

Booz Allen Hamilton Holding Corp  
Form 8-K  
June 04, 2014

**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): June 3, 2014 (May 28, 2014)**

**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.)**

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**8283 Greensboro Drive, McLean, Virginia**  
**(Address of principal executive offices)**

**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))

**Item 8.01 Other Events**

On May 28, 2014, 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, as selling stockholder (the Selling Stockholder ), and Citigroup Global Markets Inc. and Barclays Capital Inc. (each an Underwriter and collectively, the Underwriters ), pursuant to which the Selling Stockholder agreed to sell to the Underwriters, and the Underwriters agreed to purchase from the Selling Stockholder, subject to and upon the terms and conditions set forth therein, 10,000,000 shares of the Company s Class A common stock, par value \$0.01 per share (the Common Stock ), at a price of \$23.07 per share.

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).

**Item 9.01 Financial Statements and Exhibits**

1.1 Underwriting Agreement, dated May 28, 2014, by and among Booz Allen Hamilton Holding Corporation, Explorer Coinvest LLC, Citigroup Global Markets Inc. and Barclays Capital Inc.

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/ Samuel R. Strickland

Samuel R. Strickland

Executive Vice President, Chief Financial  
Officer and Chief Administrative Officer

Date: June 3, 2014

**INDEX TO EXHIBITS**

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