

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

**SCHEDULE 14-A**

(RULE 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Materials Pursuant to §240.14a-12

**BOOZ ALLEN HAMILTON HOLDING CORPORATION**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee paid previously with preliminary materials.

Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

*Commencing on July 11, 2022, the Company sent the following to the employees of the Company that participate in the Company's Employee Stock Purchase Plan and Principals and Senior Associates of the Company.*

Colleagues,

Booz Allen Hamilton Holding Corporation will have its 2022 Annual Meeting of Stockholders on Wednesday, July 27, at 8:00 am ET. This will be a virtual meeting only.

As Booz Allen employee stockholders, you should have received information via mail or email about voting on the six items noted in our proxy statement this year. If you held Booz Allen stock as of the record date of June 6, 2022 and have not received this information, contact Susanna Patton in the Legal Department.

The six items are:

- Election of seven directors;
- Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2023;
- A non-binding advisory vote on the compensation program for the Company's named executive officers, as disclosed in the Compensation Discussion and Analysis section of the proxy statement;
- Approval of the adoption of the Sixth Amended and Restated Certificate of Incorporation to permit stockholders who hold not less than 25% of the outstanding shares of common stock of the Company to call special meetings;
- If properly presented at the Annual Meeting, a non-binding advisory vote on a stockholder proposal; and
- Consideration of any other business that may properly be brought before the Annual Meeting.

These items will be briefly addressed at the Annual Meeting. To participate, visit [virtualshareholdermeeting.com/BAH2022](https://virtualshareholdermeeting.com/BAH2022). You will need the control number located on your proxy card or within the instructions that accompanied your proxy materials. Online check-in will begin at 7:45 am ET.

Other options for voting, including by mail, telephone, or electronically at [proxyvote.com](https://proxyvote.com), are described in the proxy materials. I encourage you to vote any time between now and the Annual Meeting.

Horacio

*Commencing on July 11, 2022, the Company sent the following to the Partners, Executive Vice Presidents, Senior Vice Presidents and Vice Presidents of the Company.*

Colleagues,

Booz Allen Hamilton Holding Corporation will have its 2022 Annual Meeting of Stockholders on Wednesday, July 27, at 8:00 am ET. This will be a virtual meeting only.

If you held Booz Allen stock as of the record date of June 6, 2022, you should have received information via mail or email about how to vote on the six items noted in our proxy statement this year. If you have not received this information, contact Susanna Patton in the Legal Department.

The six items are:

- Election of seven directors;
- Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2023;
- A non-binding advisory vote on the compensation program for the Company's named executive officers, as disclosed in the Compensation Discussion and Analysis section of the proxy statement;

- Approval of the adoption of the Sixth Amended and Restated Certificate of Incorporation to permit stockholders who hold not less than 25% of the outstanding shares of common stock of the Company to call special meetings;
- If properly presented at the Annual Meeting, a non-binding advisory vote on a stockholder proposal; and
- Consideration of any other business that may properly be brought before the Annual Meeting.

These items will be briefly addressed at the Annual Meeting. To participate, visit [virtualshareholdermeeting.com/BAH2022](https://virtualshareholdermeeting.com/BAH2022). You will need the control number located on your proxy card or within the instructions that accompanied your proxy materials. Online check-in will begin at 7:45 am ET.

Other options for voting, including by mail, telephone, or electronically at [www.proxyvote.com](https://www.proxyvote.com), are described in the proxy materials. If you hold only options, you would not have received information via mail or email. Unexercised options (whether vested or not) do not carry any voting rights. Only shares of Class A common stock owned as of the record date have the right to vote. I encourage you to vote any time between now and the Annual Meeting.

Horacio