

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): February 14, 2022 (February 14, 2022)

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 7.01 Regulation FD Disclosure.

Booz Allen Hamilton Holding Corporation (the “Company”) expects to present the attached materials to certain investors on or after February 14, 2022. The materials may be used by the Company in various other presentations to investors. A copy of the materials is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 and 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

Exhibit No.	Description
99.1	Investor Presentation
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/ Lloyd W. Howell, Jr.

Lloyd W. Howell, Jr.

Executive Vice President and Chief Financial Officer

Date: February 14, 2022

Investor Presentation Deck

February 2022

DISCLAIMER

Forward Looking Safe Harbor Statement

Certain statements contained in this presentation and in related comments by our management include “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Examples of forward-looking statements include information concerning Booz Allen’s preliminary financial results, financial outlook and guidance, including forecasted revenue, Adjusted Diluted EPS, future quarterly dividends, and future improvements in operating margins, as well as any other statement that does not directly relate to any historical or current fact. In some cases, you can identify forward-looking statements by terminology such as “may,” “will,” “could,” “should,” “forecasts,” “expects,” “intends,” “plans,” “anticipates,” “projects,” “outlook,” “believes,” “estimates,” “predicts,” “potential,” “continue,” “preliminary,” or the negative of these terms or other comparable terminology. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we can give you no assurance these expectations will prove to have been correct.

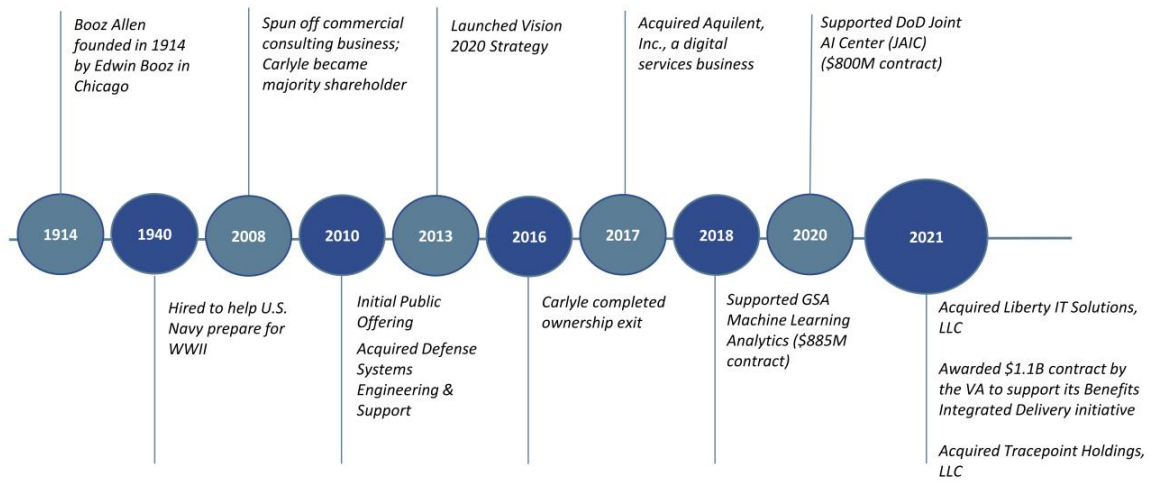
These forward-looking statements relate to future events or our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to differ materially from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. A number of important factors could cause actual results to differ materially from those contained in or implied by these forward-looking statements, including those factors discussed in our filings with the Securities and Exchange Commission (SEC), including our Annual Report on Form 10-K for the fiscal year ended March 31, 2021, which can be found at the SEC’s website at www.sec.gov. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the foregoing cautionary statements. All such statements speak only as of the date made and, except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Note Regarding Non-GAAP Financial Data Information

Booz Allen discloses in the following information Revenue, Excluding Billable Expenses, Adjusted Operating Income, Adjusted EBITDA, Adjusted EBITDA Margin on Revenue, Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses, Adjusted Net Income, Adjusted Diluted EPS, and Free Cash Flow which are not recognized measurements under GAAP, and when analyzing Booz Allen’s performance or liquidity as applicable, investors should (i) evaluate each adjustment in our reconciliation of revenue to Revenue, Excluding Billable Expenses, operating income to Adjusted Operating Income, net income to Adjusted EBITDA, Adjusted EBITDA Margin on Revenue, Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses, Adjusted Net Income and Adjusted Diluted EPS, and net cash provided by operating activities to Free Cash Flow, and the explanatory footnotes regarding those adjustments, each as defined under GAAP, (ii) use Revenue, Excluding Billable Expenses, Adjusted Operating Income, Adjusted EBITDA, Adjusted EBITDA Margin on Revenue, Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses, Adjusted Net Income, and Adjusted Diluted EPS in addition to, and not as an alternative to revenue, operating income, net income or diluted EPS as measures of operating results, and (iii) use Free Cash Flow in addition to and not as an alternative to net cash provided by operating activities as a measure of liquidity, each as defined under GAAP. The Appendix includes a reconciliation of Revenue, Excluding Billable Expenses, Adjusted Operating Income, Adjusted EBITDA, Adjusted EBITDA Margin on Revenue, Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses, Adjusted Net Income, Adjusted Diluted EPS, and Free Cash Flow to the most directly comparable financial measure calculated and presented in accordance with GAAP. Booz Allen presents these supplemental performance measures because it believes that these measures provide investors and securities analysts with important supplemental information with which to evaluate Booz Allen’s performance, long term earnings potential, or liquidity, as applicable and to enable them to assess Booz Allen’s performance on the same basis as management. These supplemental performance and liquidity measurements may vary from and may not be comparable to similarly titled measures by other companies in Booz Allen’s industry. With respect to our expectations for under “Financial Outlook”, reconciliation of Adjusted Diluted EPS guidance to the closest corresponding GAAP measure is not available without unreasonable efforts on a forward-looking basis due to our inability to predict our stock price, equity grants and dividend declarations during the course of fiscal 2022. Projecting future stock price, equity grants and dividends to be declared would be necessary to accurately calculate the difference between Adjusted Diluted EPS and GAAP EPS as a result of the effects of the two-class method and related possible dilution used in the calculation of EPS. Consequently, any attempt to disclose such reconciliation would imply a degree of precision that could be confusing or misleading to investors. We expect the variability of the above charges to have an unpredictable, and potentially significant, impact on our future GAAP financial results. For the same reason, a reconciliation of Adjusted EBITDA Margin on Revenue guidance for fiscal 2022 and 2025, and Adjusted EBITDA guidance for fiscal 2025 to the closest corresponding GAAP measures are not available without unreasonable efforts on a forward-looking basis due to our inability to predict specific quantifications of the amounts that would be required to reconcile such measures.

