

**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 3, 2021 (July 28, 2021)**

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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)

**22102**  
(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))

Securities registered pursuant to Section 12(b) of the Act:

| <u>Title of Each Class</u> | <u>Trading Symbol</u> | <u>Name of Each Exchange on Which Registered</u> |
|----------------------------|-----------------------|--|
| 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.

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The annual meeting of stockholders of Booz Allen Hamilton Holding Corporation (the “Company”) was held on July 28, 2021. The final voting results for each matter submitted to a vote of stockholders are set forth below.

**Proposal 1: Election of Directors**

| Nominees            | Votes For   | Votes Against | Votes Abstained | Broker Non-Votes |
|---------------------|-------------|---------------|-----------------|------------------|
| Horacio D. Rozanski | 113,023,856 | 512,977       | 49,429          | 10,429,830       |
| Ian Fujiyama        | 108,734,678 | 4,799,483     | 52,101          | 10,429,830       |
| Mark Gaumont        | 112,973,259 | 552,882       | 60,121          | 10,429,830       |
| Gretchen W. McClain | 112,936,918 | 592,559       | 56,785          | 10,429,830       |

**Proposal 2: The ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for fiscal year 2022.**

|           |             |
|-----------|-------------|
| For       | 122,215,707 |
| Against   | 1,730,360   |
| Abstained | 70,025      |

**Proposal 3: A non-binding advisory vote on the compensation program for the Company’s named executive officers, as disclosed in the Compensation Discussion and Analysis section of the proxy statement.**

|                  |             |
|------------------|-------------|
| For              | 108,838,612 |
| Against          | 4,409,022   |
| Abstained        | 338,628     |
| Broker Non-Votes | 10,429,830  |

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**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/ Nancy J. Laben

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Nancy J. Laben

Executive Vice President and Chief Legal Officer

Date: August 3, 2021