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**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): October 9, 2018 (October 4, 2018)**

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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))

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Effective as of October 5, 2018, 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 thirteen.

On October 5, 2018, the Board appointed Michèle Flournoy as a new member of the Board, effective October 24, 2018, upon the recommendation of the Company’s Nominating and Corporate Governance Committee, to fill one of the two newly-created vacancies on the Board. Ms. Flournoy will serve for a term expiring at the Company’s 2020 annual meeting of stockholders. Ms. Flournoy has been appointed to serve on the Board’s Compensation Committee.

On October 5, 2018, the Board appointed Ellen Jewett as a new member of the Board, effective October 25, 2018, upon the recommendation of the Company’s Nominating and Corporate Governance Committee, to fill one of the two newly-created vacancies on the Board. Ms. Jewett will serve for a term expiring at the Company’s 2019 annual meeting of stockholders. Ms. Jewett has been appointed to serve on the Board’s Audit Committee.

Ms. Flournoy and Ms. Jewett will receive a pro rata portion of the standard compensation for service on the Board. For the period beginning on August 1, 2018 through July 31, 2019, the standard compensation for the Company’s unaffiliated directors is equal to \$250,000, to be paid \$150,000 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 \$100,000 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 each of Ms. Flournoy and Ms. Jewett pursuant to which the Company is required to indemnify Ms. Flournoy and Ms. Jewett against certain liabilities which may arise by reason of their status or service as a director and to advance expenses to them, subject to reimbursement if it is determined that they are 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.

On October 4, 2018, Philip Odeen retired as a member of the Board, effective March 31, 2019.

A copy of a press release dated October 9, 2018 announcing the appointment of Ms. Flournoy and Ms. Jewett to the Board and the retirement of Philip Odeen from the Board is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release dated October 9, 2018.</a>

**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, Chief Legal  
Officer and Secretary

Date: October 9, 2018

**Booz Allen Appoints Michèle Flournoy and Ellen Jewett to Board of Directors; Philip Odeen to Retire**

**McLean, Virginia; October 9, 2018** – Booz Allen Hamilton Holding Corporation (NYSE:BAH), the parent company of consulting firm Booz Allen Hamilton Inc., announced today that it has appointed Michèle Flournoy and Ellen Jewett to the Board of Directors, effective October 24, 2018 and October 25, 2018, respectively. The company also announced that Philip Odeen, a member of the board for the last decade, will retire from the board effective March 31, 2019.

Ms. Flournoy, who is co-founder and managing partner of WestExec Advisors, a strategic advisory firm, and co-founder and former chief executive officer of the bipartisan think tank Center for a New American Security (CNAS), served as Under Secretary of Defense for Policy from February 2009 to February 2012. In that role she was the principal advisor to the Secretary of Defense in the formulation of national security and defense policy, oversight of military plans and operations, and in National Security Council deliberations. She will serve on the board's Compensation Committee.

Ms. Jewett, managing partner at Canoe Point Capital LLC, previously served as managing director and head of U.S. Government and Infrastructure for BMO Capital Markets. Prior to that, Ms. Jewett spent more than 20 years at Goldman Sachs specializing in airport infrastructure financing, most recently serving as head of the public sector transportation group, and previously as head of the airport finance group. She will serve on the board's Audit Committee.

“As Booz Allen continues its strategic growth and investment across defense, civil and commercial markets, Michèle and Ellen's distinguished expertise in national security and capital markets, respectively, will bring new and valuable perspectives on essential issues for our clients, business, industry and shareholders,” said Ralph W. Shrader, chairman of the board. “They join a strong and highly collaborative board with diverse backgrounds in government, technology, and financial services, and we look forward to their contributions.”

Ms. Flournoy and Ms. Jewett bring highly distinguished professional experiences to Booz Allen.

Ms. Flournoy was a senior adviser at the Center for Strategic and International Studies and, prior to that, was a distinguished research professor at the Institute for National Strategic Studies at the National Defense University. She is a former member of the Defense Policy Board, a current member of the Council on Foreign Relations and the Aspen Strategy Group, and a Senior Fellow at Harvard's Belfer Center for Science and International Affairs. She earned a bachelor's degree in social studies from Harvard University and a master's degree in international relations from Balliol College, Oxford University, where she was a Newton-Tatum scholar.

As a finance professional, Ms. Jewett's qualifications and experience include domestic and international finance, business and investment experience, talent management, and experience in the areas of airports and infrastructure. Ms. Jewett earned a master's degree in public and private management from Yale University, a master's degree in psychoanalytic theory at University College London, and a bachelor's degree in government from Wesleyan University.

Mr. Odeen, who provided leadership and guidance based on more than four decades of experience in the government, global business, non-profit and philanthropic arenas, served as chairman of Booz Allen's Compensation Committee. After 10 years of service to the board, he is retiring to pursue other personal and professional endeavors.

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“Phil’s leadership and guidance over the past decade has been invaluable to our success,” said Dr. Shrader. “We deeply appreciate his many contributions and offer him sincere thanks and gratitude from the Board of Directors and across the firm.”

**About Booz Allen Hamilton**

For more than 100 years, business, government, and military leaders have turned to Booz Allen Hamilton to solve their most complex problems. They trust us to bring together the right minds: those who devote themselves to the challenge at hand, who speak with relentless candor, and who act with courage and character. They expect original solutions where there are no roadmaps. They rely on us because they know that – together – we will find the answers and change the world.

We solve the most difficult management and technology problems through a combination of consulting, analytics, digital solutions, engineering, and cyber expertise. With global headquarters in McLean, Virginia, our firm employs approximately 24,600 people globally, and had revenue of \$6.17 billion for the 12 months ended March 31, 2018. To learn more, visit [www.boozallen.com](http://www.boozallen.com). (NYSE: BAH)

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