COMPANY HISTORY

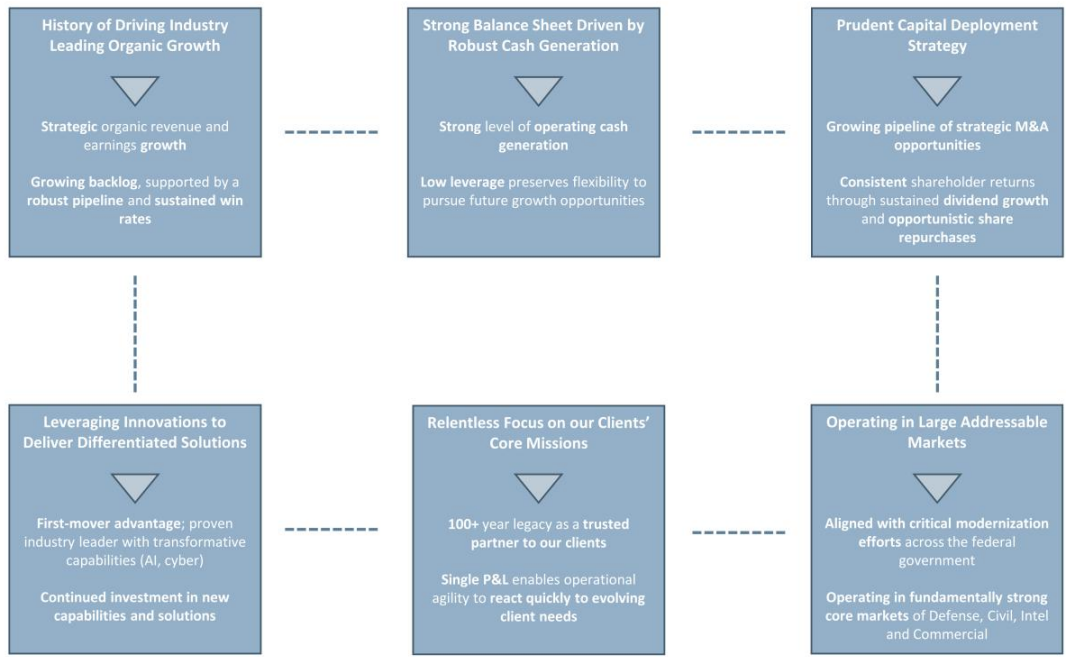
OUR HERITAGE IS AT THE CORE OF EVERYTHING WE DO



With over 100 years of industry leadership, Booz Allen is one of the most respected names in government contracting

WHY INVEST IN BOOZ ALLEN

BOOZ ALLEN HAS A 100+ YEAR HISTORY AS AN INDUSTRY LEADER



LEADING FROM THE TOP

OUR PURPOSE, AS A FIRM, IS TO EMPOWER PEOPLE TO CHANGE THE WORLD



Horacio D. Rozanski
President and Chief Executive Officer



Lloyd W. Howell, Jr.
Chief Financial Officer



Nancy J. Laben
Chief Legal Officer



Elizabeth M. Thompson
Chief People Officer



Kristine Martin Anderson
Civilian Services Group Lead



Karen M. Dahut
Global Defense Group Lead



Judi Dotson
National Security Group Lead



Susan L. Penfield
Chief Technology Officer and Strategic Innovation Group Lead



DIVERSITY MEASURES²

- 36% of our global workforce identified as female, including 34% of senior management and 67% of executive leadership
- 32% of our U.S. workforce identified as BIPOC, including 19% of our senior management and 22% of executive leadership
- 30% of new employee hires globally identified as female and 37% in the U.S. identified as BIPOC
- 30% of employee departures globally identified as female and 35% in the U.S. identified as BIPOC

CREDENTIALS²

- ~27% are Veterans
- ~68% have security clearances
- ~87% hold bachelor's degrees
- ~41% hold master's degrees
- ~3% hold doctoral degrees

(1) As reported in our Form 10-Q for the fiscal quarter ended December 31, 2021.
(2) As reported in our Form 10-K for the fiscal year ended March 31, 2021.

VISION 2020: OUR TRANSFORMATION STRATEGY

IN FY14, OUR TEAM LAUNCHED A COMPREHENSIVE STRATEGY TO CREATE SUSTAINABLE LONG-TERM GROWTH AT THE INTERSECTION OF MISSION AND TECHNOLOGY

Under the Vision 2020 Strategy, we:

Moved closer to the center of our clients' core missions

Increased the technical content of our work

Attracted and retained superior talent in diverse areas of expertise

Expanded into commercial and international markets

Created a broad network of external partners and alliances

Leveraged innovation to deliver complex, differentiated, end-to-end solutions

The success can be seen in:

