

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): November 21, 2024 (November 21, 2024)

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,
(Address of principal executive offices)

Virginia

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective as of January 2, 2025, the Board of Directors (the “Board”) of Booz Allen Hamilton Holding Corporation (the “Company”), upon the recommendation of the Company’s Nominating and Corporate Governance Committee of the Board, increased the number of directors serving on the Board from eleven to twelve.

On November 21, 2024, the Board appointed Debra L. Dial as a new member of the Board, effective January 2, 2025, upon the recommendation of the Company’s Nominating and Corporate Governance Committee, to fill the newly-created vacancy on the Board. Ms. Dial will serve for a term expiring at the Company’s 2025 annual meeting of stockholders. Ms. Dial has been appointed to serve on the Board’s Audit Committee.

Ms. Dial will receive a pro rata portion of the standard compensation for service on the Board. For the period beginning on August 1, 2024 through July 31, 2025, the standard compensation for the Company’s unaffiliated directors is equal to \$345,000, to be paid \$225,000 in restricted shares of Class A Common Stock of the Company, par value \$0.01 (the “Restricted Common Stock”), granted under our Equity Incentive Plan, and \$120,000 in either cash, Restricted Common Stock, or a combination thereof, as elected by the director. In addition, the Company will enter into an indemnification agreement with Ms. Dial pursuant to which the Company is required to indemnify Ms. Dial against certain liabilities which may arise by reason of her status or service as a director and to advance expenses to her, subject to reimbursement if it is determined that she is not entitled to indemnification. The form of such indemnification agreement has been filed as exhibit 10.23 to the Company’s Registration Statement on Form S-1, initially filed with the Securities and Exchange Commission on June 21, 2010, as last amended on November 8, 2010.

Item 7.01 Regulation FD Disclosure.

A copy of the Company’s press release announcing the appointment of Ms. Dial to the Board is attached hereto as Exhibit 99.1. 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

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated November 21, 2024.
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/ Nancy J. Laben

Nancy J. Laben

Executive Vice President and Chief Legal Officer

Date: November 21, 2024

Booz Allen Appoints Debra L. Dial to Board of Directors

November 21, 2024 - McLean, Virginia - Booz Allen Hamilton Holding Corporation (NYSE: BAH), the parent company of consulting firm Booz Allen Hamilton Inc., announced today that it has appointed Debra L. Dial to the Board of Directors, effective January 2, 2025.

Dial is the former Senior Vice President, Chief Accounting Officer, and Controller of global telecommunications company AT&T Inc. (NYSE: T). She previously served as Vice President of Finance for AT&T Capital Management, where she was responsible for capital allocation, budgeting, and governance, and as Chief Financial Officer for the AT&T Chief Information and Technology Officers. Prior to joining AT&T in 1996, Dial spent ten years with KPMG's audit practice.

With more than 25 years of experience, Dial brings deep expertise in long-term financial and business planning, reporting, digital transformation, and related operations, helping leading organizations deliver long-term shareholder value as they innovate at scale. She will serve on the board's Audit Committee.

"Debbie's business acumen and perspective will be highly valuable as Booz Allen continues to invest and grow in a dynamic, fast-paced market," said Horacio Rozanski, Chairman, CEO and President of Booz Allen. "I look forward to her contributions to our collaborative board and to the work we do on behalf of Booz Allen's stockholders, business, and people."

Dial is a Certified Public Accountant with a Bachelor of Business Administration degree in accounting from the McCombs School of Business, University of Texas at Austin. She has served on the board of directors of Dow Inc. (NYSE: DOW), a materials science manufacturer, since April 2021, and on the board of directors of Hubbell Inc. (NYSE: HUBB), a utility and electrical solutions manufacturer, since July 2023. She is a member of the Financial Accounting Standards Advisory Council (FASAC).

About Booz Allen Hamilton

Trusted to transform missions with the power of tomorrow's technologies, Booz Allen Hamilton advances the nation's most critical civil, defense, and national security priorities. We lead, invest, and invent where it's needed most—at the forefront of complex missions, using innovation to define the future. We combine our in-depth expertise in AI and cybersecurity with leading-edge technology and engineering practices to deliver impactful solutions. Combining 110 years of strategic consulting expertise with the perspectives of diverse talent, we ensure results by integrating technology with an enduring focus on our clients. We're first to the future—moving missions forward to realize our purpose: Empower People to Change the World®.

With global headquarters in McLean, Virginia, our firm employs approximately 35,800 people globally as of September 30, 2024, and had revenue of \$10.7 billion for the 12 months ended March 31, 2024. To learn more, visit www.boozallen.com. (NYSE: BAH)

Contacts

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