

# BOOZ ALLEN HAMILTON HOLDING CORP

## FORM 8-K (Current report filing)

Filed 08/01/14 for the Period Ending 07/31/14

|           |   |
|-----------|---|
| Address   | 8283 GREENSBORO DRIVE<br>MCLEAN, VA 22102 |
| Telephone | 703-902-5000                              |
| CIK       | 0001443646                                |
| Symbol    | BAH                                       |
| SIC Code  | 8742 - Management Consulting Services     |
| Industry  | Business Services                         |
| Sector    | Services                                  |

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 31, 2014**

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**Booz Allen Hamilton Holding Corporation**

**(Exact name of Registrant as specified in its charter)**

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**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**

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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))
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

- (a) The annual meeting of stockholders of Booz Allen Hamilton Holding Corporation (the "Company") was held on July 31, 2014.
- (b) The stockholders elected all of the Company's nominees for director; approved the advisory vote on the compensation of the Company's Named Executive Officers; approved the Second Amended and Restated Equity Incentive Plan; approved the Amended and Restated Annual Incentive Plan; approved the Third Amended and Restated Certificate of Incorporation and conversion of Class B non-voting common stock and Class C restricted common stock into Class A common stock; and ratified the appointment of Ernst & Young LLP as the Company's independent registered accounting firm for the Company's fiscal year 2015. The stockholders voted on these matters as follows:

**Proposal 1: Election of Directors**

| <u>Nominees</u>     | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Broker Non-Votes</u> |
|---------------------|------------------|-----------------------|-------------------------|
| Ralph W. Shrader    | 106,025,926      | 19,257,757            | 15,189,928              |
| Joan Lordi C. Amble | 124,508,798      | 774,885               | 15,189,928              |
| Peter Clare         | 98,920,729       | 26,362,954            | 15,189,928              |
| Philip A. Odeen     | 123,796,427      | 1,487,256             | 15,189,928              |

**Proposal 2: A non-binding advisory vote on the compensation program for the Company's Named Executive Officers, as disclosed in the Compensation Discussion and Analysis section of the proxy statement (a "say-on-pay" vote).**

|                         |             |
|-------------------------|-------------|
| <b>For</b>              | 124,185,061 |
| <b>Against</b>          | 337,816     |
| <b>Abstain</b>          | 760,806     |
| <b>Broker Non-Votes</b> | 15,189,928  |

**Proposal 3: The approval of the Second Amended and Restated Equity Incentive Plan of the Company.**

|                         |            |
|-------------------------|------------|
| <b>For</b>              | 97,825,970 |
| <b>Against</b>          | 27,198,280 |
| <b>Abstain</b>          | 259,433    |
| <b>Broker Non-Votes</b> | 15,189,928 |

**Proposal 4: The approval of the Amended and Restated Annual Incentive Plan of the Company.**

|                         |             |
|-------------------------|-------------|
| <b>For</b>              | 113,273,674 |
| <b>Against</b>          | 11,751,516  |
| <b>Abstain</b>          | 258,493     |
| <b>Broker Non-Votes</b> | 15,189,928  |

**Proposal 5: The adoption of the Third Amended and Restated Certificate of Incorporation and conversion of Class B non-voting common stock and Class C restricted common stock into Class A common stock.**

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|                         |             |
|-------------------------|-------------|
| <b>For</b>              | 124,447,645 |
| <b>Against</b>          | 101,177     |
| <b>Abstain</b>          | 734,861     |
| <b>Broker Non-Votes</b> | 15,189,928  |

**Proposal 6: The ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the Company's fiscal year 2015.**

|                |             |
|----------------|-------------|
| <b>For</b>     | 140,169,710 |
| <b>Against</b> | 68,504      |
| <b>Abstain</b> | 235,397     |

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## **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 General Counsel

Date: August 1, 2014