

Booz Allen Hamilton Holding Corp  
Form 424B4  
February 04, 2015  
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**Filed pursuant to Rule 424(b)(4)  
Registration No. 333-190925**

*PROSPECTUS SUPPLEMENT*

*(To Prospectus dated February 2, 2015)*

*12,000,000 Shares*

*BOOZ ALLEN HAMILTON HOLDING CORPORATION*

*Class A Common Stock*

*This prospectus supplement relates to the shares of Class A common stock of Booz Allen Hamilton Holding Corporation being sold by an affiliate of The Carlyle Group, which we refer to as Carlyle or the selling stockholder. We will not receive any proceeds from the sale of our Class A common stock by the selling stockholder.*

*You should carefully read this prospectus supplement and the accompanying prospectus, together with the documents we incorporate by reference, before you invest in our Class A common stock.*

***INVESTING IN OUR CLASS A COMMON STOCK INVOLVES RISKS. SEE RISK FACTORS ON PAGE S-4 OF THIS PROSPECTUS SUPPLEMENT AND PAGE 5 OF THE ACCOMPANYING PROSPECTUS CONCERNING FACTORS YOU SHOULD CONSIDER BEFORE INVESTING IN OUR CLASS A COMMON STOCK.***

*Our Class A common stock is listed on the New York Stock Exchange, or the NYSE, under the symbol BAH. On January 30, 2015, the last reported sale price of our Class A common stock on the NYSE was \$29.11 per share.*

	<i>Per Share</i>	<i>Total</i>
<i>Public offering price (1)</i>	\$28.80	\$316,800,000
<i>Underwriting discount (1) (2)</i>	\$0.44	\$4,840,000
<i>Proceeds, before expenses, to the selling stockholder</i>	\$28.36	\$340,320,000

*(1) Reflects 11,000,000 shares of the 12,000,000 shares of our Class A common stock to which this prospectus supplement relates being offered and sold by the underwriter to the public and does not reflect 1,000,000 shares of such 12,000,000 shares of Class A common stock being repurchased by us, with respect to which no underwriting discounts or commissions are payable by us.*

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*We refer you to Underwriting beginning on page S-15 of this prospectus for additional information regarding underwriting compensation.*

*Subject to the completion of the offering, at the selling stockholder's request, the underwriter has reserved 1,000,000 shares of the 12,000,000 shares of our Class A common stock to which this prospectus supplement relates for repurchase by us. The per share purchase price to be paid by us will equal the per share purchase price to be paid by the underwriter to the selling stockholder in this offering. See Concurrent Company Repurchase of Class A Common Stock.*

*Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement. Any representation to the contrary is a criminal offense.*

*Delivery of the shares of Class A common stock is expected on or about February 6, 2015.*

*MORGAN STANLEY*

*Prospectus Supplement dated February 2, 2015*

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**You may rely on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus we authorize. Neither we, the selling stockholder nor the underwriter have authorized anyone to provide information different from that contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. When you make a decision about whether to invest in our Class A common stock, you should not rely upon any information other than the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. Neither the delivery of this prospectus supplement nor sale of these shares of Class A common stock means that information contained in this prospectus supplement, the accompanying prospectus or any document incorporated by reference is accurate as of any date other than their respective dates. Our business,**

**financial condition, results of operations and prospects may have changed materially since those dates. This prospectus supplement is not an offer to sell or solicitation of an offer to buy these shares of Class A common stock in any circumstances under which the offer or solicitation is unlawful.**

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document has two parts, a prospectus supplement and an accompanying prospectus, dated February 2, 2015. This prospectus supplement and the accompanying prospectus are part of a registration statement on Form S-3 that we filed with the Securities and Exchange Commission, or the SEC, utilizing a shelf registration process. Under this shelf registration process, the selling stockholder named in a prospectus supplement may, from time to time, offer and sell our Class A common stock in one or more offerings or resales.

The accompanying prospectus provides you with a general description of our Class A common stock, which the selling stockholder may offer pursuant to this prospectus supplement. This prospectus supplement, which describes certain matters relating to us and the specific terms of this offering of shares of our Class A common stock, adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference herein. Any statement that we make in the accompanying prospectus will be modified or superseded by any inconsistent statement made by us in this prospectus supplement.

The rules of the SEC allow us to incorporate by reference information into this prospectus supplement. This information incorporated by reference is considered to be a part of this prospectus supplement, and information that we file later with the SEC, to the extent incorporated by reference, will automatically update and supersede this information. See [Incorporation by Reference](#). You should read both this prospectus supplement and the accompanying prospectus together with additional information described under the heading [Where You Can Find More Information](#) before investing in our Class A common stock.

