

# BOOZ ALLEN HAMILTON HOLDING CORP

## FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 07/30/15

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

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

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

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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 or organization)

**26-2634160**  
(I.R.S. Employer  
Identification Number)

**8283 Greensboro Drive, McLean, Virginia 22102**  
(Address of Principal Executive Offices) (Zip Code)

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**Second Amended and Restated Equity Incentive Plan of Booz Allen Hamilton Holding Corporation**  
(Full title of the plan)

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**Nancy J. Laben**  
**8283 Greensboro Drive**  
**McLean, Virginia 22102**  
(Name and address of agent for service)

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*With copies to:*

**Matthew E. Kaplan**  
**Debevoise & Plimpton LLP**  
**919 Third Avenue**  
**New York, New York 10022**  
**(212) 909-6000**

**Douglas S. Many**  
**Booz Allen Hamilton Inc.**  
**8283 Greensboro Drive**  
**McLean, Virginia 22102**  
**(703) 902-5000**

**(703) 902-5000**  
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to Be Registered</b>	<b>Amount to Be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee (2)</b>
Class A Common Stock, par value \$0.01 per share	5,000,000	\$25.39	\$126,950,000	\$14,751.59

- (1) The number of shares being registered represents additional shares issuable under the Second Amended and Restated Equity Incentive Plan of Booz Allen Hamilton Holding Corporation (the “Equity Incentive Plan”), and, pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this registration statement on Form S-8 shall also cover any additional shares of the Registrant’s common stock that became issuable under the applicable plan by reason of any stock dividend, stock split, recapitalization or other similar transaction. The Registrant previously registered 49,645,679 shares issuable under the Equity Incentive Plan, the Booz Allen Hamilton Holding Corporation Officers’ Rollover Stock Plan and the Booz Allen Hamilton Holding Corporation Employee Stock Purchase Plan (which shares included 28,000,000 shares issuable under the Equity Incentive Plan) pursuant to a registration statement on Form S-8 filed on December 20, 2010 (File No. 333-171288), which remains in full force and effect.
- (2) Computed pursuant to Rule 457(c) and (h) of the Securities Act solely for purpose of determining the registration fee, based upon an assumed price of \$25.39 per share, which was the average of the high and low prices of Booz Allen Hamilton Holding Corporation common shares on July 27, 2015, as reported on the New York Stock Exchange.

**EXPLANATORY NOTE**  
**REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL**  
**INSTRUCTION E**

On July 31, 2014, the stockholders of Booz Allen Hamilton Holding Corporation (the “Company”) approved the Second Amended and Restated Equity Incentive Plan of Booz Allen Hamilton Holding Corporation (the “Equity Incentive Plan”), which among other things increased the number of authorized shares of the Company’s common stock that may become issuable under the Equity Incentive Plan by 5,000,000 shares to 33,000,000 shares. The Company previously registered 49,645,679 shares issuable under the Equity Incentive Plan, the Booz Allen Hamilton Holding Corporation Officers’ Rollover Stock Plan and the Booz Allen Hamilton Holding Corporation Employee Stock Purchase Plan (which shares included 28,000,000 shares issuable under the Equity Incentive Plan) pursuant to a registration statement on Form S-8 (File No. 333-171288) filed with the Securities and Exchange Commission (the “Commission”) on December 20, 2010 (the “Prior S-8”), which remains in full force and effect.

The Company has prepared this registration statement on Form S-8 (this “Registration Statement”) in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”) to register the additional 5,000,000 shares of its common stock for issuance under the Equity Incentive Plan. The additional shares to be registered by this Registration Statement are of the same class as those securities covered by the Prior S-8. Pursuant to General Instruction E to Form S-8, this Registration Statement incorporates by reference the contents of the Prior S-8 to the extent not modified or superseded hereby or by any subsequently filed document that is incorporated by reference herein or therein.

**Part II**

**Information Required in the Registration Statement**

**Item 3. Incorporation of Certain Documents by Reference.**

The following documents previously filed with the Commission by the Company pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference:

- a. The Company’s Annual Report on Form 10-K for the fiscal year ended March 31, 2015, filed on May 21, 2015 (File No. 001-34972);
- b. The Company’s Definitive Proxy Statement for its 2015 Annual Meeting of Stockholders pursuant to Section 14(a) of the Exchange Act, filed on June 18, 2015 (File No. 001-34972) (to the extent specifically incorporated by reference into our Annual Report on 10-K for the year ended March 31, 2015);
- c. The Company’s Quarterly Report filed on Form 10-Q for the quarterly period ended June 30, 2015, filed with the Commission on July 29, 2015 (File No. 001-34972);

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d. The Company's Current Report on Form 8-K filed with the Commission on June 5, 2015 (File No. 001-34972);

e. All other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Exchange Act since March 31, 2015; and

f. The description of the Company's Class A Common Stock contained in the Company's Registration Statement on Form 8-A filed on November 16, 2010, registering the Company's common stock under Section 12(g) of the Exchange Act, including any amendments or reports filed for purposes of updating such description.

