

Booz Allen Hamilton Holding Corp
Form 8-K
November 12, 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): November 12, 2014 (November 4, 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.)

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 November 4, 2014, Booz Allen Hamilton Holding Corporation (the **Company**) entered into an agreement with Explorer Coinvest LLC, an affiliate of The Carlyle Group (the **Selling Stockholder**), to repurchase 1,000,000 shares of the **Company** 's Class A common stock, par value \$0.01 per share (the **Common Stock**), from the **Selling Stockholder** at a price per share equal to the price per share to be paid by the Underwriters (as defined below) to the **Selling Stockholder** in the Offering (as defined and described below) (the **Stock Repurchase Agreement**). The repurchase of shares of the **Company** 's **Common Stock** pursuant to the **Stock Repurchase Agreement** closed concurrently with the Offering.

On November 5, 2014, the **Company** entered into an underwriting agreement (the **Underwriting Agreement**) with the **Selling Stockholder** and J.P. Morgan Securities 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, 10,000,000 shares of the **Company** 's **Common Stock** at a price of \$25.10 per share (the **Offering**).

A copy of the **Stock Repurchase Agreement** and the **Underwriting Agreement** have been attached hereto as Exhibits 99.1 and 1.1, respectively, and are incorporated herein by reference. The foregoing descriptions of the **Stock Repurchase Agreement** and the **Underwriting Agreement** do not purport to be complete and are qualified in their entirety by reference to such exhibits. 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 November 5, 2014, by and among Booz Allen Hamilton Holding Corporation, Explorer Coinvest LLC and J.P. Morgan Securities LLC
- 5.1 Opinion of Debevoise & Plimpton LLP
- 23.1 Consent of Debevoise & Plimpton LLP (included in Exhibit 5.1)
- 99.1 Stock Repurchase Agreement, dated November 4, 2014, by and among Booz Allen Hamilton Holding Corporation and Explorer Coinvest LLC

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
Senior Vice President, Chief Financial
Officer and Treasurer

Date: November 12, 2014

INDEX TO EXHIBITS

**Exhibit
No.**

- 1.1 Underwriting Agreement, dated November 5, 2014, by and among Booz Allen Hamilton Holding Corporation, Explorer Coinvest LLC and J.P. Morgan Securities LLC
- 5.1 Opinion of Debevoise & Plimpton LLP
- 23.1 Consent of Debevoise & Plimpton LLP (included in Exhibit 5.1)
- 99.1 Stock Repurchase Agreement, dated November 4, 2014, by and among Booz Allen Hamilton Holding Corporation and Explorer Coinvest LLC