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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 10-Q**

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(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended December 31, 2018**

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File No. 001-34972**

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**Booz Allen Hamilton Holding Corporation**  
(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of incorporation or organization)

**26-2634160**

(I.R.S. Employer Identification No.)

**8283 Greensboro Drive, McLean, Virginia**

(Address of principal executive offices)

**22102**

(Zip Code)

**(703) 902-5000**

Registrant's telephone number, including area code

(Former name, former address, and former fiscal year if changed since last report.)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

	Shares Outstanding as of January 29, 2019
Class A Common Stock	140,081,705
Class B Non-Voting Common Stock	—
Class C Restricted Common Stock	—
Class E Special Voting Common Stock	—

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**PART I. FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**BOOZ ALLEN HAMILTON HOLDING CORPORATION  
CONDENSED CONSOLIDATED BALANCE SHEETS**

	December 31, 2018	March 31, 2018
	(Unaudited)	(Amounts in thousands, except share and per share data)
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 211,859	\$ 286,958
Accounts receivable, net of allowance	1,322,097	1,133,705
Prepaid expenses and other current assets	127,910	71,309
Total current assets	1,661,866	1,491,972
Property and equipment, net of accumulated depreciation	153,720	152,364
Intangible assets, net of accumulated amortization	287,490	278,504
Goodwill	1,581,160	1,581,146
Other long-term assets	113,741	102,633
Total assets	\$ 3,797,977	\$ 3,606,619
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Current portion of long-term debt	\$ 57,924	\$ 63,100
Accounts payable and other accrued expenses	615,618	557,559
Accrued compensation and benefits	297,785	282,750
Other current liabilities	133,096	125,358
Total current liabilities	1,104,423	1,028,767
Long-term debt, net of current portion	1,715,367	1,755,479
Other long-term liabilities	302,932	259,882
Total liabilities	3,122,722	3,044,128
Commitments and contingencies (Note 18)		
Stockholders' equity:		
Common stock, Class A — \$0.01 par value — authorized, 600,000,000 shares; issued, 159,273,352 shares at December 31, 2018 and 158,028,673 shares at March 31, 2018; outstanding, 140,971,874 shares at December 31, 2018 and 143,446,539 shares at March 31, 2018	1,593	1,580
Treasury stock, at cost — 18,301,478 shares at December 31, 2018 and 14,582,134 shares at March 31, 2018	(633,724)	(461,457)
Additional paid-in capital	387,651	346,958
Retained earnings	937,663	690,516
Accumulated other comprehensive loss	(17,928)	(15,106)
Total stockholders' equity	675,255	562,491
Total liabilities and stockholders' equity	\$ 3,797,977	\$ 3,606,619

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

**BOOZ ALLEN HAMILTON HOLDING CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(UNAUDITED)**

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2018	2017	2018	2017
	(Amounts in thousands, except per share data)		(Amounts in thousands, except per share data)	
Revenue	\$ 1,663,112	\$ 1,470,709	\$ 4,923,957	\$ 4,536,524
Operating costs and expenses:				
Cost of revenue	750,680	678,574	2,285,062	2,111,058
Billable expenses	510,047	443,015	1,465,831	1,378,235
General and administrative expenses	222,673	203,946	655,410	611,008
Depreciation and amortization	17,780	16,701	50,359	48,196
Total operating costs and expenses	1,501,180	1,342,236	4,456,662	4,148,497
Operating income	161,932	128,473	467,295	388,027
Interest expense	(22,036)	(20,604)	(67,357)	(60,309)
Other income (expense), net	373	(1,370)	(2,415)	(3,849)
Income before income taxes	140,269	106,499	397,523	323,869
Income tax expense	8,232	31,572	68,569	104,683
Net income	\$ 132,037	\$ 74,927	\$ 328,954	\$ 219,186
Earnings per common share (Note 4):				
Basic	\$ 0.92	\$ 0.51	\$ 2.29	\$ 1.48
Diluted	\$ 0.92	\$ 0.51	\$ 2.27	\$ 1.46

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

**BOOZ ALLEN HAMILTON HOLDING CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(UNAUDITED)**

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2018	2017	2018	2017
	(Amounts in thousands)	(Amounts in thousands)	(Amounts in thousands)	(Amounts in thousands)
Net income	\$ 132,037	\$ 74,927	\$ 328,954	\$ 219,186
Other comprehensive income, net of tax:				
Change in unrealized gain (loss) on derivatives designated as cash flow hedges	(7,058)	2,052	(4,100)	1,418
Change in postretirement plan costs	447	363	1,278	1,087
Total other comprehensive income (loss), net of tax	<u>(6,611)</u>	<u>2,415</u>	<u>(2,822)</u>	<u>2,505</u>
Comprehensive income	<u>\$ 125,426</u>	<u>\$ 77,342</u>	<u>\$ 326,132</u>	<u>\$ 221,691</u>

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

**BOOZ ALLEN HAMILTON HOLDING CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

	Nine Months Ended December 31,	
	2018	2017
	(Amounts in thousands)	
<b>Cash flows from operating activities</b>		
Net income	\$ 328,954	\$ 219,186
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	50,359	48,196
Stock-based compensation expense	23,231	16,797
Excess tax benefits from stock-based compensation	(6,829)	(10,250)
Amortization of debt issuance costs and loss on extinguishment	8,150	4,003
Losses on dispositions	408	—
Changes in assets and liabilities:		
Accounts receivable	(188,392)	(46,370)
Prepaid expenses and other current assets	(51,264)	7,310
Other long-term assets	34,796	(4,108)
Accrued compensation and benefits	22,670	12,016
Accounts payable and other accrued expenses	62,740	(18,435)
Accrued interest	(2,666)	4,130
Other current liabilities	6,146	(8,744)
Other long-term liabilities	(5,100)	23,189
Net cash provided by operating activities	283,203	246,920
<b>Cash flows from investing activities</b>		
Purchases of property, equipment, and software	(58,076)	(63,067)
Payments for business acquisitions, net of cash acquired	(20)	(19,113)
Insurance proceeds received for damage to equipment	—	810
Net cash used in investing activities	(58,096)	(81,370)
<b>Cash flows from financing activities</b>		
Proceeds from issuance of common stock	8,104	6,322
Stock option exercises	9,371	9,925
Repurchases of common stock	(181,413)	(199,010)
Cash dividends paid	(81,808)	(75,748)
Dividend equivalents paid to option holders	(267)	(890)
Repayment of debt	(116,031)	(262,363)
Proceeds from debt issuance	62,072	428,292
Payment on contingent liabilities from acquisition	(234)	—
Net cash used in financing activities	(300,206)	(93,472)
Net (decrease) increase in cash and cash equivalents	(75,099)	72,078
Cash and cash equivalents—beginning of period	286,958	217,417
Cash and cash equivalents—end of period	\$ 211,859	\$ 289,495
<b>Supplemental disclosures of cash flow information</b>		
Cash paid during the period for:		
Interest	\$ 62,067	\$ 48,044
Income taxes	\$ 77,475	\$ 114,782
<b>Supplemental disclosures of non-cash investing and financing activities</b>		
Noncash financing activities	\$ 3,033	\$ —

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

**BOOZ ALLEN HAMILTON HOLDING CORPORATION**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Amounts in tables in thousands, except share and per share data or unless otherwise noted)**

## **1. BUSINESS OVERVIEW**

### ***Organization***

Booz Allen Hamilton Holding Corporation, including its wholly owned subsidiaries, or the Company, we, us, and our, was incorporated in Delaware in May 2008. The Company provides management and technology consulting, engineering, analytics, digital solutions, mission operations, and cyber expertise to U.S. and international governments, major corporations, and not-for-profit organizations. The Company reports operating results and financial data in one reportable segment. The Company is headquartered in McLean, Virginia, with approximately 25,800 employees as of December 31, 2018.

## **2. BASIS OF PRESENTATION**

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles, or GAAP, and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission, or SEC, and should be read in conjunction with the information contained in the Company's Annual Report on Form 10-K for the year ended March 31, 2018. The interim period unaudited condensed consolidated financial statements are presented as described below. Certain information and disclosures normally required for annual financial statements have been condensed or omitted pursuant to GAAP and SEC rules and regulations. In the opinion of management, all adjustments considered necessary for fair presentation of the results of the interim period presented have been included. The Company's fiscal year ends on March 31 and unless otherwise noted, references to fiscal year or fiscal are for fiscal years ended March 31. The results of operations for the nine months ended December 31, 2018 are not necessarily indicative of results to be expected for the full fiscal year.

The condensed consolidated financial statements and notes of the Company include its subsidiaries, and the joint ventures and partnerships over which the Company has a controlling financial interest. The Company uses the equity method to account for investments in entities that it does not control if it is otherwise able to exert significant influence over the entities' operating and financial policies.

Effective April 1, 2018, the Company adopted Accounting Standards Codification (ASC) No. 606, *Revenue from Contracts with Customers* (Topic 606), and Accounting Standard Updates (ASU) 2017-07, *Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*, on a full retrospective method for all amounts and percentages presented and disclosures set forth in this Form 10-Q.

Certain amounts reported in the Company's prior year condensed consolidated financial statements have been reclassified to conform to the current year presentation.

### ***Accounting Estimates***

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting periods. Areas of the financial statements where estimates may have the most significant effect include contractual and regulatory reserves, valuation and lives of tangible and intangible assets, contingent consideration related to business acquisitions, impairment of long-lived assets, accrued liabilities, revenue recognition, including the accrual of indirect costs, bonus and other incentive compensation, stock-based compensation, reserves for tax benefits and valuation allowances on deferred tax assets, provisions for income taxes, postretirement obligations, certain deferred costs, collectability of receivables, and loss accruals for litigation. Actual results experienced by the Company may differ materially from management's estimates.

### ***Recently Adopted Accounting Standards***

The Company has completed its assessment for the tax effects of the Tax Cuts and Jobs Act, or the 2017 Tax Act, under the guidance of Staff Accounting Bulletin No. 118, *Income Tax Accounting Implications of the Tax Cuts and Jobs Act*, or SAB 118, during the three months ended December 31, 2018. The Company recorded adjustments to previously recognized provisional estimates primarily related to the re-measurement effects on certain deferred tax balances. The completion of its assessment resulted in a reduction in the provision for income taxes during the third quarter of fiscal 2019. See Note 10 to the consolidated financial statements for further information regarding the impact of the 2017 Tax Act during the third quarter of fiscal 2019.

In August 2018, the SEC adopted the final rule under SEC Release No. 33-10532, *Disclosure Update and Simplification*, amending certain disclosure requirements that were redundant, duplicative, overlapping, outdated or

superseded. In addition, the amendments expanded the disclosure requirements on the analysis of stockholders' equity for interim financial statements. Under the amendments, an analysis of changes in each caption of stockholders' equity presented in the balance sheet must be provided in a note or separate statement. The amendments set forth certain presentation requirements, including that such analysis should present a reconciliation of the beginning balance to the ending balance of each period for which a statement of comprehensive income is required to be filed with all significant reconciling items described by appropriate captions with contributions from and distributions to owners shown separately. The amendments became effective on November 5, 2018 and did not have a material effect on the Company's consolidated financial statements for the fiscal quarter ended December 31, 2018. According to the SEC's Questions and Answers of General Applicability Question 105.09 dated September 25, 2018 and updated October 4, 2018, the SEC would not object if the filer's first presentation of the changes in stockholders' equity is included in its Form 10-Q for the quarter that begins after the effective date of the amendments. The Company will first present such changes beginning with the first quarter of fiscal 2020.

In May 2014, the Financial Accounting Standards Board, or FASB, issued Accounting Standard Codification No. 606, *Revenue from Contracts with Customers* (Topic 606). Topic 606, as amended, replaced existing revenue recognition standards by outlining a single set of comprehensive principles for recognizing revenue. The revenue standard also significantly expanded the disclosure requirements for revenue arrangements. Amendments to Topic 606 have generally focused on promoting a more consistent interpretation and application of the principles for recognizing revenue.

Topic 606 was effective for the Company beginning on April 1, 2018 (i.e., beginning with the first quarter fiscal 2019 interim financial statements). The Company adopted the new revenue standard using the full retrospective transition method, which requires that it be applied to each prior reporting period presented and that the cumulative effect of applying the standard be recognized at the earliest period presented (i.e., April 1, 2016, the beginning of the first quarter of fiscal 2017). During fiscal 2018, the Company completed its assessment of the cumulative effect of adopting Topic 606 and assessed the impact to be immaterial as of the date of adoption. The cumulative impact on our retained earnings for the earliest period presented of April 1, 2016 was an increase of \$2.9 million. Thereafter, the adoption of Topic 606 increased our fiscal 2017 retained earnings by \$8.4 million and decreased our fiscal 2018 retained earnings by \$3.4 million, resulting in a cumulative impact on our retained earnings of \$7.9 million as of April 1, 2018. The impact of Topic 606 on fiscal 2017 and 2018 results may not be representative of the impact on subsequent years' results.

For more information on the notable impacts of the adoption of Topic 606 on the Company's accounting policies, practices, estimates, and significant judgments, refer to the Company's Annual Report on Form 10-K for the year ended March 31, 2018 and Note 3, Revenue.

The Company also retrospectively adopted ASU 2017-07, which changed the presentation of net periodic benefit cost components on the condensed consolidated statement of operations. Under this guidance, the service cost component of net periodic benefit cost continues to be presented consistent with other employee compensation costs and within operating income, while the remaining components of net periodic benefit costs are excluded from operating income. As a result, \$1.9 million and \$5.7 million of net periodic benefit costs related to non-service components, for the three and nine months ended December 31, 2017 respectively, were reclassified to Other income (expense), net in the condensed consolidated statement of operations in the third quarter of fiscal 2018.

The Company's previously issued condensed consolidated financial statements have been adjusted for the retrospective adoption of both Topic 606 and ASU 2017-07, as summarized in the following table:

	Three Months Ended December 31, 2017					Nine Months Ended December 31, 2017			
	Effect of Adoption					Effect of Adoption			
	As Reported	Topic 606	ASU 2017-07	As Adjusted	As Reported	Topic 606	ASU 2017-07	As Adjusted	
Revenue	\$ 1,499,914	\$ (29,205)	\$ —	\$ 1,470,709	\$ 4,535,569	\$ 955	\$ —	\$ 4,536,524	
Operating income	118,087	8,486	1,900	128,473	384,037	(1,713)	5,703	388,027	
Income before income taxes	98,013	8,486	—	106,499	325,582	(1,713)	—	323,869	
Net income	\$ 69,773	\$ 5,154	\$ —	\$ 74,927	\$ 220,226	\$ (1,040)	\$ —	\$ 219,186	
Earnings per common share (Note 4):									
Basic	\$ 0.48	\$ 0.03	\$ —	\$ 0.51	\$ 1.49	\$ (0.01)	\$ —	\$ 1.48	
Diluted	\$ 0.47	\$ 0.04	\$ —	\$ 0.51	\$ 1.47	\$ (0.01)	\$ —	\$ 1.46	

### **Recent Accounting Pronouncements Not Yet Adopted**

In August 2018, the FASB issued ASU No. 2018-15, *Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract*. This guidance requires a customer in a cloud computing arrangement that is a service contract to follow existing internal-use software guidance to determine which implementation costs to defer and recognize as an asset. ASU 2018-15 generally aligns the guidance on capitalizing implementation costs incurred in a cloud computing arrangement that is a service contract with that of implementation costs incurred to develop or obtain internal-use software, including hosting arrangements that include an internal-use software license. ASU 2018-15 is effective for interim reporting periods for fiscal years beginning after December 15, 2019. Early adoption is permitted. The standard may be adopted either retrospectively or prospectively. The Company is currently assessing the future impact of this update on its consolidated financial statements and related disclosures.

In August 2017, the FASB issued ASU No. 2017-12, *Targeted Improvements to Accounting for Hedging Activities*. This guidance eliminates the requirement to separately measure and report hedge ineffectiveness and generally requires, for qualifying hedges, the entire change in the fair value of a hedging instrument to be presented in the same income statement line as the hedged item. Additionally, the guidance also expands an entity's ability to apply hedge accounting for nonfinancial and financial risk components, simplifies the hedge documentation and hedge effectiveness assessment requirements, and modifies certain disclosure requirements. ASU 2017-12 is effective for reporting periods beginning after December 15, 2018, with early adoption permitted. The Company does not expect the adoption of this standard to have a material impact on its consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, *Leases* (Topic 842), to increase transparency and comparability of accounting for lease transactions. The new leasing standard requires lessees to recognize lease assets and lease liabilities on their balance sheet for all leases with a lease term of greater than 12 months. Lessor accounting is largely unchanged. Topic 842 is effective for fiscal years beginning after December 15, 2018, with early adoption permitted. In July 2018, the FASB provided an alternative transition method of adoption through ASU No. 2018-11, *Targeted Improvements*, which permits the recognition of a cumulative-effect adjustment to retained earnings on the date of adoption. The Company intends to adopt the standard beginning in fiscal 2020 using the modified retrospective transition approach, specifically, using the alternative transition method provided by ASU 2018-11.

A dedicated implementation team continues to make progress toward completing the evaluation of the impact of the new standard. The Company's assessment efforts to date have included reviewing the provisions of Topic 842, gathering information to evaluate its lease population and portfolio, evaluating the nature of real and personal property and other arrangements that may meet the definition of a lease, designing and implementing one-time implementation controls as well as new post-adoption lease processes and controls, implementing a new lease accounting software solution, and evaluating certain accounting policy elections. The Company anticipates finalizing its accounting policy, accounting software, systems and process modifications during the fourth quarter of fiscal 2019. The Company intends to elect certain practical expedients provided under Topic 842, including the option not to apply lease recognition for short-term leases; an election to not separate lease from non-lease components; and a package of practical expedients such that, upon the initial adoption of Topic 842, the Company will not reassess whether expired or existing contracts contain leases, the lease classification for expired or existing leases, nor will the Company reassess initial direct costs for expired or existing leases.

The Company expects that upon adoption it will recognize a material right-of-use asset and lease liability on the balance sheet. The Company does not expect the standard to have any other material impact on the consolidated financial statements. Adoption of the standard is not expected to impact the Company's ability to comply with the financial covenants as defined in the Credit Agreement as discussed further in Note 8. The Company is continuing to refine its processes in order to meet the accounting and disclosure requirements upon adoption of Topic 842 in the first quarter of fiscal 2020.

Other accounting and reporting pronouncements issued after December 31, 2018 and through the filing date are not expected to have a material impact on the Company's condensed consolidated financial statements.

## **3. REVENUE**

### **Revenue Recognition**

The Company's revenues from contracts with customers (clients) are derived from offerings that include consulting, analytics, digital solutions, engineering, and cyber services, substantially with the U.S. government and its agencies and, to a lesser extent, subcontractors. The Company also serves foreign governments, as well as domestic and international commercial clients. The Company performs under various types of contracts, which include cost-reimbursable-plus-fee contracts, time-and-materials contracts, and fixed-price contracts.

The Company considers a contract with a customer to exist under Topic 606 when there is approval and commitment from both the Company and the customer, the rights of the parties and payment terms are identified, the contract has commercial substance, and collectability of consideration is probable. The Company also will consider whether two or more

contracts entered into with the same customer should be combined and accounted for as a single contract. Furthermore, in certain transactions with commercial clients and with the U.S. government, the Company may commence providing services prior to receiving a formal approval from the customer. In these situations, the Company will consider the factors noted above, the risks associated with commencing the work and legal enforceability in determining whether a contract with the customer exists under Topic 606.

Customer contracts are often modified to change the scope, price, specifications or other terms within the existing arrangement. Contract modifications are evaluated by management to determine whether the modification should be accounted for as part of the original performance obligation(s) or as a separate contract. If the modification adds distinct goods or services and increases the contract value proportionate to the stand-alone selling price of the additional goods or services, it will be accounted for as a separate contract. Generally, the Company's contract modifications do not include goods or services which are distinct, and therefore are accounted for as part of the original performance obligation(s) with any impact on transaction price or estimated costs at completion being recorded as through a cumulative catch-up adjustment to revenue.

The Company evaluates each service deliverable contracted with the customer to determine whether they represent promises to transfer distinct goods or services. Under Topic 606, these are referred to as performance obligations. One or more service deliverables often represent a single performance obligation. This evaluation requires significant judgment and the impact of combining or separating performance obligations may change the time over which revenue from the contract is recognized. The Company's contracts generally provide a set of integrated or highly interrelated tasks or services and are therefore accounted for as a single performance obligation. However, in cases where we provide more than one distinct good or service within a customer contract, the contract is separated into individual performance obligations which are accounted for discretely.

Contracts with the U.S. government are subject to the Federal Acquisition Regulation ("FAR") and are priced based on estimated or actual costs of providing the goods or services. The Company derives a majority of its revenue from contracts awarded through a competitive bidding process. Pricing for non-U.S. government agencies and commercial customers is based on discrete negotiations with each customer. Certain of the Company's contracts contain award fees, incentive fees or other provisions that may increase or decrease the transaction price. These variable amounts generally are awarded upon achievement of certain performance metrics, program milestones or cost targets and may be based upon customer discretion. Management estimates variable consideration as the most likely amount that we expect to achieve based on our assessment of the variable fee provisions within the contract, prior experience with similar contracts or clients, and management's evaluation of the performance on such contracts. The Company may perform work under a contract that has not been fully funded if the work has been authorized by the management and the customer to proceed. The Company evaluates unfunded amounts as variable consideration in estimating the transaction price. We include the estimated variable consideration in our transaction price to the extent that it is probable that a significant reversal of revenue will not occur upon the ultimate settlement of the variable fee provision. In the limited number of situations where our contracts with customers contain more than one performance obligation, the Company allocates the transaction price of a contract between the performance obligations in the proportion to their respective stand-alone selling prices. The Company generally estimates the stand-alone selling price of performance obligations based on an expected cost-plus margin approach as allowed under Topic 606. Our U.S. government contracts generally contain FAR provisions that enable the customer to terminate a contract for default or for the convenience of the U.S. government.

The Company recognizes revenue for each performance obligation identified within our customer contracts when, or as, the performance obligation is satisfied by transferring the promised goods or services. Revenue may either be recognized over time, or at a point in time. The Company generally recognizes revenue over time as our contracts typically involve a continuous transfer of control to the customer. A continuous transfer of control under contracts with the U.S. government and its agencies is evidenced by clauses which require the Company to be paid for costs incurred plus a reasonable margin in the event that the customer unilaterally terminates the contract for convenience. For contracts where the Company recognizes revenue over time, a contract cost-based input method is generally used to measure progress towards satisfaction of the underlying performance obligation(s). Contract costs include direct costs such as materials, labor and subcontract costs, as well as indirect costs identifiable with, or allocable to, a specific contract that are expensed as incurred. The Company does not incur material incremental costs to acquire or fulfill contracts. Under a contract cost-based input method, revenue is recognized based on the proportion of contract costs incurred to the total estimated costs expected to be incurred upon completion of the underlying performance obligation. The Company includes both funded and unfunded portions of customer contracts in this estimation process.

For interim financial reporting periods, contract revenue attributable to indirect costs is recognized based upon agreed-upon annual forward-pricing rates established with the U.S. government at the start of each fiscal year. Forward pricing rates are estimated and agreed upon between the Company and the U.S. government and represent indirect contract costs required to execute and administer contract obligations. The impact of any agreed-upon changes, or changes in the estimated annual forward-pricing rates, will be recorded in the interim financial reporting period when such changes are identified. This change

relates to the interim financial reporting period differences between the actual indirect cost incurred and allocated to customer contracts compared to the estimated amounts allocated to contracts using the estimated annual forward-pricing rates established with the U.S. government.