*Unless the context otherwise indicates or requires in this prospectus supplement, references to we, us, our or our company refer to Booz Allen Hamilton Holding Corporation, its consolidated subsidiaries and predecessors. Unless otherwise indicated, references to fiscal year mean the year ending or ended March 31. We have made rounding adjustments to reach some of the figures included in this prospectus supplement and the accompanying prospectus and, unless otherwise indicated, percentages presented in this prospectus supplement and the accompanying prospectus are approximate.*

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**PROSPECTUS SUPPLEMENT SUMMARY**

*This summary highlights important features of this offering and the information included or incorporated by reference in this prospectus supplement and the accompanying prospectus. This summary does not contain all of the information that you should consider before investing in our Class A common stock. You should read carefully the entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference, especially the risks of investing in our Class A common stock discussed under Risk Factors.*

**The Company**

We are a leading provider of management consulting, technology, and engineering services to the U.S. government in the defense, intelligence, and civil markets. Additionally, we provide management and technology consulting services to major corporations, institutions, not-for-profit organizations, and international clients.

We are a well-known, trusted and long-term partner to our clients, who seek our expertise and objective advice to address their most important and complex problems. Leveraging our 100-year consulting heritage and a talent base of approximately 22,300 people, we deploy our deep domain knowledge, functional and technical expertise, and experience to help our clients achieve their objectives. We have a collaborative culture, supported by our operating model, which helps our professionals identify and respond to emerging trends across the markets we serve and deliver enduring results for our clients.

We were founded in 1914 by Edwin Booz, one of the pioneers of management consulting. In 1940, we began serving the U.S. government by advising the Secretary of the Navy in preparation for World War II. As the needs of our clients have grown more complex, we have expanded beyond our management consulting foundation to develop deep expertise in technology, engineering, and analytics. Today, we serve substantially all of the cabinet-level departments of the U.S. government. Our major clients include the Department of Defense, all branches of the U.S. military, the U.S. Intelligence Community, and civil agencies such as the Department of Homeland Security, the Department of Energy, the Department of Health and Human Services, the Department of the Treasury, and the Environmental Protection Agency. We support these clients in addressing complex and pressing challenges such as combating global terrorism, improving cyber capabilities, transforming the healthcare system, improving efficiency and managing change within the government, and protecting the environment. In the commercial sector, we serve U.S. clients primarily in the financial services, healthcare, and energy markets. Our international clients are primarily in the Middle East.

Our business strategy focuses on the proactive development, scaling, and delivery of market relevant capabilities to meet the needs of our clients today and, more importantly, will meet the needs of our clients in the future. Our approach has long been to ensure that we have prime or subcontractor positions on a wide range of contracts that allow clients to access our services. We believe that our implementation of this strategy and approach is reflected in the fact that over 79% of our revenue in our fiscal year 2014 was derived from task orders under indefinite delivery, indefinite quantity (ID/IQ) contract vehicles (inclusive of GSA Schedules and GWACs).

Booz Allen Hamilton Holding Corporation is incorporated under the laws of the state of Delaware. Our principal executive office is located at 8283 Greensboro Drive, McLean, Virginia 22102, and our telephone number is (703) 902-5000. Our website is [www.boozallen.com](http://www.boozallen.com) and is included in this prospectus supplement as an inactive textual reference only. The information contained on, or that may be accessed through, our website is not part of, and is not incorporated into, this prospectus supplement.

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**Share Repurchase**

Subject to the completion of this offering, at the selling stockholder's request, the underwriter has reserved 1,000,000 shares of the 12,000,000 shares of our Class A common stock to which this prospectus supplement relates for repurchase by us. We refer to this transaction as the share repurchase.

To effect the share repurchase, we will pay a per share purchase price to the underwriter equal to the per share purchase price to be paid by the underwriter to the selling stockholder in this offering. The underwriter will not receive any compensation for the shares being repurchased by us. The repurchased shares will no longer be outstanding following completion of this offering. We intend to fund the share repurchase with cash on hand.

The information in this prospectus supplement regarding the share repurchase is included herein solely for informational purposes. Nothing in this prospectus supplement should be construed as an offer to sell, or the solicitation of an offer to buy, any of our Class A common stock subject to the share repurchase. See Concurrent Company Repurchase of Class A Common Stock.

**Recent Developments**

On January 28, 2015, our board of directors declared a regular quarterly cash dividend in the amount of \$0.13 per share of Class A common stock. The quarterly cash dividend is payable on February 27, 2015 to stockholders of record on February 10, 2015.





