

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Calderone Matthew</u>			2. Date of Event Requiring Statement (Month/Day/Year) <u>09/15/2022</u>		3. Issuer Name and Ticker or Trading Symbol <u>Booz Allen Hamilton Holding Corp [ BAH ]</u>		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Executive Vice President</u>			5. If Amendment, Date of Original Filed (Month/Day/Year)	
<u>8283 GREENSBORO DRIVE</u>							
(Street) <u>MCLEAN VA 22102</u>						6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
(City) (State) (Zip)							

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class A Common Stock</u>	<u>19,812<sup>(1)</sup></u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Employee Stock Option (right to buy)</u>	<u>(2)</u>	<u>05/17/2032</u>	<u>Class A Common Stock</u>	<u>15,040</u>	<u>83.38</u>	<u>D</u>
<u>Employee Stock Option (right to buy)</u>	<u>(3)</u>	<u>05/23/2028</u>	<u>Class A Common Stock</u>	<u>26,716</u>	<u>41.28</u>	<u>D</u>

**Explanation of Responses:**

- Includes 2,193, 689, 3,132, and 380 restricted stock units. Each restricted stock unit represents a contingent right to receive one share of the Issuer's Class A common stock upon vesting. One-third of the 2,193 restricted stock units are scheduled to vest and settle on each of March 31, 2023, 2024 and 2025. 344 and 345 of the 689 restricted stock units are scheduled to vest and settle, respectively, on each of March 31, 2023 and 2024. All of the 3,132 and 380 restricted stock units are scheduled to vest and settle on March 31, 2023. The restricted stock units are issued under the Issuer's Equity Incentive Plan, as amended and restated.
- Options vest and become exercisable, subject to the reporting person's continued employment, ratably on March 31, 2023, 2024, 2025, 2026 and 2027. These options fully vest and become exercisable upon certain change in control events.
- 21,372 options are fully vested and exercisable. 5,344 options vest and become exercisable on March 31, 2023 subject to the reporting person's continued employment. These options fully vest and become exercisable upon certain change in control events.

**Remarks:**

/s/ Jamie Weatherby as attorney-in-fact 09/19/2022  
for Matthew Calderone

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know by all these present, that the undersigned hereby constitutes and appoints each of Nancy J. Laben, Lubna R. Malik, Jamie Weatherby and

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Booz Allen Hamilton Holding Co;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such F
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of ben

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoe

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with resy

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of September, 2022.

/s/ Matthew Calderone

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Matthew Calderone