On certain contracts, principally time-and-materials and cost-reimbursable-plus-fee contracts, revenue is recognized using the right-to-invoice practical expedient as the Company is contractually able to invoice the customer based on the control transferred. However, we did not elect to use the practical expedient which would allow the Company to exclude contracts recognized using the right-to-invoice practical expedient from the remaining performance obligations disclosed below. Additionally, for stand-ready performance obligations to provide services under fixed-price contracts, revenue is recognized over time using a straight-line measure of progress as the control of the services is provided to the customer ratably over the term of the contract. If a contract does not meet the criteria for recognition of revenue over time, we recognize revenue at the point in time when control of the good or service is transferred to the customer. Determining a measure of progress towards the satisfaction of performance obligations requires management to make judgments that may affect the timing of revenue recognition.

In addition to the right-to-invoice practical expedient discussed above, the Company applied certain other practical expedients permitted by Topic 606, which include: a) using the portfolio approach where contracts with similar characteristics were assessed collectively to evaluate risk of being impacted by the adoption of Topic 606; b) applying the practical expedient allowing the Company to not restate completed contracts which began and ended in the same fiscal year prior to the date of the initial adoption; and c) electing to omit the disclosure related to remaining performance obligations for reporting periods presented before the date of the initial adoption.

#### **Contract Estimates**

Many of our contracts recognize revenue under a contract cost-based input method and require an Estimate-at-Completion (EAC) process, which management uses to review and monitor the progress towards the completion of our performance obligations. Under this process, management considers various inputs and assumptions related to the EAC, including, but not limited to, progress towards completion, labor costs and productivity, material and subcontractor costs, and identified risks. Estimating the total cost at completion of performance obligations is subjective and requires management to make assumptions about future activity and cost drivers under the contract. Changes in these estimates can occur for a variety of reasons and, if significant, may impact the profitability of the Company's contracts. Changes in estimates related to contracts accounted for under the EAC process are recognized in the period when such changes are made on a cumulative catch-up basis. If the estimate of contract profitability indicates an anticipated loss on a contract, the Company recognizes the total loss at the time it is identified. For each of the three and nine month periods ended December 31, 2018 and 2017, the aggregate impact of adjustments in contract estimates was not material.

#### **Performance Obligations**

Remaining performance obligations represent the transaction price of exercised contracts for which work has not yet been performed, irrespective of whether funding has or has not been authorized and appropriated as of the date of exercise. Remaining performance obligations do not include negotiated but unexercised options or the unfunded value of expired contracts.

As of December 31, 2018, the Company had \$6.2 billion of remaining performance obligations and we expect to recognize more than half of the remaining performance obligations as revenue over the next 12 months, and approximately three quarters over the next 24 months. The remainder is expected to be recognized thereafter.

#### **Disaggregation of Revenue**

We disaggregate our revenue from contracts with customers by contract type, customer, as well as whether the Company acts as prime contractor or subcontractor, as we believe these categories best depict how the nature, amount, timing and uncertainty of our revenue and cash flows are affected by economic factors. The following series of tables presents our revenue disaggregated by these categories.

#### **Revenue by Contract Type:**

We generate revenue under the following three basic types of contracts:

- Cost-Reimbursable Contracts: Cost-reimbursable contracts provide for the payment of allowable costs incurred during performance of the contract, up to a ceiling based on the amount that has been funded, plus a fixed fee or award fee.
- Time-and-Materials Contracts: Under contracts in this category, we are paid a fixed hourly rate for each direct labor hour expended, and we are reimbursed for billable material costs and billable out-

of-pocket expenses inclusive of allocable indirect costs. We assume the financial risk on time-and-materials contracts because our costs of performance may exceed negotiated hourly rates.

- Fixed-Price Contracts: Under a fixed-price contract, we agree to perform the specified work for a predetermined price. To the extent our actual direct and allocated indirect costs decrease or increase from the estimates upon which the price was negotiated, we will generate more or less profit, respectively, or could incur a loss.

The table below presents the total revenue for each type of contract:

	Three Months Ended December 31,				Nine Months Ended December 31,				
	2018		2017		2018		2017		
	Cost-reimbursable	\$ 901,660	54%	\$ 740,069	50%	\$ 2,612,938	53%	\$ 2,305,983	51%
Time-and-materials	376,368	23%		372,935	26%	1,172,461	24%	1,139,749	25%
Fixed-price	385,084	23%		357,705	24%	1,138,558	23%	1,090,792	24%
Total Revenue	\$ 1,663,112	100%		\$ 1,470,709	100%	\$ 4,923,957	100%	\$ 4,536,524	100%

*Revenue by Customer Type:*

	Three Months Ended December 31,				Nine Months Ended December 31,			
	2018		2017		2018		2017	
	U.S. government:							
Defense Clients	\$ 767,340	46%	\$ 665,827	45%	\$ 2,280,892	46%	\$ 2,084,092	46%
Intelligence Clients	378,043	23%	360,053	24%	1,161,256	24%	1,108,058	24%
Civil Clients	444,661	27%	392,249	27%	1,297,823	26%	1,200,943	27%
Total U.S. government	1,590,044	96%	1,418,129	96%	4,739,971	96%	4,393,093	97%
Global Commercial Clients	73,068	4%	52,580	4%	183,986	4%	143,431	3%
Total Revenue	\$ 1,663,112	100%	\$ 1,470,709	100%	\$ 4,923,957	100%	\$ 4,536,524	100%

*Revenue by Whether the Company Acts as a Prime Contractor or a Sub-Contractor:*

	Three Months Ended December 31,				Nine Months Ended December 31,			
	2018		2017		2018		2017	
	Prime Contractor	\$ 1,534,912	92%	\$ 1,342,858	91%	\$ 4,524,247	92%	\$ 4,144,107
Sub-contractor	128,200	8%	127,851	9%	399,710	8%	392,417	9%
Total Revenue	\$ 1,663,112	100%	\$ 1,470,709	100%	\$ 4,923,957	100%	\$ 4,536,524	100%

#### **Contract Balances**

Contract assets primarily consist of unbilled receivables typically resulting from revenue recognized exceeding the amount billed to the customer and right to payment is not just subject to the passage of time. Contract liabilities primarily consist of advance payments, billings in excess of costs incurred and deferred revenue. Contract assets and liabilities are reported on a net contract basis at the end of each reporting period. The Company maintains an allowance for doubtful accounts to provide for an estimate of uncollected receivables. Refer to Note 5 for more information on receivables recognized from contracts accounted for under Topic 606.

The following table summarizes the contract balances recognized on the Company's condensed consolidated balance sheets:

	December 31, 2018	March 31, 2018
Contract assets:		
Current	\$ 789,811	\$ 738,646
Long-term	61,013	59,633
Total	<u>\$ 850,824</u>	<u>\$ 798,279</u>
Contract liabilities:		
Advance payments, billings in excess of costs incurred and deferred revenue	\$ 23,034	\$ 27,522

Changes in contract assets and contract liabilities are primarily due to the timing difference between the Company's performance of services and payments from customers. For the three months ended December 31, 2018 and 2017, we recognized revenue of \$1.9 million and \$1.6 million, respectively, and for the nine months ended December 31, 2018 and 2017, we recognized revenue of \$23.8 million and \$15.3 million, respectively, related to our contract liabilities on April 1, 2018 and 2017, respectively. To determine revenue recognized from contract liabilities during the reporting periods, the Company allocates revenue to individual contract liability balances and applies revenue recognized during the reporting periods first to the beginning balances of contract liabilities until the revenue exceeds the balances.

#### 4. EARNINGS PER SHARE

The Company computes basic and diluted earnings per share amounts based on net income for the periods presented. The Company uses the weighted-average number of common shares outstanding during the period to calculate basic earnings per share, or EPS. Diluted EPS adjusts the weighted average number of shares outstanding to include the dilutive effect of outstanding common stock options and other stock-based awards.

The Company currently has outstanding shares of Class A Common Stock. Unvested Class A Restricted Common Stock holders are entitled to participate in non-forfeitable dividends or other distributions. These unvested restricted shares participated in the Company's dividends declared and were paid in the first, second and third quarters of fiscal 2019 and 2018. As such, EPS is calculated using the two-class method whereby earnings are reduced by distributed earnings as well as any available undistributed earnings allocable to holders of unvested restricted shares. A reconciliation of the income used to compute basic and diluted EPS for the periods presented are as follows:

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2018	2017	2018	2017
Earnings for basic computations (1)	\$ 131,190	\$ 74,255	\$ 326,863	\$ 217,269
Weighted-average common shares outstanding for basic computations	141,890,875	144,942,367	142,539,656	146,580,891
Earnings for diluted computations (1)	\$ 131,195	\$ 74,260	\$ 326,877	\$ 217,285
Dilutive stock options and restricted stock	1,166,025	1,628,250	1,293,230	1,866,357
Weighted-average common shares outstanding for diluted computations	143,056,900	146,570,617	143,832,886	148,447,248
Earnings per common share				
Basic	\$ 0.92	\$ 0.51	\$ 2.29	\$ 1.48
Diluted	<u>\$ 0.92</u>	<u>\$ 0.51</u>	<u>\$ 2.27</u>	<u>\$ 1.46</u>

(1) During the three months ended December 31, 2018 and 2017, approximately 0.9 million and 1.3 million participating securities, respectively, were paid dividends totaling \$0.2 million in both periods. During the nine months ended December 31, 2018 and 2017, approximately 0.9 million and 1.3 million participating securities, respectively, were paid dividends totaling \$0.5 million and \$0.6 million, respectively. For the three months ended December 31, 2018 and 2017, there were undistributed earnings of \$0.7 million and \$0.4 million, respectively, allocated to the participating class of securities in both basic and diluted EPS. For the nine months ended December 31, 2018 and 2017, there were undistributed earnings of \$1.6 million and \$1.3 million, respectively, allocated to the participating class of securities in both basic and diluted EPS. The allocated undistributed earnings and the dividends paid comprise the difference between net income presented on the condensed consolidated statements of operations and earnings for basic and diluted computations for the three and nine months ended December 31, 2018 and 2017.

The EPS calculation for the three months ended December 31, 2018 and 2017 excludes 0.1 million and 0.4 million options, respectively, as their impact was anti-dilutive. The EPS calculation for the nine months ended December 31, 2018 and 2017 excludes 0.2 million and 0.3 million options, respectively, as their impact was anti-dilutive.

## 5. ACCOUNTS RECEIVABLE, NET OF ALLOWANCE

Accounts receivable, net of allowance consisted of the following:

	December 31, 2018	March 31, 2018
<b>Current assets</b>		
Accounts receivable—billed	\$ 543,355	\$ 395,136
Accounts receivable—unbilled	789,811	738,646
Allowance for doubtful accounts	(11,069)	(77)
Accounts receivable, net of allowance	<u>1,322,097</u>	<u>1,133,705</u>
<b>Other long-term assets</b>		
Accounts receivable—unbilled	61,013	59,633
Total accounts receivable, net	<u>\$ 1,383,110</u>	<u>\$ 1,193,338</u>

Unbilled amounts represent revenues for which billings have not been presented to customers at quarter-end or year-end. These amounts are usually billed and collected within one year. Long-term unbilled receivables not anticipated to be billed and collected within one year, which are primarily related to retainage, holdbacks, and long-term rate settlements to be billed at contract closeout, are included in other long-term assets in the accompanying condensed consolidated balance sheets. The Company recognized a (benefit) provision for doubtful accounts (including certain unbilled reserves) of \$0.5 million and \$(0.2) million for the three months ended December 31, 2018 and 2017, respectively, and \$11.2 million and \$2.9 million for the nine months ended December 31, 2018 and 2017.

The primary financial instruments, other than derivatives, that potentially subject the Company to concentrations of credit risk are accounts receivable. The Company's primary customers are U.S. federal government agencies and prime contractors under contracts with the U.S. government. The Company continuously reviews its accounts receivable and records provisions for doubtful accounts as needed.

## 6. ACCOUNTS PAYABLE AND OTHER ACCRUED EXPENSES

Accounts payable and other accrued expenses consisted of the following:

	December 31, 2018	March 31, 2018
Vendor payables	\$ 365,827	\$ 339,993
Accrued expenses	249,791	217,566
Total accounts payable and other accrued expenses	<u>\$ 615,618</u>	<u>\$ 557,559</u>

Accrued expenses consisted primarily of the Company's reserve related to potential cost disallowance in conjunction with government audits. Refer to Note 18 for further discussion of this reserve.

## 7. ACCRUED COMPENSATION AND BENEFITS

Accrued compensation and benefits consisted of the following:

	December 31, 2018	March 31, 2018
Bonus	\$ 73,910	\$ 87,817
Retirement	80,793	35,743
Vacation	117,746	131,519
Other	25,336	27,671
Total accrued compensation and benefits	<u>\$ 297,785</u>	<u>\$ 282,750</u>

## 8. DEBT

Debt consisted of the following:

	December 31, 2018		March 31, 2018	
	Interest Rate	Outstanding Balance	Interest Rate	Outstanding Balance
Term Loan A	4.02%	\$ 1,051,207	3.88%	\$ 1,094,275
Term Loan B	4.52%	392,037	3.88%	395,000
Senior Notes	5.13%	350,000	5.13%	350,000
Less: Unamortized debt issuance costs and discount on debt		(19,953)		(20,696)
Total		1,773,291		1,818,579
Less: Current portion of long-term debt		(57,924)		(63,100)
Long-term debt, net of current portion		\$ 1,715,367		\$ 1,755,479

### Term Loans and Revolving Credit Facility

On July 23, 2018 (the "Amendment Effective Date"), Booz Allen Hamilton Inc. ("Booz Allen Hamilton") and Booz Allen Hamilton Investor Corporation ("Investor"), and certain wholly-owned subsidiaries of Booz Allen Hamilton, entered into the Sixth Amendment (the "Sixth Amendment") to the Credit Agreement (as amended, the "Credit Agreement"), dated as of July 31, 2012 among Booz Allen Hamilton, Investor, certain wholly-owned subsidiaries of Booz Allen Hamilton and Bank of America, N.A., as Administrative Agent, and Collateral Agent and the other lenders and financial institutions from time to time party thereto (as previously amended by the First Amendment to the Credit Agreement, dated as of August 16, 2013, the Second Amendment to Credit Agreement, dated as of May 7, 2014, the Third Amendment to the Credit Agreement, dated as of July 13, 2016, the Fourth Amendment to the Credit Agreement, dated as of February 6, 2017, and the Fifth Amendment to the Credit Agreement, dated as of March 7, 2018). The Sixth Amendment provides for a new delayed draw (the "Delayed Draw Facility") on the tranche A term loan ("Term Loan A") facility in the amount of up to \$400.0 million and extended the maturity of the Term Loan A and the revolving credit facility (the "Revolving Credit Facility") to July 2023. Additionally, the Sixth Amendment reduced the interest rate spread applicable to the Term Loan A and the Revolving Credit Facility from a range of 1.50% to 2.25% to a range of 1.25% to 2.00% based on consolidated net total leverage. The interest rate applicable to the Term Loan B ("Term Loan B" and, together with Term Loan A, the "Term Loans") remained unchanged.

Prior to the Sixth Amendment, approximately \$1,079.5 million was outstanding under Term Loan A. Pursuant to the Sixth Amendment, certain lenders converted their existing Term Loan A loans into a new tranche of Term Loan A loans in an aggregate amount, along with Term Loan A loans advanced by certain new lenders, of approximately \$1,479.5 million, \$400.0 million of which will be available as the Delayed Draw Facility. The Delayed Draw Facility is accessible for nine months from the Amendment Effective Date (the "Delayed Draw Availability Period"). The Company is able to draw on the Delayed Draw Facility on up to two occasions during the Delayed Draw Availability Period in an amount per draw (x) of not less than \$100.0 million per draw or (y) equal to the amount of unused commitments in respect of the Delayed Draw Facility remaining at the time of such borrowing. The proceeds from the new lenders were used to prepay in full all of the existing Term Loan A that was not converted into the new Term Loan A tranche. The proceeds of the Delayed Draw Facility will be used for general corporate purposes and other purposes not prohibited by the Credit Agreement.

Prior to the Sixth Amendment, \$500.0 million was available under the revolving credit facility. Pursuant to the Sixth Amendment, certain lenders under the Existing Credit Agreement converted their Existing Revolving Commitments into a new tranche of revolving commitments (the "New Revolving Commitments" and the revolving credit loans made thereunder, the "New Revolving Loans") in an aggregate amount, along with New Revolving Commitments of certain new lenders, of \$500.0 million.

As of December 31, 2018, the Credit Agreement provided Booz Allen Hamilton with a \$1,051.2 million Term Loan A, \$400.0 million Delayed Draw Facility, a \$392.0 million Term Loan B, and \$500.0 million in New Revolving Commitments with a sub-limit for letters of credit of \$100.0 million. As of December 31, 2018, the maturity date of Term Loan A and the termination date for the Revolving Credit Facility was July 23, 2023 and the maturity date of Term Loan B was June 30, 2023. Booz Allen Hamilton's obligations and the guarantors' guarantees under the Credit Agreement are secured by a first priority lien on substantially all of the assets (including capital stock of subsidiaries) of Booz Allen Hamilton, Investor, and the subsidiary guarantors, subject to certain exceptions set forth in the Credit Agreement and related documentation. Subject to specified conditions, without the consent of the then-existing lenders (but subject to the receipt of commitments), the Term Loans or New

Revolving Credit Facility may be expanded (or a new term loan facility or revolving credit facility added to the existing facilities) by up to (i) greater of (x) \$627 million and (y) 100% of consolidated EBITDA of Booz Allen Hamilton, as of the end of the most recently ended four quarter period for which financial statements have been delivered pursuant to the Credit Agreement plus (ii) the aggregate principal amount under which pro forma consolidated net secured leverage remains less than or equal to 3.50:1.00.

At Booz Allen Hamilton's option, borrowings under the Secured Credit Facility bear interest based either on LIBOR (adjusted for maximum reserves, and subject to a floor of zero) for the applicable interest period or a base rate (equal to the highest of (x) the administrative agent's prime corporate rate, (y) the overnight federal funds rate plus 0.50%, and (z) three-month LIBOR (adjusted for maximum reserves, and subject to a floor of zero) plus 1.00%), in each case plus an applicable margin, payable at the end of the applicable interest period and in any event at least quarterly. The applicable margin for Term Loan A and borrowings under the Revolving Credit Facility ranges from 1.25% to 2.00% for LIBOR loans and 0.25% to 1.00% for base rate loans, in each case based on Booz Allen Hamilton's consolidated total net leverage ratio. The applicable margin for Term Loan B is 2.00% for LIBOR loans and 1.00% for base rate loans. Unused commitments under the Revolving Credit Facility are subject to a quarterly fee ranging from 0.20% to 0.35% based on Booz Allen Hamilton's consolidated total net leverage ratio.

Booz Allen Hamilton occasionally borrows under the Revolving Credit Facility in anticipation of cash demands. During the first and second quarters of fiscal 2019, Booz Allen Hamilton accessed a total of \$70.0 million of the \$500.0 million New Revolving Commitments. As of December 31, 2018 and March 31, 2018, there were no amounts outstanding under the Revolving Credit Facility. On January 30, 2019, Booz Allen Hamilton, Inc. accessed an additional \$40.0 million from the Revolving Credit Facility.

The Credit Agreement requires quarterly principal payments of 1.25% of the stated principal amount of Term Loan A until maturity, and quarterly principal payments of 0.25% of the stated principal amount of Term Loan B until maturity.

The Credit Agreement contains customary representations and warranties and customary affirmative and negative covenants. The negative covenants include limitations on the following, in each case subject to certain exceptions: (i) indebtedness and liens, (ii) mergers, consolidations or amalgamations, liquidations, wind-ups or dissolutions, and disposition of all or substantially all assets; (iii) dispositions of property; (iv) restricted payments; (v) investments; (vi) transactions with affiliates; (vii) change in fiscal periods; (viii) negative pledges; (ix) restrictive agreements; (x) line of business; and (xi) speculative hedging. The events of default include the following, in each case subject to certain exceptions: (a) failure to make required payments under the Secured Credit Facility; (b) material breaches of representations or warranties under the Secured Credit Facility; (c) failure to observe covenants or agreements under the Secured Credit Facility; (d) failure to pay or default under certain other material indebtedness; (e) bankruptcy or insolvency; (f) certain Employee Retirement Income Security Act, or ERISA events; (g) certain material judgments; (h) actual or asserted invalidity of the Guarantee and Collateral Agreements or the other security documents or failure of the guarantees or perfected liens thereunder; and (i) a change of control. In addition, Booz Allen Hamilton is required to meet certain financial covenants at each quarter end, namely Consolidated Net Total Leverage and Consolidated Net Interest Coverage Ratios. As of December 31, 2018 and March 31, 2018, Booz Allen Hamilton was in compliance with all financial covenants associated with its debt and debt-like instruments.

#### *Senior Notes*

On April 25, 2017, Booz Allen Hamilton issued \$350 million aggregate principal amount of its 5.125% Senior Notes (the "Senior Notes"), under an Indenture, dated as of April 25, 2017, among Booz Allen Hamilton, certain subsidiaries of Booz Allen Hamilton, as guarantors (the "Subsidiary Guarantors"), and Wilmington Trust, National Association, as trustee (the "Trustee"), as supplemented by the First Supplemental Indenture, dated as of April 25, 2017, among Booz Allen Hamilton, the Subsidiary Guarantors and the Trustee. Each of Booz Allen Hamilton's existing and future domestic restricted subsidiaries that guarantee its obligations under the Secured Credit Facility and certain other indebtedness will guarantee the Senior Notes on a senior unsecured basis. Interest is payable semi-annually on May 1 and November 1 of each year, beginning on November 1, 2017, and principal is due at maturity on May 1, 2025. In connection with the Senior Notes, the Company recognized \$6.7 million of issuance costs, which were recorded as an offset against the carrying value of debt and will be amortized to interest expense over the term of the Senior Notes. During fiscal 2019, interest payments of \$17.9 million were made for the Senior Notes.

Borrowings under the Term Loans and, if used, the Revolving Credit Facility, incur interest at a variable rate. In accordance with Booz Allen Hamilton's risk management strategy, Booz Allen Hamilton executed a series of interest rate swaps. As of December 31, 2018, Booz Allen Hamilton had interest rate swaps with an aggregate notional amount of \$600 million. These instruments hedge the variability of cash outflows for interest payments on the floating portion of the term loan debt. The Company's objectives in using cash flow hedges are to reduce volatility due to interest rate movements and to add stability to interest expense (See Note 9 in our condensed consolidated financial statements).

Interest on debt and debt-like instruments consisted of the following:

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2018	2017	2018	2017
	(In thousands)		(In thousands)	
Term Loan A Interest Expense	\$ 10,336	\$ 9,198	\$ 31,523	\$ 27,369
Term Loan B Interest Expense	4,318	3,493	12,350	10,284
Interest on Revolving Credit Facility	—	43	61	242
Senior Notes Interest Expense	4,484	4,485	13,453	12,258
Deferred Payment Obligation Interest <sup>(1)</sup>	2,000	2,000	6,015	6,022
Amortization of Debt Issuance Cost (DIC) and Original Issue Discount (OID) <sup>(2)</sup>	1,230	1,370	3,848	4,003
Other	(332)	15	107	131
<b>Total Interest Expense</b>	<b>\$ 22,036</b>	<b>\$ 20,604</b>	<b>\$ 67,357</b>	<b>\$ 60,309</b>

<sup>(1)</sup> Interest payments on the deferred payment obligation are made twice a year in January and July.

