

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): March 4, 2024 (February 28, 2024)

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 April 1, 2024, 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 eleven to twelve.

On February 28, 2024, the Board appointed William McClellan Thornberry as a new member of the Board, effective April 1, 2024, upon the recommendation of the Company’s Nominating and Corporate Governance Committee, to fill the newly-created vacancy on the Board. Mr. Thornberry will serve for a term expiring at the Company’s 2024 annual meeting of stockholders. Mr. Thornberry has been appointed to serve on the Board’s Compensation, Culture and People Committee and Nominating and Corporate Governance Committee.

Mr. Thornberry will receive a pro rata portion of the standard compensation for service on the Board. For the period beginning on August 1, 2023 through July 31, 2024, 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. Thornberry pursuant to which the Company is required to indemnify Mr. Thornberry 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. Thornberry 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 March 4, 2024.
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: March 4, 2024

Booz Allen Appoints Mac Thornberry to Board of Directors

National security expert brings valuable insight

March 4, 2024

McLean, VA - Booz Allen Hamilton Holding Corporation (NYSE: BAH), the parent company of consulting firm Booz Allen Hamilton Inc., announced today that it has appointed William McClellan “Mac” Thornberry to the Board of Directors, effective April 1, 2024.

Thornberry represented the 13th district of Texas in the U.S. House of Representatives from January 1995 until January 2021. He served on the House Armed Services Committee throughout his time in Congress, including four years as Chairman (January 2015 to January 2019) and two years as Ranking Member (January 2019 to January 2021). He also served on the House Intelligence Committee for 14 years.

During his Congressional tenure, Thornberry successfully championed a range of reforms to accelerate the delivery of technology to the warfighter and enhance innovation within the Department of Defense. He also led in creating the Dept. of Energy’s National Nuclear Security Administration to improve management of the nation’s nuclear weapons complex, establishing the U.S. Dept. of Homeland Security, preparing the military to defend the nation in new domains of warfare such as space and cyber, and improving oversight of sensitive military and cyber operations. Earlier, he served as deputy assistant Secretary of State for Legislative Affairs under President Ronald Reagan, worked as a staffer on Capitol Hill, and practiced law in Amarillo, Texas.

Thornberry brings distinguished expertise in national security, policymaking, and defense technology to Booz Allen. He is also a dedicated supporter of U.S. servicemen and servicewomen, veterans, and military families. He will serve on the board’s Nominating and Corporate Governance Committee and Compensation, Culture and People Committee.

“As the pace of change accelerates, Mac’s strategic thinking, innovation mindset, and deep knowledge of foreign and domestic national security issues will bring valuable insight to Booz Allen,” said Dr. Ralph W. Shrader, chairman of the board. “He joins a strong and collaborative board dedicated to the success of the company’s clients, business, employees, and stockholders.”

Thornberry earned a bachelor’s degree in history from Texas Tech University and received his law degree from the University of Texas. He currently serves as chair of the board of directors of CAE USA and as a member of the board of directors of Fortinet Federal, Inc.

About Booz Allen Hamilton

Trusted to transform missions with the power of tomorrow’s technologies, Booz Allen Hamilton advances the nation’s most critical civil, defense, and national security priorities. We lead, invest, and invent where it’s needed most—at the forefront of complex missions, using innovation to define the future. We combine our in-depth expertise in AI and cybersecurity with leading-edge technology and engineering practices to deliver impactful solutions. Combining more than 100 years of strategic consulting expertise with the perspectives of diverse talent, we ensure results by integrating technology with an enduring focus on our clients. We’re first to the future—moving missions forward to realize our purpose: Empower People to Change the World®.

With global headquarters in McLean, Virginia, our firm employs approximately 33,800 people globally as of December 31, 2023, and had revenue of \$9.3 billion for the 12 months ended March 31, 2023. To learn more, visit www.boozallen.com. (NYSE: BAH)

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