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

FORM 8-K

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

Date of Report (Date of earliest event reported): August 12, 2020

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

Delaware
(State or other jurisdiction
of incorporation)

001-34972
(Commission
File Number)

26-2634160
(IRS Employer
Identification No.)

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

22102
(Zip Code)

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

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

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

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Class A Common Stock	BAH	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events

On August 12, 2020, Booz Allen Hamilton Holding Corporation (the “Company”) issued a press release announcing that Booz Allen Hamilton Inc., a wholly-owned subsidiary of the Company (the “Issuer”), has commenced an offering of senior notes (the “Notes”) in transactions exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”).

A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

This report does not constitute an offer to sell or a solicitation of an offer to buy the Notes or any other securities, and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful. The Notes have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Additionally, on August 12, 2020, the Issuer issued a Notice of Conditional Full Redemption (the “Notice of Full Redemption”) to the holders of all of the outstanding 5.125% Senior Notes due 2025 (the “Outstanding Notes”) issued under the Indenture, dated as of April 25, 2017 (the “Base Indenture”), among the Issuer, certain subsidiaries of the Issuer, as guarantors (the “Subsidiary Guarantors”), and Wilmington Trust, National Association (in such capacity, the “Trustee”), as supplemented by the First Supplemental Indenture, dated as of April 25, 2017, among the Issuer, the Subsidiary Guarantors and the Trustee (the “First Supplemental Indenture” and, together with the Base Indenture, the “Indenture”), whereby the Issuer has elected to redeem all \$350 million aggregate principal amount outstanding of the Outstanding Notes on the Redemption Date, subject to the completion of the offering of the Notes and satisfaction of certain other conditions (the “Redemption”). The “Redemption Date” is defined as August 24, 2020 or, if the conditions precedent are not satisfied on or prior to August 24, 2020, such later date as the conditions precedent are satisfied. In the Issuer’s discretion, the Redemption may be delayed or may not occur, and the Notice of Full Redemption may be rescinded in the event that the conditions precedent are not satisfied by the Redemption Date.

The redemption price with respect to any redeemed Outstanding Note will be equal to 102.563% of the principal amount of the note, plus accrued and unpaid interest, if any, to (but not including) the Redemption Date.

This report does not constitute a notice of redemption under the Indenture nor an offer to tender for, or purchase, any notes or any other security. There can be no assurances that the conditions precedent to the Redemption will be satisfied or that the Redemption will occur.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Booz Allen Hamilton Holding Corporation, dated August 12, 2020.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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

Booz Allen Hamilton Holding Corporation

BY: /s/ Lloyd W. Howell, Jr.
Lloyd W. Howell, Jr.
Executive Vice President, Chief Financial Officer and Treasurer

Date: August 12, 2020

Booz | Allen | Hamilton

BOOZ ALLEN HAMILTON ANNOUNCES LAUNCH OF SENIOR NOTES OFFERING

McLean, Virginia – August 12, 2020 – Booz Allen Hamilton Holding Corporation (NYSE: BAH) (“Booz Allen”) announced the commencement of a private offering of \$500.0 million aggregate principal amount of senior notes (the “Notes”) by its wholly-owned subsidiary, Booz Allen Hamilton Inc. (the “Issuer”). Each of the Issuer’s existing and future restricted subsidiaries that guarantee the Issuer’s obligations under its senior credit facility and certain other indebtedness (the “Guarantors”) will guarantee the Notes on a senior unsecured basis. There can be no assurance that the proposed offering of Notes will be completed.

The Issuer intends to use a portion of the net proceeds from the sale of the Notes to redeem all of its outstanding 5.125% Senior Notes due 2025 (the “Existing Senior Notes”) at a redemption price equal to 102.563% of the principal amount, plus accrued and unpaid interest, if any, to (but not including) the redemption date, in accordance with the indenture governing the Existing Senior Notes, to pay all related fees and expenses, and to use any remaining net proceeds for working capital and other general corporate purposes.

The Notes and the guarantees will be offered in a private offering exempt from the registration requirements of the United States Securities Act of 1933, as amended (the “Securities Act”). The Notes and the guarantees will be offered and sold only to qualified institutional buyers pursuant to Rule 144A and in offshore transactions to non-U.S. persons pursuant to Regulation S, each under the Securities Act.

The Notes and the guarantees have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws.

This press release is for informational purposes only and is not an offer to sell or purchase nor the solicitation of an offer to sell or purchase securities and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which, or to any person to whom such an offer, solicitation or sale would be unlawful.

Forward-Looking Statements

This press release includes forward-looking statements regarding Booz Allen’s financing plans, including statements related to the Issuer’s offering of the Notes and intended use of net proceeds of the offering. Such statements are subject to certain risks and uncertainties including, without limitation, risks related to whether the Issuer will consummate the offering of the Notes on the expected terms, or at all, market and other general economic conditions and whether the Issuer and the Guarantors will be able to satisfy the conditions required to close any sale of the Notes. Booz Allen’s forward-looking statements also involve assumptions that, if they never materialize or prove correct, could cause its results to differ materially from those expressed or implied by such forward-looking statements. These and other risks concerning Booz Allen and its businesses are described in additional detail in its Annual Report on Form 10-K for the year ended March 31, 2020, its Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2020 and other filings made by Booz Allen with the Securities and Exchange Commission.

INVESTOR RELATIONS:

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