<sup>(2)</sup> DIC and OID on the Term Loans and Senior Notes are recorded as a reduction of long-term debt in the condensed consolidated balance sheet and are amortized ratably over the life of the related debt using the effective rate method. DIC on the Revolving Credit Facility is recorded as a long-term asset on the condensed consolidated balance sheet and amortized ratably over the term of the Revolving Credit Facility.

## 9. DERIVATIVES

The Company utilizes derivative financial instruments to manage interest rate risk related to its variable rate debt. The Company's objectives in using these interest rate derivatives, which were designated as cash flow hedges, are to manage its exposure to interest rate movements and reduce volatility of interest expense. During the third quarter of fiscal 2019, the Company entered into three forward starting floating-to-fixed interest rate swap agreements with three financial institutions with a start date of April 30, 2019 with an aggregate notional amount of \$150 million. The aggregate notional amount of all interest rate swap agreements increased to \$600 million as of December 31, 2018. The swaps have staggered maturities, ranging from June 30, 2021 to June 30, 2023. These swaps mature within the last tranche of the Company's floating rate debt (July 23, 2023).

The floating-to-fixed interest rate swaps involve the exchange of variable interest amounts from a counterparty for the Company making fixed-rate interest payments over the life of the agreements without exchange of the underlying notional amount and effectively converting a portion of the variable rate debt into fixed interest rate debt.

Derivative instruments are recorded in the condensed consolidated balance sheet on a gross basis at estimated fair value. As of December 31, 2018, \$2.5 million, \$3.3 million, \$0.5 million, and \$2.9 million were classified as other current assets, other long-term assets, other current liabilities, and other long-term liabilities, respectively, on the condensed consolidated balance sheet. As of March 31, 2018, \$0.7 million and \$7.2 million were classified as other current assets and other long-term assets, respectively, on the condensed consolidated balance sheet.

For interest rate swaps designated as cash flow hedges, the changes in the fair value of derivatives is recorded in Accumulated Other Comprehensive Income, or AOCI, net of taxes, and is subsequently reclassified into interest expense in the period that the hedged forecasted interest payments are made on the Company's variable-rate debt. For the three and nine months ended December 31, 2018, a \$6.7 million and \$3.7 million loss, respectively, was recognized in AOCI and \$0.4 million was reclassified as interest expense for both periods. For the three and nine months ended December 31, 2017, a \$2.1 million and \$1.4 million gain, respectively, was recognized in AOCI, and there were no amounts reclassified as interest expense. The

ineffective portion of the change in fair value of the derivatives is recognized directly in earnings. As of December 31, 2018, there was no ineffectiveness recognized in earnings.

Over the next 12 months, the Company estimates that \$2.0 million will be reclassified as a decrease to interest expense. Cash flows associated with periodic settlements of interest rate swaps will be classified as operating activities in the condensed consolidated statement of cash flows.

The Company is subject to counterparty risk in connection with its interest rate swap derivative contracts. Credit risk related to a derivative financial instrument represents the possibility that the counterparty will not fulfill the terms of the contract. The Company mitigates this credit risk by entering into agreements with credit-worthy counterparties and regularly reviews its credit exposure and the creditworthiness of the counterparties.

## **10. INCOME TAXES**

The 2017 Tax Act was enacted on December 22, 2017. It reduced the U.S. federal corporate tax rate from 35.0% to 21.0% effective January 1, 2018. During the three months ended December 31, 2018, the Company completed its assessment for the income tax effects of the 2017 Tax Act, including true up to all provisional amounts previously recorded, within the allowed one-year measurement period provided for under SAB 118. For the adjustments to previously recorded provisional estimates, such as the acceleration of depreciation and the limitation on the deductibility of certain executive compensation, the Company has determined the amounts recognized of such items to be immaterial. Other than the matters discussed below, the Company has not made any additional adjustments to fiscal 2018 provisional amounts during the nine months ended December 31, 2018.

On October 19, 2018, the Company received written consent from the IRS in response to its application for a change in accounting method filed on March 29, 2018. This method change was a non-automatic change related to the Company's recognition of revenue for income tax purposes associated with its unbilled receivables for which the tax impact could not be recorded until IRS approval had been granted. Because the change in method relates back to March 31, 2018, the Company recognized a discrete measurement-period reduction to deferred income tax expense of \$29.0 million during the third quarter of fiscal 2019. The Company has incorporated this method change in its fiscal 2018 federal and state income tax returns. The Company also remeasured certain other immaterial deferred tax assets and liabilities based on the U.S. federal corporate tax rates at which they are expected to reverse in the future, which is generally 21%. During the third quarter of fiscal 2019, the Company finalized adjustments to provisional estimates as a reduction in the provision for income taxes of approximately \$29.0 million, that is primarily due to the measurement-period adjustment associated with the unbilled receivables method change. Finally, during the third quarter of fiscal 2019, the Company filed an automatic tax accounting method change in connection with its filing of the March 31, 2018 tax return associated with internally developed software on December 20, 2018. In regard to this, the Company recognized a corresponding measurement-period reduction to income tax expense of \$1.3 million during the quarter.

The Company's effective income tax rates were 5.9% and 29.6% for the three months ended December 31, 2018 and 2017, respectively, and 17.2% and 32.3% for the nine months ended December 31, 2018 and 2017, respectively. The decrease in the effective tax rate as compared to the same period last fiscal year was primarily due to the 2017 Tax Act's reduction of the U.S. federal corporate tax rate. Additionally, the rate for the quarter and nine months ended December 31, 2018 benefited primarily from the change in tax accounting method associated with unbilled receivables recorded discretely in this quarter. The effective tax rates of 5.9% and 17.2% for the three and nine months ended December 31, 2018 differ from the federal statutory rate of 21.0% primarily due to the inclusion of state income taxes and permanent rate differences, which are predominantly related to meals and entertainment and certain executive compensation, offset in the current three months by discrete tax items.

The Company is currently contesting tax assessments from the District of Columbia Office of Tax and Revenue for fiscal years 2013 through 2015 at various stages of applicable administrative and judicial processes, with a combined amount at issue of approximately \$11.4 million, net of associated tax benefits as of December 31, 2018. The Company has taken similar tax positions with respect to subsequent fiscal years, totaling in aggregate \$27.4 million. As of December 31, 2018, the Company does not maintain reserves for any uncertain tax positions related to the contested tax benefits or the similar tax positions taken in the subsequent fiscal years, given the recoverable nature of the state tax expense, it does not believe that the resolution of these matters will have a material adverse effect on its results of operations, cash flows or financial condition.

The Company continues to carry a reserve of \$10.2 million for income tax uncertainties created with the business acquisition of eGov Holdings, Inc. (d/b/a Aquilent) in the fourth quarter of fiscal 2017 resulting from uncertainty in the sustainability of the acquiree's prior tax-return positions under examination with the relevant tax authorities.

## 11. OTHER LONG-TERM LIABILITIES

Other long-term liabilities consisted of the following:

	December 31, 2018	March 31, 2018
Deferred rent	\$ 74,559	\$ 79,913
Postretirement benefit obligations	136,711	131,526
Other (1)	91,662	48,443
Total other long-term liabilities	<u>\$ 302,932</u>	<u>\$ 259,882</u>

(1) Balances at December 31, 2018 and March 31, 2018 include the Company's long-term disability obligation of \$11.6 million and \$22.8 million respectively, and contingent consideration related to the Company's business acquisition of an acquiree in the fourth quarter of fiscal 2017 of \$2.0 million and \$3.6 million, respectively. During the third quarter of fiscal 2019, the long-term disability plan was amended to make Medicare the first payer of eligible medical benefits, with any excess benefits becoming the obligation of the Company. The amendment caused a re-measurement of the plan liability during the period resulting in a reduction of \$11.2 million recorded in general and administrative expenses.

## 12. EMPLOYEE BENEFIT PLANS

### *Defined Contribution Plan*

The Company sponsors the Employees' Capital Accumulation Plan, or ECAP, which is a qualified defined contribution plan that covers eligible U.S. and international employees. ECAP provides for distributions, subject to certain vesting provisions, to participants by reason of retirement, death, disability, or termination of employment. Effective April 1, 2014, the Company transitioned from a discretionary employer contribution to an annual matching contribution of up to 6% of eligible annual income as determined by the Internal Revenue Code for the ECAP. Total expense recognized under ECAP was \$32.3 million and \$30.8 million for the three months ended December 31, 2018 and 2017, respectively, and \$98.5 million and \$92.7 million for the nine months ended December 31, 2018 and 2017, respectively. The Company-paid contributions were \$17.3 million and \$15.4 million for the three months ended December 31, 2018 and 2017, respectively, and \$51.7 million and \$46.5 million for the nine months ended December 31, 2018 and 2017, respectively.

### *Defined Benefit Plan and Other Postretirement Benefit Plans*

The Company provides postretirement healthcare benefits to former officers under a medical indemnity insurance plan, with premiums paid by the Company. This plan is referred to as the Officer Medical Plan. The Company also established a non-qualified defined benefit plan for all officers in May 1995, or the Retired Officers' Bonus Plan, which pays a lump-sum amount of \$10,000 per year of service as an officer, provided the officer meets retirement vesting requirements. In addition, the Company provides a fixed annual allowance after retirement to cover financial counseling and other expenses. The Retired Officers' Bonus Plan is not salary related, but rather is based primarily on years of service. During fiscal 2017, the Company adopted a new plan which will provide for a one-time, lump sum retirement payment of one month's salary when a vice-president retires from the Company, effective April 1, 2017. This is referred to as the Retired Vice-President Bonus Plan. Additionally, the Company offers medical and dental benefits to inactive employees (and their eligible dependents) on long-term disability.

The components of net postretirement medical expense for the Officer Medical Plan were as follows:

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2018	2017	2018	2017
Service cost	\$ 1,488	\$ 1,116	\$ 4,464	\$ 3,348
Interest cost	1,283	1,252	3,847	3,756
Net actuarial loss	527	568	1,581	1,703
Total postretirement medical expense	<u>\$ 3,298</u>	<u>\$ 2,936</u>	<u>\$ 9,892</u>	<u>\$ 8,807</u>

The service cost component of net periodic benefit cost is included in cost of revenue and general and administrative expenses, and the non-service cost components of net periodic benefit cost (interest cost and net actuarial loss) is included as part of other income (expense), net in the accompanying condensed consolidated statements of operations.

As of December 31, 2018 and March 31, 2018, the unfunded status of the post-retirement medical plan was \$132.3 million and \$126.9 million, respectively, which is included in other long-term liabilities in the accompanying condensed consolidated balance sheets.

#### **Deferred Compensation Plan**

The Company established a non-qualified deferred compensation plan (the "Plan") for certain executives and other highly compensated employees that became effective in the current period. Pursuant to the Plan, participants are eligible to defer up to 100% of their incentive cash compensation on a tax deferred basis in excess of the IRS limits imposed on 401(k) plans. The assets of the plan are held in a consolidated trust and are subject to the claims of the Company's general creditors under federal and state laws in the event of insolvency. Consequently, the trust qualifies as a Rabbi trust for income tax purposes.

As of December 31, 2018, \$2.9 million of plan investments and obligations were recorded in other long term assets and in other long term liabilities, respectively, in the condensed consolidated balance sheets, representing the fair value related to the deferred compensation plan. Adjustments to the fair value of the plan investments and obligations are recorded in operating expenses.

#### **13. ACCUMULATED OTHER COMPREHENSIVE LOSS**

All amounts recorded in other comprehensive loss are related to the Company's post-retirement plans and interest rate swaps designated as cash flow hedges. The following table shows the changes in accumulated other comprehensive income (loss), net of tax:

	Three Months Ended December 31, 2018			Nine Months Ended December 31, 2018		
	Post-retirement plans	Derivatives designated as cash flow hedges		Post-retirement plans	Derivatives designated as cash flow hedges	
		Totals	Totals		Totals	Totals
Beginning of period	\$ (20,124)	\$ 8,807	\$ (11,317)	\$ (20,955)	\$ 5,849	\$ (15,106)
Other comprehensive income (loss) before reclassifications (1)	—	(6,699)	(6,699)	—	(3,658)	(3,658)
Amounts reclassified from accumulated other comprehensive loss	447	(359)	88	1,278	(442)	836
Net current-period other comprehensive income (loss)	447	(7,058)	(6,611)	1,278	(4,100)	(2,822)
End of period	\$ (19,677)	\$ 1,749	\$ (17,928)	\$ (19,677)	\$ 1,749	\$ (17,928)

(1) Changes in other comprehensive income (loss) before reclassification for derivatives designated as cash flow hedges are recorded net of tax benefits of \$2.5 million and \$1.5 million for the three and nine months ended December 31, 2018, respectively.

	Three Months Ended December 31, 2017			Nine Months Ended December 31, 2017		
	Post-retirement plans	Derivatives designated as cash flow hedges	Totals	Post-retirement plans	Derivatives designated as cash flow hedges	Totals
Beginning of period	\$ (16,353)	\$ (634)	\$ (16,987)	\$ (17,077)	\$ —	\$ (17,077)
Other comprehensive income (loss) before reclassifications (2)	—	2,052	2,052	—	1,418	1,418
Amounts reclassified from accumulated other comprehensive loss	363	—	363	1,087	—	1,087
Net current-period other comprehensive income (loss)	363	2,052	2,415	1,087	1,418	2,505
End of period	\$ (15,990)	\$ 1,418	\$ (14,572)	\$ (15,990)	\$ 1,418	\$ (14,572)

(2) Changes in other comprehensive income (loss) before reclassification for derivatives designated as cash flow hedges are recorded net of tax expenses of \$1.3 million and \$0.9 million for the three and nine months ended December 31, 2017, respectively.

The following table presents the reclassifications out of accumulated other comprehensive loss to net income:

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2018	2017	2018	2017
Amounts reclassified from accumulated other comprehensive loss:				
Post-retirement plans (Note 12):				
Amortization of net actuarial loss included in net periodic benefit cost	\$ 551	\$ 597	\$ 1,652	\$ 1,790
Tax benefit (expense)	(104)	(234)	(374)	(703)
Net of tax	\$ 447	\$ 363	\$ 1,278	\$ 1,087

## 14. STOCKHOLDERS' EQUITY

### Common Stock

The common stock shares activity consisted of the following:

	Class A Common Stock	Treasury Stock
<b>Balance at March 31, 2017</b>	155,901,485	7,013,777
Issuance of common stock	866,099	—
Stock options exercised	1,261,089	—
Repurchase of common stock (1)	—	7,568,357
<b>Balance at March 31, 2018</b>	158,028,673	14,582,134
Issuance of common stock	489,385	—
Stock options exercised	755,294	—
Repurchase of common stock (2)	—	3,719,344
<b>Balance at December 31, 2018</b>	159,273,352	18,301,478

(1) During fiscal 2018, the Company purchased 7.2 million shares of the Company's Class A Common Stock in a series of open market transactions for \$257.6 million. Additionally, the Company repurchased shares during fiscal 2018 to

cover the minimum statutory withholding taxes on restricted stock awards and restricted stock units that vested on June 30, 2017 and March 31, 2018. The Company also repurchased shares to cover the minimum statutory withholding taxes on restricted stock for departing officers, as they are no longer subject to a substantial risk of forfeiture.

- (2) During the first three quarters of fiscal 2019, the Company purchased 3.6 million shares of the Company's Class A Common Stock in a series of open market transactions for \$168.4 million. Additionally, the Company repurchased shares during the first quarter of fiscal 2019 to cover the minimum statutory withholding taxes on restricted stock awards and restricted stock units that vested on June 30, 2018.

#### **Dividends**

The Company declared and paid cash dividends totaling \$27.1 million (\$0.19 per share) and \$81.8 million (\$0.57 per share) for the three and nine months ended December 31, 2018, respectively. The Company declared and paid cash dividends totaling \$24.9 million (\$0.17 per share) and \$75.7 million (\$0.51 per share) for the three and nine months ended December 31, 2017, respectively.

#### **Employee Stock Purchase Plan**

For the quarterly offering period that closed on December 31, 2018, 67,225 Class A Common Stock shares were purchased by employees under the Company's Employee Stock Purchase Plan, or ESPP. Since the program's inception, 2,374,752 shares have been purchased by employees.

## **15. STOCK-BASED COMPENSATION**

The following table summarizes stock-based compensation expense recognized in the condensed consolidated statements of operations:

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2018	2017	2018	2017
Cost of revenue	\$ 2,198	\$ 2,090	\$ 6,176	\$ 5,396
General and administrative expenses	7,768	3,112	17,055	11,401
Total	\$ 9,966	\$ 5,202	\$ 23,231	\$ 16,797

The following table summarizes the total stock-based compensation expense recognized in the condensed consolidated statements of operations by the following types of equity awards:

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2018	2017	2018	2017
Equity Incentive Plan Options	\$ 675	\$ 422	\$ 1,594	\$ 1,391
Class A Restricted Common Stock	9,291	4,780	21,637	15,406
Total	\$ 9,966	\$ 5,202	\$ 23,231	\$ 16,797

As of December 31, 2018, there was \$33.6 million of total unrecognized compensation cost related to unvested stock-based compensation agreements. The unrecognized compensation cost as of December 31, 2018 is expected to be fully amortized over the next 4.25 years. Absent the effect of accelerating stock compensation cost for any departures of employees who may continue to vest in their equity awards, the following table summarizes the unrecognized compensation cost and the weighted-average period the cost is expected to be amortized.

	December 31, 2018	
	Unrecognized Compensation Cost	Weighted Average Remaining Period to be Recognized (in years)
Equity Incentive Plan Options	\$ 3,289	3.70
Class A Restricted Common Stock	30,276	1.92
Total	\$ 33,565	

### ***Equity Incentive Plan***

As of December 31, 2018, there were 2,306,430 Amended and Restated Equity Incentive Plan options outstanding, of which 810,637 were unvested.

#### *Grants of Restricted Stock Units and Class A Restricted Common Stock*

The following table summarizes grants of Restricted Stock Units ("RSU") and Class A Restricted Common Stock ("RSA") issued during the quarter ended December 31, 2018:

Grant Date	Award Type	Shares Awarded	Stock Price on Grant Date	Total Fair Value
October 24, 2018	RSU	10,507	\$ 47.24	\$ 496
November 1, 2018	RSU	649	48.10	31
November 1, 2018	RSA	4,794	48.10	231
November 5, 2018	RSU	3,506	48.12	169
November 13, 2018	RSU	1,486	51.82	77
November 14, 2018	RSU	5,948	51.22	305
		26,890		\$ 1,309

## **16. FAIR VALUE MEASUREMENTS**

The accounting standard for fair value measurements establishes a three-tier value hierarchy, which prioritizes the inputs used in measuring fair value as follows: observable inputs such as quoted prices in active markets (Level 1); inputs other than quoted prices in active markets that are observable either directly or indirectly (Level 2); and unobservable inputs in which there is little or no market data, which requires the Company to develop its own assumptions (Level 3).

A financial instrument's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The financial instruments measured at fair value in the accompanying condensed consolidated balance sheets consist of the following:

	Recurring Fair Value Measurements as of December 31, 2018				
	Level 1	Level 2	Level 3		Total
Assets:					
Current derivative instruments (1)	\$ —	\$ 2,480	\$ —	\$ 2,480	
Long term derivative instruments (1)	—	3,326	—	—	3,326
Long term deferred compensation costs (2)	2,859	—	—	—	2,859
Total Assets	\$ 2,859	\$ 5,806	\$ —	\$ 8,665	
Liabilities:					
Contingent consideration liability (3)	\$ —	\$ —	\$ 1,958	\$ 1,958	
Current derivative instruments (1)	—	501	—	—	501
Long term derivative instruments (1)	—	2,934	—	—	2,934
Long term deferred compensation costs (2)	2,859	—	—	—	2,859
Total Liabilities	\$ 2,859	\$ 3,435	\$ 1,958	\$ 8,252	

	Recurring Fair Value Measurements as of March 31, 2018				
	Level 1	Level 2	Level 3		Total
Assets:					
Current derivative instruments (1)	\$ —	\$ 700	\$ —	\$ 700	
Long term derivative instruments (1)	—	7,225	—	—	7,225
Total Assets	\$ —	\$ 7,925	\$ —	\$ 7,925	
Liabilities:					
Contingent consideration liability (3)	\$ —	\$ —	\$ 3,576	\$ 3,576	
Total Liabilities	\$ —	\$ —	\$ 3,576	\$ 3,576	

(1) The Company's interest rate swaps are considered over-the-counter derivatives and fair value is estimated based on the present value of future cash flows using a model-derived valuation that uses Level 2 observable inputs such as interest rate yield curves. See Note 9 for further discussion on the Company's derivative instruments designated as cash flow hedges.

(2) Investments in this category consist primarily of mutual funds whose fair values are determined by reference to the quoted market price per unit in active markets multiplied by the number of units held without consideration of transaction costs. These assets represent investments held in a consolidated trust to fund the Company's non-qualified deferred compensation plan and are recorded in other long-term assets and other long-term liabilities on our condensed consolidated balance sheets.

(3) The Company recognized a contingent consideration liability of \$3.6 million in connection with its acquisition of Aquilent in fiscal 2017. As of December 31, 2018 and March 31, 2018, the estimated fair value of the contingent consideration liability was \$2.0 million and \$3.6 million, respectively, and was valued using probability-weighted cash flows, which is based on the use of Level 3 fair value measurement inputs. The fair value of the contingent consideration decreased by \$1.6 million as the Company finalized the indemnification payments to the selling shareholders. During the third quarter of fiscal 2019, the Company recorded the decrease of payments in other income as a result of the fair value change and the liability is recorded in other long-term liabilities in the condensed consolidated balance sheet.

The fair value of the Company's cash and cash equivalents, which are primarily Level 1 inputs, approximated its carrying values at December 31, 2018 and March 31, 2018. The fair value of the Company's debt instruments approximated its carrying value at December 31, 2018 and March 31, 2018. The fair value of debt is determined using quoted prices or other market information obtained from recent trading activity of each debt tranche in markets that are not active (Level 2 inputs). The fair value is corroborated by prices derived from the interest rate spreads of recently completed leveraged loan transactions of a

similar credit profile, industry, and terms to that of the Company. The fair value of the Senior Notes is determined using quoted prices or other market information obtained from recent trading activity in the high-yield bond market (Level 2 inputs).

## **17. RELATED-PARTY TRANSACTIONS**

In March 2017, the Company supported the formation of the Booz Allen Foundation, a nonprofit corporation organized and operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Code. The Company is the sole member of the foundation, which gives it the authority to appoint two of five of the Booz Allen Foundation's directors and consent rights regarding certain extraordinary corporate actions approved by the Company's Board of Directors. The Company made a binding and irrevocable pledge of \$5.0 million to the Booz Allen Foundation, payable in installments, and recorded the pledge obligation in other current liabilities on the consolidated balance sheet of the Company in March 2017. As of December 31, 2018, the Company has satisfied the pledge obligation in full, having paid the final two installments to the Booz Allen Foundation. Payments made during the three months ended December 31, 2018 totaling \$3.3 million are classified as operating activities in the condensed consolidated statement of cash flows.

