

**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): January 23, 2023 (January 18, 2023)

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))

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

Title of Each Class
Class A Common Stock

Trading Symbol
BAH

Name of Each Exchange on Which Registered
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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective as of January 18, 2023, the Board of Directors (the “Board”) of Booz Allen Hamilton Holding Corporation (the “Company”), upon the recommendation of the Company’s Nominating and Corporate Governance Committee of the Board, increased the number of directors serving on the Board from ten to eleven.

On January 18, 2023, the Board appointed Rory P. Read as a new member of the Board, effective January 18, 2023, upon the recommendation of the Company’s Nominating and Corporate Governance Committee, to fill the newly-created vacancy on the Board. Mr. Read will serve for a term expiring at the Company’s 2023 annual meeting of stockholders. Mr. Read has been appointed to serve on the Board’s Audit Committee.

Mr. Read will receive a pro rata portion of the standard compensation for service on the Board. For the period beginning on August 1, 2022 through July 31, 2023, the standard compensation for the Company’s unaffiliated directors is equal to \$320,000, to be paid \$200,000 in restricted shares of Class A Common Stock of the Company, par value \$0.01 (the “Restricted Common Stock”), granted under our Equity Incentive Plan, and \$120,000 in either cash, Restricted Common Stock, or a combination thereof, as elected by the director. In addition, the Company will enter into an indemnification agreement with Mr. Read pursuant to which the Company is required to indemnify Mr. Read against certain liabilities which may arise by reason of his status or service as a director and to advance expenses to him, subject to reimbursement if it is determined that he is not entitled to indemnification. The form of such indemnification agreement has been filed as exhibit 10.23 to the Company’s Registration Statement on Form S-1, initially filed with the Securities and Exchange Commission on June 21, 2010, as last amended on November 8, 2010.

Item 7.01 Regulation FD Disclosure.

A copy of the Company’s press release announcing the appointment of Mr. Read to the Board is attached hereto as Exhibit 99.1. Exhibit 99.1 shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in any such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated January 23, 2023.
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/ Nancy J. Laben

Nancy J. Laben

Executive Vice President and Chief Legal Officer

Date: January 23, 2023

Booz Allen Appoints Rory P. Read to Board of Directors

January 23, 2023 - McLean, Virginia - Booz Allen Hamilton Holding Corporation (NYSE: BAH), the parent company of consulting firm Booz Allen Hamilton Inc., announced today that it has appointed Rory P. Read to the Board of Directors, effective January 18, 2023.

Read is a Senior Vice President at global information and communication technology company Ericsson and a member of its Executive Team. He heads Ericsson's Global Communications Platform business area as president and CEO of Vonage, a global provider of cloud communications solutions, which was acquired by Ericsson in 2022. He has more than three decades of experience leading global technology organizations, including previous roles as Chief Operating Executive of Dell Technologies, CEO and president of Dell Virtustream, and Executive Vice President of Dell Boomi. As Chief Integration Officer at Dell, Read played a lead role in the historic \$67 billion merger of Dell and EMC Corporation. Prior to that, he served as CEO, president and board member of Advanced Micro Devices and Chief Operating Officer and president at Lenovo. Earlier, Read spent 23 years at IBM, serving in various leadership roles.

Read brings exceptional strategic and operational leadership to Booz Allen with a specialty in digital transformation. His diverse technology experience spans software, hardware, and cloud solutions, supporting leading organizations as they innovate and expand. He will serve on the board's Audit Committee.

"Rory's deep technology expertise will bring valuable insight to Booz Allen as it continues to grow, invest and innovate as a market leader," said Dr. Ralph W. Shrader, chairman of the board. "We look forward to his contributions to our diverse and collaborative board as we work together to serve the company's clients, business, employees and stockholders."

Read graduated Magna Cum Laude with a bachelor's degree in information sciences from Hartwick College in Oneonta, New York.

About Booz Allen Hamilton

For more than 100 years, military, government, and business leaders have turned to Booz Allen Hamilton to solve their most complex problems. As a consulting firm with experts in analytics, digital solutions, engineering, and cyber, we help organizations transform. We are a key partner on some of the most innovative programs for governments worldwide and trusted by their most sensitive agencies. We work shoulder-to-shoulder with clients, using a mission-first approach to choose the right strategy and technology to help them realize their vision.

With global headquarters in McLean, Virginia, our firm employs approximately 30,000 people globally as of September 30, 2022, and had revenue of \$8.4 billion for the 12 months ended March 31, 2022. To learn more, visit www.boozallen.com. (NYSE: BAH)

Contacts

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