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19,776,028 shares of Class A common stock reserved for issuance under our Equity Incentive Plan that was established in connection with Carlyle's investment in us, including 6,683,751 shares issuable upon the exercise of outstanding stock options at an average exercise price of \$10.15 and 464,390 shares issuable upon settlement of restricted stock units granted under our Equity Incentive Plan, which vest ratably on each of June 30, 2015, 2016 and 2017; and

1,851,590 shares of Class A common stock (excluding fractional shares which will be redeemed for cash) reserved for issuance under our Officers' Rollover Stock Plan, a program established in connection with Carlyle's investment in us that issued certain officers certain shares of our Class E special voting common stock and stock options, upon the exercise of outstanding stock options at an average exercise price of \$0.01 related to outstanding shares of our Class E special voting common stock and our mandatory repurchase of those shares in connection with such exercise.

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**RISK FACTORS**

*Investment in our Class A common stock involves risks. You should carefully consider the risks and uncertainties described in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein or therein, including risk factors described in our most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q or Current Reports on Form 8-K we file after the date of this prospectus supplement, as updated by our subsequent filings under the Securities Exchange Act of 1934, as amended, or the Exchange Act. The occurrence of any of these risks might cause you to lose all or part of your investment in the offered securities.*

**Risks Related to this Offering and Our Common Stock**

*This offering will result in a substantial amount of previously unregistered shares of our Class A common stock being registered, which may depress the market price of our Class A common stock.*

Of the 147,908,527 shares of our Class A common stock issued and outstanding as of January 28, 2015, approximately 37% were owned by the selling stockholder and approximately 60% were freely tradable on the NYSE without restriction or further registration under the Securities Act of 1933, as amended, or the Securities Act, unless purchased by our affiliates as that term is defined in Rule 144 under the Securities Act, or Rule 144. The shares of Class A common stock being sold in this offering were not freely tradable on the NYSE prior to the completion of this offering and the sale by the selling stockholder of the shares of Class A common stock in this offering will increase the number of shares of our Class A common stock eligible to be traded on the NYSE, which could depress the market price of our Class A common stock. Sales of a substantial portion of our Class A common stock into the market in this offering and in the future could cause the market price of our Class A common stock to drop significantly.

*Sales of substantial amounts of our Class A common stock, or the possibility of such sales, may adversely affect the price of our Class A common stock.*

Sales of substantial amounts of our Class A common stock in the public market after this offering, or the perception that such sales will occur, could adversely affect the market price of our Class A common stock and make it difficult for us to raise funds through securities offerings in the future. As of January 28, 2015, 147,908,527 shares of our Class A common stock were issued and outstanding, of which all of the 56,100,000 shares sold in registered offerings prior to this offering are, and the 11,000,000 shares to be sold in this offering to the public and not repurchased by us will be, freely transferable without restriction or further registration under the Securities Act, unless acquired by our affiliates as that term is defined in Rule 144 under the Securities Act.

As of January 28, 2015, 3,841,970 shares of our Class A common stock, which are held by directors and executive officers, are restricted securities within the meaning of Rule 144 and eligible for resale in the public market subject to volume, manner of sale and holding period limitations under Rule 144. In addition, as of January 28, 2015, (1) 1,851,590 shares of our Class A common stock are issuable upon the exercise of outstanding stock options granted under our Officers Rollover Stock Plan relating to our outstanding Class E special voting common stock and (2) 19,776,028 shares of our Class A common stock underlying options that are either subject to the terms of our Equity Incentive Plan or reserved for future issuance under our Equity Incentive Plan, including 6,683,751 shares issuable upon the exercise of outstanding stock options at an average exercise price of \$10.15 and 464,390 shares issuable upon settlement of restricted stock units granted under our Equity Incentive Plan, are eligible for sale in the public market to the extent permitted by the provisions of various option and restricted stock unit agreements and, to the extent held by affiliates, the volume and manner of sale restrictions of Rule 144. If these additional shares are sold, or if it is perceived that they will be sold, into the public market, the price of our Class A common stock could decline

substantially.

We, certain of our directors and our executive officers and the selling stockholder have agreed to a lock-up, meaning that, subject to certain exceptions, neither we nor they will sell any shares of our Class A common stock or securities convertible into or exchangeable for our common stock during the 45-day period following the

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date of this prospectus supplement without the prior consent of Morgan Stanley & Co. LLC. Following the expiration of this 45-day lock-up period, all of these shares of Class A common stock will be eligible for future sale, subject to the applicable volume, manner of sale, holding period and other limitations of Rule 144. Morgan Stanley & Co. LLC may, in its discretion, permit those who are subject to these lockups and the selling stockholder to sell shares prior to the expiration of the 45-day lockup period. In addition, the selling stockholder has the right under certain circumstances to require that we register their remaining shares for resale. As of the date of this prospectus supplement and after giving effect to the completion of this offering, these registration rights apply to the approximately 42,660,000 shares of our outstanding Class A common stock owned by the selling stockholder that are not being sold in this offering. See the section entitled "Description of Capital Stock" in the accompanying prospectus for a description of the shares of Class A common stock that may be sold into the public market in the future.

