STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person
   Laben Nancy
   ____________ ____________ ____________
   (Last) (First) (Middle)
   8283 GREENSBORO DRIVE
   ____________ ____________
   (Street) (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
   Booz Allen Hamilton Holding Corp [ BAH ]

3. Date of Earliest Transaction (Month/Day/Year)
   05/20/2020

4. Transaction Date (Month/Day/Year)
   05/22/2020

5. Relationship of Reporting Person(s) to Issuer
   Director 10% Owner
   EVP and Chief Legal Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>05/20/2020</td>
<td></td>
<td>A</td>
<td>5,229(1) A</td>
<td>$0 26,499(2)</td>
<td>D</td>
<td></td>
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<tr>
<td>Class A Common Stock</td>
<td>05/20/2020</td>
<td></td>
<td>A</td>
<td>9,747(1) A</td>
<td>$0 36,246(2)</td>
<td>D</td>
<td></td>
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<tr>
<td>Class A Common Stock</td>
<td>05/20/2020</td>
<td></td>
<td>F</td>
<td>3,753(4) D</td>
<td>$74.59 32,493(2)</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
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</table>

Explanation of Responses:
1. Grant of restricted stock units under the Issuer's Third Amended and Restated Equity Incentive Plan exempt under Rule 16b-3. 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 these restricted stock units are scheduled to vest on each of March 31, 2021, 2022 and 2023, subject to the Reporting Person's continued employment.
2. Includes restricted stock units.
3. Shares acquired from the vesting and payout of performance-based restricted stock units granted in fiscal year 2018 pursuant to the Issuer's Equity Incentive Plan, as amended, exempt under Rule 16b-3.
4. Exempt under Rule 16b-3.

Remarks:

By: /s/ Udele Lin, as Attorney in-Fact for Nancy J. Laben

05/22/2020

** 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 4 (b)(v).
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.