## **18. COMMITMENTS AND CONTINGENCIES**

### ***Letters of Credit and Third-Party Guarantees***

As of December 31, 2018 and March 31, 2018, the Company was contingently liable under open standby letters of credit and bank guarantees issued by our banks in favor of third parties that totaled \$9.6 million and \$6.3 million, respectively. These letters of credit and bank guarantees primarily support insurance and bid and performance obligations. At December 31, 2018 and March 31, 2018, approximately \$1.0 million and \$1.4 million, respectively, of these instruments reduced the available borrowings under the Revolving Credit Facility. The remainder is guaranteed under a separate \$15.0 million facility established in fiscal 2015 of which \$6.4 million and \$10.1 million were available to the Company at December 31, 2018 and March 31, 2018, respectively.

### ***Government Contracting Matters***

For both three and nine months ended December 31, 2018 and 2017, approximately 96% and 97% of the Company's revenue was generated from contracts where the end user was an agency or department of the U.S. government, including contracts where the Company performed either as a prime contractor or subcontractor, and regardless of the geographic location in which the work was performed. U.S. government contracts and subcontracts are subject to extensive legal and regulatory requirements. From time to time and in the ordinary course of business, agencies of the U.S. government audit our contract costs and conduct inquiries and investigations of our business practices with respect to government contracts to determine whether the Company's operations are conducted in accordance with these requirements and the terms of the relevant contracts. U.S. government agencies, including the Defense Contract Audit Agency, routinely audit our contract costs, including allocated indirect costs for compliance with the Cost Accounting Standards and the Federal Acquisition Regulation. These agencies also conduct reviews and investigations and make inquiries regarding our accounting and other systems in connection with our performance and business practices with respect to our government contracts and subcontracts. U.S. government audits, inquiries, or investigations of the Company, whether related to the Company's U.S. government contracts or subcontracts or conducted for other reasons, could result in administrative, civil, or criminal liabilities, including withholding of payments, suspension of payments, repayments, fines, or penalties being imposed upon the Company, or could lead to suspension or debarment from future U.S. government contracting. Management believes it has recorded the appropriate provision for any audit, inquiry, or investigation of which it is aware. Management believes it has recorded the appropriate provision for the estimated losses that may be experienced from any such reductions and/or penalties. As of December 31, 2018 and March 31, 2018, the Company had recorded liabilities of approximately \$185.5 million and \$168.6 million, respectively, for its current best estimate of amounts to be refunded to customers for potential adjustments from audits or reviews of contract costs incurred subsequent to fiscal year 2011, and for contracts not yet closed that are impacted by settlement of audits or reviews of contract costs incurred in prior fiscal years.

## **Litigation**

The Company is involved in legal proceedings and investigations arising in the ordinary course of business, including those relating to employment matters, relationships with clients and contractors, intellectual property disputes, and other business matters. These legal proceedings seek various remedies, including claims for monetary damages in varying amounts, none of which are considered material, or are unspecified as to amount. Although the outcome of any such matter is inherently uncertain and may be materially adverse, based on current information, management does not expect any of the currently ongoing audits, reviews, investigations, or litigation to have a material adverse effect on the Company's financial condition and results of operations. As of December 31, 2018 and March 31, 2018, there were no material amounts accrued in the condensed consolidated financial statements related to these proceedings.

Six former officers and stockholders who had departed the Company prior to the acquisition of the Company by the Carlyle Group (the "Carlyle Acquisition") have filed a total of nine suits in various jurisdictions, with original filing dates ranging from July 3, 2008 through December 15, 2009, against us and certain of our current and former directors and officers. Three of these suits were amended on July 2, 2010 and then further amended into one consolidated complaint on September 7, 2010. Another two of the original nine suits were consolidated into one complaint on September 24, 2014. Each of the suits arises out of the Carlyle Acquisition and alleges that the former stockholders are entitled to certain payments that they would have received if they had held their stock at the time of the Carlyle Acquisition. Some of the suits also allege that the acquisition price paid to stockholders was insufficient. The various suits assert claims for breach of contract, tortious interference with contract, breach of fiduciary duty, civil Racketeer Influenced and Corrupt Organizations Act, or RICO, violations, violations of the ERISA, and/or securities and common law fraud. Three of these suits have been dismissed with all appeals exhausted. The two suits that were consolidated into one action on September 24, 2014 were settled on April 16, 2015. One of the remaining suits has been dismissed by the United States District Court for the Southern District of California and such dismissal was upheld by the United States Court of Appeals for the Ninth Circuit. The plaintiff in this suit subsequently filed a Petition for Writ of Certiorari to the United States Supreme Court, which was denied by the United States Supreme Court on January 9, 2017. The other three remaining suits that were previously consolidated on September 7, 2010 have been dismissed by the United States District Court for the Southern District of New York and were on appeal before the United States Court of Appeals for the Second Circuit. On July 13, 2017, the United States Court of Appeals for the Second Circuit affirmed the ruling of the United States District Court for the Southern District of New York, except for one plaintiff's securities fraud claim, which was remanded to the United States District Court for the Southern District of New York to give the plaintiff, Paul Kocourek, leave to file another amended complaint to attempt to plead a securities fraud claim. On April 6, 2018, the plaintiff filed an amended complaint in which Mr. Kocourek, individually, as Trustee of the Paul Kocourek Trust and on behalf of a putative class, alleges that the Company and certain former officers and directors violated Sections 10(b), 20(a) and 14(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). On April 25, 2018, the court entered an order postponing the deadline within which the defendants must answer or move to dismiss the amended complaint. A lead plaintiff has not been appointed. On August 2, 2018, the defendants filed a motion to dismiss the amended complaint. On September 17, 2018, the plaintiff filed an opposition to the defendants' motion to dismiss the amended complaint. The defendants filed their reply to plaintiff's opposition on October 17, 2018.

As of December 31, 2018, the aggregate alleged damages that will be sought in the remaining suit is unknown. As of December 31, 2018, although the outcome of any of these cases is inherently uncertain and may be materially adverse, based on current information, management does not expect them to have a material adverse effect on our financial condition and results of operations.

On June 7, 2017, Booz Allen Hamilton was informed that the U.S. Department of Justice (DOJ) is conducting a civil and criminal investigation of the Company. In connection with the investigation, the DOJ has requested information from the Company relating to certain elements of the Company's cost accounting and indirect cost charging practices with the U.S. government. Since learning of the investigation, the Company has engaged a law firm experienced in these matters to represent the Company in connection with this matter and respond to the government's requests. As is commonly the case with this type of matter, the Company has also been in contact with other regulatory agencies and bodies, including the Securities and Exchange Commission, which notified the Company that it is conducting an investigation that the Company believes relates to the matters that are also the subject of the DOJ's investigation. The Company may receive additional regulatory or governmental inquiries related to the matters that are the subject of the DOJ's investigation. In accordance with the Company's practice, the Company is cooperating with all relevant government parties. The total cost associated with these matters will depend on many factors, including the duration of these matters and any related findings. At this stage, the Company is not able to reasonably estimate the expected amount or range of cost or any loss associated with these matters.

On June 19, 2017, a purported stockholder of the Company filed a putative class action lawsuit in the United States District Court for the Eastern District of Virginia styled Langley v. Booz Allen Hamilton Holding Corp., No. 17-cv-00696

naming the Company, its Chief Executive Officer and its Chief Financial Officer as defendants purportedly on behalf of all purchasers of the Company's securities from May 19, 2016 through June 15, 2017. On September 5, 2017, the court named two lead plaintiffs, and on October 20, 2017, the lead plaintiffs filed a consolidated amended complaint. The complaint asserts claims under Sections 10(b) and 20(a) of the Exchange Act and Rule 10b-5 promulgated thereunder, alleging misrepresentations or omissions by the Company purporting to relate to matters that are the subject of the DOJ investigation described above. The plaintiffs seek to recover from the Company and the individual defendants an unspecified amount of damages. The Company believes the suit lacks merit and intends to defend against the lawsuit. Motions to dismiss were argued on January 12, 2018, and on February 8, 2018, the court dismissed the amended complaint in its entirety without prejudice. At this stage of the lawsuit, the Company is not able to reasonably estimate the expected amount or range of cost or any loss associated with the lawsuit.

On November 13, 2017, a Verified Shareholder Derivative Complaint was filed in the United States District Court for the District of Delaware styled Celine Thum v. Rozanski et. al., C.A. No. 17-cv-01638, naming the Company as a nominal defendant and numerous current and former officers and directors as defendants. The complaint asserts claims for breach of fiduciary duties, unjust enrichment, waste of corporate assets, abuse of control, gross mismanagement, and violations of Sections 14(a), 10(b) and 20(a) of the Exchange Act, purportedly relating to matters that are the subject of the DOJ investigation described above. The parties have stipulated to a stay of the proceedings pending the outcome of the securities litigation (described above), which the court ordered on January 24, 2018. At this stage of the lawsuit, the Company is not able to reasonably estimate the expected amount or range of cost or any loss associated with the lawsuit.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*The following discussion and analysis is intended to help the reader understand our business, financial condition, results of operations, and liquidity and capital resources. You should read this discussion in conjunction with our condensed consolidated financial statements and the related notes contained elsewhere in this Quarterly Report on Form 10-Q, or Quarterly Report.*

*The statements in this discussion regarding industry outlook, our expectations regarding our future performance, liquidity and capital resources, and other non-historical statements in this discussion are forward-looking statements. These forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to, the risks and uncertainties described in our Annual Report on Form 10-K for the fiscal year ended March 31, 2018 filed with the Securities and Exchange Commission on May 29, 2018, or Annual Report, and under Part II, "Item 1A. Risk Factors," and "— Special Note Regarding Forward Looking Statements" of this Quarterly Report. Our actual results may differ materially from those contained in or implied by any forward-looking statements.*

*Our fiscal year ends March 31 and, unless otherwise noted, references to years or fiscal are for fiscal years ended March 31. See "—Results of Operations."*

### **Overview**

We are a leading provider of management and technology consulting, engineering, analytics, digital solutions, mission operations, and cyber expertise to U.S. and international governments, major corporations, and not-for-profit organizations. Our ability to deliver value to our clients has always been, and continues to be, a product of the strong character, expertise and tremendous passion of our people. Our approximately 25,800 employees work to solve hard problems by making clients' missions their own, combining decades of consulting and domain expertise with functional expertise in areas such as analytics, digital solutions, engineering, and cyber, all fostered by a culture of innovation that extends to all reaches of the company.

Through our dedication to our clients' missions, and a commitment to evolving our business to address clients' needs, we have long-standing relationships with our clients, some more than 75 years. We support critical missions for a diverse base of federal government clients, including nearly all of the U.S. government's cabinet-level departments, as well as increasingly for top-tier commercial and international clients. We support our federal government clients by helping them tackle their most complex and pressing challenges such as protecting soldiers in combat and supporting their families, advancing cyber capabilities, keeping our national infrastructure secure, enabling and enhancing digital services, transforming the healthcare system, and improving government efficiency to achieve better outcomes. We serve commercial clients across industries including financial services, health and life sciences, energy, and transportation to solve the hardest and most consequential challenges, including through our cybersecurity products and services. Our international clients are primarily in the Middle East, and we have a growing presence in Southeast Asia.

## **Financial and Other Highlights**

Effective April 1, 2018, the Company adopted Accounting Standard Codification (ASC) No. 606, *Revenue from Contracts with Customers* (Topic 606), and Accounting Standard Updates (ASU) 2017-07, *Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*, using the full retrospective method. All amounts, percentages and disclosures set forth in this Form 10-Q reflect these changes. See Note 2 to our accompanying condensed consolidated financial statements for more information on the impact of the adoption of these accounting standards on revenue and operating income.

During the third quarter of fiscal 2019, the Company generated year over year revenue growth, delivered improved earnings over the prior year period, increased client staff headcount, and achieved near record backlog.

Revenue increased 13% from the three months ended December 31, 2017 to the three months ended December 31, 2018 and increased 9% from the nine months ended December 31, 2017 to the nine months ended December 31, 2018 primarily driven by continued strength in client demand, which led to increased client staff headcount and direct client staff labor over the prior year period, as well as improved contract performance. In addition, there was one extra working day in the third quarter of fiscal 2019 as compared to the prior year period, which contributed to revenue growth.

Operating income increased 26% to \$161.9 million in the three months ended December 31, 2018 from \$128.5 million in the three months ended December 31, 2017, while operating margin increased to 9.7% from 8.7% in the comparable period. Operating income increased 20% to \$467.3 million in the nine months ended December 31, 2018 from \$388.0 million in the nine months ended December 31, 2017, while operating margin increased to 9.5% from 8.6% in the comparable period. The increase in operating income was primarily driven by the same factors driving revenue as well as improved contract performance in the current quarter compared to the prior year quarter. The Company also benefited from an \$11.2 million reduction in expense as a result of an amendment and associated revaluation of our long term disability plan liability. The Company also incurred incremental legal costs during the three and nine months ended December 31, 2018 in response to the U.S. Department of Justice investigation and matters which purport to relate to the investigation, a portion of which was offset by the receipt of insurance reimbursements. We expect to incur additional costs in the future. Based on the information currently available, the Company is not able to reasonably estimate the expected long-term incremental legal costs or amounts that may be reimbursed associated with this investigation and these related matters.

## Non-GAAP Measures

We publicly disclose certain non-GAAP financial measurements, including Revenue, Excluding Billable Expenses, Adjusted Operating Income, Adjusted EBITDA, Adjusted EBITDA Margin on Revenue, Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses, Adjusted Net Income, and Adjusted Diluted Earnings Per Share, or Adjusted Diluted EPS, because management uses these measures for business planning purposes, including to manage our business against internal projected results of operations and measure our performance. We view Adjusted Operating Income, Adjusted EBITDA, Adjusted EBITDA Margin on Revenue, Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses, Adjusted Net Income, and Adjusted Diluted EPS as measures of our core operating business, which exclude the impact of the items detailed below, as these items are generally not operational in nature. These non-GAAP measures also provide another basis for comparing period to period results by excluding potential differences caused by non-operational and unusual or non-recurring items. In addition, we use Revenue, Excluding Billable Expenses because it provides management useful information about the Company's operating performance by excluding the impact of costs that are not indicative of the level of productivity of our consulting staff headcount and our overall direct labor, which management believes provides useful information to our investors about our core operations. We also utilize and discuss Free Cash Flow, because management uses this measure for business planning purposes, measuring the cash generating ability of the operating business, and measuring liquidity generally. We present these supplemental measures because we believe that these measures provide investors and securities analysts with important supplemental information with which to evaluate our performance, long term earnings potential, or liquidity, as applicable, and to enable them to assess our performance on the same basis as management. These supplemental performance measurements may vary from and may not be comparable to similarly titled measures by other companies in our industry. Revenue, Excluding Billable Expenses, Adjusted Operating Income, Adjusted EBITDA, Adjusted EBITDA Margin on Revenue, Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses, Adjusted Net Income, Adjusted Diluted EPS, and Free Cash Flow are not recognized measurements under accounting principles generally accepted in the United States, or GAAP, and when analyzing our performance or liquidity, as applicable, investors should (i) evaluate each adjustment in our reconciliation of revenue to Revenue, Excluding Billable Expenses, operating income to Adjusted Operating Income, net income to Adjusted EBITDA, Adjusted EBITDA Margin on Revenue, Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses, Adjusted Net Income and Adjusted Diluted EPS, and net cash provided by operating activities to Free Cash Flow, (ii) use Revenue, Excluding Billable Expenses, Adjusted Operating Income, Adjusted EBITDA, Adjusted EBITDA Margin on Revenue, Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses, Adjusted Net Income, and Adjusted Diluted EPS in addition to, and not as an alternative to, revenue, operating income, net income or diluted EPS, as measures of operating results, each as defined under GAAP and (iii) use Free Cash Flow in addition to, and not as an alternative to, net cash provided by operating activities as a measure of liquidity, each as defined under GAAP. We have defined the aforementioned non-GAAP measures as follows:

- "Revenue, Excluding Billable Expenses" represents revenue less billable expenses. We use Revenue, Excluding Billable Expenses because it provides management useful information about the Company's operating performance by excluding the impact of costs that are not indicative of the level of productivity of our consulting staff headcount and our overall direct labor, which management believes provides useful information to our investors about our core operations.
- "Adjusted Operating Income" represents operating income before: (i) adjustments related to the amortization of intangible assets resulting from the acquisition of our Company by The Carlyle Group (the "Carlyle Acquisition"), and (ii) transaction costs, fees, losses, and expenses, including fees associated with debt prepayments. We prepare Adjusted Operating Income to eliminate the impact of items we do not consider indicative of ongoing operating performance due to their inherent unusual, extraordinary, or non-recurring nature or because they result from an event of a similar nature.
- "Adjusted EBITDA" represents net income before income taxes, net interest and other expense and depreciation and amortization before certain other items, including transaction costs, fees, losses, and expenses, including fees associated with debt prepayments. "Adjusted EBITDA Margin on Revenue" is calculated as Adjusted EBITDA divided by revenue. "Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses" is calculated as Adjusted EBITDA divided by Revenue, Excluding Billable Expenses. The Company prepares Adjusted EBITDA, Adjusted EBITDA Margin on Revenue, and Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses to eliminate the impact of items it does not consider indicative of ongoing operating performance due to their inherent unusual, extraordinary or non-recurring nature or because they result from an event of a similar nature.
- "Adjusted Net Income" represents net income before: (i) adjustments related to the amortization of intangible assets resulting from the Carlyle Acquisition, (ii) transaction costs, fees, losses, and expenses, including fees associated with debt prepayments, (iii) amortization or write-off of debt issuance costs and write-off of original issue discount, (iv) release of income tax reserves, and (v) re-measurement of deferred tax assets and

liabilities as a result of the Tax Cuts and Jobs Act (the "2017 Tax Act") in each case net of the tax effect where appropriate calculated using an assumed effective tax rate. We prepare Adjusted Net Income to eliminate the impact of items, net of tax, we do not consider indicative of ongoing operating performance due to their inherent unusual, extraordinary, or non-recurring nature or because they result from an event of a similar nature. We view net income excluding the impact of the re-measurement of the Company's deferred tax assets and liabilities as a result of the 2017 Tax Act as an important indicator of performance consistent with the manner in which management measures and forecasts the Company's performance and the way in which management is incentivized to perform.

- "Adjusted Diluted EPS" represents diluted EPS calculated using Adjusted Net Income as opposed to net income. Additionally, Adjusted Diluted EPS does not contemplate any adjustments to net income as required under the two-class method as disclosed in the footnotes to the condensed consolidated financial statements.
- "Free Cash Flow" represents the net cash generated from operating activities less the impact of purchases of property and equipment.

Below is a reconciliation of Revenue, Excluding Billable Expenses, Adjusted Operating Income, Adjusted EBITDA, Adjusted EBITDA Margin on Revenue, Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses, Adjusted Net Income, Adjusted Diluted EPS, and Free Cash Flow to the most directly comparable financial measure calculated and presented in accordance with GAAP.

(In thousands, except share and per share data)	Three Months Ended December 31,		Nine Months Ended December 31,	
	2018		2017	
	(Unaudited)		(Unaudited)	
<b>Revenue, Excluding Billable Expenses</b>				
Revenue	\$ 1,663,112	\$ 1,470,709	\$ 4,923,957	\$ 4,536,524
Billable expenses	510,047	443,015	1,465,831	1,378,235
Revenue, Excluding Billable Expenses	<u>\$ 1,153,065</u>	<u>\$ 1,027,694</u>	<u>\$ 3,458,126</u>	<u>\$ 3,158,289</u>
<b>Adjusted Operating Income</b>				
Operating Income	\$ 161,932	\$ 128,473	\$ 467,295	\$ 388,027
Transaction expenses (a)	—	—	3,660	—
Adjusted Operating Income	<u>\$ 161,932</u>	<u>\$ 128,473</u>	<u>\$ 470,955</u>	<u>\$ 388,027</u>
<b>EBITDA, Adjusted EBITDA, Adjusted EBITDA Margin on Revenue &amp; Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses</b>				
Net income	\$ 132,037	\$ 74,927	\$ 328,954	\$ 219,186
Income tax expense	8,232	31,572	68,569	104,683
Interest and other, net (b)	21,663	21,974	69,772	64,158
Depreciation and amortization	17,780	16,701	50,359	48,196
EBITDA	179,712	145,174	517,654	436,223
Transaction expenses (a)	—	—	3,660	—
Adjusted EBITDA	<u>\$ 179,712</u>	<u>\$ 145,174</u>	<u>\$ 521,314</u>	<u>\$ 436,223</u>
Adjusted EBITDA Margin on Revenue	10.8%	9.9%	10.6%	9.6%
Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses	15.6%	14.1%	15.1%	13.8%
<b>Adjusted Net Income</b>				
Net income	\$ 132,037	\$ 74,927	\$ 328,954	\$ 219,186
Transaction expenses (a)	—	—	3,660	—
Release of income tax reserves (c)	(462)	—	(462)	—
Re-measurement of deferred tax assets/liabilities (d)	(28,972)	—	(27,908)	—
Amortization or write-off of debt issuance costs and write-off of original issue discount	533	672	2,401	1,993
Adjustments for tax effect (e)	(139)	(199)	(1,576)	(727)
Adjusted Net Income	<u>\$ 102,997</u>	<u>\$ 75,400</u>	<u>\$ 305,069</u>	<u>\$ 220,452</u>
<b>Adjusted Diluted Earnings Per Share</b>				
Weighted-average number of diluted shares outstanding	143,056,900	146,570,617	143,832,886	148,447,248
Adjusted Net Income Per Diluted Share (f)	\$ 0.72	\$ 0.51	\$ 2.12	\$ 1.49
<b>Free Cash Flow</b>				
Net cash provided by operating activities	\$ 8,636	\$ 68,858	\$ 283,203	\$ 246,920
Less: Purchases of property and equipment	(18,404)	(26,078)	(58,076)	(63,067)
Free Cash Flow	<u>\$ (9,768)</u>	<u>\$ 42,780</u>	<u>\$ 225,127</u>	<u>\$ 183,853</u>

(a) Reflects debt refinancing costs incurred in connection with the refinancing transaction consummated on July 23, 2018.

- (b) Reflects the combination of Interest expense and Other income (expense), net from the condensed consolidated statement of operations.
- (c) Release of pre-acquisition income tax reserves assumed by the Company in connection with the Carlyle Acquisition.
- (d) Reflects primarily the adjustment made to the provisional income tax benefit associated with the re-measurement of the Company's deferred tax assets and liabilities as a result of the 2017 Tax Act.
- (e) Fiscal 2018 reflects the tax effect of adjustments at an assumed effective tax rate of 40%. For fiscal 2019, with the enactment of the 2017 Tax Act, adjustments are reflected using an assumed effective tax rate of 26%, which approximates a blended federal and state tax rate for fiscal 2019, and consistently excludes the impact of other tax credits and incentive benefits realized.
- (f) Excludes an adjustment of approximately \$0.8 million and \$2.1 million of net earnings for the three and nine months ended December 31, 2018, respectively, and excludes an adjustment of approximately \$0.7 million and \$1.9 million of net earnings for the three and nine months ended December 31, 2017, respectively, associated with the application of the two-class method for computing diluted earnings per share.

## **Factors and Trends Affecting Our Results of Operations**

Our results of operations have been, and we expect them to continue to be, affected by the following factors, which may cause our future results of operations to differ from our historical results of operations discussed under “— Results of Operations.”

