner Other (specify | | | |
| (Last) (Fir 8283 GREENSBOR | , | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 06/13/2023 | 24 | below) EVP & Chief Finan | below) cial Officer | | | |
| (Street) MCLEAN VA | A | 22102 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indi Line) X | vidual or Joint/Group Filing Form filed by One Repo Form filed by More than Person | orting Person | | | |
| (City) (Sta | ate) | (Zip) | Rule 10b5-1(c) Transaction Indication | | | | | | |

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. Transac Code (II 8) | | 4. Securities Disposed Of and 5) | | | 5. Amount of Securities Beneficially Owned Following | 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 | Reported Transaction(s) (Instr. 3 and 4) | | |
| Class A Common Stock | 06/13/2023 | | G | v | 100 | D | \$0 ⁽¹⁾ | 26,76 2 ⁽²⁾ | D | |

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. Transac Code (Ir 8) | | Number I | | 6. Date Exerc Expiration Da (Month/Day/Y | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) | |
|---|---|--|---|---------------------------------|---|----------|-----|--|---|-------|---|--|--|---------------------------------------|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. Bona fide gift by the Reporting Person for no consideration.

2. Includes restricted stock units.

Remarks:

/s/ Jamie Weatherby as

attorney-in-fact for Matthew Calderone

06/14/2023

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who 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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