Backlog growth, which achieved record levels during FY21

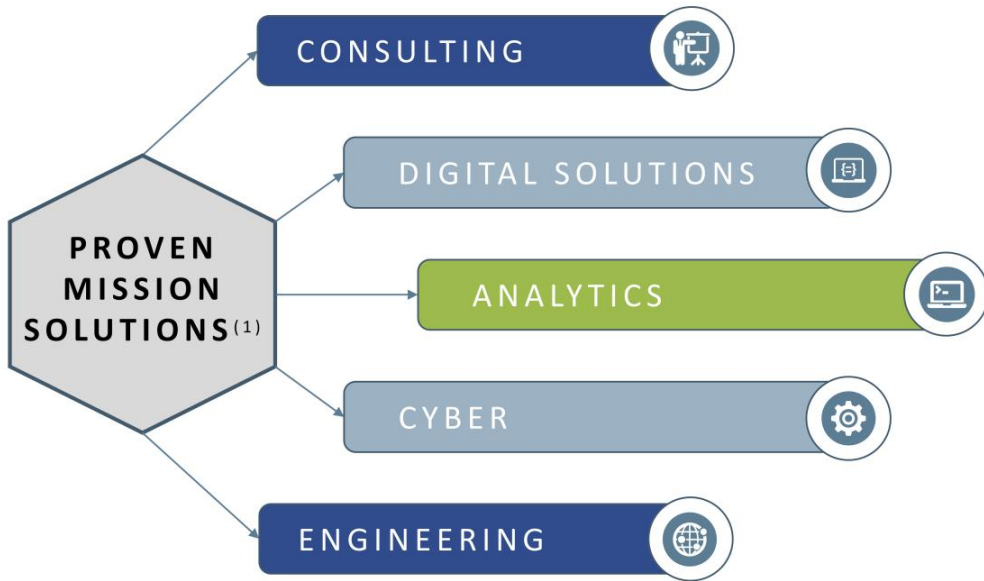
Industry-leading organic revenue growth, which marked the sixth consecutive year of organic revenue growth

Headcount growth and corresponding shift in our talent portfolio to more technical expertise in disciplines such as systems development, cyber, and analytics

Enhanced profitability and margin expansion

ADVANCED SOLUTIONS & CAPABILITIES

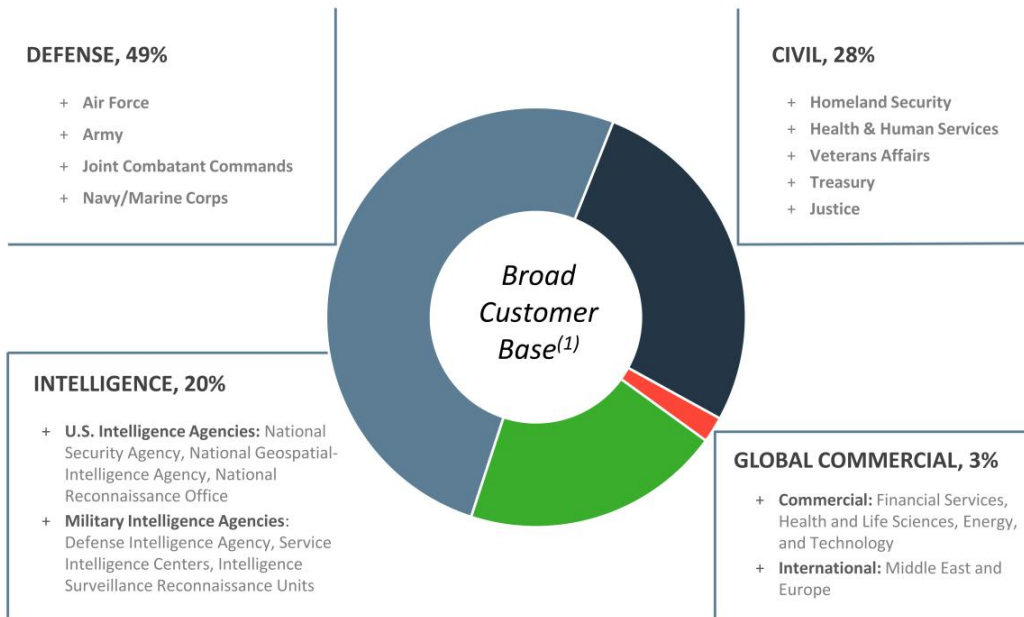
WE HAVE EXPANDED BEYOND OUR MANAGEMENT CONSULTING FOUNDATION TO DEVELOP DEEP EXPERTISE IN FIELDS THAT ADDRESS OUR CLIENTS' CORE MISSIONS



(1) For more information on our functional service offerings, please refer to our Form 10-K for the fiscal year ended March 31, 2021.

BROAD CUSTOMER BASE

WE SERVE A BROAD CUSTOMER BASE THAT SPANS ACROSS THE U.S. GOVERNMENT, INTERNATIONAL AND COMMERCIAL MARKETS

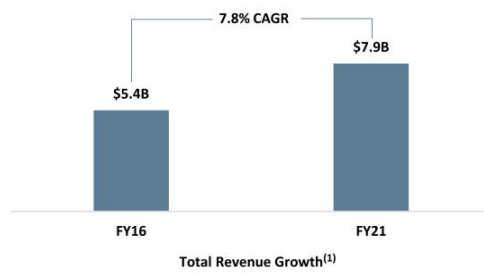


(1) All percentages of revenue are approximate; exact percentages of revenue are reported in our Form 10-K for the fiscal year ended March 31, 2021.

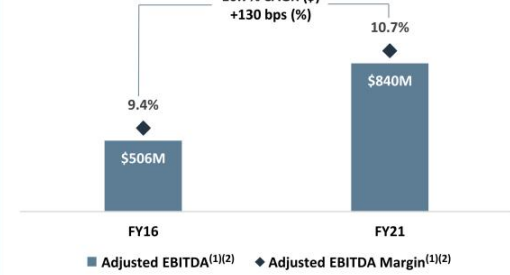
STRONG FINANCIAL RETURNS

WE HAVE A PROVEN TRACK RECORD OF STRONG FINANCIAL PERFORMANCE

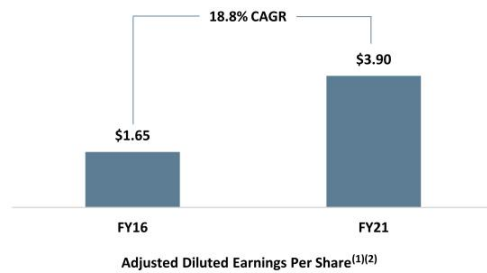
Strategic Revenue Growth (\$ in billions)



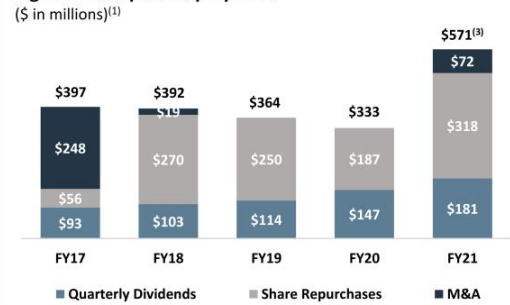
Sustained Adjusted EBITDA & Margin Expansion (\$ in millions)



Strong Earnings Growth



Significant Capital Deployment



(1) As reported in our Forms 10-K for the fiscal years ended March 31, 2016, 2017, 2018, 2019, 2020 and 2021; totals may not sum due to rounding.