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**CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION**

Certain statements contained or incorporated in this prospectus supplement and the accompanying prospectus include forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. In some cases, you can identify forward-looking statements by terminology such as may, will, could, should, forecasts, expects, intends, plans, anticipates, projects, outlook, believes, estimates, predicts, preliminary, or the negative of these terms or other comparable terminology. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we can give you no assurance these expectations will prove to have been correct. These forward-looking statements relate to future events or our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance, or achievements to differ materially from any future results, levels of activity, performance, or achievements expressed or implied by these forward-looking statements. These risks and other factors include:

cost cutting and efficiency initiatives, budget reductions, Congressionally mandated automatic spending cuts, and other efforts to reduce U.S. government spending, including automatic sequestration required by the Budget Control Act of 2011 (as amended by the American Taxpayer Relief Act of 2012 and the Consolidated Appropriations Act, 2014), which have reduced and delayed contract awards and funding for orders for services especially in the current political environment or otherwise negatively affect our ability to generate revenue under contract awards, including as a result of reduced staffing and hours of operation at U.S. government clients;

delayed funding of our contracts due to uncertainty relating to and a possible failure of Congressional efforts to craft a long-term agreement on the U.S. government's ability to incur indebtedness in excess of its current limits, or changes in the pattern or timing of government funding and spending (including those resulting from or related to cuts associated with sequestration or other budgetary cuts made in lieu of sequestration);

current and continued uncertainty around the timing, extent, nature, and effect of ongoing Congressional and other U.S. government action to address budgetary constraints, including, but not limited to, uncertainty around the outcome of Congressional efforts to craft a long-term agreement on the U.S. government's ability to incur indebtedness in excess of its current limits and the U.S. deficit;

any issue that compromises our relationships with the U.S. government or damages our professional reputation, including negative publicity concerning government contractors in general or us in particular;

changes in U.S. government spending, including a continuation of efforts by the U.S. government to decrease spending for management support service contracts, and mission priorities that shift expenditures away from agencies or programs that we support;

the size of our addressable markets and the amount of U.S. government spending on private contractors;

failure to comply with numerous laws and regulations;

our ability to compete effectively in the competitive bidding process and delays or losses of contract awards caused by competitors' protests of major contract awards received by us;

the loss of General Services Administration Multiple Award schedule contracts, or GSA schedules, or our position as prime contractor on government-wide acquisition contract vehicles, or GWACs;

changes in the mix of our contracts and our ability to accurately estimate or otherwise recover expenses, time, and resources for our contracts;

our ability to generate revenue under certain of our contracts;

our ability to realize the full value of and replenish our backlog and the timing of our receipt of revenue under contracts included in backlog;

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changes in estimates used in recognizing revenue;

an inability to attract, train, or retain employees with the requisite skills, experience, and security clearances;

an inability to hire, assimilate, and deploy enough employees to serve our clients under existing contracts;

an inability to timely and effectively utilize our employees;

failure by us or our employees to obtain and maintain necessary security clearances;

the loss of members of senior management or failure to develop new leaders;

misconduct or other improper activities from our employees or subcontractors, including the improper use or release of our clients' sensitive or classified information;

increased insourcing by various U.S. government agencies due to changes in the definition of inherently governmental work, including proposals to limit contractor access to sensitive or classified information and work assignments;

increased competition from other companies in our industry;

failure to maintain strong relationships with other contractors;

inherent uncertainties and potential adverse developments in legal or regulatory proceedings, including litigation, audits, reviews, and investigations, which may result in materially adverse judgments, settlements, withheld payments, penalties, or other unfavorable outcomes including debarment, as well as disputes over the availability of insurance or indemnification;

continued efforts to change how the U.S. government reimburses compensation related and other expenses or otherwise limit such reimbursements, including recent rules that expand the scope of existing reimbursement limitations, such as a reduction in allowable annual employee compensation to certain contractors as a result of the Bipartisan Budget Act of 2013, and an increased risk of compensation being deemed unallowable or payments being withheld as a result of U.S. government audit, review or investigation;



