

# BOOZ ALLEN HAMILTON HOLDING CORP

## FORM 8-K (Current report filing)

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Address	8283 GREENSBORO DRIVE MCLEAN, VA 22102
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Industry	Business Services
Sector	Services



**Item 1.01 Entry into a Material Definitive Agreement.**

On June 12, 2012, Booz Allen Hamilton Holding Corporation (the "Company") and stockholders affiliated with The Carlyle Group (the "Carlyle Stockholders") who are parties to that certain Amended and Restated Stockholders Agreement, dated as of November 8, 2010 (the "Stockholders Agreement"), entered into and effected an amendment to the Stockholders Agreement (the "Amendment").

The Amendment revises Section 1.01(a) of the Stockholders Agreement by increasing the maximum size of the Board of Directors (the "Board") of the Company from nine to twelve and makes certain revisions to the number of directors that may be designated for nomination by the Carlyle Stockholders and the Chief Executive Officer of the Company, respectively.

In addition to the increase of the maximum size of the Board from nine to twelve, the amended provisions of Section 1.01(a) generally provide that three directors, who may be full-time employees of the Carlyle Stockholders, or their affiliates, shall be designated for nomination by the Carlyle Stockholders; provided, however, that the Carlyle Stockholders may, in their sole discretion, (i) choose on any occasion to designate fewer than three directors for nomination or (ii) relinquish the right to designate for nomination one or more directors. In addition, two directors, who shall be full-time employees of Booz Allen Hamilton Inc., shall be designated for nomination for election by the Chief Executive Officer of the Company; provided, however, that at any time when the Chief Executive Officer of the Company shall not have been a full-time employee of Booz Allen Hamilton Inc. for at least five years, such two directors shall instead be designated for nomination by the executive stockholders party to the Stockholders Agreement (the "Executive Stockholders") holding a majority of the voting shares held by all Executive Stockholders, and provided, further, that (1) the number of directors that may be designated for nomination pursuant to this provision on any occasion may be reduced by certain senior executives designated by the Chief Executive Officer of the Company (the "Leadership Team") with the approval of the Executive Stockholders holding a majority of the voting shares held by all Executive Stockholders and (2) the Leadership Team with the approval of the Executive Stockholders holding a majority of the voting shares held by all the Executive Stockholders may cause to be relinquished the right to designate for nomination one or more directors under this provision.

The foregoing summary of the terms of the Amendment is qualified in its entirety by reference to the Amendment, a copy of which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 12, 2012, the Board increased the size of the Board from nine to ten members and appointed Joan Lordi C. Amble as a new member of the Board, effective immediately, upon the recommendation of the Company's Nominating and Corporate Governance Committee. Ms. Amble will serve for a term expiring at the Company's 2014 annual meeting of stockholders. Ms. Amble has been appointed to serve on the Board's Audit Committee.

Ms. Amble most recently served as Executive Vice President, Finance, for American Express Company, and has a prior career in finance and accounting extending from 1977. At American Express, Ms. Amble served in senior positions, including the role of comptroller, from 2003 to 2011. Before that, she had a nearly 14-year career at General Electric, where she served in a variety of financial positions, including her final role as Chief Operating Officer and Chief Financial Officer for GE Capital Markets. Earlier in her career, she served from 1984 to 1989 with the Financial Accounting Standards Board, and with Ernst & Young from 1977 to 1984. Ms. Amble currently serves as a director of Brown-Forman Corporation and Sirius XM Radio. Ms. Amble also serves on the board of visitors at The Pennsylvania State University Smeal College of Business Administration, and is the co-founder and Chairman of W.O.M.E.N in America, an organization that focuses on the development of women professionals.

Ms. Amble will receive the pro rata portion of the standard compensation for service on the Board. For the period beginning on April 1, 2012 through July 31, 2012, the standard compensation for the Company's unaffiliated directors is equal to \$50,000, to be paid \$16,667 in restricted shares of Class A Common Stock of the Company, par value \$0.01 (the "Restricted Common Stock") and \$33,333 in either cash, Restricted Common Stock, or a combination thereof. In addition, the Company will enter into an indemnification agreement with Ms. Amble pursuant to which the Company is required to indemnify Ms. Amble against certain liabilities which may arise by reason of her status or service as a director and to advance expenses to her, subject to reimbursement if it is determined that she is not entitled to indemnification. The form of such indemnification agreement has been filed as an exhibit to the Company's Registration Statement on Form S-1, initially filed with the Securities and Exchange Commission on June 21, 2010, as last amended on November 8, 2010.