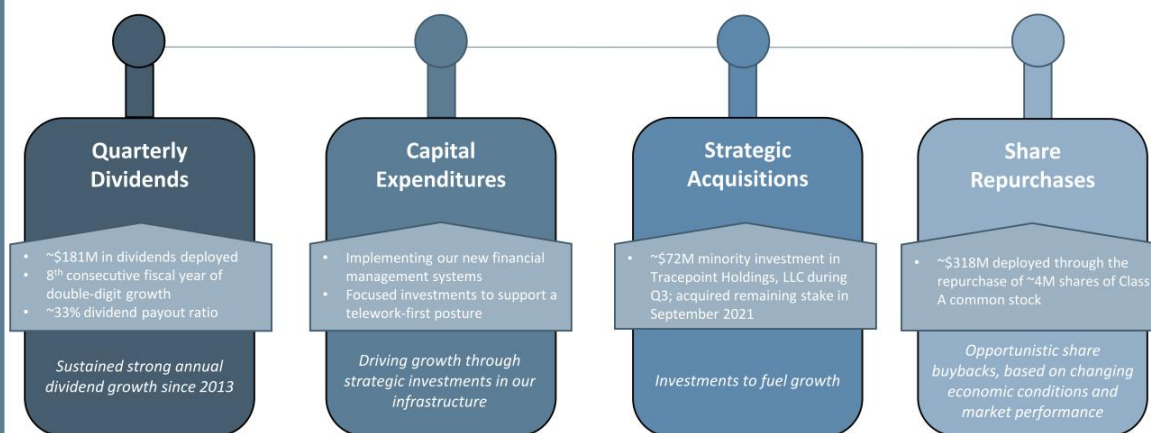
(2) A reconciliation of non-GAAP financial measures can be found in the appendix.

(3) Total amount of capital deployed in FY21 does not include ~\$2M in applicable fees related to our Tracepoint minority investment.

CAPITAL DEPLOYMENT: FY21 IN REVIEW

OUR DEPLOYMENT PLANS FOLLOW A DISCIPLINED, OPPORTUNISTIC APPROACH THAT SUPPORTS LONG-TERM SHAREHOLDER VALUE

In FY21, we deployed ~\$571M⁽¹⁾ through a mix of quarterly dividends, strategic M&A, share repurchases and reinvestments in required CapEx



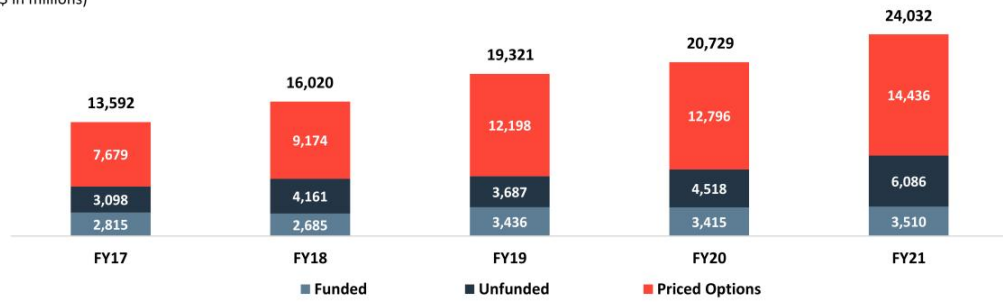
We remain committed to a balanced capital allocation strategy to drive long-term shareholder value

(1) Total amount of capital deployed in FY21 does not include ~\$2M in applicable fees related to our Tracepoint minority investment.

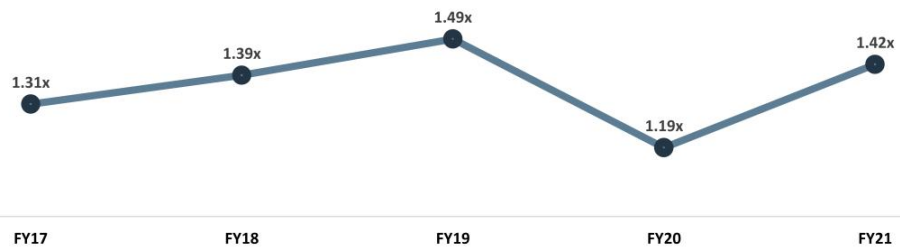
STRONG BACKLOG AND CONTRACT-LEVEL PERFORMANCE

DEMONSTRATES THE STRENGTH OF OUR VALUE PROPOSITION AND CORE CAPABILITIES

Historical Backlog⁽¹⁾
(\$ in millions)



Historical Book-to-Bill
LTM Book-to-Bill Ratios



(1) As reported in our Forms 10-K for the fiscal years ended March 31, 2017, 2018, 2019, 2020, and 2021.