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internal system or service failures and security breaches, including, but not limited to, those resulting from external cyber attacks on our network and internal systems;

risks related to changes to our operating structure, capabilities, or strategy intended to address client needs, grow our business or respond to market developments;

risks associated with new relationships, clients, capabilities, and service offerings in our U.S. and international businesses;

failure to comply with special U.S. government laws and regulations relating to our international operations;

risks related to our indebtedness and credit facilities which contain financial and operating covenants;

the adoption by the U.S. government of new laws, rules, and regulations, such as those relating to organizational conflicts of interest issues or limits;

risks related to completed and future acquisitions, including our ability to realize the expected benefits from such acquisitions;

an inability to utilize existing or future tax benefits, including those related to our stock-based compensation expense, for any reason, including a change in law;

variable purchasing patterns under U.S. government GSA schedules, blanket purchase agreements and indefinite delivery, indefinite quantity, or ID/IQ, contracts; and

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other risks and uncertainties.

All forward-looking statements included in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference are qualified in their entirety by reference to the factors discussed above as well as those discussed under **Risk Factors** in this prospectus supplement as well as the accompanying prospectus and the risks and uncertainties discussed in the documents incorporated by reference in this prospectus supplement, including the risks and uncertainties discussed in **Item 1A Risk Factors** of our Annual Report on Form 10-K for the fiscal year ended March 31, 2014. These and other risks and uncertainties could cause our actual results to differ materially from our expectations. In light of these risks, uncertainties, and other factors, the forward-looking statements might not prove to be accurate and you should not place undue reliance upon them. All forward-looking statements speak only as of the date made and we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events, or otherwise.

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**USE OF PROCEEDS**

All shares of our Class A common stock offered by this prospectus supplement will be sold by the selling stockholder. We will not receive any proceeds from the sale of these shares.

**CONCURRENT COMPANY REPURCHASE OF CLASS A COMMON STOCK**

Subject to the completion of this offering, at the selling stockholder's request, the underwriter has reserved 1,000,000 shares of the 12,000,000 shares of our Class A common stock for repurchase by us. We refer to this transaction as the share repurchase. To effect the share repurchase, we will pay a per share purchase price to the underwriter equal to the per share purchase price to be paid by the underwriter to the selling stockholder in this offering. The underwriter will not receive any compensation for the shares being repurchased by us. The repurchased shares will no longer be outstanding following completion of this offering. We intend to fund the share repurchase with cash on hand. The information in this prospectus supplement regarding the share repurchase is included herein solely for informational purposes. Nothing in this prospectus supplement should be construed as an offer to sell, or the solicitation of an offer to buy, any of our common stock subject to the share repurchase.

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The following table sets forth information concerning the beneficial ownership of shares of our Class A common stock by the selling stockholder assuming 147,908,527 shares of Class A common stock were issued and outstanding as of January 28, 2015, which includes 12,000,000 shares to be sold by the selling stockholder in connection with this offering. Following completion of this offering, more than 60% of our equity securities will have been sold to the public.

The information provided in the table below with respect to the selling stockholder has been obtained from the selling stockholder. When we refer to the selling stockholder in this prospectus supplement, we mean the selling stockholder listed in the table below as offering shares, as well as its pledgees, donees, assignees, transferees and successors and others who may hold any of the selling stockholder's interest. The selling stockholder may be deemed to be an underwriter within the meaning of the Securities Act.

Name of Selling Stockholder	Class of Stock	Shares Beneficially Owned Prior to the Offering		Combined Voting Power of Shares of All Classes of Common Stock Beneficially Owned	Shares to be Sold in this Offering	Shares Beneficially Owned After the Offering and the Share Repurchase	
		Number	Percent of Class <sup>(1)</sup>	Total Percentage		Number	Percent of Class <sup>(1)</sup>
Explorer Coinvest LLC <sup>(2)</sup>	Class A	54,660,000	36.96%	36.50%	12,000,000	42,660,000	29.04%
Shares Subject to Voting Proxy <sup>(3)</sup>	Class A	8,501,756	5.75%	5.68%			
	Class E	1,851,590	100%	1.24%			
	Total	10,353,346		6.91%			

(1) The percentages shown are based on 147,908,527 and 1,851,590 shares of Class A common stock and Class E special voting common stock outstanding as of January 28, 2015 and, following the offering and the share repurchase, 1,000,000 shares of Class A common stock to be repurchased by us that will no longer be outstanding.

