SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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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

	dress of Reporting	g Person [*]	2. Issuer Name and Ticker or Trading Symbol Booz Allen Hamilton Holding Corp [BAH	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Dotson Juc	<u>lith</u>]	x	Director Officer (give title	10% Owner Other (specify		
(Last) 8283 GREEN	(First) ISBORO DRIV	(Middle) ⁷ E	3. Date of Earliest Transaction (Month/Day/Year) 05/17/2022		below) Executive Vice	below) President		
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
MCLEAN	VA	22102		X	Form filed by One Re	porting Person		
(City)	(State)	(Zip)	—		Form filed by More th Person	an One Reporting		
		Table I - Non-De	erivative Securities Acquired, Disposed of, or Bene	ficially	Owned			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)					Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	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	05/17/2022		A		4,211 ⁽¹⁾	A	\$ <mark>0</mark>	54,986 ⁽²⁾	D	
Class A Common Stock	05/17/2022		F		1,268 ⁽³⁾	D	\$83.38	53,718 ⁽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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of 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. Shares acquired from the vesting and payout of performance-based restricted stock units granted in fiscal year 2020 pursuant to the Issuer's Equity Incentive Plan, as amended, exempt under Rule 16b-3.

2. Includes resttricted stock units.

3. Exempt under Rule 16b-3.

Remarks:

By: /s/ Lubna Malik, as Attorney-in-Fact for Judith

Dotson

05/19/2022

** 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.