

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Dotson Judith</u>			2. Date of Event Requiring Statement (Month/Day/Year) <u>03/17/2020</u>		3. Issuer Name and Ticker or Trading Symbol <u>Booz Allen Hamilton Holding Corp [ BAH ]</u>		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Executive Vice President</u>			5. If Amendment, Date of Original Filed (Month/Day/Year)	
<u>8283 GREENSBORO DRIVE</u>							
(Street) <u>MCLEAN VA 22102</u>						6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
(City) (State) (Zip)							

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class A Common Stock</u>	<u>38,634<sup>(1)</sup></u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Employee Stock Option (right to buy)</u>	<u>(2)</u>	<u>05/23/2023</u>	<u>Class A Common Stock</u>	<u>15,000</u>	<u>18.35</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(3)</u>	<u>05/17/2027</u>	<u>Class A Common Stock</u>	<u>26,814</u>	<u>35.63</u>	<u>D</u>	

**Explanation of Responses:**

- Includes restricted stock units.
- Options are fully vested and exercisable.
- 10,724 options are fully vested and exercisable. The remaining options vest and become exercisable, subject to the reporting person's continued employment, on each of March 31, 2020, 2021 and 2022. These options fully vest and become exercisable immediately upon the effective date of certain change in control events.

**Remarks:**

/s/ Udele Lin as Attorney-in-Fact for Judith Dotson

03/26/2020

\*\* 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 5 (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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Nancy J. Laben, Jacob D. Bernstein, and Udele Lin and

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer and/or beneficial owner of Booz All
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any su
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of each such attorney-in-fact, may l

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever

The Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any Forms and Schedules with r

From and after the date hereof, any Power of Attorney previously granted by the undersigned concerning the subject matter hereof is hereby rev

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 12th day of March, 2020.

/s/ Judith Dotson

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Judith Dotson