(2) Explorer Coinvest LLC is owned by investment funds managed by The Carlyle Group. Explorer Manager, L.L.C., as the non-member manager of Explorer Coinvest LLC, has the power to vote and dispose of the shares held directly by Explorer Coinvest LLC. Explorer Manager, L.L.C. is managed by a seven member investment committee, which has dispositive power over the shares beneficially owned by it, and a three member management committee, which has the power to vote the shares beneficially owned by it. Each member of the investment committee and management committee of Explorer Manager, L.L.C. disclaims beneficial ownership of the shares

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beneficially owned by Explorer Manager, L.L.C. The principal address of each of the foregoing entities is c/o The Carlyle Group, 1001 Pennsylvania Avenue, N.W., Suite 220 South, Washington D.C. 2004-2505.

- (3) Reflects shares of common stock over which the selling stockholder holds a voting proxy with respect to certain matters pursuant to irrevocable proxy and tag-along agreements between Carlyle and a number of other stockholders, including all of the executive officers. Following completion of this offering, the proxy and tag-along agreements between Carlyle and such other stockholders will terminate. See Related Person Transactions Irrevocable Proxy and Tag-Along Agreements in the Company's proxy statement filed with the SEC on June 20, 2014 for a discussion of these arrangements.

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**MATERIAL U.S. FEDERAL TAX CONSIDERATIONS FOR NON-U.S. HOLDERS**

The following is a discussion of the material U.S. federal income tax considerations relating to the purchase, ownership and disposition of our common stock by Non-U.S. Holders (as defined below) that purchase our common stock pursuant to this offering and hold such common stock as a capital asset. This discussion is based on the Internal Revenue Code of 1986, as amended, or the Code, U.S. Treasury regulations thereunder, and administrative and judicial interpretations thereof, all as in effect on the date of this prospectus supplement and all of which are subject to change, possibly with retroactive effect, or to different interpretation. This discussion does not address all of the U.S. federal tax considerations that may be relevant to Non-U.S. Holders in light of their particular circumstances or to Non-U.S. Holders subject to special treatment under U.S. federal income tax law (such as banks, insurance companies, dealers in securities or other Non-U.S. Holders that mark their securities to market for U.S. federal income tax purposes, foreign governments, international organizations, controlled foreign corporations, passive foreign investment companies, tax-exempt entities, certain former citizens or residents of the United States, or Non-U.S. Holders who hold our common stock as part of a straddle, hedge, conversion or other integrated transaction). This discussion does not address any U.S. state or local or non-U.S. tax considerations or any U.S. federal estate, gift or alternative minimum tax considerations.

As used in this discussion, the term **Non-U.S. Holder** means a beneficial owner of our common stock that is for U.S. federal income tax purposes:

an individual who is neither a citizen nor a resident of the United States;

a corporation that is not created or organized in or under the laws of the United States, any state thereof, or the District of Columbia;

an estate that is not subject to U.S. federal income tax on income from non-U.S. sources which is not effectively connected with the conduct of a trade or business within the United States; or

a trust unless (i) it is subject to the primary supervision of a court within the United States and one or more United States persons (within the meaning of section 7701(a)(30) of the Code) have the authority to control all of its substantial decisions or (ii) it has in effect a valid election under applicable U.S. Treasury regulations to be treated as a United States person.

If an entity treated as a partnership for U.S. federal income tax purposes invests in our common stock, the U.S. federal income tax considerations relating to such investment will depend in part upon the status and activities of such entity and the particular partner. Any such entity (and any partner in such entity) should consult its own tax adviser regarding the U.S. federal tax considerations applicable to it and its partners of the purchase, ownership and disposition of our common stock.

**PERSONS CONSIDERING AN INVESTMENT IN OUR COMMON STOCK SHOULD CONSULT THEIR OWN TAX ADVISORS REGARDING THE U.S. FEDERAL, STATE AND LOCAL AND NON-U.S. INCOME, ESTATE AND OTHER TAX CONSIDERATIONS RELATING TO THE PURCHASE, OWNERSHIP AND DISPOSITION OF OUR COMMON STOCK IN LIGHT OF THEIR PARTICULAR CIRCUMSTANCES.**

### **Distributions on Common Stock**

Subject to the discussion below under Payments to Foreign Financial Institutions and Non-financial Foreign Entities and Information Reporting and Backup Withholding, if we make a distribution of cash or other property (other than certain *pro rata* distributions of our common stock) in respect of a share of our common stock, the distribution will be treated as a dividend to the extent it is paid from our current or accumulated earnings and profits (as determined under U.S. federal income tax principles). If the amount of a distribution exceeds our current and accumulated earnings and profits, such excess generally will be treated first as a tax-free return of capital to the extent of the Non-U.S. Holder's tax basis in such share of our common stock,

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and then as gain realized on the sale or other disposition of our common stock and will be treated as described below under Sale, Exchange or Other Disposition of Common Stock. Distributions treated as dividends on our common stock that are paid to or for the account of a Non-U.S. Holder generally will be subject to U.S. federal withholding tax at a rate of 30%, or at a lower rate if provided by an applicable tax treaty and the Non-U.S. Holder provides the documentation (generally, Internal Revenue Service, or IRS, Form W-8BEN) required to claim benefits under such tax treaty to the applicable withholding agent.