In addition, all documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicate that all securities offered hereby have been sold or that deregister all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the respective dates of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein) modified or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

**Item 8. Exhibits.**

The Exhibits accompanying this Registration Statement are listed on the accompanying Exhibit Index.

## SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in McLean, Virginia, on July 30, 2015.

BOOZ ALLEN HAMILTON HOLDING CORPORATION

By: /s/ Kevin L. Cook  
Name: Kevin L. Cook  
Title: Executive Vice President,  
Chief Financial Officer and Treasurer

Each person whose signature appears below constitutes and appoints Horacio Rozanski, Nancy Laben and Douglas S. Many and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, severally, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Horacio Rozanski</u> Horacio Rozanski	President and Chief Executive Officer and Director (Principal Executive Officer)	July 30, 2015
<u>/s/ Kevin L. Cook</u> Kevin L. Cook	Executive Vice President, Chief Financial Officer and Treasurer (Principal Accounting and Financial Officer)	July 30, 2015
<u>/s/ Ralph W. Shrader</u> Ralph W. Shrader	Chairman of the Board	July 30, 2015
<u>/s/ Joan Lordi C. Amble</u> Joan Lordi C. Amble	Director	July 30, 2015

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<u>/s/ Peter Clare</u> Peter Clare	Director	July 30, 2015
<u>/s/ Ian Fujiyama</u> Ian Fujiyama	Director	July 30, 2015
<u>/s/ Mark Gaumond</u> Mark Gaumond	Director	July 30, 2015
<u>/s/ Arthur E. Johnson</u> Arthur E. Johnson	Director	July 30, 2015
<u>/s/ Gretchen W. McClain</u> Gretchen W. McClain	Director	July 30, 2015
<u>/s/ Philip A. Odeen</u> Philip A. Odeen	Director	July 30, 2015
<u>/s/ Charles O. Rossotti</u> Charles O. Rossotti	Director	July 30, 2015

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**INDEX TO EXHIBITS TO REGISTRATION STATEMENT ON FORM S-8**

**Exhibits**

- 5.1 Opinion of Debevoise & Plimpton LLP
- 23.1 Consent of Ernst & Young LLP; Independent Registered Public Accounting Firm
- 23.2 Consent of Debevoise & Plimpton LLP (included in Exhibit 5.1)
- 24.1 Powers of Attorney (contained on signature page hereto)
- 99.1 Second Amended and Restated Equity Incentive Plan of Booz Allen Hamilton Holding Corporation incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report for the period ended September 30, 2014 on Form 10-Q (File No. 001-34972)



July 30, 2015

Booz Allen Hamilton Holding Corporation  
8283 Greensboro Drive  
McLean, Virginia 22102

Dear Ladies and Gentlemen:

We have acted as counsel to Booz Allen Hamilton Holding Corporation, a Delaware corporation (the “Company”), in connection with the filing by the Company of a Registration Statement on Form S-8 (the “Registration Statement”) relating to the registration of an additional 5,000,000 shares of Class A Common Stock of the Company, par value \$0.01 per share (the “Shares”), issuable pursuant to the Second Amended and Restated Equity Incentive Plan of Booz Allen Hamilton Holding Corporation (the “Plan”).

We have examined the originals, or copies certified or otherwise identified to our satisfaction, of the Plan and such other corporate records, documents, certificates or other instruments as in our judgment are necessary or appropriate to enable us to render the opinion set forth below. In rendering such opinion, we have assumed that grants of Shares pursuant to the Plans will be made only for past services to the Company having an aggregate value not less than the aggregate par value of the Shares so granted.

Based on the foregoing, we are of the opinion that authorized but not previously issued Shares which may be issued under the Plan have been duly authorized and when issued in accordance with the terms of the Plan and grants made pursuant to the Plan will be validly issued, fully paid and non-assessable under the laws of the State of Delaware.

We hereby consent to the filing of this opinion as an exhibit to the Company’s Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933 or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Debevoise & Plimpton LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Second Amended and Restated Equity Incentive Plan of Booz Allen Hamilton Holding Corporation of our reports dated May 21, 2015, with respect to the consolidated financial statements of Booz Allen Hamilton Holding Corporation and the effectiveness of internal control over financial reporting of Booz Allen Hamilton Holding Corporation included in its Annual Report (Form 10-K) for the year ended March 31, 2015, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP  
McLean, Virginia  
July 30, 2015