FISCAL 2021 FINANCIAL RESULTS
&
FISCAL 2022 OUTLOOK

KEY FINANCIAL RESULTS

FISCAL YEAR 2021 RESULTS

	FISCAL YEAR 2021 ⁽¹⁾	
Revenue	\$7.9 billion	5.3% Increase
Revenue, Excluding Billable Expenses	\$5.5 billion	7.1% Increase
Adjusted EBITDA	\$840 million	11.4% Increase
Adjusted EBITDA Margin on Revenue	10.7%	5.7% Increase
Net Income	\$609 million	26.2% Increase
Adjusted Net Income	\$542 million	20.7% Increase
Diluted EPS	\$4.37	28.2% Increase
Adjusted Diluted EPS	\$3.90	22.6% Increase
Net Cash Provided by Operating Activities	\$719 million	30.3% Increase

(1) Comparisons are to prior fiscal year; totals may not sum due to rounding.

FINANCIAL OUTLOOK

UPDATED FULL YEAR FY22 GUIDANCE

OPERATING PERFORMANCE	UPDATED FY22 GUIDANCE ⁽¹⁾	ORIGINAL FY22 GUIDANCE
Revenue Growth	5.7 – 7.2%	7.0 – 10.0%
Adjusted EBITDA Margin on Revenue	Approximately 11%	Mid 10%
Adjusted Diluted EPS ⁽²⁾	\$4.10 – \$4.30	\$4.10 – \$4.30
Net Cash Provided by Operating Activities	\$700 – \$750 million	\$800 – \$850 million

(1) Updated guidance as of January 28, 2022.

(2) Assumes an effective tax rate of 22–24%; an average share count of 134–137 million, and interest expense of \$92–95 million.

FY22 ADEPS WALK

REAFFIRMED FY22 ADEPS GUIDANCE	
April FY22 ADEPS Guidance	\$4.10 - \$4.30
Bond Interest	~\$(0.09)
Operational, Other Below-the-Line Items (e.g., Tax, Share Count)	\$0.09
February FY22 ADEPS Guidance ⁽¹⁾	\$4.10 - \$4.30

(1) Reaffirmed our FY22 guidance, which includes the added interest expense related to the issuance of \$500 million of senior notes in Q1 FY22.

FY22 INCOME TAX DRIVERS

REAFFIRMED EFFECTIVE TAX RATE BRIDGE FROM FY21 TO FY22	
FY21 Effective Tax Rate on an Adjusted Diluted EPS Basis	20.1%
Puts and Takes:	
– Marginal tax rate on incremental pretax income ⁽¹⁾	+~0.5 – 1.0%
– State and local income tax credits ⁽²⁾	+~0.5 – 1.0%
– Other discrete items ⁽³⁾	+~1.0 – 2.0%
FY22 Expected Annual Effective Tax Rate ⁽⁴⁾	22.0 – 24.0%

NOTES:

1. As the Company's federal/state statutory tax rate is higher than its effective tax rate, a higher marginal tax rate is applied to incremental forecasted pre-tax income, which increases the overall effective tax rate year over year.
2. The Company expects to realize lower state and local tax credits during FY22, predominantly due to the impact of COVID-19 and the ability to generate wage and other credits in various jurisdictions due to teleworking.
3. During Q3 FY21, the Company released \$10.2 million in reserves for uncertain tax positions related to an acquired subsidiary, due to the expiration of the statute of limitations.
4. The estimated annual effective tax rate guidance does not take into account potential tax headwinds that could occur, including any impacts of corporate tax rate reform.

FY2023 - FY2025 INVESTMENT THESIS

INVESTMENT THESIS

EXCEPTIONAL SHAREHOLDER VALUE CREATION

FY2023 – FY2025 GOALS

Competitive
Edge at the
Mission-
Innovation
Intersection

ADJUSTED EBITDA
GROWTH TO \$1.2 – 1.3B

Disciplined
Capital
Deployment
\$3.5 – 4.5B

Organic
Revenue
5–8%

+

Strategic
Acquisitions &
Investments

+

Strong Mid 10%
Adjusted EBITDA
Margin

APPENDIX

NON-GAAP FINANCIAL INFORMATION

- "Revenue, Excluding Billable Expenses" represents revenue less billable expenses. We use Revenue, Excluding Billable Expenses because it provides management useful information about the Company's operating performance by excluding the impact of costs that are not indicative of the level of productivity of our consulting staff headcount and our overall direct labor, which management believes provides useful information to our investors about our core operations.
- "Adjusted Operating Income" represents operating income before financing transaction costs, supplemental employee benefits due to COVID-19, and acquisition-related costs, including significant acquisition amortization. We prepare Adjusted Operating Income to eliminate the impact of items we do not consider indicative of ongoing operating performance due to their inherent unusual, extraordinary, or non-recurring nature or because they result from an event of a similar nature.
- "Adjusted EBITDA" represents net income before income taxes, net interest and other expense and depreciation and amortization and before certain other items, including financing transaction costs, supplemental employee benefits due to COVID-19, and acquisition-related costs. "Adjusted EBITDA Margin on Revenue" is calculated as Adjusted EBITDA divided by revenue. Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses is calculated as Adjusted EBITDA divided by Revenue, Excluding Billable Expenses. We prepare Adjusted EBITDA, Adjusted EBITDA Margin on Revenue, and Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses to eliminate the impact of items it does not consider indicative of ongoing operating performance due to their inherent unusual, extraordinary or non-recurring nature or because they result from an event of a similar nature.
- "Adjusted Net Income" represents net income before: (i) acquisition costs, (ii) financing transaction costs, (iii) supplemental employee benefits due to COVID-19, (iv) significant acquisition amortization, (v) gains associated with equity method investment activities, (vi) research and development tax credits, (vii) release of income tax reserves, (viii) loss on debt extinguishment and (ix) amortization or write-off of debt issuance costs and debt discount, in each case net of the tax effect where appropriate calculated using an assumed effective tax rate. We prepare Adjusted Net Income to eliminate the impact of items, net of tax, we do not consider indicative of ongoing operating performance due to their inherent unusual, extraordinary, or non-recurring nature or because they result from an event of a similar nature. We view Adjusted Net Income as an important indicator of performance consistent with the manner in which management measures and forecasts the Company's performance and the way in which management is incentivized to perform.
- "Adjusted Diluted EPS" represents diluted EPS calculated using Adjusted Net Income as opposed to net income. Additionally, Adjusted Diluted EPS does not contemplate any adjustments to net income as required under the two-class method as disclosed in the footnotes to our condensed consolidated financial statements in our Form 10-Q for the period ended December 31, 2021.
- "Free Cash Flow" represents the net cash generated from operating activities less the impact of purchases of property, equipment and software.