### ***Business Environment and Key Trends in Our Markets***

We believe that the following trends and developments in the U.S. government services industry and our markets may influence our future results of operations:

- uncertainty around the timing, extent, nature and effect of Congressional and other U.S. government actions to approve funding of the U.S. government, including the impact of the partial U.S. government shutdown that ended on January 25, 2019 and any future shutdowns, including as a result of the failure of Congressional efforts to approve funding of the U.S. government beyond February 15, 2019, address budgetary constraints, including caps on the discretionary budget for defense and non-defense departments and agencies, as established by the Bipartisan Budget Control Act of 2011 and subsequently adjusted by the American Tax Payer Relief Act of 2012, the Bipartisan Budget Act of 2013 and the Bipartisan Budget Act of 2015, and address the ability of Congress to determine how to allocate the available budget authority and pass appropriations bills to fund both U.S. government departments and agencies that are, and those that are not, subject to the caps;
- budget deficits and the growing U.S. national debt increasing pressure on the U.S. government to reduce federal spending across all federal agencies together with associated uncertainty about the size and timing of those reductions;
- cost cutting and efficiency initiatives, current and future budget restrictions, continued implementation of Congressionally mandated automatic spending cuts and other efforts to reduce U.S. government spending could cause clients to reduce or delay funding for orders for services or invest appropriated funds on a less consistent or rapid basis or not at all, particularly when considering long-term initiatives and in light of current uncertainty around Congressional efforts to approve funding of the U.S. government and to craft a long-term agreement on the U.S. government's ability to incur indebtedness in excess of its current limits and generally in the current political environment, there is a risk that clients will not issue task orders in sufficient volume to reach current contract ceilings, alter historical patterns of contract awards, including the typical increase in the award of task orders or completion of other contract actions by the U.S. government in the period before the end of the U.S. government's fiscal year on September 30, delay requests for new proposals and contract awards, rely on short-term extensions and funding of current contracts, or reduce staffing levels and hours of operation;
- delays in the completion of future U.S. government's budget processes, which have in the past and could in the future delay procurement of the products, services, and solutions we provide;
- changes in the relative mix of overall U.S. government spending and areas of spending growth, with a shift towards military, intelligence, homeland defense and defense-related programs and continued increased spending on cyber-security, advanced analytics, modernization, digital solutions, artificial intelligence and technology integration;
- legislative and regulatory changes to limitations on the amount of allowable executive compensation permitted under flexibly priced contracts following implementation of interim rules adopted by federal agencies pursuant to the Bipartisan Budget Act of 2013, which substantially further reduce the amount of allowable executive compensation under these contracts and extend these limitations to a larger segment of our executives and our entire contract base;
- efforts by the U.S. government to address organizational conflicts of interest and related issues and the impact of those efforts on us and our competitors;
- increased audit, review, investigation and general scrutiny by U.S. government agencies of government contractors' performance under U.S. government contracts and compliance with the terms of those contracts and applicable laws;
- the federal focus on refining the definition of “inherently governmental” work, including proposals to limit contractor access to sensitive or classified information and work assignments, which will continue to drive pockets of insourcing in various agencies, particularly in the intelligence market;

- negative publicity and increased scrutiny of government contractors in general, including us, relating to U.S. government expenditures for contractor services and incidents involving the mishandling of sensitive or classified information;
- U.S. government agencies awarding contracts on a technically acceptable/lowest cost basis, which could have a negative impact on our ability to win certain contracts;
- increased competition from other government contractors and market entrants seeking to take advantage of certain of the trends identified above, and an industry trend towards consolidation, which may result in the emergence of companies that are better able to compete against us;
- cost cutting and efficiency and effectiveness efforts by U.S. civilian agencies with a focus on increased use of performance measurement, “program integrity” efforts to reduce waste, fraud and abuse in entitlement programs, and renewed focus on improving procurement practices for and interagency use of IT services, including through the use of cloud based options and data center consolidation;
- restrictions by the U.S. government on the ability of federal agencies to use lead system integrators, in response to cost, schedule and performance problems with large defense acquisition programs where contractors were performing the lead system integrator role;
- increasingly complex requirements of the Department of Defense and the U.S. Intelligence Community, including cyber-security, managing federal health care cost growth and focus on reforming existing government regulation of various sectors of the economy, such as financial regulation and healthcare; and
- increasing small business regulations across the Department of Defense and civilian agency clients continue to gain traction whereby agencies are required to meet high small business set aside targets, and large business prime contractors are required to subcontract in accordance with considerable small business participation goals necessary for contract award.

#### **Sources of Revenue**

Substantially all of our revenue is derived from services provided under contracts and task orders with the U.S. government, primarily by our consulting staff and, to a lesser extent, our subcontractors. Funding for our contracts and task orders is generally linked to trends in budgets and spending across various U.S. government agencies and departments. We provide services under a large portfolio of contracts and contract vehicles to a broad client base, and we believe that our diversified contract and client base lessens potential volatility in our business; however, a reduction in the amount of services that we are contracted to provide to the U.S. government or any of our significant U.S. government clients could have a material adverse effect on our business and results of operations. In particular, the Department of Defense is one of our significant clients, and the Budget Control Act (BCA) of 2011 (as amended by the American Taxpayer Relief Act of 2012, the Bipartisan Budget Act of 2013, the Bipartisan Budget Act of 2015, and the Bipartisan Budget Act of 2018), provides for automatic spending cuts (referred to as sequestration) totaling approximately \$1.2 trillion between 2013 and 2021, including an estimated \$500 billion in federal defense spending cuts over this time period. The Bipartisan Budget Act of 2018 raised BCA spending caps on defense spending by \$80 billion for government fiscal 2018, and \$85 billion for government fiscal 2019. For non-defense funding, the Bipartisan Budget Act of 2018 raised BCA spending caps by \$63 billion for fiscal 2018 and \$67 billion for government fiscal 2019. While the American Taxpayer Relief Act of 2012, the Bipartisan Budget Act of 2013, the Bipartisan Budget Act of 2015, and the Bipartisan Budget Act of 2018 all negated and raised budget limits put in place by the BCA for both defense and non-defense spending, those spending limits are due to return in fiscal 2020, and absent another budget deal, could result in significant cuts to the budget levels allowed by the Bipartisan Budget Act of 2018. This could result in a commensurate reduction in the amount of services that we are contracted to provide to the Department of Defense and could have a material adverse effect on our business and results of operations, and, given the uncertainty of when and how these automatic reductions required by the BCA may return and/or be applied, we are unable to predict the nature or magnitude of the potential adverse effect.

#### **Contract Types**

We generate revenue under the following three basic types of contracts:

- *Cost-Reimbursable Contracts.* Cost-reimbursable contracts provide for the payment of allowable costs incurred during performance of the contract, up to a ceiling based on the amount that has been funded, plus a fixed fee or award fee. As we increase or decrease our spending on allowable costs, our revenue generated on cost-reimbursable contracts will increase, up to the ceiling and funded amounts, or decrease, respectively. We generate revenue under two general types of cost-reimbursable contracts: cost-plus-fixed-fee and cost-plus-award-fee, both of which reimburse allowable costs and provide for a fee. The fee under each type of cost-reimbursable contract is

generally payable upon completion of services in accordance with the terms of the contract. Cost-plus-fixed-fee contracts offer no opportunity for payment beyond the fixed fee. Cost-plus-award-fee contracts also provide for an award fee that varies within specified limits based upon the client's assessment of our performance against a predetermined set of criteria, such as targets for factors like cost, quality, schedule, and performance.

- *Time-and-Materials Contracts.* Under contracts in this category, we are paid a fixed hourly rate for each direct labor hour expended, and we are reimbursed for billable material costs and billable out-of-pocket expenses inclusive of allocable indirect costs. We assume the financial risk on time-and-materials contracts because our costs of performance may exceed negotiated hourly rates. To the extent our actual direct labor, including allocated indirect costs, and associated billable expenses decrease or increase in relation to the fixed hourly billing rates provided in the contract, we will generate more or less profit, respectively, or could incur a loss.
- *Fixed-Price Contracts.* Under a fixed-price contract, we agree to perform the specified work for a pre-determined price. To the extent our actual direct and allocated indirect costs decrease or increase from the estimates upon which the price was negotiated, we will generate more or less profit, respectively, or could incur a loss. Some fixed-price contracts have a performance-based component, pursuant to which we can earn incentive payments or incur financial penalties based on our performance.

The amount of risk and potential reward varies under each type of contract. Under cost-reimbursable contracts, there is limited financial risk, because we are reimbursed for all allowable costs up to a ceiling. However, profit margins on this type of contract tend to be lower than on time-and-materials and fixed-price contracts. Under time-and-materials contracts, we are reimbursed for the hours worked using the predetermined hourly rates for each labor category. In addition, we are typically reimbursed for other contract direct costs and expenses at cost. We assume financial risk on time-and-materials contracts because our labor costs may exceed the negotiated billing rates. Profit margins on well-managed time-and-materials contracts tend to be higher than profit margins on cost-reimbursable contracts as long as we are able to staff those contracts with people who have an appropriate skill set. Under fixed-price contracts, we are required to deliver the objectives under the contract for a pre-determined price. Compared to time-and-materials and cost-reimbursable contracts, fixed-price contracts generally offer higher profit margin opportunities because we receive the full benefit of any cost savings but generally involve greater financial risk because we bear the impact of any cost overruns. In the aggregate, the contract type mix in our revenue for any given period will affect that period's profitability. Changes in contract type as a result of re-competes and new business could influence the percentage/mix in unanticipated ways.

The table below presents the percentage of total revenue for each type of contract:

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2018	2017	2018	2017
Cost-reimbursable	54%	50%	53%	51%
Time-and-materials	23%	26%	24%	25%
Fixed-price	23%	24%	23%	24%

*Note: Upon the adoption of Topic 606 in the current period, the contract type descriptions noted above have been aligned to the Revenue by Contract Type descriptions found in Note 3 to our accompanying condensed consolidated financial statements.*

#### *Contract Diversity and Revenue Mix*

We provide services to our clients through a large number of single award contracts, contract vehicles, and multiple award contract vehicles. Most of our revenue is generated under indefinite delivery/indefinite quantity, or IDIQ, contract vehicles, which include multiple award government wide acquisition contract vehicles, or GWACs, and General Services Administration Multiple Award Schedule Contracts, or GSA schedules, and certain single award contracts. GWACs and GSA schedules are available to all U.S. government agencies. Any number of contractors typically compete under multiple award IDIQ contract vehicles for task orders to provide particular services, and we earn revenue under these contract vehicles only to the extent that we are successful in the bidding process for task orders.

We generate revenue under our contracts and task orders through our provision of services as both a prime contractor and subcontractor, as well as from the provision of services by subcontractors under contracts and task orders for which we act as the prime contractor. The mix of these types of revenue affects our operating margin. Substantially all of our operating margin is derived from direct consulting staff labor, as the portion of our operating margin derived from fees we earn on services provided by our subcontractors is not significant. We view growth in direct consulting staff labor as the primary driver of earnings growth. Direct consulting staff labor growth is driven by consulting staff headcount growth, after attrition, and total backlog growth.

#### *Our People*

Revenue from our contracts is derived from services delivered by consulting staff and, to a lesser extent, from our subcontractors. Our ability to hire, retain, and deploy talent with skills appropriately aligned with client needs is critical to our ability to grow our revenue. We continuously evaluate whether our talent base is properly sized and appropriately compensated, and contains an optimal mix of skills to be cost competitive and meet the rapidly evolving needs of our clients. We seek to achieve that result through recruitment and management of capacity and compensation. As of December 31, 2018 and 2017, we employed approximately 25,800 and 24,700 people, respectively, of which approximately 23,100 and 22,300, respectively, were consulting staff.

#### *Contract Backlog*

We define backlog to include the following three components:

- *Funded Backlog.* Funded backlog represents the revenue value of orders for services under existing contracts for which funding is appropriated or otherwise authorized less revenue previously recognized on these contracts.
- *Unfunded Backlog.* Unfunded backlog represents the revenue value of orders (including optional orders) for services under existing contracts for which funding has not been appropriated or otherwise authorized.
- *Priced Options.* Priced contract options represent 100% of the revenue value of all future contract option periods under existing contracts that may be exercised at our clients' option and for which funding has not been appropriated or otherwise authorized.

Backlog does not include any task orders under IDIQ contracts, except to the extent that task orders have been awarded to us under those contracts.

The following table summarizes the value of our contract backlog at the respective dates presented:

	As of December 31,	
	2018	2017
	(In millions)	
<b>Backlog:</b>		
Funded	\$ 3,545	\$ 2,893
Unfunded	4,501	4,220
Priced options	12,408	9,558
<b>Total backlog</b>	<b>\$ 20,454</b>	<b>\$ 16,671</b>

Our total backlog consists of remaining performance obligations, certain orders under contracts for which the period of performance has expired, and unexercised option periods and other unexercised optional orders. As of December 31, 2018, the Company had \$6.2 billion of remaining performance obligations and we expect to recognize more than half of the remaining performance obligations as revenue over the next 12 months, and approximately three quarters over the next 24 months. The remainder is expected to be recognized thereafter. However, given the uncertainties discussed below, as well as the risks described in "Item 1A. Risk Factors" of our Annual Report on Form 10-K for the fiscal year ended March 31, 2018, we can give no assurance that we will be able to convert our backlog into revenue in any particular period, if at all.

Our backlog includes orders under contracts that in some cases extend for several years. The U.S. Congress generally appropriates funds for our clients on a yearly basis, even though their contracts with us may call for performance that is expected to take a number of years to complete. As a result, contracts typically are only partially funded at any point during their term and all or some of the work to be performed under the contracts may remain unfunded unless and until the U.S. Congress makes subsequent appropriations and the procuring agency allocates funding to the contract.

We view growth in total backlog and consulting staff headcount as the two key measures of our potential business growth. Growing and deploying consulting staff is the primary means by which we are able to achieve profitable revenue growth. To the

extent that we are able to hire additional consulting staff and deploy them against funded backlog, we generally recognize increased revenue. Total backlog increased by 22.7% from December 31, 2017 to December 31, 2018. Additions to funded backlog during the twelve months ended December 31, 2018 totaled \$7.2 billion in comparison to \$6.2 billion for the comparable period, as a result of the conversion of unfunded backlog to funded backlog, the award of new contracts and task orders under which funding was appropriated, and the exercise and subsequent funding of priced options. We report internally on our backlog on a monthly basis and review backlog upon occurrence of certain events to determine if any adjustments are necessary.

We cannot predict with any certainty the portion of our backlog that we expect to recognize as revenue in any future period and we cannot guarantee that we will recognize any revenue from our backlog. The primary risks that could affect our ability to recognize such revenue on a timely basis or at all are: program schedule changes, contract modifications, and our ability to assimilate and deploy new consulting staff against funded backlog; cost cutting initiatives and other efforts to reduce U.S. government spending, which could reduce or delay funding for orders for services; and delayed funding of our contracts due to delays in the completion of the U.S. government's budgeting process and the use of continuing resolutions by the U.S. government to fund its operations. The amount of our funded backlog is also subject to change, due to, among other factors: changes in congressional appropriations that reflect changes in U.S. government policies or priorities resulting from various military, political, economic or international developments; changes in the use of U.S. government contracting vehicles; and the provisions therein used to procure our services and adjustments to the scope of services, or cancellation of contracts, by the U.S. government at any time. In our recent experience, none of the following additional risks have had a material negative effect on our ability to realize revenue from our funded backlog: the unilateral right of the U.S. government to cancel multi-year contracts and related orders or to terminate existing contracts for convenience or default; in the case of unfunded backlog, the potential that funding will not be made available; and, in the case of priced options, the risk that our clients will not exercise their options.

In addition, contract backlog includes orders under contracts for which the period of performance has expired, and we may not recognize revenue on the backlog that includes such orders due to, among other reasons, the tardy submission of invoices by our subcontractors and the expiration of the relevant appropriated funding in accordance with a pre-determined expiration date such as the end of the U.S. government's fiscal year. The revenue value of orders included in contract backlog that has not been recognized as revenue due to period of performance expirations has not exceeded approximately 4.7% of total backlog as of the end of any of the four fiscal quarters preceding the fiscal quarter ended December 31, 2018.

### ***Operating Costs and Expenses***

Costs associated with compensation and related expenses for our people are the most significant component of our operating costs and expenses. The principal factors that affect our costs are additional people as we grow our business and are awarded new contracts, task orders, and additional work under our existing contracts, and the hiring of people with specific skill sets and security clearances as required by our additional work.

Our most significant operating costs and expenses are described below.

- *Cost of Revenue.* Cost of revenue includes direct labor, related employee benefits, and overhead. Overhead consists of indirect costs, including indirect labor relating to infrastructure, management and administration, and other expenses.
- *Billable Expenses.* Billable expenses include direct subcontractor expenses, travel expenses, and other expenses incurred to perform on contracts.
- *General and Administrative Expenses.* General and administrative expenses include indirect labor of executive management and corporate administrative functions, marketing and bid and proposal costs, legal expenses, and other discretionary spending.
- *Depreciation and Amortization.* Depreciation and amortization includes the depreciation of computers, leasehold improvements, furniture and other equipment, and the amortization of internally developed software, as well as third-party software that we use internally, and of identifiable long-lived intangible assets over their estimated useful lives.

### ***Seasonality***

The U.S. government's fiscal year ends on September 30 of each year. While not certain, it is not uncommon for U.S. government agencies to award extra tasks or complete other contract actions in the weeks before the end of its fiscal year in order to avoid the loss of unexpended fiscal year funds. It is also common for the expiration of periods of performance under U.S. government contracts to correspond to the end of the U.S. government's fiscal year, which may result in us not recognizing revenue for such associated backlog thereafter. In addition, we also have historically experienced higher bid and proposal costs in the months leading up to the U.S. government's fiscal year end as we pursue new contract opportunities being awarded.

shortly after the U.S. government fiscal year end as new opportunities are expected to have funding appropriated in the U.S. government's subsequent fiscal year. We may continue to experience this seasonality in future periods, and our future periods may be affected by it. While not certain, changes in the government's funding and spending patterns have altered historical seasonality trends, supporting our approach to managing the business on an annual basis.

### Critical Accounting Estimates and Policies

Our critical accounting estimates and policies are disclosed in the Critical Accounting Estimates and Policies section in Part II, "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of our Annual Report on Form 10-K for the year ended March 31, 2018. Effective April 1, 2018, we adopted Topic 606 and ASU 2017-07 using the full retrospective method. All amounts and disclosures set forth in this Form 10-Q reflect these changes. Refer to Note 2 and Note 3 to our accompanying condensed consolidated financial statements for information related to our adoption of new accounting standards and for additional information related to revenue recognition. There were no other material changes to our critical accounting policies, estimates or judgments, other than our revenue recognition policy, that occurred in the quarterly period covered by this report.

### Recent Accounting Pronouncements

See Note 2 to our accompanying condensed consolidated financial statements for information related to our adoption of new accounting standards and for information on our anticipated adoption of recently issued accounting standards.

### Results of Operations

The following table sets forth items from our condensed consolidated statements of operations for the periods indicated:

	Three Months Ended December 31,		Percent Change	Nine Months Ended December 31,		Percent Change
	2018	2017		2018	2017	
	(Unaudited)	(Unaudited)		(Unaudited)	(Unaudited)	
(In thousands)						
Revenue	\$ 1,663,112	\$ 1,470,709	13.1 %	\$ 4,923,957	\$ 4,536,524	8.5 %
Operating costs and expenses:						
Cost of revenue	750,680	678,574	10.6 %	2,285,062	2,111,058	8.2 %
Billable expenses	510,047	443,015	15.1 %	1,465,831	1,378,235	6.4 %
General and administrative expenses	222,673	203,946	9.2 %	655,410	611,008	7.3 %
Depreciation and amortization	17,780	16,701	6.5 %	50,359	48,196	4.5 %
Total operating costs and expenses	1,501,180	1,342,236	11.8 %	4,456,662	4,148,497	7.4 %
Operating income	161,932	128,473	26.0 %	467,295	388,027	20.4 %
Interest expense	(22,036)	(20,604)	7.0 %	(67,357)	(60,309)	11.7 %
Other income (expense), net	373	(1,370)	NM	(2,415)	(3,849)	(37.3)%
Income before income taxes	140,269	106,499	31.7 %	397,523	323,869	22.7 %
Income tax expense	8,232	31,572	(73.9)%	68,569	104,683	(34.5)%
Net income	\$ 132,037	\$ 74,927	76.2 %	\$ 328,954	\$ 219,186	50.1 %

NM - Not meaningful.

#### Three Months Ended December 31, 2018 Compared to Three Months Ended December 31, 2017

##### Revenue

Revenue increased to \$1,663.1 million from \$1,470.7 million, or a 13.1% increase, primarily driven by continued strength in client demand which led to increased client staff headcount, and an increase in client staff labor as well as improved contract performance. In addition, there was one extra working day in the third quarter of fiscal 2019 as compared to the prior year period which contributed to revenue growth. Total headcount as of December 31, 2018 increased approximately 1,100 compared to December 31, 2017.

##### Cost of Revenue

Cost of revenue increased to \$750.7 million from \$678.6 million, or a 10.6% increase. The increase was primarily due to increases in salaries and salary-related benefits of \$35.3 million driven by increased headcount and annual base salary increases,

as well as increases in incentive compensation of \$9.0 million. Cost of revenue as a percentage of revenue was 45.1% and 46.1% for the three months ended December 31, 2018 and 2017, respectively.

#### *Billable Expenses*

Billable expenses increased to \$510.0 million from \$443.0 million, or a 15.1% increase, primarily attributable to an increase in the use of subcontractors in the current quarter driven by client demand and an increase in contracts which require the Company to incur direct expenses on behalf of clients over the prior year period. Billable expenses as a percentage of revenue were 30.7% and 30.1% for the three months ended December 31, 2018 and 2017, respectively.

#### *General and Administrative Expenses*

General and administrative expenses increased to \$222.7 million from \$203.9 million, or a 9.2% increase, primarily due to increases in salaries and salary-related benefits of \$10.9 million, driven by an increase in headcount growth as well as annual base salary increases, and an increase in incentive and stock compensation of \$7.2 million. General and administrative expenses as a percentage of revenue were 13.4% and 13.9% for the three months ended December 31, 2018 and 2017, respectively.

#### *Depreciation and Amortization*

Depreciation and amortization increased to \$17.8 million from \$16.7 million, or a 6.5% increase, primarily due to increases in depreciation expense resulting from the effects of higher capital expenditures in fiscal 2018.

#### *Interest Expense*

Interest expense increased to \$22.0 million from \$20.6 million, or a 7.0% increase, primarily as a result of increases in interest expense related to our term loans.

#### *Income Tax Expense*

Income tax expense decreased to \$8.2 million from \$31.6 million, or a 73.9% decrease. The effective tax rate decreased to 5.9% from 29.6% primarily due to the 2017 Tax Act's reduction of the U.S. federal corporate tax rate and the re-measurement of deferred income taxes.

### ***Nine Months Ended December 31, 2018 Compared to Nine Months Ended December 31, 2017***

#### *Revenue*

Revenue increased to \$4,924.0 million from \$4,536.5 million, or a 8.5% increase, primarily driven by continued strength in client demand which led to increased client staff headcount, and an increase in client staff labor as well as improved contract performance. In addition, there was one extra working day in the first nine months of fiscal 2019 as compared to the prior year period which contributed to revenue growth. Revenue growth was also driven by an increase in billable expenses, including subcontractors and direct expenses on behalf of our clients.