If, however, a dividend is effectively connected with the conduct of a trade or business in the United States by a Non-U.S. Holder, the dividend generally will not be subject to the 30% U.S. federal withholding tax if the Non-U.S. Holder provides the appropriate documentation (generally, IRS Form W-8ECI) to the applicable withholding agent. Instead, the Non-U.S. Holder generally will be subject to U.S. federal income tax in respect of such dividend on a net income basis at regular graduated U.S. federal income tax rates (except as provided by an applicable tax treaty). Dividends that are effectively connected with the conduct of a trade or business in the United States by a corporate Non-U.S. Holder may also be subject to a branch profits tax at the rate of 30% (or a lower rate if provided by an applicable tax treaty).

### **Sale, Exchange or Other Disposition of Common Stock**

Subject to the discussion below under Payments to Foreign Financial Institutions and Non-financial Foreign Entities and Information Reporting and Backup Withholding, a Non-U.S. Holder generally will not be subject to U.S. federal income tax on gain recognized on the sale, exchange or other disposition of our common stock unless:

we are or have been a United States real property holding corporation for U.S. federal income tax purposes at any time during the shorter of (i) the five year period ending on the date of such sale, exchange or disposition and (ii) such Non-U.S. Holder's holding period with respect to our common stock, and certain other conditions are met;

such gain is effectively connected with the conduct of a trade or business in the United States by such Non-U.S. Holder, in which event such Non-U.S. Holder generally will be subject to U.S. federal income tax on a net income basis in substantially the same manner as a U.S. holder (except as provided by an applicable tax treaty) and, if it is a corporation, may also be subject to a branch profits tax at the rate of 30% (or a lower rate if provided by an applicable tax treaty); or

such Non-U.S. Holder is an individual who is present in the United States for 183 days or more in the taxable year of such sale, exchange or disposition and certain other conditions are met.

Generally, a corporation is a United States real property holding corporation if the fair market value of its United States real property interests equals or exceeds 50% of the sum of the fair market value of its worldwide real property interests and its other assets used or held for use in a trade or business (all as determined for U.S. federal income tax purposes). We do not believe that we are, and we do not presently anticipate that we will become, a United States real property holding corporation.

Gains described in the second bullet point above will generally be subject to U.S. federal income tax on a net income basis at regular graduated U.S. federal income tax rates. A Non-U.S. Holder that is a foreign corporation also may be subject to branch profits tax at the rate of 30% (or a lower rate if provided by an applicable tax treaty) on such



effectively connected gain.

Gains described in the third bullet point above will be subject to U.S. federal income tax at a rate of 30% (or a lower rate if provided by an applicable tax treaty), which may be offset by U.S. source capital losses of the Non-U.S. Holder (even though the individual is not considered a resident of the United States), provided the Non-U.S. Holder has timely filed U.S. federal income tax returns with respect to such losses.

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### **Payments to Foreign Financial Institutions and Non-financial Foreign Entities**

Under the Code provisions commonly known as the Foreign Account Tax Compliance Act, or FATCA, withholding taxes may be imposed on any dividend on, or any gross proceeds from the sale, exchange or other disposition of, our common stock paid to a Non-U.S. Holder that is a foreign financial institution or a non-financial foreign entity (to the extent such dividend or gain from such sale, exchange or disposition is not effectively connected with the conduct of a trade or business in the United States by such Non-U.S. Holder) at the rate of 30% unless such Non-U.S. Holder complies with certain additional U.S. reporting requirements.

For this purpose, a foreign financial institution includes, among others, a non-U.S. entity that (i) is a bank, (ii) holds, as a substantial portion of its business, financial assets for the account for others or (iii) is engaged primarily in the business of investing, reinvesting or trading in securities, partnership interests, commodities or any interest in securities, partnership interests or commodities. A foreign financial institution generally will be subject to this 30% U.S. federal withholding tax unless it (i) enters into an agreement with the IRS pursuant to which such financial institution agrees (x) to comply with certain information, verification, due diligence, reporting, and other procedures established by the IRS with respect to United States accounts (generally financial accounts maintained by a financial institution (as well as non-traded debt or equity interests in such financial institution) held by one or more specified U.S. persons or foreign entities with a specified level of U.S. ownership) and (y) to withhold on its account holders that fail to comply with reasonable information requests or that are foreign financial institutions that do not enter into such an agreement with the IRS or (ii) is exempted by the IRS. Foreign financial institutions located in jurisdictions that have an intergovernmental agreement with the United States governing FATCA may be subject to different rules.