NON-GAAP FINANCIAL INFORMATION

(In thousands, except share and per share data)	Three Months Ended		Nine Months Ended	
	December 31,		December 31,	
	2021	2020	2021	2020
	(Unaudited)		(Unaudited)	
Revenue, Excluding Billable Expenses				
Revenue	\$ 2,030,520	\$ 1,904,020	\$ 6,125,624	\$ 5,879,658
Less: Billable expenses	621,550	577,059	1,817,215	1,729,788
Revenue, Excluding Billable Expenses	<u>\$ 1,408,970</u>	<u>\$ 1,326,961</u>	<u>\$ 4,308,409</u>	<u>\$ 4,149,870</u>
Adjusted Operating Income				
Operating Income	\$ 177,212	\$ 184,257	\$ 536,836	\$ 583,365
Acquisition costs (a)	5,346	—	85,815	—
Financing transaction costs (b)	—	—	2,348	—
COVID-19 supplemental employee benefits (c)	—	68	—	577
Significant acquisition amortization (d)	11,884	—	26,410	—
Adjusted Operating Income	<u>\$ 194,442</u>	<u>\$ 184,325</u>	<u>\$ 651,409</u>	<u>\$ 583,942</u>
EBITDA, Adjusted EBITDA, Adjusted EBITDA Margin on Revenue & Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses				
Net income	\$ 128,846	\$ 144,371	\$ 375,782	\$ 409,781
Income tax expense	30,090	21,612	103,569	102,418
Interest and other, net (e)	18,276	18,274	57,485	71,166
Depreciation and amortization	39,576	21,113	104,923	62,860
EBITDA	216,788	205,370	641,759	646,225
Acquisition costs (a)	5,346	—	85,815	—
Financing transaction costs (b)	—	—	2,348	—
COVID-19 supplemental employee benefits (c)	—	68	—	577
Adjusted EBITDA	<u>\$ 222,134</u>	<u>\$ 205,438</u>	<u>\$ 729,922</u>	<u>\$ 646,802</u>
Adjusted EBITDA Margin on Revenue	15.8 %	15.5 %	16.9 %	15.6 %
Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses	15.8 %	15.5 %	16.9 %	15.6 %
Adjusted Net Income				
Net income	\$ 128,846	\$ 144,371	\$ 375,782	\$ 409,781
Acquisition costs (a)	5,346	—	85,815	—
Financing transaction costs (b)	—	—	2,348	—
COVID-19 supplemental employee benefits (c)	—	68	—	577
Significant acquisition amortization (d)	11,884	—	26,410	—
Gain associated with equity method investment activities (f)	(7,095)	—	(12,761)	—
Research and development tax credits (g)	—	—	—	(2,928)
Release of income tax reserves (h)	—	—	—	(29)
Loss on debt extinguishment (i)	—	—	—	13,239
Amortization and write-off of debt issuance costs and debt discount	821	705	2,524	1,722
Adjustments for tax effect (j)	(2,848)	(201)	(27,127)	(4,040)
Adjusted Net Income	<u>\$ 136,954</u>	<u>\$ 144,943</u>	<u>\$ 452,991</u>	<u>\$ 418,322</u>
Adjusted Diluted Earnings Per Share				
Weighted-average number of diluted shares outstanding	134,262,250	138,886,119	135,314,226	138,932,125
Adjusted Net Income Per Diluted Share (k)	<u>\$ 1.02</u>	<u>\$ 1.04</u>	<u>\$ 3.35</u>	<u>\$ 3.01</u>
Free Cash Flow				
Net cash provided by operating activities	\$ 21,405	\$ 232,935	\$ 481,151	\$ 798,959
Less: Purchases of property, equipment, and software	(21,933)	(15,949)	(51,608)	(54,033)
Free Cash Flow	<u>\$ (528)</u>	<u>\$ 216,986</u>	<u>\$ 429,543</u>	<u>\$ 744,926</u>

(a) Represents costs associated with the acquisition efforts of the Company related to transactions for which the Company has entered into a letter of intent to acquire a controlling financial interest in the target entity. Acquisition costs primarily include costs associated with (i) due diligence activities, (ii) compensation expenses associated with employee retention, and (iii) legal and advisory fees associated with the completion of the acquisitions of Liberty IT Solutions, LLC ("Liberty") and Tracepoint Holdings, LLC ("Tracepoint").

(b) Reflects expenses associated with debt financing activities incurred during the first quarter of fiscal 2022.

(c) Represents the supplemental contribution to employees' dependent care FSA accounts in response to COVID-19.

(d) Amortization expense associated with acquired intangibles from significant acquisitions. Significant acquisitions include acquisitions which the Company considers to be beyond the scope of our normal operations. Significant acquisition amortization includes amortization expense associated with the acquisition of Liberty in the first quarter of fiscal 2022.

(e) Reflects the combination of Interest expense and Other income (expense), net from the condensed consolidated statement of operations.

(f) Represents (i) a gain in the second quarter of fiscal 2022 associated with the Company's previously held equity method investment in Tracepoint and (ii) a gain in the third quarter of fiscal 2022 associated with the divestiture of a controlling financial interest of a certain product offering.

(g) Reflects tax credits, net of reserves for uncertain tax positions, recognized in fiscal 2021 related to an increase in research and development credits available for fiscal years 2016 to 2019.

(h) Release of pre-acquisition income tax reserves assumed by the Company in connection with the Carlyle acquisition.

(i) Reflects the loss on debt extinguishment resulting from the redemption of Booz Allen Hamilton Inc.'s 5.125% Senior Notes due 2025, including \$9.0 million of the premium paid at redemption, and write-off of the unamortized debt issuance cost.

