

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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): September 14, 2022 (September 11, 2022)**

**Booz Allen Hamilton Holding Corporation**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34972**  
(Commission  
File Number)

**26-2634160**  
(IRS Employer  
Identification No.)

**8283 Greensboro Drive, McLean, Virginia**  
(Address of principal executive offices)

**22102**  
(Zip Code)

**Registrant's telephone number, including area code: (703) 902-5000**

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

**Title of Each Class**  
Class A Common Stock

**Trading Symbol**  
BAH

**Name of Each Exchange on Which Registered**  
New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On September 11, 2022, Lloyd W. Howell, Jr., the Chief Financial Officer (Principal Financial Officer) of Booz Allen Hamilton Holding Corporation (the "Company"), informed the Company of his intention to retire at the end of the calendar year.

In connection with Mr. Howell's retirement, on September 12, 2022 the Company appointed Matthew A. Calderone to the position of Executive Vice President and Chief Financial Officer (Principal Financial Officer), effective as of October 1, 2022. Mr. Calderone, age 50, joined the Company in 2000, became a Senior Vice President in 2012, and has been an Executive Vice President since 2018 and the Company's Chief Strategy Officer for the last two years. Since 2014, Mr. Calderone has built and led the Company's Corporate Development team. From 2016 to 2020, Mr. Calderone also led the Company's Strategic Finance and Forecasting, Planning & Analysis (FP&A) functions.

There were no material changes to Mr. Calderone's compensation arrangements relating to his promotion to Chief Financial Officer (Principal Financial Officer). Mr. Calderone has no family relationships with any of our directors or executive officers. There are no relationships between the Company or its subsidiaries, on one hand, and Mr. Calderone, on the other hand, that would require disclosure pursuant to Item 404(a) of Regulation S-K.

**Item 7.01 Regulation FD Disclosure.**

A copy of the Company's press release regarding these events is attached hereto as Exhibit 99.1. Exhibit 99.1 shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in any such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	<a href="#">Press Release dated September 14, 2022.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**SIGNATURES**

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.

Booz Allen Hamilton Holding Corporation

BY: /s/ Nancy J. Laben

Nancy J. Laben

Executive Vice President and Chief Legal Officer

Date: September 14, 2022

## **Lloyd Howell to Retire as Booz Allen Chief Financial Officer; Chief Strategy Officer Matthew Calderone Appointed to Role**

**McLean, Virginia — September 14, 2022** – Booz Allen Hamilton (NYSE: BAH) announced today that Chief Financial Officer Lloyd W. Howell, Jr. will be retiring December 31, 2022, and Matthew A. Calderone, who currently serves as the firm's Chief Strategy Officer, will succeed him as CFO effective October 1, 2022. Howell will continue in his role of Executive Vice President to assist with the transition in the coming months.

“Lloyd has made tremendous contributions to Booz Allen during his 34 year-tenure, culminating most recently in his role as CFO,” said Horacio Rozanski, Booz Allen’s President and Chief Executive Officer. “Lloyd has helped to guide Booz Allen through a period of tremendous growth and transformation that delivered significant growth in shareholder value and strong returns. He has helped build a world-class financial team and contributed to making Booz Allen the industry growth leader we are today. He leaves our firm well-positioned to scale and grow even faster in the future.”

“It has been a tremendous honor to work alongside this talented team during my tenure at Booz Allen as we transformed the company into a world-class leader and established a foundation for long-term, sustainable growth and expansion,” said Howell. “The transition to Matt will be seamless, as he has a deep familiarity with our financial structure and operations and is highly respected across the organization. I look forward to my next chapter, and to watching Booz Allen capitalize on this momentum and continue to drive shareholder value for decades to come.”

Calderone began his Booz Allen career in 2000 as a management consultant serving both commercial and government classified clients. He worked closely with Rozanski in the design and execution of Booz Allen’s Vision 2020 strategy, which transformed the firm into a technology-first industry growth leader. Calderone joined the finance organization as head of Forecasting, Planning and Analysis (FP&A), where he was responsible for Booz Allen’s financial strategy and transformation of the finance function.

Since 2014, Calderone has built and led Booz Allen’s Corporate Development team, which under his leadership has executed more than \$1.4B in M&A transactions and nearly a dozen equity investments, divestitures, and joint ventures. He became Booz Allen’s Chief Strategy Officer in 2020 and has led a portfolio of strategic projects including the conception and design of VoLT (Velocity, Leadership, Technology), Booz Allen’s long-term growth strategy. Through these experiences, Calderone brings tremendous breadth and depth of understanding in the firm’s markets, financial model, and strategy.

“As CFO, Matt will guide Booz Allen to continue our track record of delivering outstanding shareholder value and will work closely with me, and other leaders, to execute our VoLT growth strategy. He brings the institutional and market leadership experience and insights required to accelerate into our next era,” Rozanski said. “I am excited to work closely with Matt over the coming years as we build the Booz Allen of the future.”

Calderone holds a Bachelor of Arts in Economics from the University of Maryland and a Master of Business Administration from Yale School of Management.

### **About Booz Allen Hamilton**

For more than 100 years, military, government, and business leaders have turned to Booz Allen Hamilton to solve their most complex problems. As a consulting firm with experts in analytics, digital solutions,

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engineering, and cyber, we help organizations transform. We are a key partner on some of the most innovative programs for governments worldwide and trusted by its most sensitive agencies. We work shoulder-to-shoulder with clients, using a mission-first approach to choose the right strategy and technology to help them realize their vision.

With global headquarters in McLean, Virginia, our firm employs nearly 29,300 people globally as of June 30, 2022, and had revenue of \$8.4 billion for the 12 months ended March 31, 2022. To learn more, visit [www.boozallen.com](http://www.boozallen.com). (NYSE: BAH)

**Contacts**

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