**Statement of Changes in Beneficial Ownership**

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

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**1. Name and Address of Reporting Person**

Thompson Elizabeth M  

(First) (Middle) (Last)  

8283 GREENSBORO DRIVE MCLEAN VA 22102

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**2. Issuer Name and Ticker or Trading Symbol**

Booz Allen Hamilton Holding Corp [ BAH ]

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**3. Date of Earliest Transaction (Month/Day/Year)**

06/04/2020

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**4. If Amendment, Date of Original Filed (Month/Day/Year)**

06/04/2020

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**5. Relationship of Reporting Person(s) to Issuer**

Director 10% Owner  
Officer (give title below) EVP and Chief People Officer  
Other (specify below)

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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 4 and 5)</th>
<th>Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>06/04/2020</td>
<td></td>
<td>M</td>
<td>15,000 A</td>
<td>$11.93 41,782</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>06/04/2020</td>
<td></td>
<td>S</td>
<td>15,000 D</td>
<td>$80.2 26,782</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>$11.93</td>
<td>06/04/2020</td>
<td></td>
<td>M</td>
<td>15,000 (3) 04/01/2023 Class A Common Stock 15,000</td>
<td></td>
<td></td>
<td>0.00</td>
<td>0</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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**Explanation of Responses:**

1. Includes restricted stock units.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $80.14 to $80.27, inclusive. The Reporting Person undertakes to provide Booz Allen Hamilton Holding Corporation, any of its security holders, or the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
3. All options are fully vested and exercisable.

**Remarks:**

By: /s/ Udele Lin, as Attorney-In-Fact for Elizabeth M. Thompson  
06/05/2020

**Signature of Reporting Person**

Date

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.

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**Form filed by One Reporting Person**

**Form filed by More than One Reporting Person**