

Booz Allen Hamilton Holding Corp  
Form 8-K  
May 27, 2016

**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): May 27, 2016 (May 23, 2016)**

**Booz Allen Hamilton Holding Corporation**  
**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**8283 Greensboro Drive, McLean, Virginia**

**001-34972**  
**(Commission**

**File Number)**

**26-2634160**  
**(IRS Employer**

**Identification No.)**

**22102**

(Address of principal executive offices)

(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))

**Item 8.01 Other Events**

On May 23, 2016, Booz Allen Hamilton Holding Corporation (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Explorer Coinvest LLC, an affiliate of The Carlyle Group (the Selling Stockholder ), and Morgan Stanley & Co. LLC (the Underwriter ), pursuant to which the Selling Stockholder agreed to sell to the Underwriter, and the Underwriter agreed to purchase from the Selling Stockholder, subject to and upon the terms and conditions set forth therein, 13,000,000 shares (the Securities ) of the Company s Class A Common Stock, par value \$0.01 per share (the Common Stock ), at a price of \$28.01 per share (the Offering ).

A copy of the Underwriting Agreement has been attached hereto as Exhibit 1.1, and is incorporated herein by reference. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit. The exhibits attached to this Current Report on Form 8-K shall be incorporated by reference in the Company s Registration Statement on Form S-3 (File No. 333-190925), as amended.

**Item 9.01 Financial Statements and Exhibits**

- 1.1 Underwriting Agreement, dated May 23, 2016, by and among Booz Allen Hamilton Holding Corporation, Explorer Coinvest LLC and Morgan Stanley & Co. LLC
- 5.1 Opinion of Debevoise & Plimpton LLP
- 23.1 Consent of Debevoise & Plimpton LLP (included in Exhibit 5.1)

**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/ Kevin L. Cook  
Kevin L. Cook

Executive Vice President, Chief Financial  
Officer and Treasurer

Date: May 27, 2016

**INDEX TO EXHIBITS**

Exhibit

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