(j) Reflects the tax effect of adjustments at an assumed effective tax rate of 26%, which approximates the blended federal and state tax rates, and consistently excludes the impact of other tax credits and incentive benefits realized.

(k) Excludes adjustments of approximately \$0.9 million and \$2.4 million of net earnings for the three and nine months ended December 31, 2021, respectively, and excludes adjustments of approximately \$0.9 million and \$2.3 million of net earnings for the three and nine months ended December 31, 2020, respectively, associated with the application of the two-class method for computing diluted earnings per share.

UNAUDITED NON-GAAP FINANCIAL INFORMATION

	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	
\$ in thousands, except for shares and per share data							
Revenue, Excluding Billable Expenses							
Revenue	\$ 5,405,738	\$ 5,809,491	\$ 6,167,600	\$ 6,704,037	\$ 7,463,841	\$ 7,858,938	(a) Reflects the combination of Interest expense and Other income (expense), net from the consolidated statement of operations.
Less: Billable Expenses	1,513,083	1,751,077	1,861,312	2,004,664	2,298,413	2,325,888	(b) Reflects expenses associated with debt financing activities.
Revenue, Excluding Billable Expenses	\$ 3,892,655	\$ 4,058,414	\$ 4,306,288	\$ 4,699,373	\$ 5,165,428	\$ 5,533,050	(c) Represents the supplemental contribution to employees' dependent care FSA accounts in response to COVID-19.
EBITDA, Adjusted EBITDA, Adjusted EBITDA Margin on Revenue							
Net income	\$ 294,094	\$ 260,825	\$ 301,692	\$ 418,529	\$ 482,603	\$ 608,958	(d) Represents costs associated with the acquisition efforts of the Company related to transactions for which the Company has entered into a letter of intent to acquire a controlling financial interest in the target entity, including legal and other professional fees.
Income tax expense	85,368	164,832	128,344	96,874	96,831	53,481	(e) Reflects tax credits, net of reserves for uncertain tax positions, recognized in fiscal 2021 and 2020 related to an increase in research and development credits available for fiscal years 2016 to 2019 and fiscal years 2016 to 2020, respectively.
Interest and other, net ^(b)	65,122	80,357	89,687	86,991	89,768	91,932	(f) Release of pre-acquisition income tax reserves assumed by the Company in connection with the Carlyle Acquisition.
Depreciation and amortization	61,536	59,544	64,756	68,575	81,081	84,315	(g) Fiscal 2021 reflects the income tax benefit associated with tax losses generated during fiscal 2021 as a result of a change in certain tax methods of accounting. The Company intends to carry these losses back to fiscal 2016 and subsequent periods under the Coronavirus Aid, Relief and Economic Security Act and has re-measured the fiscal 2021 loss accordingly. Fiscal 2019 and 2018 reflect the adjustments made to the provisional income tax benefit associated with the re-measurement of the Company's existing deferred tax assets and liabilities as a result of the Tax Cuts and Jobs Act (the "2017 Tax Act").
EBITDA	506,120	565,558	584,479	670,969	750,283	839,686	(h) Reflects the loss on debt extinguishment resulting from the redemption of Booz Allen Hamilton Inc.'s 5.125% Senior Notes due 2025, including \$9.0 million of the premium paid at redemption, and write-off of the unamortized debt issuance cost.
Financing transaction costs ^(b)	—	3,354	—	3,660	1,069	—	(i) Reflects amortization of intangible assets resulting from the acquisition of our Company by The Carlyle Group.
COVID-19 supplemental employee benefits ^(c)	—	—	—	—	2,722	577	(j) Fiscal 2016 and 2017 reflect the tax effect of adjustments at an assumed effective tax rate of 40%. With the enactment of the 2017 Tax Act, the fiscal 2018 adjustment is reflected using an assumed effective tax rate of 36.5%, and fiscal 2019, 2020, and 2021 adjustments are reflected using an assumed effective tax rate of 26%, which approximate the blended federal and state tax rates, and consistently excludes the impact of other tax credits and incentive benefits realized.
Acquisition costs ^(b)	—	—	—	—	—	411	(k) Excludes adjustments associated with the application of the two-class method for computing diluted earnings per share.
Adjusted EBITDA	\$ 506,120	\$ 568,912	\$ 584,479	\$ 674,629	\$ 754,074	\$ 839,674	
Adjusted EBITDA Margin on Revenue	9.4 %	9.8 %	9.5 %	10.1 %	10.1 %	10.7 %	
Adjusted Net Income							
Net income	\$ 294,094	\$ 260,825	\$ 301,692	\$ 418,529	\$ 482,603	\$ 608,958	
Financing transaction costs ^(b)	—	3,354	—	3,660	1,069	—	
COVID-19 supplemental employee benefits ^(c)	—	—	—	—	2,722	577	
Acquisition costs ^(b)	—	—	—	—	—	411	
Research and development tax credits ^(b)	—	—	—	—	(38,395)	(2,820)	
Release of income tax reserves ^(d)	(53,301)	—	—	(462)	(68)	(29)	
Re measurement of deferred tax assets/liabilities ^(b)	—	—	(9,107)	(27,908)	—	(76,767)	
Loss on debt extinguishment ^(b)	—	—	—	—	—	13,239	
Amortization or write-off of debt issuance costs and debt discount	5,201	8,866	2,655	2,920	2,395	2,402	
Amortization of intangible assets ^(b)	4,225	4,225	—	—	—	—	
Adjustments for tax effect ^(b)	(3,770)	(6,578)	(969)	(1,711)	(1,608)	(4,324)	
Adjusted Net Income	\$ 246,449	\$ 270,692	\$ 294,271	\$ 395,028	\$ 448,718	\$ 541,539	
Adjusted Diluted Earnings per Share							
Weighted-average number of diluted shares outstanding	149,719,137	150,274,640	147,750,022	143,156,176	141,238,135	138,703,220	
Adjusted Net Income per Diluted Share ^(b)	\$ 1.65	\$ 1.80	\$ 1.99	\$ 2.76	\$ 3.18	\$ 3.90	

The use and definition of Non-GAAP financial measurements can be found in the company's public filings.

