

**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): July 30, 2024 (July 24, 2024)

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 5.07. Submission of Matters to a Vote of Security Holders.

The Annual Meeting was held on July 24, 2024. The final voting results for each matter submitted to a vote of stockholders are set forth below.

Proposal 1: Election of Directors

Nominees	Votes For	Votes Against	Votes Abstained	Broker Non-Votes
Horacio D. Rozanski	99,291,807	4,612,964	991,850	8,401,918
Joan Lordi C. Amble	102,980,770	1,878,582	37,269	8,401,918
Melody C. Barnes	104,393,674	469,265	33,682	8,401,918
Michèle A. Flounoy	101,049,027	3,811,173	36,421	8,401,918
Mark Gaumond	101,402,602	3,456,242	37,777	8,401,918
Ellen Jewett	104,807,225	52,345	37,051	8,401,918
Arthur E. Johnson	97,250,799	7,612,914	32,908	8,401,918
Gretchen W. McClain	103,586,216	1,274,146	36,259	8,401,918
Rory P. Read	104,811,817	47,028	37,776	8,401,918
Charles O. Rossotti	101,715,980	3,145,797	34,844	8,401,918
William M. Thornberry	104,461,522	268,431	166,668	8,401,918

Proposal 2: The ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2025.

For	110,417,909
Against	2,849,810
Abstained	30,820

Proposal 3: 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.

For	101,407,978
Against	3,294,413
Abstained	194,230
Broker Non-Votes	8,401,918

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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/ Jacob D. Bernstein

Jacob D. Bernstein

Vice President, Deputy General Counsel and Secretary

Date: July 30, 2024