#### *Cost of Revenue*

Cost of revenue increased to \$2,285.1 million from \$2,111.1 million, or a 8.2% increase. The increase was primarily due to increases in salaries and salary-related benefits of \$124.8 million and an increase in incentive compensation of \$10.5 million. The increase in salaries and salary-related benefits was driven by increased headcount and annual base salary increases. Cost of revenue as a percentage of revenue was 46.4% and 46.5% for the nine months ended December 31, 2018 and 2017, respectively.

#### *Billable Expenses*

Billable expenses increased to \$1,465.8 million from \$1,378.2 million, or a 6.4% increase, primarily attributable to an increase in the use of subcontractors in the current year driven by client demand, as well as an increase in contracts which require the Company incur direct expenses on behalf of clients over the prior year period. Billable expenses as a percentage of revenue were 29.8% and 30.4% for the nine months ended December 31, 2018 and 2017, respectively.

#### *General and Administrative Expenses*

General and administrative expenses increased to \$655.4 million from \$611.0 million, or a 7.3% increase, primarily due to increases in salaries and salary-related benefits of \$23.3 million, driven by an increase in headcount growth as well as annual base salary increases. Incentive and stock compensation increased \$8.5 million and other business expenses and professional fees increased \$8.3 million. General and administrative expenses as a percentage of revenue were 13.5% for both the nine months ended December 31, 2018 and 2017, respectively.

### *Depreciation and Amortization*

Depreciation and amortization increased to \$50.4 million from \$48.2 million, or a 4.5% increase, primarily due to increases in depreciation expense resulting from the effects of higher capital expenditures in fiscal 2018.

### *Interest Expense*

Interest expense increased to \$67.4 million from \$60.3 million, or a 11.7% increase, primarily as a result of increases in interest expense related to our term loans, and the Senior Notes.

### *Income Tax Expense*

Income tax expense decreased to \$68.6 million from \$104.7 million, or a 34.5% decrease. The effective tax rate decreased to 17.2% from 32.3% primarily due to the 2017 Tax Act's reduction of the U.S. federal corporate tax rate and the re-measurement of deferred income taxes.

### **Liquidity and Indebtedness**

The following table presents selected financial information as of December 31, 2018 and March 31, 2018 and for the first nine months of fiscal 2019 and 2018:

	December 31, 2018	March 31, 2018
	(Unaudited)	(Unaudited)
	(In thousands)	(In thousands)
Cash and cash equivalents	\$ 211,859	\$ 286,958
Total debt	1,773,291	1,818,579
		<b>Nine Months Ended December 31,</b>
	<b>2018</b>	<b>2017</b>
	(Unaudited)	(Unaudited)
	(In thousands)	(In thousands)
Net cash provided by operating activities	\$ 283,203	\$ 246,920
Net cash used in investing activities	(58,096)	(81,370)
Net cash used in financing activities	(300,206)	(93,472)
Total increase in cash and cash equivalents	<u>\$ (75,099)</u>	<u>\$ 72,078</u>

From time to time, we evaluate alternative uses for excess cash resources once our operating cash flow and required debt servicing needs have been met. Some of the possible uses of our remaining excess cash at any point in time may include funding strategic acquisitions, further investment in our business and returning value to shareholders through share repurchases, quarterly dividends, and special dividends. While the timing and financial magnitude of these possible actions are currently indeterminable, the Company expects to be able to manage and adjust its capital structure in the future to meet its liquidity needs.

Historically, we have been able to generate sufficient cash to fund our operations, mandatory debt and interest payments, capital expenditures, and discretionary funding needs. However, due to fluctuations in cash flows, including as a result of the trends and developments described above under "—Factors and Trends Affecting Our Results of Operations" relating to U.S. government shutdowns, U.S. government cost-cutting, reductions or delays in the U.S. government appropriations and spending process and other budgetary matters, it may be necessary from time-to-time in the future to borrow under our Secured Credit Facility to meet cash demands. While the timing and financial magnitude of these possible actions are currently indeterminable, we expect to be able to manage and adjust our capital structure to meet our liquidity needs. Our expected liquidity and capital structure may also be impacted by discretionary investments and acquisitions that we could pursue. We anticipate that cash provided by operating activities, existing cash and cash equivalents, and borrowing capacity under our revolving credit facility will be sufficient to meet our anticipated cash requirements for the next twelve months, which primarily include:

- operating expenses, including salaries;
- working capital requirements to fund the growth of our business;
- capital expenditures which primarily relate to the purchase of computers, business systems, furniture and leasehold improvements to support our operations;

- commitments and other discretionary investments;
- debt service requirements for borrowings under our Secured Credit Facility and interest payments for the Senior Notes; and
- cash taxes to be paid.

Our ability to fund our operating needs depends, in part, on our ability to continue to generate positive cash flows from operations or, if necessary, raise cash in the capital markets.

#### **Cash Flows**

Cash received from clients, either from the payment of invoices for work performed or for advances in excess of costs incurred, is our primary source of cash. We generally do not begin work on contracts until funding is appropriated by the client. Billing timetables and payment terms on our contracts vary based on a number of factors, including whether the contract type is cost-reimbursable, time-and-materials, or fixed-price. We generally bill and collect cash more frequently under cost-reimbursable and time-and-materials contracts, as we are authorized to bill as the costs are incurred or work is performed. In contrast, we may be limited to bill certain fixed-price contracts only when specified milestones, including deliveries, are achieved. In addition, a number of our contracts may provide for performance-based payments, which allow us to bill and collect cash prior to completing the work.

Accounts receivable is the principal component of our working capital and is generally driven by revenue growth with other short-term fluctuations related to the payment practices of our clients. Our accounts receivable reflects amounts billed to our clients as of each balance sheet date. Our U.S. government customers generally pay our invoices within 30 days of the invoice date, while we experience a longer billing and collection cycle with our global commercial customers. At any month-end, we also include in accounts receivable the revenue that was recognized in the preceding month, which is generally billed early in the following month. Finally, we include in accounts receivable amounts related to revenue accrued in excess of amounts billed, primarily on our fixed-price and cost-reimbursable-plus-award-fee contracts. The total amount of our accounts receivable can vary significantly over time, but is generally sensitive to revenue levels and customer mix. Total accounts receivable (billed and unbilled combined, net of allowance for doubtful accounts) days sales outstanding, or DSO, which we calculate by dividing total accounts receivable by revenue per day during the relevant fiscal quarter, was 76 as of December 31, 2018 and 66 as of March 31, 2018. DSO increased primarily due to delays in the billing and collection of our revenue growth, including administrative delays in client payment processing. The partial U.S. government shutdown that ended on January 25, 2019, and any future shutdowns, may have a material impact on our ability to collect cash during the duration of such shutdown until clients and payment centers return to normal operations to clear out their backlog.

#### **Operating Cash Flow**

Net cash provided by operations is primarily affected by the overall profitability of our contracts, our ability to invoice and collect cash from clients in a timely manner, our ability to manage our vendor payments and the timing of cash paid for income taxes. Continued uncertainty in global economic conditions may also affect our business as customers and suppliers may decide to downsize, defer, or cancel contracts, which could negatively affect the operating cash flows. Net cash provided by operations was \$283.2 million in the nine months ended December 31, 2018 compared to \$246.9 million in the prior year period. Delays in the billing and collection of our revenue growth, including administrative delays in client processing, resulted in decreases in operating cash flow. However, increased efficiencies related to working capital during the year partially offset those decreases in operating cash, resulting in an overall improvement in operating cash flow over the prior year period.

#### **Investing Cash Flow**

Net cash used in investing activities was \$58.1 million in the nine months ended December 31, 2018 compared to \$81.4 million in the prior year period, or a 28.6% decrease. The decrease in net cash used in investing activities was primarily due to cash paid for an acquisition in the prior year period.

#### **Financing Cash Flow**

Net cash used in financing activities was \$300.2 million in the nine months ended December 31, 2018 compared to \$93.5 million in the prior year period. The increase in net cash used in financing activities was primarily due to net proceeds of \$343.3 million received in fiscal 2018 from the issuance of the Senior Notes. This was partially offset by \$130 million in net borrowings on the Revolving Credit Facility in the prior period as well as a \$17.6 million decrease in share repurchases compared to the prior period.

#### **Dividends and Share Repurchases**

On February 1, 2019, the Company announced a regular quarterly cash dividend in the amount of \$0.23 per share. The quarterly dividend is payable on February 28, 2019 to stockholders of record on February 14, 2019.

The following table summarizes the cash distributions recognized in the condensed consolidated statement of cash flows:

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2018	2017	2018	2017
Quarterly dividends (1)	\$ 27,148	\$ 24,882	\$ 81,808	\$ 75,748
Dividend equivalents (2)	—	—	267	890
Total distributions	\$ 27,148	\$ 24,882	\$ 82,075	\$ 76,638

(1) Amounts represent quarterly dividends of \$0.19 per share and \$0.17 per share that were declared and paid during fiscal 2019 and fiscal 2018, respectively.

(2) Dividend equivalents are distributions made to option holders equal to the previously declared special dividends.

On December 12, 2011, the Board of Directors authorized the repurchase of up to \$30.0 million of shares. On January 27, 2015, the share repurchase authorization was increased to \$180.0 million. On January 25, 2017, the Board of Directors approved an increase to share repurchase authorization from \$180.0 million to \$410.0 million. On November 2, 2017, the Board of Directors approved an increase to our share repurchase authorization from \$410.0 million to up to \$610.0 million. On May 24, 2018, the Board of Directors approved an increase to our share repurchase authorization from \$610.0 million to up to \$910.0 million. The Company may repurchase shares pursuant to the program by means of open market repurchases, directly negotiated repurchases or through agents acting pursuant to negotiated repurchase agreements. During the first three quarters of fiscal 2019, the Company purchased 3.6 million shares of the Company's Class A Common Stock for an aggregate of \$168.4 million. Following the aforementioned repurchases, as of December 31, 2018, the Company had \$329.5 million remaining under the repurchase program.

Any determination to pursue one or more of the above alternative uses for excess cash is subject to the discretion of our Board of Directors, and will depend upon various factors, including our results of operations, financial condition, liquidity requirements, restrictions that may be imposed by applicable law, our contracts, and our Credit Agreement and other factors deemed relevant by our Board of Directors.

#### **Indebtedness**

On July 23, 2018 (the "Amendment Effective Date"), Booz Allen Hamilton Inc. ("Booz Allen Hamilton") and Booz Allen Hamilton Investor Corporation ("Investor"), and certain wholly-owned subsidiaries of Booz Allen Hamilton, entered into the Sixth Amendment (the "Sixth Amendment") to the Credit Agreement (as amended, the "Credit Agreement"), dated as of July 31, 2012 among Booz Allen Hamilton, Investor, certain wholly-owned subsidiaries of Booz Allen Hamilton and Bank of America, N.A., as Administrative Agent and Collateral Agent and the other lenders and financial institutions from time to time party thereto (as previously amended by the First Amendment to Credit Agreement, dated as of August 16, 2013, the Second Amendment to the Credit Agreement, dated as of May 7, 2014, the Third Amendment to the Credit Agreement, dated as of July 13, 2016, the Fourth Amendment to the Credit Agreement, dated as of February 6, 2017, and the Fifth Amendment to the Credit Agreement, dated as of March 7, 2018). The Sixth Amendment provides for a new delayed draw (the "Delayed Draw Facility") on the tranche A term loan ("Term Loan A") facility in the amount of up to \$400.0 million and extended the maturity of the Term Loan A and the revolving credit facility (the "Revolving Credit Facility") to July 2023. Additionally, the Sixth Amendment reduced the interest rate spread applicable to the Term Loan A and the Revolving Credit Facility from a range of 1.50% to 2.25% to a range of 1.25% to 2.00% based on consolidated net total leverage. The interest rate applicable to the Term Loan B ("Term Loan B" and, together with Term Loan A, the "Term Loans") remained unchanged.

Prior to the Sixth Amendment, approximately \$1,079.5 million was outstanding under Term Loan A. Pursuant to the Sixth Amendment, certain lenders converted their existing Term Loan A loans into a new tranche of Term Loan A loans in an aggregate amount, along with Term Loan A loans advanced by certain new lenders, of approximately, \$1,479.5 million, up to \$400.0 million of which will be available as the Delayed Draw Facility. The Delayed Draw Facility is accessible for nine months from the Amendment Effective Date (the "Delayed Draw Availability Period"). The Company is able to draw on the facility up to two times during the Delayed Draw Availability Period with a minimum of \$100.0 million per draw. The proceeds from the new lenders were used to prepay in full all of the existing Term A Loans that were not converted into the new Term Loan A. The proceeds of Delayed Draw Facility will be used for general corporate purposes and other purposes not prohibited by the Credit Agreement.

Prior to the Sixth Amendment, \$500.0 million was available under the Revolving Credit Facility. Pursuant to the Sixth Amendment, certain lenders under the Credit Agreement converted their existing revolving commitments into a new tranche of revolving commitments (the "New Revolving Commitments" and the revolving credit loans made thereunder, the "New Revolving Loans") in an aggregate amount, along with the New Revolving Commitments of certain new lenders, of \$500.0 million.

As of December 31, 2018, the Credit Agreement provided Booz Allen Hamilton with a \$1,051.2 million Term Loan A, a \$400.0 million Delayed Draw Facility, a \$392.0 million Term Loan B, and \$500.0 million in New Revolving Commitments with a sub-limit for letters of credit of \$100.0 million. As of December 31, 2018, the maturity date of Term Loan A and the termination date for the Revolving Credit Facility was July 23, 2023 and the maturity date of Term Loan B was June 30, 2023. Booz Allen Hamilton's obligations and the guarantors' guarantees under the Credit Agreement are secured by a first priority lien on substantially all of the assets (including capital stock of subsidiaries) of Booz Allen Hamilton, Investor and the subsidiary guarantors, subject to certain exceptions set forth in the Credit Agreement and related documentation. Subject to specified conditions, without the consent of the then-existing lenders (but subject to the receipt of commitments), the Term Loans or the Revolving Credit Facility may be expanded (or a new term loan facility or revolving credit facility added to the existing facilities) by up to (i) the greater of (x) \$627 million and (y) 100% of consolidated EBITDA of Booz Allen Hamilton, as of the end of the most recently ended four quarter period for which financial statements have been delivered pursuant to the Credit Agreement plus (ii) the aggregate principal amount under which pro forma consolidated net secured leverage remains less than or equal to 3.50:1.00.

At Booz Allen Hamilton's option, borrowings under the Secured Credit Facility bear interest based either on LIBOR (adjusted for maximum reserves, and subject to a floor of zero) for the applicable interest period or, a base rate equal to the highest of (x) the administrative agent's prime corporate rate, (y) the overnight federal funds rate plus 0.50% and (z) three-month LIBOR (adjusted for maximum reserves, and subject to a floor of zero) plus 1.00%), in each case plus an applicable margin, payable at the end of the applicable interest period and in any event at least quarterly. The applicable margin for Term Loan A and borrowings under the Revolving Credit Facility ranges from 1.25% to 2.00% for LIBOR loans and 0.25% to 1.00% for base rate loans, in each case based on Booz Allen Hamilton's consolidated total net leverage ratio. The applicable margin for Term Loan B is 2.00% for LIBOR loans and 1.00% for base rate loans. Unused commitments under the Revolving Credit Facility are subject to a quarterly fee ranging from 0.20% to 0.35% based on Booz Allen Hamilton's consolidated total net leverage ratio.

Booz Allen Hamilton occasionally borrows under our Revolving Credit Facility in anticipation of cash demands. During the first and second quarters of fiscal 2019, Booz Allen Hamilton accessed a total of \$70.0 million of its \$500.0 million Revolving Credit Commitments. As of December 31, 2018 and March 31, 2018, there were no amounts outstanding under the Revolving Credit Facility. On January 30, 2019, Booz Allen Hamilton, Inc. accessed an additional \$40.0 million from the Revolving Credit Facility.

The Credit Agreement requires quarterly principal payments of 1.25% of the stated principal amount of Term Loan A until maturity and quarterly principal payments of 0.25% of the stated principal amount of Term Loan B until maturity.

Booz Allen Hamilton also has agreed to pay customary letter of credit and agency fees. As of December 31, 2018 and March 31, 2018, Booz Allen Hamilton was contingently liable under open standby letters of credit and bank guarantees issued by its banks in favor of third parties that totaled \$9.6 million and \$6.3 million, respectively. These letters of credit and bank guarantees primarily support insurance and bid and performance obligations. At December 31, 2018 and March 31, 2018, approximately \$1.0 million and \$1.4 million, respectively, of these instruments reduced the available borrowings under the Revolving Credit Facility. The remainder is guaranteed under a separate \$15.0 million facility established in fiscal 2015 of which \$6.4 million and \$10.1 million, respectively, was available to Booz Allen Hamilton at December 31, 2018 and March 31, 2018. As of December 31, 2018, Booz Allen Hamilton had \$499.0 million of capacity available for additional borrowings under the Revolving Credit Facility.

The Credit Agreement contains customary representations and warranties and customary affirmative and negative covenants. The negative covenants include limitations on the following, in each case subject to certain exceptions: (i) indebtedness and liens; (ii) mergers, consolidations or amalgamations, liquidations, wind-ups or dissolutions, and disposition of all or substantially all assets; (iii) dispositions of property; (iv) restricted payments; (v) investments; (vi) transactions with affiliates; (vii) change in fiscal periods; (viii) negative pledges; (ix) restrictive agreements; (x) line of business; and (xi) speculative hedging. The events of default include the following, in each case subject to certain exceptions: (a) failure to make required payments under the Secured Credit Facility; (b) material breaches of representations or warranties under the Secured Credit Facility; (c) failure to observe covenants or agreements under the Secured Credit Facility; (d) failure to pay or default under certain other material indebtedness; (e) bankruptcy or insolvency; (f) certain Employee Retirement Income Security Act, or ERISA events; (g) certain material judgments; (h) actual or asserted invalidity of the Guarantee and Collateral Agreements or the other security documents or failure of the guarantees or perfected liens thereunder; and (i) a change of control. In addition, we are required to meet certain financial covenants at each quarter end, namely Consolidated Net Total Leverage and Consolidated Net Interest Coverage Ratios. As of December 31, 2018 and March 31, 2018, we were compliant with these covenants.

## **Senior Notes**

On April 25, 2017, Booz Allen Hamilton issued \$350 million aggregate principal amount of its 5.125% Senior Notes due 2025 under an Indenture, dated as of April 25, 2017, among Booz Allen Hamilton, certain subsidiaries of Booz Allen Hamilton, as guarantors (the "Subsidiary Guarantors"), and Wilmington Trust, National Association, as trustee (the "Trustee"), as supplemented by the First Supplemental Indenture, dated as of April 25, 2017, among Booz Allen Hamilton, the Subsidiary Guarantors and the Trustee. A portion of the proceeds was used to repay all outstanding loans under the Revolving Credit Facility. We intend to use the remaining proceeds for working capital and other general corporate purposes, which may include the repayment of a portion or all of the outstanding DPO (See Note 8 in our condensed consolidated financial statements for additional information on our indebtedness).

Borrowings under the Term Loans and, if used, the Revolving Credit Facility, incur interest at a variable rate. In accordance with Booz Allen Hamilton's risk management strategy, between April 6, 2017 and May 24, 2017, Booz Allen Hamilton executed a series of interest rate swaps. As of December 31, 2018, Booz Allen Hamilton had interest rate swaps with an aggregate notional amount of \$600 million. These instruments hedge the variability of cash outflows for interest payments on the floating portion of the term loan debt. The Company's objectives in using cash flow hedges are to reduce volatility due to interest rate movements and to add stability to interest expense (See Note 9 in our condensed consolidated financial statements).

## **Capital Structure and Resources**

Our stockholders' equity amounted to \$675.3 million as of December 31, 2018, an increase of \$112.8 million compared to stockholders' equity of \$562.5 million as of March 31, 2018. The increase was primarily due to net income of \$329.0 million in the nine months ended December 31, 2018, stock-based compensation expense of \$23.2 million, and stock option exercises of \$9.4 million, partially offset by \$172.3 million in treasury stock resulting from the repurchase of shares of our Class A Common Stock and \$81.8 million in quarterly dividend payments during the nine months ended December 31, 2018.

## **Off-Balance Sheet Arrangements**

As of December 31, 2018, we did not have any material off-balance sheet arrangements.

## **Capital Expenditures**

Since we do not own any of our facilities, our capital expenditure requirements primarily relate to the purchase of computers, business systems, furniture, and leasehold improvements to support our operations. Direct facility and equipment costs billed to clients are not treated as capital expenses. Our capital expenditures for the nine months ended December 31, 2018 and 2017 were \$58.1 million and \$63.1 million, respectively, and the majority of such capital expenditures related to software purchased and developed, facilities infrastructure, equipment, and information technology. The decrease in capital expenditures over the prior year period primarily relates to a decrease in facilities infrastructure, partially offset by capital expenditures for information technology to support programs and general enterprise information technology infrastructure. Expenditures for facilities infrastructure and equipment are generally incurred to support new and existing programs across our business.

## **Commitments and Contingencies**

We are subject to a number of reviews, investigations, claims, lawsuits, and other uncertainties related to our business. For a discussion of these items, refer to Note 18 to our condensed consolidated financial statements.

