

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 14, 2020, 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 2020 Annual Meeting of Stockholders on Wednesday, July 29, at 8:00 am ET. Due to the COVID-19 pandemic, this will be a virtual meeting only.

As Booz Allen stockholders participating in our Employee Stock Purchase Plan, you should have received information via mail or email about voting 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:

- Election of three directors
- Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2021
- 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 Fifth Amended and Restated Certificate of Incorporation to, among other things, eliminate the classification of the Board of Directors

These items will be briefly addressed at the Annual Meeting. To participate, visit [www.virtualshareholdermeeting.com/BAH2020](http://www.virtualshareholdermeeting.com/BAH2020). You will need the control number located on your proxy card or within the instructions that accompanied your proxy materials. Online check-in will begin at 7:45 a.m.

Other options for voting, including by mail, telephone, or electronically at [www.proxyvote.com](http://www.proxyvote.com), are described in the proxy materials. I encourage you to vote any time between now and the Annual Meeting.

Horacio

*Commencing on July 14, 2020, 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 2020 Annual Meeting of Stockholders on Wednesday, July 29, at 8:00 am ET. Due to the COVID-19 pandemic, this will be a virtual meeting only.

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:

- Election of three directors
- Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2021
- 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 Fifth Amended and Restated Certificate of Incorporation to, among other things, eliminate the classification of the Board of Directors

These items will be briefly addressed at the Annual Meeting. To participate, visit [www.virtualshareholdermeeting.com/BAH2020](http://www.virtualshareholdermeeting.com/BAH2020). You will need the control number located on your proxy card or within the instructions that accompanied your proxy materials. Online check-in will begin at 7:45 a.m.

Other options for voting, including by mail, telephone, or electronically at [www.proxyvote.com](http://www.proxyvote.com), are described in the proxy materials. 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 8, 2020 have the right to vote. I encourage you to vote any time between now and the Annual Meeting.

Horacio