SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

| Instruction 1(| b). | | Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 | 4 | l nours per | response: 0.5 | |
|---|-----|-----------------|--|------------------------|---|---------------|--|
| 1. Name and Address of Reporting Person* Thompson Elizabeth M (Last) (First) (Middle) 8283 GREENSBORO DRIVE (Street) MCLEAN VA (City) (State) (Zip) | | (Middle) | 2. Issuer Name and Ticker or Trading Symbol Booz Allen Hamilton Holding Corp [BAH] 3. Date of Earliest Transaction (Month/Day/Year) 07/25/2022 | | tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner Officer (give title Other (specify below) below) EVP & Chief People Officer | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | ividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| | | Table I - Non-D | erivative Securities Acquired, Disposed of, or Bene | ficially | v Owned | | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | Securities Beneficially Owned Following | (D) or Indirect | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|---|---|---------------|--------------|--|-----------------|---|
| | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Class A Common Stock | 07/25/2022 | S | | 8,487(1) | D | \$ 95 | 28,750 ⁽²⁾ | D | |

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

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

Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 2, 2022.

2. Includes restricted stock units.

Remarks:

By: /s/ Lubna Malik, as

Attorney-in-Fact for Elizabeth 07/27/2022

M. Thompson

** 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).

** 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.