## **Special Note Regarding Forward Looking Statements**

Certain statements contained or incorporated in this Quarterly Report on Form 10-Q, or Quarterly Report, include forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "could," "should," "forecasts," "expects," "intends," "plans," "anticipates," "projects," "outlook," "believes," "estimates," "predicts," "potential," "continue," "preliminary," or the negative of these terms or other comparable terminology. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we can give you no assurance these expectations will prove to have been correct. These forward-looking statements relate to future events or our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance, or achievements to differ materially from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. These risks and other factors include:

- efforts by Congress and other U.S. government bodies to reduce U.S. government spending and address budgetary constraints, including automatic sequestration required by the Budget Control Act of 2011 (as subsequently amended) and the U.S. deficit, as well as associated uncertainty around the timing, extent, nature and effect of such efforts;
- delayed funding of our contracts due to uncertainty relating to funding of the U.S. government and a possible failure of Congressional efforts to approve such funding and to craft a long-term agreement on the U.S. government's ability

- to incur indebtedness in excess of its current limits, or changes in the pattern or timing of government funding and spending (including those resulting from or related to cuts associated with sequestration);
- any issue that compromises our relationships with the U.S. government or damages our professional reputation, including negative publicity concerning government contractors in general or us in particular;
  - changes in U.S. government spending, including a continuation of efforts by the U.S. government to decrease spending for management support service contracts, and mission priorities that shift expenditures away from agencies or programs that we support;
  - U.S. government shutdowns, including the partial U.S. government shutdown that ended on January 25, 2019 and any future shutdowns as a result of the failure by elected officials to fund the government beyond February 15, 2019;
  - the size of our addressable markets and the amount of U.S. government spending on private contractors;
  - failure to comply with numerous laws and regulations, including but not limited to, the Federal Acquisition Regulation ("FAR"), the False Claims Act, the Defense Federal Acquisition Regulation Supplement and FAR Cost Accounting Standards and Cost Principles;
  - our ability to compete effectively in the competitive bidding process and delays or losses of contract awards caused by competitors' protests of major contract awards received by us;
  - the loss of General Services Administration Multiple Award schedule contracts, or GSA schedules, or our position as prime contractor on government-wide acquisition contract vehicles, or GWACs;
  - changes in the mix of our contracts and our ability to accurately estimate or otherwise recover expenses, time, and resources for our contracts;
  - continued efforts to change how the U.S. government reimburses compensation related costs and other expenses or otherwise limit such reimbursements, and an increased risk of compensation being deemed unallowable or payments being withheld as a result of U.S. government audit, review, or investigation;
  - our ability to realize the full value of and replenish our backlog, generate revenue under certain of our contracts, and the timing of our receipt of revenue under contracts included in backlog;
  - changes in estimates used in recognizing revenue;
  - an inability to attract, train, or retain employees with the requisite skills and experience;
  - an inability to timely hire, assimilate and effectively utilize our employees, ensure that employees obtain and maintain necessary security clearances and/or effectively manage our cost structure;
  - the loss of members of senior management or failure to develop new leaders;
  - misconduct or other improper activities from our employees or subcontractors, including the improper use or release of our clients' sensitive or classified information;
  - increased insourcing by various U.S. government agencies due to changes in the definition of "inherently governmental" work, including proposals to limit contractor access to sensitive or classified information and work assignments;
  - increased competition from other companies in our industry;
  - failure to maintain strong relationships with other contractors, or the failure of contractors with which we have entered into a sub- or prime-contractor relationship to meet their obligations to us or our clients;
  - inherent uncertainties and potential adverse developments in legal or regulatory proceedings, including litigation, audits, reviews, and investigations, which may result in materially adverse judgments, settlements, withheld payments, penalties, or other unfavorable outcomes including debarment, as well as disputes over the availability of insurance or indemnification;
  - internal system or service failures and security breaches, including, but not limited to, those resulting from external cyber attacks on our network and internal systems;
  - risks related to changes to our operating structure, capabilities, or strategy intended to address client needs, grow our business or respond to market developments;
  - risks associated with increased competition, new relationships, clients, capabilities, and service offerings in our U.S. and international businesses;

- failure to comply with special U.S. government laws and regulations relating to our international operations;
- risks related to our indebtedness and credit facilities which contain financial and operating covenants;
- the adoption by the U.S. government of new laws, rules, and regulations, such as those relating to organizational conflicts of interest issues or limits;
- risks related to completed and future acquisitions, including our ability to realize the expected benefits from such acquisitions;
- an inability to anticipate or estimate the tax implications of changes in tax law, or utilize existing or future tax benefits;
- variable purchasing patterns under U.S. government GSA schedules, blanket purchase agreements and indefinite delivery, indefinite quantity, or IDIQ, contracts;
- the impact of changes in accounting rules and regulations, or interpretations thereof, that may affect the way we recognize and report our financial results, including changes in accounting rules governing recognition of revenue; and
- other risks and factors listed under “Item 1A. Risk Factors” and elsewhere in this Quarterly Report.

In light of these risks, uncertainties and other factors, the forward-looking statements might not prove to be accurate and you should not place undue reliance upon them. All forward-looking statements speak only as of the date made and we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

We established a Rabbi trust to provide for the payment of benefits under our non-qualified deferred compensation plan that became effective in the first quarter of fiscal 2019. As of December 31, 2018, fund assets totaled \$2.9 million which include mutual fund investments that are subject to fluctuations in market prices and interest rates. Cash distributions made to plan participants are recognized as operating cash flows in the condensed consolidated statement of cash flows and have the effect of lowering both fund assets and the corresponding fund liabilities on a one-for-one basis. Changes in fair value on fund liabilities offset the changes in fair value of fund assets, and changes in fair value on both fund assets and fund liabilities are recognized in earnings on our condensed consolidated statements of operations. See Notes 12 and 16 to our condensed consolidated financial statements for further discussion.

With the exception of the Rabbi trust discussed above, there have been no material changes during the period covered by this Quarterly Report on Form 10-Q to the information disclosed in the Quantitative and Qualitative Disclosures About Market Risk section in Part II, “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our Annual Report on Form 10-K for the fiscal year ended March 31, 2018 filed with the Securities and Exchange Commission on May 29, 2018.

### **Item 4. Controls and Procedures**

#### **Disclosure Controls and Procedures**

Management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended, or Exchange Act, as of the end of the period covered by this Quarterly Report on Form 10-Q, or Quarterly Report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this Quarterly Report, our disclosure controls and procedures were effective.

#### **Changes in Internal Control Over Financial Reporting**

There have not been any changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

Our performance under U.S. government contracts and compliance with the terms of those contracts and applicable laws and regulations are subject to continuous audit, review, and investigation by the U.S. government which may include such investigative techniques as subpoenas or civil investigative demands. Given the nature of our business, these audits, reviews, and investigations may focus, among other areas, on various aspects of procurement integrity, labor time reporting, sensitive and/or classified information access and control, executive compensation, and post government employment restrictions. We are not always aware of our status in such matters, but we are currently aware of certain pending audits and investigations involving labor time reporting, procurement integrity, and classified information access. In addition, from time to time, we are also involved in legal proceedings and investigations arising in the ordinary course of business, including those relating to employment matters, relationships with clients and contractors, intellectual property disputes, and other business matters. These legal proceedings seek various remedies, including claims for monetary damages in varying amounts, none of which are considered material, or are unspecified as to amount. Although the outcome of any such matter is inherently uncertain and may be materially adverse, based on current information, we do not expect any of the currently ongoing audits, reviews, investigations, or litigation to have a material adverse effect on our financial condition and results of operations. As of December 31, 2018 and March 31, 2018, there were no material amounts accrued in the condensed consolidated financial statements related to these proceedings.

Six former officers and stockholders who had departed the Company prior to the acquisition of the Company by the Carlyle Group (the "Carlyle Acquisition") have filed a total of nine suits in various jurisdictions, with original filing dates ranging from July 3, 2008 through December 15, 2009, against us and certain of our current and former directors and officers. Three of these suits were amended on July 2, 2010 and then further amended into one consolidated complaint on September 7, 2010. Another two of the original nine suits were consolidated into one complaint on September 24, 2014. Each of the suits arises out of the Carlyle Acquisition and alleges that the former stockholders are entitled to certain payments that they would have received if they had held their stock at the time of the Carlyle Acquisition. Some of the suits also allege that the acquisition price paid to stockholders was insufficient. The various suits assert claims for breach of contract, tortious interference with contract, breach of fiduciary duty, civil Racketeer Influenced and Corrupt Organizations Act, or RICO, violations, violations of ERISA, and/or securities and common law fraud. Three of these suits have been dismissed with all appeals exhausted. The two suits that were consolidated into one action on September 24, 2014 were settled on April 16, 2015. One of the remaining suits has been dismissed by the United States District Court for the Southern District of California and such dismissal was upheld by the United States Court of Appeals for the Ninth Circuit. The plaintiff in this suit subsequently filed a Petition for Writ of Certiorari to the United States Supreme Court, which was denied by the United States Supreme Court on January 9, 2017. The other three remaining suits that were previously consolidated on September 7, 2010 have been dismissed by the United States District Court for the Southern District of New York and were on appeal before the United States Court of Appeals for the Second Circuit. On July 13, 2017, the United States Court of Appeals for the Second Circuit affirmed the ruling of the United States District Court for the Southern District of New York, except for one plaintiff's securities fraud claim, which was remanded to the United States District Court for the Southern District of New York to give the plaintiff, Paul Kocourek leave to file another amended complaint to attempt to plead a securities fraud claim. On April 6, 2018, the plaintiff filed an amended complaint in which Mr. Kocourek, individually, as Trustee of the Paul Kocourek Trust and on behalf of a putative class, alleges that the Company and certain former officers and directors violated Sections 10(b), 20(a) and 14(e) of the Exchange Act. On April 25, 2018, the court entered an order postponing the deadline within which the defendants must answer or move to dismiss the amended complaint. A lead plaintiff has not been appointed. On August 2, 2018, the defendants filed a motion to dismiss the amended complaint. On September 17, 2018, the plaintiff filed an opposition to the defendants' motion to dismiss the amended complaint. The defendants filed their reply to plaintiff's opposition on October 17, 2018.

As of December 31, 2018, the aggregate alleged damages that will be sought in the remaining suit is unknown. As of December 31, 2018, although the outcome of any of these cases is inherently uncertain and may be materially adverse, based on current information, we do not expect them to have a material adverse effect on our financial condition and results of operations.

On June 7, 2017, Booz Allen Hamilton was informed that the U.S. Department of Justice (DOJ) is conducting a civil and criminal investigation of the Company. In connection with the investigation, the DOJ has requested information from the Company relating to certain elements of the Company's cost accounting and indirect cost charging practices with the U.S. government. Since learning of the investigation, the Company has engaged a law firm experienced in these matters to represent the Company in connection with this matter and respond to the government's requests. As is commonly the case with this type of matter, the Company has also been in contact with other regulatory agencies and bodies, including the SEC, which notified the Company that it is conducting an investigation that the Company believes relates to the matters that are also the subject of

the DOJ's investigation. The Company may receive additional regulatory or governmental inquiries related to the matters that are the subject of the DOJ's investigation. In accordance with the Company's practice, the Company is cooperating with all relevant government parties. The total cost associated with these matters will depend on many factors, including the duration of these matters and any related findings. At this stage, the Company is not able to reasonably estimate the expected amount or range of cost or any loss associated with these matters.

On June 19, 2017, a purported stockholder of the Company filed a putative class action lawsuit in the United States District Court for the Eastern District of Virginia styled Langley v. Booz Allen Hamilton Holding Corp., No. 17-cv-00696 naming the Company, its Chief Executive Officer and its Chief Financial Officer as defendants purportedly on behalf of all purchasers of the Company's securities from May 19, 2016 through June 15, 2017. On September 5, 2017, the court named two lead plaintiffs and on October 20, 2017, the lead plaintiffs filed a consolidated amended complaint. The complaint asserts claims under Sections 10(b) and 20(a) of the Exchange Act and Rule 10b-5 promulgated thereunder, alleging misrepresentations or omissions by the Company purporting to relate to matters that are the subject of the DOJ investigation described above. The plaintiffs seek to recover from the Company and the individual defendants an unspecified amount of damages. The Company believes the suit lacks merit and intends to defend against the lawsuit. Motions to dismiss were argued on January 12, 2018 and on February 8, 2018, the court dismissed the amended complaint in its entirety without prejudice. At this stage of the lawsuit, the Company is not able to reasonably estimate the expected amount or range of cost or any loss associated with the lawsuit.

On November 13, 2017, a Verified Shareholder Derivative Complaint was filed in the United States District Court for the District of Delaware styled Celine Thum v. Rozanski et al., C.A. No. 17-cv-01638, naming the Company as a nominal defendant and numerous current and former officers and directors as defendants. The complaint asserts claims for breach of fiduciary duties, unjust enrichment, waste of corporate assets, abuse of control, gross mismanagement, and violations of Sections 14(a), 10(b) and 20(a) of the Exchange Act, as amended, purportedly relating to matters that are the subject of the DOJ investigation described above. The parties have stipulated to a stay of the proceedings pending the outcome of the securities litigation (described above), which the court ordered on January 24, 2018. At this stage of the lawsuit, the Company is not able to reasonably estimate the expected amount or range of cost or any loss associated with the lawsuit.

#### **Item 1A. Risk Factors**

There have been no material changes during the period covered by this Quarterly Report on Form 10-Q to the risk factors disclosed in Part I, Item 1A, of our Annual Report on Form 10-K for the fiscal year ended March 31, 2018 filed with the Securities and Exchange Commission on May 29, 2018.

#### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

##### **Issuer Purchases of Equity Securities**

The following table shows the share repurchase activity during the three months ended December 31, 2018:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (1)
October 2018	376,492	\$47.58	376,492	\$ 394,625,419
November 2018	338,219	\$50.35	338,219	\$ 377,595,469
December 2018	1,013,334	\$47.43	1,013,334	\$ 329,537,318
Total	1,728,045		1,728,045	

- (1) On December 12, 2011, the Board of Directors approved a \$30.0 million share repurchase program. On January 27, 2015, the Board of Directors approved an increase to our share repurchase authorization from \$30.0 million to up to \$180.0 million. On January 25, 2017, the Board of Directors approved an increase to our share repurchase authorization from \$180.0 million to up to \$410.0 million. On November 2, 2017, the Board of Directors approved an increase to our share repurchase authorization from \$410.0 million to up to \$610.0 million. On May 24, 2018, the Board of Directors approved an increase to our share repurchase authorization from \$610.0 million to up to \$910.0 million. A special committee of the Board of Directors was appointed to evaluate market conditions and other relevant factors and initiate repurchases under the program from time to time. The share repurchase program may be suspended, modified or discontinued at any time at the Company's discretion without prior notice. See Note 14 to our

unaudited condensed consolidated financial statements in this Form 10-Q for further information about the share repurchase program.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

<u>Exhibit Number</u>	<u>Description</u>
10.1	<a href="#">ISDA Master Agreement, by and between Booz Allen Hamilton Inc. and SMBC Capital Markets, Inc., dated as of December 11, 2014, and the Amended and Restated Schedule thereto, dated as of February 6, 2017 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 1, 2018 (File No. 001-34972))</a>
10.2	<a href="#">ISDA Master Agreement, by and between Booz Allen Hamilton Inc. and SunTrust Bank, dated as of April 10, 2017, including the Schedule thereto (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on November 1, 2018 (File No. 001-34972))</a>
10.3	<a href="#">ISDA Master Agreement, by and between Booz Allen Hamilton Inc. and U.S. Bank National Association, dated as of September 26, 2018, including the Schedule thereto (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on November 1, 2018 (File No. 001-34972))</a>
10.4	<a href="#">Confirmation of transaction, by and between Booz Allen Hamilton Inc. and SMBC Capital Markets, Inc., dated as of October 29, 2018 (Incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on November 1, 2018 (File No. 001-34972))</a>
10.5	<a href="#">Confirmation of transaction, by and between Booz Allen Hamilton Inc. and SunTrust Bank, dated as of October 29, 2018 (Incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K filed on November 1, 2018 (File No. 001-34972))</a>
10.6	<a href="#">Confirmation of transaction, by and between Booz Allen Hamilton Inc. and U.S. Bank National Association, dated as of October 29, 2018 (Incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K filed on November 1, 2018 (File No. 001-34972))</a>
10.7†	<a href="#">Booz Allen Hamilton Inc. Nonqualified Deferred Compensation Plan*</a>
31.1	<a href="#">Rule 13a-14(a)/15d-14(a) Certification of the Chief Executive Officer*</a>
31.2	<a href="#">Rule 13a-14(a)/15d-14(a) Certification of the Chief Financial Officer*</a>
32.1	<a href="#">Certification of the Chief Executive Officer required by Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350)*</a>
32.2	<a href="#">Certification of the Chief Financial Officer required by Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350)*</a>
101	The following materials from Booz Allen Hamilton Holding Corporation's Quarterly Report on Form 10-Q for the three and nine months ended December 31, 2018 formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets at December 31, 2018 and March 31, 2018; (ii) Condensed Consolidated Statements of Operations for the three and nine months ended December 31, 2018 and 2017; (iii) Condensed Consolidated Statements of Comprehensive Income for the three and nine months ended December 31, 2018 and 2017; (iv) Condensed Consolidated Statements of Cash Flows for the nine months ended December 31, 2018 and 2017; and (v) Notes to Condensed Consolidated Financial Statements.

\* Filed electronically herewith.

† Management contract or compensatory arrangement.

## 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  
Registrant

Date: February 1, 2019

By: /s/ Lloyd W. Howell, Jr.

Lloyd W. Howell, Jr.  
Executive Vice President, Chief Financial Officer and Treasurer  
(Principal Financial Officer)

**BOOZ ALLEN HAMILTON INC.  
NONQUALIFIED DEFERRED COMPENSATION PLAN**

**ARTICLE I  
PURPOSE**

The purpose of the Booz Allen Hamilton Inc. Nonqualified Deferred Compensation Plan is to enhance the ability of Booz Allen Hamilton Inc. to attract and retain employees by providing a select group of senior management and highly compensated employees of the Company and its Affiliates with an opportunity to defer receipt of certain compensation.

**ARTICLE II  
DEFINITIONS**

2.1   ***“Account”*** means the bookkeeping account established by the Company for each Participant who elects to defer Eligible Compensation under Section 5.1 (or is credited with a Discretionary Contribution under Section 5.2 and 5.3), which may include subaccounts for different types of Eligible Compensation deferred and/or Discretionary Contributions, for amounts attributable to different Plan Years and/or for amounts payable at different times or in different forms.

2.2   ***“Affiliate”*** means (i) any person or entity that directly or indirectly controls, is controlled by or is under common control with the Company and/or (ii) to the extent provided by the Committee, any person or entity in which the Company has a significant interest. The term “control” (including, with correlative meaning, the terms “controlled by” and “under common control with”), as applied to any person or entity, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such person or entity, whether through the ownership of voting or other securities, by contract or otherwise.

2.3   ***“Base Salary”*** means the regular annual base salary paid to a Participant for services to the Company or an Affiliate.

2.4   ***“Beneficiary”*** means the person or persons designated in writing by a Participant pursuant to Section 8.3(c).

2.5   ***“Board”*** means the Board of Directors of the Company.

2.6   ***“Bonus”*** means the cash bonus payable to a Participant under the Company’s annual incentive compensation plan in which the Participant is eligible to participate.

2.7   ***“Cause”*** means the Participant’s violation of any applicable Company policies or code of ethics.

2.8   ***“Change in Control”*** means “change in control event” within the meaning Treas. Reg §1.409A-3(i)(5) or any successor thereto.

2.9   ***“Claimant”*** means a Participant or Beneficiary who files a claim pursuant to Article XI.

2.10   ***“Code”*** means the Internal Revenue Code of 1986, as amended.

2.11   ***“Committee”*** means the persons or committee appointed by the Compensation Committee to administer the Plan as provided in Article III. The Committee shall have only those powers as are delegated to the Committee by the Board and/or Compensation Committee and all references to the Committee shall include the Board and/or the Compensation Committee to the extent the Board and/or Compensation have retained any authority or responsibility with respect to the administration of the Plan. All references to the Committee shall also include any other person or committee that the Committee has designated to carry out any of its responsibilities with respect to administration of the Plan as provided in Article III.

2.12   **“Company”** means Booz Allen Hamilton Inc., a Delaware corporation.

2.13   **“Compensation Committee”** means the Compensation Committee of the Board.

2.14   **“Disability”** or **“Disabled”** means that, as determined by the Committee in its sole discretion, the Participant (a) is unable to engage in any substantially gainful activity or (b) receiving income replacement benefits for a period of not less than 3 months under any disability or accident or health plan covering employees of the Company and Affiliates, in each case, by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months.

2.15   **“Discretionary Contribution”** means the discretionary employer contributions, if any, credited to a Participant’s Account in the sole discretion of the Committee pursuant to Section 5.2.

2.16   **“Eligible Compensation”** means the types of compensation payable to a Participant which may be deferred under the Plan, as from time to time determined by the Committee in its sole discretion and may (but is not required to) include Bonus and/or Base Salary.

2.17   **“Eligible Employee”** means an employee of the Company or an Affiliate who is designated as being eligible to participate in the Plan in accordance with Article IV.

2.18   **“ERISA”** means the Employee Retirement Income Security Act of 1974, as amended.

2.19   **“Fiscal Year Compensation”** means “fiscal year compensation” as defined under Treas. Reg §1.409A-2(a)(6) or any successor thereto.

2.20   **“Investment Fund”** means any of the notional investments as may be designated by the Committee from time to time for purposes of determining the increase or decrease in value of the Participants’ Accounts.

2.21   **“Participant”** means an Eligible Employee who becomes a participant in this Plan in accordance with Article IV.

2.22   **“Performance-Based Compensation”** means “performance-based compensation” as defined under Treas. Reg §1.409A-1(e) or any successor thereto.

2.23   **“Plan”** means the Booz Allen Hamilton Inc. Nonqualified Deferred Compensation Plan, as amended from time to time.

2.24   **“Plan Year”** means the calendar year.

2.25   **“Separation from Service”** means a “separation from service” within the meaning of section 409A of the Code and the regulations thereunder.

2.26   **“Specified Employee”** means a Participant who is a “specified employee,” within the meaning of section 409A of the Code and the regulations thereunder.

2.27   **“Unforeseeable Emergency”** means a severe financial hardship to a Participant resulting from (a) an illness or accident of the Participant, the Participant’s spouse, the Participant’s Beneficiary or the Participant’s dependent (as defined in section 152 of the Code, without regard to section 152(b)(1), (b)(2) and (d)(1)(B) of the Code, (b) the loss of the Participant’s property due to casualty (including the need to rebuild a home following damage to a home not otherwise covered by insurance, irrespective of whether caused by a natural disaster) or (c) other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Participant.

## **ARTICLE III ADMINISTRATION**

The Plan shall be administered by the Committee. The Committee shall be appointed by, and serve at the pleasure of, the Board or the Compensation Committee. If no Committee has been appointed, the Compensation Committee shall serve as the Committee. The Committee shall have full authority and discretion to construe and interpret the terms and provisions of this Plan, which interpretations or construction shall be final and binding on all parties, including but not limited to the Company and any Participant or Beneficiary. The duties and the authority of the Committee shall include (i) interpretation of the provisions of the Plan, (ii) the adoption of any rules and regulations which may become necessary or advisable in the operation of the Plan, (iii) the making, in its sole discretion, of such determinations as may be permitted or required pursuant to the Plan, and (iv) the taking of such other actions as may be required for the proper administration of the Plan in accordance with its terms. Benefits under this Plan shall be paid only if the Committee decides, in its sole discretion, that the Participant, Beneficiary or other person is entitled to them. Any action taken by the Committee with respect to any one or more Participants shall not be binding on the Committee as to any action to be taken with respect to any other Participant. The Committee may designate any other person or committee, including employees of the Company, to carry out any of its responsibilities with respect to administration of the Plan. The Committee is authorized at the expense of the Company to employ such legal counsel or other advisors as it may deem advisable to assist in the performance of its duties hereunder.

## **ARTICLE IV ELIGIBILITY AND PARTICIPATION**

4.1 **Eligibility.** Eligible Employees shall consist of those management or highly-compensated employees of the Company or an Affiliate designated by the Committee and set forth in Exhibit I. The Committee may, from time to time, change which employees are Eligible Employees under the Plan and Exhibit I shall be revised accordingly.

4.2 **Participation.** An Eligible Employee shall become a Participant in the Plan by electing to make a deferral in accordance with Section 5.1 (or being credited with a Discretionary Contribution pursuant to Section 5.2). A Participant shall cease to be a Participant on the date his or her Account is fully distributed.

## **ARTICLE V PARTICIPANT DEFERRALS AND EMPLOYER CONTRIBUTIONS**

### **5.1 Elections to Defer Eligible Compensation.**

(a) **Initial Deferral Election.** An Eligible Employee may make an irrevocable election to defer Eligible Compensation subject to guidelines and limitations as determined by the Committee in its sole discretion. The Committee shall specify the types of Eligible Compensation from which an Eligible Employee may make a deferral election and, with respect to each such type of Eligible Compensation, the Committee shall prescribe the maximum percentage that may be deferred and the timing and manner in which such election shall be made (which may be different for different types of Eligible Compensation); provided, however, that except as otherwise provided under Section 5.1(b), (c) and (d), such election must be made no later than the first day of the Plan Year for which such Eligible Compensation would be earned.

