## 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. Name and Address of Reporting Person <sup>*</sup><br><u>Pfeifer Thomas</u> |                     |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>Booz Allen Hamilton Holding Corp</u> [ BAH<br>] |                       | ationship of Reporting P<br>k all applicable)<br>Director                            | 10% Owner                             |
|---|---------------------|----------|--|-----------------------|--|---------------------------------------|
| (Last)<br>8283 GREENS   | (First)<br>SBORO DR | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/23/2023   | X                     | Officer (give title below)<br>Executive Vice   | Other (specify<br>below)<br>President |
| (Street)<br>MCLEAN  | VA                  | 22102    | 4. If Amendment, Date of Original Filed (Month/Day/Year)   | 6. Indi<br>Line)<br>X | vidual or Joint/Group Fil<br>Form filed by One Re<br>Form filed by More th<br>Person | eporting Person                       |
| (City)  | (State)             | (Zip)    | Rule 10b5-1(c) Transaction Indication  |                       |  | plan that is intended to              |

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code (Instr.<br>8) |   | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and<br>5) |               |                   | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|---------------------------------|--|---|---|---|---|---------------|-------------------|--|--|---|--|
|                                 |  |   | Code                                    | v | Amount  | (A) or<br>(D) | Price             | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                   |  |   |  |
| Class A Common Stock            | 05/23/2023                                 |   | А                                       |   | 945 <sup>(1)</sup>  | A             | \$ <mark>0</mark> | 24,299 <sup>(2)</sup>  | D  |   |  |
| Class A Common Stock            | 05/23/2023                                 |   | F                                       |   | 315 <sup>(3)</sup>  | D             | <b>\$93.5</b>     | 23,984 <sup>(2)</sup>  | D  |   |  |

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

|   | (   |  |   |              |   |  |     |  |                    |   |  |   |  |  |  |
|---|---|--|---|--------------|---|--|-----|--|--------------------|---|--|---|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Code (Instr. |   | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4<br>and 5) |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|   |   |  |   | Code         | v | (A)  | (D) | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |

**Explanation of Responses:** 

1. Shares acquired from the vesting and payout of performance-based restricted stock units granted in fiscal year 2021 pursuant to the Issuer's Equity Incentive Plan, as amended, exempt under Rule 16b-3.

2. Includes restricted stock units.

3. Exempt under Rule 16b-3.

**Remarks:** 

<u>/s/ Jamie Weatherby as</u> <u>Attorney-in-Fact for Thomas</u> <u>05/25/2023</u> <u>Pfeifer</u>

\*\* Signature of Reporting Person Date

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

 $^{\ast}$  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.

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