A copy of a press release dated June 14, 2012 announcing Ms. Amble's appointment to the Board is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**



**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

*June 14, 2012*

By: *Robert S. Osborne*

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*Name: Robert S. Osborne*

*Title: Executive Vice President and General Counsel*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment No. 1 to Amended and Restated Stockholders Agreement
99.1	Press Release dated June 14, 2012

## AMENDMENT NO. 1 TO STOCKHOLDERS' AGREEMENT

THIS AMENDMENT NO. 1 (this "Amendment") to the Amended and Restated Stockholders Agreement, dated as of November 8, 2010 (the "Agreement"), by and among Booz Allen Hamilton Holding Corporation, a Delaware corporation (the "Company"), the various stockholders party thereto and Explorer Coinvest LLC, a Delaware limited liability company (the "Initial Carlyle Stockholder"), is made and entered into effective as of this 12th day of June, 2012, by and between the Company and the Carlyle Stockholders. All capitalized terms used herein but not defined herein shall have the meaning assigned to them in the Agreement, and, except as otherwise provided below, references herein to a specific Section will refer to the corresponding Section of the Agreement.

WHEREAS, the Company and certain of its stockholders have entered into the Agreement;

WHEREAS, in accordance with Section 16(k)(i) of the Agreement, the Carlyle Stockholders and the Executive Stockholders holding a majority of the Securities held by the Executive Stockholders have provided their prior written consent to this Amendment; and

WHEREAS, the board of directors of the Company has approved this Amendment.

NOW, THEREFORE, in consideration of the mutual promises, covenants, representations and warranties made herein and of the mutual benefits to be derived herefrom, the parties hereto agree as follows:

1. Amendment to Section 1.01(a). Section 1.01(a) is hereby deleted in its entirety and replaced as follows:

(a) Each Executive Stockholder and Carlyle Stockholder shall vote all of the Voting Shares over which such Executive Stockholder or such Carlyle Stockholder has voting control and shall take all other necessary or desirable actions within such Executive Stockholder's or such Carlyle Stockholder's control (whether in such Executive Stockholder's or such Carlyle Stockholder's capacity as a stockholder, director, member of a Board committee or officer of the Company or otherwise, and including, without limitation, attendance at meetings in person or by proxy for purposes of obtaining a quorum, execution of written consents in lieu of meetings, and approval of amendments and/or restatements of the Company's certificate of incorporation or by-laws) so that ( i ) the authorized number of directors (the "Directors") on the Board shall be at least six and no greater than twelve and ( ii ) the Directors shall be persons nominated or designated in accordance with this Section 1. Three Directors, who may be full-time employees of the Carlyle Stockholders or any of their respective Affiliates (other than the Company and its subsidiaries), shall be designated for nomination by the Carlyle Stockholders; provided, however, that the Carlyle Stockholders may, in their sole discretion, (i) choose on any occasion to designate fewer than three Directors for nomination or (ii) relinquish the right to designate for nomination one or more Directors. Two Directors, who shall be full-time employees of BAH, shall be designated for nomination for election by the Chief Executive Officer of the Company; provided, however, that at any time when the Chief Executive Officer of the Company shall not have been a full-time employee of BAH for at least five years, such two Directors shall instead be designated for nomination by the Executive Stockholders holding a majority of the Voting Shares held by all Executive Stockholders (in either case, the individuals designated pursuant to this sentence shall be referred to as the "Executive Directors"); and provided, further, that (1) the number of Directors that may be designated for nomination pursuant to this sentence on any occasion may be reduced by the Leadership Team with the approval of the Executive Stockholders holding a majority of the Voting Shares held by all Executive Stockholders and (2) the Leadership Team with the approval of the Executive Stockholders holding a majority of the Voting Shares held by all Executive Stockholders may cause to be relinquished the right to designate for nomination one or more Directors under this sentence. Any remaining Directors shall be jointly designated for nomination for election by the Chief Executive Officer and the Carlyle Stockholders; provided, however, that if ( x ) the Chief Executive Officer of the Company has not been a full-time employee of BAH for at least five years, ( y ) such Chief Executive Officer of the Company has not been designated as an Executive Director, and ( z ) the Carlyle Stockholders determine that such Chief Executive Officer of the Company should serve as a Director, such Chief Executive Officer shall be so designated for nomination for election and shall constitute one of such remaining Directors. Any Directors (other than the Chief Executive Officer of the Company) designated pursuant to the immediately preceding sentence, and any Directors designated by the Carlyle Stockholders who are not full-time employees of the Carlyle Stockholders or any of their respective Affiliates (other than the Company and its subsidiaries) and were designated after consultation with the Chief Executive Officer of the Company are