(b) **Fiscal Year Compensation.** Notwithstanding Section 5.1(a), elections to defer Eligible Compensation that constitutes Fiscal Year Compensation must be made no later than the last day of the Company's fiscal year immediately preceding the first fiscal year in which services are performed relate to such Eligible Compensation.

(c) **Performance Based Compensation.** Notwithstanding Section 5.1(a), elections to defer Eligible Compensation that constitutes Performance-Based Compensation that is based on services performed over a performance period of at least twelve (12) month must be made no later than six (6) months before the end of the

applicable performance period, provided, that the Participant remains continuously employed from the later of the beginning of the applicable performance period or the date of the applicable performance criteria are established through the date of the election and provided further, that no election shall be permitted to be made after any performance-based compensation has become readily ascertainable.

(d) **Special Rule.** Notwithstanding Section 5.1(a), (b) and (c), the Committee may permit a newly Eligible Employee to make an initial deferral election under this Section 5.1 within 30 calendar days of his or her initial eligibility to participate in this Plan (*i.e.*, the date of hire or promotion to an eligible position described in Exhibit I); provided, however, that in such event any deferral election made shall apply only to Eligible Compensation that is earned after the date of such election. Any election made to defer Bonus shall apply solely to that portion of the Bonus equal to the total Bonus multiplied by the ratio of the number of days remaining in the applicable bonus period subsequent to the date of such election over the total number of days in such bonus period. An Eligible Employee is not newly eligible if he or she was, at any time during the 24-month period ending on the date on which he or she became eligible to participate in this Plan, eligible to participate in this Plan or any other plan of the Company or an Affiliate that is required to be aggregated with this Plan under section 409A of the Code.

5.2 **Discretionary Contributions.** The Committee may, at any time and in its sole discretion, credit on behalf of one or more Participants a discretionary employer contribution. Discretionary employer contributions shall be or become vested in accordance with Section 7.2.

5.3 **Crediting of Deferrals and Contributions.** The Committee shall credit to the Account of each Participant the amount of the Eligible Compensation deferred and/or the amount of Discretionary Contributions to be credited on behalf of each Participant. Deferrals with respect to Eligible Compensation shall be credited as soon as administratively practicable following the date on which the Participant's Eligible Compensation is reduced by the amount of such deferral. Discretionary Contributions shall be credited at such time as determined by the Committee in its sole discretion.

## **ARTICLE VI DEEMED INVESTMENT OF ACCOUNTS**

6.1 **Participant Elections.** Each Participant shall make an election, at the time and in the manner prescribed by the Committee, regarding the deemed investment of his or her Account among the Investment Funds made available by the Committee. If no such election is made, the Participant's Account shall be deemed invested in a default Investment Fund selected by the Committee from time to time.

6.2 **Investment Funds.** The Committee shall determine the Investment Funds that are available for the deemed investment of Accounts. The Committee may alter, modify, eliminate or replace any Investment Fund at any time. Participants shall be allowed to select the Investment Funds in which their Accounts will be deemed invested, and the portion of each Account deemed invested in each selected Investment Funds at such times (which shall be at least annually) and in the manner prescribed by the Committee. The Company may invest Company assets, or establish a grantor trust to invest assets, in Investment Funds to provide for the payment of benefits under the Plan, but shall not be required to do so.

6.3 **Valuation of Accounts.** Unless otherwise determined by the Committee, each Account shall be adjusted no less frequently than quarterly to reflect the increases or decreases that the Accounts would have experienced had they actually been invested in the Investment Funds chosen by the applicable Participant (or in the default Investment Fund, if and as applicable).

## **ARTICLE VII VESTING**

7.1 **Vesting in Deferrals.** Participants shall be 100% vested at all times in his or her Account to the extent attributable to deferrals (and any earnings thereon) from Eligible Compensation.

7.2 **Vesting in Discretionary Contributions.** As of the date the Committee determines that a Discretionary Contribution shall be credited to a Participant's Account, the Committee shall determine, in its sole discretion, the terms and conditions on which such Discretionary Contribution, and any earnings thereon, shall be or become vested (including the terms and conditions on which such Discretionary Contribution shall be or become vested in the event of a Change in Control).

7.3 **Effect of Separation from Service.** Except to the extent waived by the Committee, if a Participant incurs a Separation from Service, that portion of his or her Account in which the Participant has not yet vested as of the date of his or her Separation from Service shall thereupon be forfeited. Notwithstanding Section 7.1 and 7.2 above, if a Participant incurs a Separation from Service due to Cause, the entire portion of his or her Account, to the extent not yet distributed, shall be forfeited.

## **ARTICLE VIII** **DISTRIBUTIONS**

8.1 **Distribution of Deferrals.** Each Participant shall elect (a) the date on which amounts deferred pursuant to Section 5.1 and (b) the form in which distribution of such deferred amounts shall be paid or commence to be paid, in each case, as adjusted by any increases or decreases.

(a) **Payment Date.** Distribution of a Participant's Account attributable to amounts deferred pursuant to Section 5.1 (and any earnings thereon) shall be made or commence upon the earlier of (i) a distribution date specified by the Participant that is at least two (2) years after the date on which the final payment of the deferred amount would have been made to the Participant absent the deferral or (ii) the Participant's Separation from Service.

(b) **Form of Distribution.** A Participant may elect that amounts deferred be distributed in either (i) a lump sum payment or (ii) annual installments over a period to be determined by the Committee, not to exceed 20 years. Each installment shall be determined by dividing the value of the Participant's Account as of the applicable valuation date by the number of remaining installments. For purposes of section 409A of the Code, the entitlement to a series of installment payments under the Plan shall be treated as the entitlement to a single payment as of the date the first installment is scheduled to be paid.

All distribution elections pursuant to this Section 8.1 shall be made at the time of making the initial deferral election under Section 5.1. Distributions shall be paid or begin within 90 days after the scheduled distribution date; provided that to the extent any amount is credited to the Participant's Account after such 90 day period, any distributions of such amount that are otherwise payable prior to the date credited to the Participant's Account shall be payable within 30 days after the date credited to the Participant's Account. All distributions shall be paid in cash.

8.2 **Special Distribution Provisions.**

(a) **Default Distribution Election.** If a Participant fails to make an election specifying the time or form in which all or any portion of the Participant's Account will be paid, the Participant shall be deemed to have elected to receive (i) a lump sum distribution, if the Participant has failed to make an election specifying the form of payment, and (ii) a payment upon Separation from Service, if the Participant has failed to make an election specifying the time of payment.

(b) **Small Account.** Notwithstanding a Participant's election, if the value of the Participant's Account under the Plan (and all plans required to be aggregated with the Plan under section 409A of the Code) is less than or equal to the applicable dollar amount under section 402(g)(1)(B) of the Code at any time on or after the date of the Participant's Separation from Service, the Committee may provide that the recipient shall receive a distribution of the Participant's Account in a single lump sum payment, provided the payment results in the termination and liquidation of the entirety of the Participant's interest in the Plan (and all plans required to be aggregated with the Plan under section 409A of the Code).

(c) Discretionary Contributions. At the time the Committee determines that a Discretionary Contribution will be credited to a Participant's Account, the Committee shall specify the time and form of distribution of such Discretionary Contribution, as adjusted for any earnings or losses thereon. Alternatively, the Committee may require or permit the Participant to elect the time and form of such distribution in accordance with Section 8.1.

(d) Specified Employee. Notwithstanding anything in this Plan to the contrary, if a distribution is to be made or commence upon the Separation of Service of a Specified Employee, no portion of such distribution shall be made or commence until after the six-month anniversary of the Participant's Separation from Service (or, if earlier, the date of the Participant's death). The aggregate amount of any payments which a Participant cannot receive, due to being a Specified Employee during such six-month period, shall be paid to the Participant in a lump sum during the seventh calendar month following the calendar month in which the Participant's Separation from Service occurs.

(e) Leave of Absence. For purposes of this Plan, a Participant shall not have a Separation from Service while the Participant is on military leave, sick leave or other bona fide leave of absence (such as temporary employment by the government) if such leave does not exceed 6 months (or if the leave exceeds 6 months, but the Participant's right to reemployment is protected either by statute or contract). If the Participant's leave exceeds 6 months and the right to reemployment is not protected by statute or contract, then the Participant shall be deemed to have a Separation from Service for purposes of this Plan as of the first day immediately following the end of the 6-month period.

(f) Change in Control. In the event of a Change in Control, the Committee may in its discretion determine to terminate the Plan and provide that all Accounts under the Plan shall be distributed to Participants in accordance with section 409A of the Code; provided, that all plans required to be aggregated with the Plan under Treas. Reg. §1.409A-3(j)(4)(ix)(B) are also terminated and liquidated.

### 8.3 **Death and Disability**.

(a) Death. Notwithstanding anything in this Article VIII to the contrary, in the case of the death of a Participant, either while employed by the Company or an Affiliate, or prior to distribution of the Participant's entire Account, the Participant's Account shall be distributed to the Participant's Beneficiary in a lump sum payment as soon as administratively possible and in no event later than 90 days following the death of the Participant.

(b) Disability. Notwithstanding anything in this Article VIII to the contrary, in the event a Participant's Separation from Service is due to his or her Disability, the Participant's Account shall be distributed to the Participant in a lump sum payment as soon as administratively possible following the date of the Participant's Separation from Service and in no event later than 90 days following such date.

(c) Designation of Beneficiary. A Participant may designate one or more Beneficiaries (who may be designated contingently or successively) in accordance with procedures established by the Committee to receive the benefits specified hereunder in the event of the Participant's death. No beneficiary designation shall become effective until it is filed with the Committee at the time and in the manner prescribed by the Committee during the lifetime of the Participant and each designation will automatically revoke any prior designations by the same Participant. All Beneficiary designations shall be subject to applicable community property laws. If there is no such designation or if there is no surviving designated Beneficiary, then the Participant's surviving spouse shall be the Beneficiary. If there is no surviving spouse to receive any benefits payable in accordance with the preceding sentence, the Participant's estate shall be the Beneficiary.

8.4 **Payments on Account of Failure to Comply with Section 409A of the Code**. If any portion of the Participant's Account that has not yet been distributed must be included in the Participant's taxable income for a calendar year pursuant to section 409A of the Code, the Committee shall distribute the portion of the Account that has been included in the Participant's taxable income as soon as administratively practicable.

8.5 **Permitted Acceleration of Payment.** The Committee may permit acceleration of the time or schedule of any payment or amount scheduled to be paid pursuant to a payment under the Plan provided such acceleration is also permitted by the provisions of Treas. Reg. §1.409A-3(j)(4), including, but not limited to, the following events:

(a) **Domestic Relations Order.** A payment may be accelerated if such payment is made to an alternate payee pursuant to and following the receipt and qualification of a domestic relations order as defined in section 414(p) of the Code.

(b) **Compliance with Ethics Agreements and Legal Requirements.** A payment may be accelerated as may be necessary to comply with ethics agreements with the federal government or as may be reasonably necessary to avoid the violation of federal, state, local or bona fide foreign ethics law or conflicts of interest laws, in accordance with the requirements of section 409A of the Code and the Treasury regulations thereunder.

#### 8.6 **Unforeseeable Emergency.**

(a) **In General.** A Participant may request a withdrawal all or a portion of his or her Account for an Unforeseeable Emergency. In the event that the Committee approves a withdrawal due to an Unforeseeable Emergency, the amounts distributed with respect to an Unforeseeable Emergency may not exceed the amounts necessary to satisfy such Unforeseeable Emergency plus amounts necessary to pay taxes reasonably anticipated as a result of the distribution, after taking into account the extent to which such hardship is or may be relieved through reimbursement or compensation by insurance or otherwise or by liquidation of the Participant's assets (to the extent that the liquidation of such assets would not itself cause severe financial hardship) or by cessation of deferrals under the Plan. Payments made upon an Unforeseeable Emergency shall be made to the Participant in a lump sum payment as soon as practicable following such approval, but in no event later than ninety (90) days after the occurrence of the Unforeseeable Emergency.

(b) **Coordination with Employees' Capital Accumulation Plan.** Except as other permitted under section 409A of the Code, a Participant shall be required to take any available hardship withdrawals from the Company's Employees' Capital Accumulation Plan (the "401(k) Plan") before being eligible to receive a withdrawal under this Section 8.6.

### **ARTICLE IX AMENDMENT AND TERMINATION**

The Board or the Compensation Committee may, at its sole discretion, amend or terminate the Plan at any time provided that the amendment or termination shall not decrease the amounts credited to a Participant's Account as of such amendment or termination. Upon termination of the Plan, Participants' Accounts shall be distributed in accordance with Article VIII unless the Board or the Compensation Committee determines in its sole discretion that all such amounts shall be distributed upon termination of the Plan in accordance with the requirements of section 409A of the Code and the regulations thereunder.

### **ARTICLE X MISCELLANEOUS**

10.1 **Unsecured General Creditor.** Participants and their Beneficiaries, heirs, successors, and assigns shall have no legal or equitable rights, claims, or interest in any specific property or assets of the Company. No assets of the Company shall be held in any way as security for the fulfilling of the obligations of the Company under this Plan. Any and all of the Company's assets shall be, and remain, the general unpledged, unrestricted assets of the Company. The Company's obligation under the Plan shall be merely that of an unfunded and unsecured promise of the Company to pay money in the future, and the rights of the Participants and Beneficiaries shall be no greater than those of unsecured general creditors. It is the intention of the Company that this Plan be unfunded for purposes of the Code and for purposes of Title I of the Employee Retirement Income Security Act of 1974, as amended.

10.2 **Non-assignability.** Neither a Participant nor a Beneficiary may voluntarily or involuntarily anticipate, assign, or alienate (either at law or in equity) any benefit under the Plan, and the Committee shall not recognize any such anticipation, assignment, or alienation. Furthermore, a benefit under the Plan shall not be subject to attachment, garnishment, levy, execution, or other legal or equitable process. Any attempted sale, conveyance, transfer, assignment, pledge or encumbrance of the rights, interests, or benefits provided pursuant to the terms of the Plan or the levy of any attachment or similar process thereupon, shall be null and void and without effect.

10.3 **Taxes.** Except as otherwise permitted by the Committee, the Participant's share of any applicable withholding taxes owed on Eligible Compensation that the Participant elects to defer (or Discretionary Contributions credited to a Participant's Account) shall be deducted from other compensation payable to the Participant. The Company shall deduct from all payments made under this Plan all applicable federal or state taxes required by law to be withheld. The Company also may, to the extent permitted under section 409A of the Code, reduce a Participant's Account balance to provide for the withholding of employment taxes pursuant to section 3121(v) of the Code prior to the distribution of such Account.

10.4 **Facility of Payment.** If the Committee determines that any Participant or Beneficiary is unable to care for his or her affairs because of illness or injury or because he or she is a minor, any amounts due to such Participant or Beneficiary under this Plan may be paid to any of the following, as the Committee may determine: (i) the spouse or parent of such Participant or Beneficiary; (ii) a legal representative or duly-appointed guardian of such Participant or Beneficiary or (iii) some other person duly designated to receive such payments on behalf of such Participant or Beneficiary.

10.5 **Governing Law.** To the extent not preempted by federal law, the Plan shall be construed in accordance with, and shall be governed by, the laws of the state of Delaware without regard to any conflict of laws provisions thereunder.

10.6 **Gender and Number.** Except when otherwise indicated by the context, the masculine gender shall also include the feminine gender and vice versa, and the singular shall also include the plural and vice versa.

10.7 **No Right to Continued Employment.** Nothing contained in the Plan shall confer upon any Participant any right with respect to the continuation of the Participant's employment by, or consulting relationship with, the Company or an Affiliate, or interfere in any way with the right of the Company or an Affiliate, subject to the terms of any separate employment agreement or other contract to the contrary, at any time to terminate such services or to increase or decrease the compensation of the Participant.

10.8 **Section 409A.** The provisions of the Plan shall be construed and interpreted in a manner consistent with the requirements for avoiding taxes or penalties under section 409A of the Code. If the Committee determines that any amounts payable hereunder may be taxable to a Participant under section 409A of the Code, the Company may (i) adopt such amendments to the Plan and appropriate policies and procedures, including amendments and policies with retroactive effect, that the Committee determines necessary or appropriate to preserve the intended tax treatment of the benefits provided by the Plan and/or (ii) take such other actions as the Committee determines necessary or appropriate to avoid or limit the imposition of an additional tax under section 409A of the Code; provided, that neither the Company nor any of its Affiliates nor any other person or entity shall have any liability to a Participant or Beneficiary with respect to the tax imposed by section 409A of the Code.

10.9 **Provisions Severable.** To the extent that any one or more of the provisions of the Plan shall be invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired.

10.10 **Headings.** The article and section headings are for convenience only and shall not be used in interpreting or construing the Plan.

10.11 **Inability to Locate Participant or Beneficiary.** If, as of the Latest Payment Date, the Committee is unable to make payment of all or a portion of a Participant's Account to such Participant or his or her Beneficiary because the whereabouts of such person cannot be ascertained (notwithstanding the mailing of notice to any last known address or addresses and the exercise by the Committee of other reasonable diligence), then such Participant's Account, or portion thereof, as applicable, shall be forfeited. For this purpose, the "Latest Payment Date" shall be the latest date on which a Participant's Account, or portion thereof, as applicable, may be paid to the Participant or the Beneficiary without the imposition of excise taxes and other penalties under section 409A of the Code.

10.12 **Clawback.** To the maximum extent permitted under applicable law, a Participant's Account and any amounts distributed with respect to a Participant's Account are subject to forfeiture, recovery by the Company or other action pursuant to any clawback or recoupment policy which the Company may adopt from time to time, including without limitation any such policy which the Company may be required to adopt under the Dodd-Frank Wall Street Reform and Consumer Protection Act and implementing rules and regulations thereunder, or as otherwise required by law.

## ARTICLE XI CLAIMS PROCEDURE AND LEGAL ACTIONS

11.1 **Filing a Claim.** A Participant or Beneficiary who believes that he or she is being denied a benefit to which such Participant or Beneficiary is entitled under the Plan may file a written request for such benefit with the Committee, setting forth his or her claim. The request must be addressed to the Committee at the Company's principal place of business.

11.2 **Claim Decision.** Upon receipt of a claim, the Committee shall advise the Claimant that a reply shall be forthcoming within 90 days and shall, in fact, deliver such reply within such period. The Committee may, however, extend the reply period for an additional 90 days for special circumstances. If the claim is denied in whole or in part, the Committee shall inform the Claimant in writing, using language calculated to be understood by the Claimant, setting forth: (i) the specified reason or reasons for such denial; (ii) the specific reference to pertinent provisions of this Plan on which such denial is based; (iii) a description of any additional material or information necessary for the Claimant to perfect his or her claim and an explanation of why such material or such information is necessary; (iv) appropriate information as to the steps to be taken if the Claimant wishes to submit the claim for review; and (v) the time limits for requesting a review under Section 11.3.

11.3 **Request For Review.** Within 60 days after the receipt by the Claimant of the written decision described above, the Claimant may request in writing a review of the determination of the Committee. Such review shall be completed by the Committee. Such request must be addressed to the Committee, at the Company's then principal place of business. The Claimant or his or her duly authorized representative may, but need not, review the pertinent documents and submit issues and comments in writing for consideration by the Committee. If the Claimant does not request a review within such 60-day period, the Participant shall be barred and estopped from challenging the Committee's determination.

11.4 **Review of Decision.** Within 60 days after the receipt of a request for review by the Committee, after considering all materials presented by the Claimant, the Committee shall inform the Claimant in writing, in a manner calculated to be understood by the Claimant, the decision setting forth the specific reasons for the decision and any specific references to the pertinent provisions of this Plan on which the decision is based. If special circumstances require that the 60 day time period be extended, the Committee shall so notify the Claimant and shall render the decision as soon as possible, but no later than 120 days after receipt of the request for review.

11.5 **Legal Actions.** Except for actions to which any statute of limitations prescribed by ERISA applies, (a) no legal or equitable action relating to a claim for benefits under section 502 of ERISA with respect to the Plan may be commenced later than one (1) year after the Claimant receives a final decision from the Committee in response to the Claimant's request for review of an adverse benefit determination and (b) no other legal or equitable action involving the Plan may be commenced later than two (2) years after the date the person bringing the

action knew, or had reason to know, of the circumstances giving rise to the action. This Section 11.5 shall not bar the Plan or the Committee from recovering, in accordance with section 409A of the Code or other applicable law, overpayments of benefits or other amounts incorrectly paid to any person under the Plan at any time or bringing any legal or equitable action against any party. Any legal actions involving benefits or payments claimed under this Plan or legal obligations relating to or arising under this Plan may be filed only in Federal court in the Eastern District of Virginia. By participating in this Plan, each Participant shall be deemed to have elected to waive any right to a jury trial.

**ARTICLE XII**  
**EFFECTIVE DATE**

The Plan is effective as of January 25, 2017.

The Company hereby agrees to the provisions of the Plan and in witness of its agreement, the Company by its duly authorized officer has executed the Plan on the date written below.

BOOZ ALLEN HAMILTON INC.

By:  
Title:  
Date:

## **EXHIBIT I**

### **Eligible Employees**

As of October 24, 2018, the Eligible Employees shall include employees of the Company who are employed in one of the following roles:

- Principal/Director
- Vice-President
- Senior Vice President
- Executive Vice President
- President
- Chief Executive Officer

**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13A-14(A) OF THE  
SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Horacio Rozanski, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Booz Allen Hamilton Holding Corporation.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report.
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent function):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 1, 2019

By: /s/ Horacio Rozanski

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Horacio Rozanski  
President and Chief Executive Officer  
(Principal Executive Officer)

**CERTIFICATION OF THE CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13A-14(A) OF THE  
SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Lloyd W. Howell, Jr., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Booz Allen Hamilton Holding Corporation.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report.
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent function):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 1, 2019

By: /s/ Lloyd W. Howell, Jr.

Lloyd W. Howell, Jr.  
Executive Vice President, Chief Financial Officer and Treasurer  
(Principal Financial Officer)

**CERTIFICATIONS PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002  
(18 U.S.C. SECTION 1350)**

In connection with the report on Form 10-Q of Booz Allen Hamilton Holding Corporation (the "Company") for the fiscal quarter ended December 31, 2018, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned President and Chief Executive Officer of the Company certifies, to the best of his knowledge and belief pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934.
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 1, 2019

By: /s/ Horacio Rozanski

Horacio Rozanski  
President and Chief Executive Officer  
(Principal Executive Officer)

A signed original of this written statement required by Section 906 has been provided to Booz Allen Hamilton Holding Corporation and will be retained by Booz Allen Hamilton Holding Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATIONS PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002  
(18 U.S.C. SECTION 1350)**

In connection with the report on Form 10-Q of Booz Allen Hamilton Holding Corporation (the "Company") for the fiscal quarter ended December 31, 2018, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned Executive Vice President, Chief Financial Officer and Treasurer of the Company certifies, to the best of his knowledge and belief pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934.

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 1, 2019

By: /s/ Lloyd W. Howell, Jr.

Lloyd W. Howell, Jr.

Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)

A signed original of this written statement required by Section 906 has been provided to Booz Allen Hamilton Holding Corporation and will be retained by Booz Allen Hamilton Holding Corporation and furnished to the Securities and Exchange Commission or its staff upon request.