Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

Washington,	D.C. 20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL			
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	hours per response: 0.5			

			or occitor oo(ii) or the investment company Act or 1040			
1. Name and Address of Reporting Person* Penfield Susan L		Person <sup>*</sup>	2. Issuer Name and Ticker or Trading Symbol Booz Allen Hamilton Holding Corp [ BAH ]	Relationship of Reporting Person(s) to Issuer (Check all applicable)     Director 10% Owner     Officer (give title Other (specify))		
(Last) 8283 GREEN	(First) SBORO DRIVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/21/2024	X Officer (give title Officer Specify below)  EVP & Chief Technology Officer		
(Street) MCLEAN	VA	22102	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication  Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						

### 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 4. Securities Acquired (A) or 5. Amount of 6. Ownership 7. Nature Form: Direct (D) or Indirect of Indirect Beneficial Date **Execution Date,** Transaction Disposed Of (D) (Instr. 3, 4 and Securities (Month/Day/Year) Beneficially if any Code (Instr. 5) Owned Following (Month/Day/Year) 8) (I) (Instr. 4) Ownership (A) or (D) Transaction(s) Price Code Amount (Instr. 3 and 4) Class A Common Stock 05/21/2024 7,193(1) A A **\$0** $25,360^{(2)}$ D \$154.15 Class A Common Stock 05/21/2024 S 3.211(3) D 22.149(2) D

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 6. Date Exercisable and Expiration Date 8. Price of Derivative 1. Title of 3. Transaction 3A. Deemed 5. Number 7. Title and 9. Number of 10. 11. Nature Conversion Execution Date, Amount of Ownership Transaction (Month/Day/Year) Derivative or Exercise Price of if any (Month/Day/Year) (Month/Day/Year) Beneficial Security Code (Instr. Securities Security Securities Form: (Instr. 3) Securities Underlying (Instr. 5) Beneficially Direct (D) Ownership Derivative Security (Instr. 3 and 4) Derivative Security Acquired (A) or or Indirect (I) (Instr. 4) Owned Following (Instr. 4) Reported of (D) Transaction(s) (Instr. 3. 4 (Instr. 4) and 5) Amount Number Expiration ٧ Title Shares (A) (D) Code Exercisable Date

### **Explanation of Responses:**

- 1. Shares acquired from the vesting and payout of performance-based restricted stock units granted in fiscal year 2022 pursuant to the Issuer's Equity Incentive Plan, as amended, exempt under Rule 16b-
- 2. Includes restricted stock units
- 3. Exempt under Rule 16b-3

## Remarks:

By: /s/ Lubna Malik, as 05/23/2024 Attorney-in-Fact for Susan L. Penfield

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.