A non-financial foreign entity generally will be subject to this 30% U.S. federal withholding tax unless such entity provides the applicable withholding agent with either (i) a certification that such entity does not have any substantial U.S. owners or (ii) information regarding the name, address and taxpayer identification number of each substantial U.S. owner of such entity. These reporting requirements generally will not apply to a non-financial foreign entity that is a corporation the stock of which is regularly traded on an established securities market or certain affiliated corporations or to certain other specified types of entities.

Under the applicable Treasury Regulations and IRS guidance, withholding under FATCA generally will apply to payments of dividends on our common stock made on or after July 1, 2014 and to payments of gross proceeds from the sale or other disposition of such stock on or after January 1, 2017.

Non-U.S. Holders should consult their own tax advisor regarding the application of these withholding and reporting rules.

### **Information Reporting and Backup Withholding**

Generally, the amount of dividends on our common stock paid to a Non-U.S. Holder and the amount of any tax withheld from such dividends must be reported annually to the IRS and to the Non-U.S. Holder.

The backup withholding rules that apply to payments to certain U.S. persons generally will not apply to payments with respect to our common stock to a Non-U.S. Holder if such Non-U.S. Holder certifies under penalties of perjury that it is not a United States person (generally by providing an IRS Form W-8BEN) or otherwise establishes an exemption.

Proceeds from the sale, exchange or other disposition of our common stock by a Non-U.S. Holder effected through a non-U.S. office of a U.S. broker or of a non-U.S. broker with certain specified U.S. connections generally will be

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subject to information reporting (but not backup withholding) unless such Non-U.S. Holder certifies under penalties of perjury that it is not a United States person (generally by providing an IRS Form W-8BEN) or otherwise establishes an exemption. Proceeds from the sale, exchange or other disposition of our common stock by

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a Non-U.S. Holder effected through a U.S. office of a broker generally will be subject to information reporting and backup withholding, unless such Non-U.S. Holder certifies under penalties of perjury that it is not a United States person (generally by providing an IRS Form W-8BEN) or otherwise establishes an exemption.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules generally will be allowed as a refund or a credit against a Non-U.S. Holder's U.S. federal income tax liability if the required information is furnished by such Non-U.S. Holder on a timely basis to the IRS.

**Table of Contents****UNDERWRITING**

The selling stockholder is offering the shares of Class A common stock described in this prospectus supplement through Morgan Stanley & Co. LLC (the underwriter). Subject to the terms and conditions set forth in the underwriting agreement among us, the selling stockholder and the underwriter, dated the date of this prospectus supplement, the underwriter has agreed to purchase from the selling stockholder, and the selling stockholder has agreed to sell to the underwriter, the number of shares of Class A common stock indicated in the table below:

<b>Name</b>	<b>Number of Shares</b>
Morgan Stanley & Co. LLC	12,000,000

The underwriter is committed to take and pay for all of the shares of our Class A common stock being offered, if any are taken.

Subject to the completion of this offering, at the selling stockholder's request, the underwriter has reserved 1,000,000 shares of the 12,000,000 shares of our Class A common stock for repurchase by us. The per share purchase price to be paid by us will equal the per share purchase price to be paid by the underwriter to the selling stockholder in this offering. The underwriter will not receive any compensation for the shares being repurchased by us. See Concurrent Company Repurchase of Class A Common Stock.

**Commissions and Expenses**

The following table summarizes the underwriting discounts and commissions the selling stockholder will pay to the underwriter. The underwriting fee is the difference between the initial price to the public and the amount the underwriter has agreed to pay to the selling stockholder for the shares of our Class A common stock.

<b>Per share</b>	\$ 0.44
<b>Total</b>	\$ 4,840,000

The underwriter proposes to offer the shares of our Class A common stock directly to the public at the public offering price on the cover of this prospectus supplement and to selected dealers at such offering price less a selling concession not in excess of \$0.20 per share. After the offering, the underwriter may change the offering price and other selling terms. Sales of shares made outside of the United States may be made by affiliates of the underwriter.

The expenses of the offering that are payable by us are estimated to be approximately \$192,119 (excluding underwriting discounts and commissions and any transfer taxes incurred by the selling stockholder in disposing of the shares).

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We have agreed to pay expenses incurred by the selling stockholder in connection with the offering, other than the underwritin