FINANCIAL RESULTS – KEY DRIVERS

Third Quarter Fiscal 2022 – Below is a summary of the key factors driving results for the fiscal 2022 third quarter ended December 31, 2021 as compared to the prior year period:

- Revenue increased 6.6% to \$2.0 billion and Revenue, Excluding Billable Expenses increased 6.2% to \$1.4 billion. Revenue growth was primarily driven by the impact from acquisitions during the quarter. This was partially offset by a slower ramp up on new and existing work, lower staff utilization in the current period, and continued pressure on billable expenses.
- Operating income decreased 3.8% to \$177.2 million and Adjusted Operating Income increased 5.5% to \$194.4 million. The decrease in operating income was impacted by \$5.3 million in acquisition costs as well as increases in depreciation and amortization primarily due to the recent acquisitions. These decreases were partially offset by profitable contract level performance and mix which includes inorganic contributions, and prudent cost management. The increase in Adjusted Operating Income was primarily driven by the same factors driving revenue growth.
- Net income decreased 10.8% to \$128.8 million and Adjusted Net Income decreased 5.5% to \$137.0 million. These changes were primarily driven by the same factors as operating income and Adjusted Operating Income. Net income and Adjusted Net Income were also affected by higher interest expense, and the release of \$10.2 million in reserves for uncertain tax positions in the prior fiscal year related to the acquisition of eGov Holdings, Inc. (d/b/a Aquilent), due to the expiration of the statute of limitations, not present in the current fiscal year.
- EBITDA increased 5.6% to \$216.8 million and Adjusted EBITDA increased 8.1% to \$222.1 million. These increases were due to the same factors as operating income and Adjusted Operating Income.
- Diluted EPS decreased to \$0.95 from \$1.03 and Adjusted Diluted EPS decreased to \$1.02 from \$1.04. The changes were primarily driven by the same factors as Net Income and Adjusted Net Income, respectively, as well as a lower share count in the third quarter of fiscal 2022.
- As of December 31, 2021, total backlog was \$27.8 billion, an increase of 19.2%. Funded backlog was \$4.0 billion, an increase of 11.7%.
- Net cash provided by operating activities was \$21.4 million for the three months ended December 31, 2021, as compared to \$232.9 million in the prior year period. The decrease in operating cash flows was primarily driven by lower collections on accounts receivables as well as higher disbursements. Free Cash Flow was \$(0.5) million for the three months ended December 31, 2021, as compared to \$217.0 million in the prior year period. Free Cash Flow was affected by the same factors affecting cash provided by operating activities, as well as an increase in capital expenditures driven by investments for future growth.

FINANCIAL RESULTS - KEY DRIVERS

Fiscal Year Ended March 31, 2021 – Below is a summary of the key factors driving results for the fiscal year ended March 31, 2021 as compared to the prior year:

- Revenue increased by 5.3% to \$7.9 billion and Revenue, Excluding Billable Expenses increased 7.1% to \$5.5 billion, with both increases primarily driven by strong execution on sustained client demand and headcount to meet that demand. The Company also benefited from higher staff utilization in the first half of the year as compared to the prior year driven by fewer PTO days taken by our employees which resulted in increases in our direct labor and corresponding generation of revenue growth. Revenue growth also benefited from an overall increase in billable expenses primarily attributable to an increase in use of subcontractors driven by client demand. The increase was partially offset by decreases in expenses from contracts which require the Company to incur direct and travel expenses on behalf of clients compared to the prior year. The impact of COVID-19 drove volatility in the timing and magnitude of billable expenses.
- Operating Income increased 12.7% to \$754.4 million and Adjusted Operating Income increased 12.2% to \$755.4 million. Increases in both were primarily driven by the same factors driving revenue growth, as well as strong cost management efforts, and reductions in certain types of expenses, like travel and meetings. These were partially offset by the inability to recognize revenue on, or bill for, fee on certain contracts involving a ready workforce of approximately \$24.0 million.
- Net income increased 26.2% to \$609.0 million and Adjusted Net Income increased 20.7% to \$541.5 million. These changes were primarily driven by the same factors as Operating Income and Adjusted Operating Income. Net income was also affected by a \$76.7 million tax benefit recognized in the fourth quarter resulting from the change in certain tax methods of accounting.
- EBITDA increased 11.8% to \$838.7 million and Adjusted EBITDA increased 11.4% to \$839.7 million. These increases were due to the same factors as Operating Income and Adjusted Operating Income.
- Diluted EPS increased to \$4.37 from \$3.41 and Adjusted Diluted EPS increased to \$3.90 from \$3.18. The changes were primarily driven by the same factors as Net Income and Adjusted Net Income, respectively, as well as decreased interest expense and a lower share count in the fourth quarter of fiscal 2021.
- As of March 31, 2021, total backlog was \$24.0 billion, an increase of 15.9%. Funded backlog was \$3.5 billion, an increase of 2.8%.
- Net cash provided by operating activities was \$718.7 million for the year ended March 31, 2021 as compared to \$551.4 million in the prior year. The increase in operating cash flows was primarily driven by collections growth in excess of revenue growth. Higher income taxes paid in fiscal 2021 were offset by lower disbursements primarily attributable to strong cost management and lower expenses primarily attributable to COVID-19. Free Cash Flow was \$631.5 million for the twelve months ended March 31, 2021 as compared to \$423.3 million in the prior year period. Free Cash Flow was affected by the same factors affecting cash provided by operating activities, as well as a decrease in capital expenditures reflecting a shift away from facilities investment towards technology and tools needed to support the virtual work environment.

BOOZ ALLEN INVESTOR & MEDIA RELATIONS CONTACTS

- Website: investors.boozallen.com
- Contact Information:
 - **Investor Relations**
Laura S Adams
Vice President, Treasurer and Interim Head of Investor Relations
703-599-8308
Adams_Laura_S@bah.com
 - **Media**
Jessica Klenk
Director, Media Relations
703-377-4296
Klenk_Jessica@bah.com

