**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**

<table>
<thead>
<tr>
<th>1. Name and Address of Reporting Person*</th>
</tr>
</thead>
<tbody>
<tr>
<td>Thompson Elizabeth M</td>
</tr>
<tr>
<td>8283 GREENSBORO DRIVE</td>
</tr>
<tr>
<td>MCLEAN VA 22102</td>
</tr>
</tbody>
</table>

**2. Issuer Name and Ticker or Trading Symbol**

**Booz Allen Hamilton Holding Corp** [BAH]

**3. Date of Earliest Transaction (Month/Day/Year)**

01/08/2021

**4. Transaction Date (Month/Day/Year)**

01/08/2021

**5. Relationship of Reporting Person(s) to Issuer (Check all applicable)**

Other (specify below)

EVP and Chief People Officer

**6. Individual or Joint/Group Filing (Check Applicable Line)**

X Form filed by One Reporting Person

**7. Nature of Indirect Beneficial Ownership (Instr. 4)**


---

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>01/08/2021</td>
<td>M</td>
<td>15,000 (1)</td>
<td>A (2) $18.35</td>
<td>41,782 (3)</td>
<td>D (4)</td>
<td>D (5)</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>01/08/2021</td>
<td>S</td>
<td>15,000 (1)</td>
<td>D (2) $92</td>
<td>26,782 (3)</td>
<td>D (4)</td>
<td>D (5)</td>
</tr>
</tbody>
</table>

---

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>$18.35</td>
<td>01/08/2021</td>
<td>M</td>
<td>(4)</td>
<td>05/23/2023</td>
<td>Class A Common Stock 15,000 (5)</td>
<td>0 (6)</td>
<td>D (7)</td>
<td>0 (8)</td>
<td>D (9)</td>
<td>D (10)</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The exercise of options reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 9, 2020.
2. Includes restricted stock units.
3. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 9, 2020.
4. All options were fully vested and exercisable.

**Remarks:**

By: /s/ Jacob D. Bernstein, as Attorney-in-Fact for Elizabeth M. Thompson 01/11/2021

**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).


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.