

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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 5, 2013**

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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)**

**001-34972**  
**(Commission  
File Number)**

**26-2634160**  
**(IRS Employer  
Identification No.)**

**8283 Greensboro Drive, McLean, Virginia**  
**(Address of principal executive offices)**

**22,102**  
**(Zip Code)**

**Registrant's telephone number, including area code: (703) 902-5000**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01 Regulation FD Disclosure.**

Booz Allen Hamilton Holding Corporation (“Booz Allen”), the parent company of management and technology consulting firm Booz Allen Hamilton Inc. (the “Borrower”), announced earlier that the company's management is exploring, subject to continuing management review and to further consideration and ultimate approval by the company's Board of Directors, a possible repricing amendment for the Borrower's outstanding \$1,017 million of Tranche B Term Loans. In connection with the proposed repricing amendment, Booz Allen intends to provide its existing lenders and potential lenders with financial information which has not been previously publicly reported by Booz Allen. Such information is contained in Exhibit 99.1 to this report and is incorporated herein by reference.

If consummated, the terms of the repricing amendment will be disclosed upon completion. For the avoidance of doubt, the consummation of the repricing amendment is subject to further consideration and ultimate approval by the company's Board of Directors.

**Item 9.01 Financial Statements and Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Financial Information

**Forward Looking Statements**

This report, including the exhibit filed herewith, contains, or may be deemed to contain, “forward-looking statements” (as defined in the U.S. Private Securities Litigation Reform Act of 1995). These statements express Booz Allen's current expectation of future events or its future performance and do not relate directly to historical or current events. As such, Booz Allen's future actions and related results may vary from any expectations or goals expressed in, or implied by, the forward-looking statements included in this report, possibly to a material degree. Booz Allen can offer no assurance that the assumptions made in preparing any of the forward-looking statements will prove accurate or that any long-term goals will be realized. Specifically, the amendment described in this report is contingent upon, among other things, approval by the company's Board of Directors, and Booz Allen can offer no assurance that this proposed transaction will be approved by the company's Board of Directors or consummated on the terms or within the timeframe that Booz Allen currently contemplates, if at all. All forward-looking statements included in this report speak only as of the date made, and, except as required by law, Booz Allen undertakes no obligation to update or revise publicly any such forward-looking statements, whether as a result of new information, future events, or otherwise.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Booz Allen Hamilton Holding Corporation

BY: /s/ Robert S. Osborne  
Robert S. Osborne  
Executive Vice President and General Counsel

Date: August 5, 2013

## INDEX TO EXHIBITS

Exhibit  
No.

Description

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99.1

Financial Information

**Exhibit 99.1 - Financial Information**

(\$ in millions)	<u>Actual</u> 6/30/2013	Pro Forma <u>6/30/2013</u>
Cash & Equivalents	\$385.4	\$385.4
Revolver (\$500)	—	—
Term Loan A	697.8	697.8
Term Loan B	1,017.3	1,017.3
<b>Total Debt</b>	<b>\$1,715.1</b>	<b>\$1,715.1</b>
Deferred Payment Obligation <sup>(1)</sup>	80.0	80.0
<b>Total Debt + DPO</b>	<b>\$1,795.1</b>	<b>\$1,795.1</b>

**LTM Financials**

<b>Consolidated EBITDA</b>	\$574.8	\$574.8
Capital Expenditures	31.6	31.6
<b>Interest Expense</b>	78.9	69.4

**Credit Statistics**

Senior Secured Debt/Consolidated EBITDA	3.0x	3.0x
(Total Debt + DPO)/Consolidated EBITDA	3.1x	3.1x
<b>Consolidated Net Total Leverage<sup>(2)</sup></b>	<b>2.7x</b>	<b>2.5x</b>
Net Interest Coverage Ratio <sup>(3)</sup>	7.3x	8.3x

**Note:**

- (1) Deferred Payment Obligation balance reflects principal amount only.
- (2) Consolidated Net Total Leverage is calculated as follows: Total Debt, excluding Deferred Payment Obligation, less an adjustment for cash and cash equivalents (up to \$150 million of cash and cash equivalents as of 6/30/2013 and up to \$250 million for Pro Forma 6/30/2013) divided by Consolidated EBITDA.
- (3) Consolidated EBITDA divided by Interest Expense.

**Reconciliation to Consolidated EBITDA (\$MM)**

	<b>Fiscal Year Ended March 31</b>			<b>LTM</b>
	<b>2011A</b>	<b>2012A</b>	<b>2013A</b>	<b>06/30/2013</b>
<b>Net Income</b>	\$84.6	\$240.0	\$233.2	\$235.7
Income tax expense	43.4	103.9	149.2	155.9
Interest and other expense, net	131.1	47.4	69.2	78.9
Depreciation & Amortization	49.9	57.5	59.6	61.3
Certain stock-based compensation expenses	48.7	31.0	25.0	23.1
Transaction expenses	64.4	1.0	2.7	2.7
Purchase accounting adjustments	35.6	20.1	17.1	15.1
Nonrecurring items & other	1.8	10.9	2.0	2.1
<b>Consolidated EBITDA</b>	<b>\$459.5</b>	<b>\$511.8</b>	<b>\$558.0</b>	<b>\$574.8</b>

**Note:**

Consolidated EBITDA includes the pro forma results for Booz Allen Hamilton Engineering Services ("BES") for July 1, 2012 through November 30, 2012.