hereinafter sometimes referred to as the “ Unaffiliated Directors .”

2. No Modification . On and after the effective date of this Amendment each reference in the Agreement to “this Agreement,” “herein,” “hereunder,” “hereof,” “hereby,” or words of like import referring to the Agreement shall mean and be a reference to the Agreement as amended by this Amendment. The Agreement, as amended by this Amendment, is and shall continue to be in full force and effect in accordance with its terms, and except as expressly set forth in this Amendment no other amendment or modification to the Agreement is agreed to or implied.

3. Governing Law . This Amendment shall be governed by, and construed in accordance with, the laws of the State of Delaware, without giving effect to its principles or rules of conflict of laws to the extent such principles or rules are not mandatorily applicable by statute and would require or permit the application of the laws of another jurisdiction.

4. Counterparts . This Amendment may be executed in two or more counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to constitute one and the same agreement. Any facsimile copies hereof or signature thereon shall, for all purposes, be deemed originals.

*[The remainder of this page has been left blank intentionally.]*

IN WITNESS WHEREOF, each of the parties has executed this Amendment as of June 12, 2012.

**BOOZ ALLEN HAMILTON HOLDING CORPORATION**

By: /s/ Ralph W. Shrader  
Name: Ralph W. Shrader

Title: Chairman, Chief Executive Officer and  
President

**EXPLORER COINVEST LLC**

By: Carlyle Partners V US Manager, L.L.C, its manager

By: TC Group, L.L.C., its managing member

By: Carlyle Holdings I, L.P., its managing member

By: Carlyle Holdings I GP Sub L.L.C., its general partner

By: Carlyle Holdings I GP Inc., its managing member

By: /s/ Ian Fujiyama  
Name: Ian Fujiyama  
Title: Managing Director

## **Booz Allen Appoints Financial Executive Joan Amble to its Board of Directors**

McLean, Virginia; June 14, 2012 –Booz Allen Hamilton Holding Corporation (NYSE:BAH), the parent company of consulting firm Booz Allen Hamilton Inc., has appointed Joan Lordi C. Amble to its Board of Directors, effective immediately. Ms. Amble most recently served as Executive Vice President, Finance, for American Express Company, and has a prior career in finance and accounting extending from 1977. She will serve on Booz Allen’s Audit Committee.

“Joan brings extensive financial and accounting experience to Booz Allen’s Board, having held senior positions at American Express, General Electric and Ernst & Young,” said Ralph W. Shrader, Booz Allen’s Chairman, Chief Executive Officer, and President. “Her expertise will benefit the firm’s already very strong financial operations, and her experience and guidance will be invaluable as we continue to build our business serving clients in the commercial finance market. She joins a board with a diverse range of experience, and we look forward to her contributions.”

Ms. Amble will serve for a term expiring at Booz Allen’s general meeting of shareholders in the summer of 2014. Her addition brings Booz Allen’s Board to ten directors.

At American Express, Ms. Amble served in senior positions, including the role of comptroller, from 2003 to 2011. Before that, she had a nearly 14-year career at General Electric, where she served in a variety of financial positions, including her final role as Chief Operating Officer and Chief Financial Officer for GE Capital Markets. Earlier in her career, she served from 1984 to 1989 with the Financial Accounting Standards Board, and with Ernst & Young from 1977 to 1984.

Ms. Amble has a BS degree from The Pennsylvania State University. She currently serves as a Director of Brown-Forman Corporation and Sirius XM Radio. She also serves on the Board of Visitors at The Pennsylvania State University Smeal College of Business, and is the co-founder and Chairman of W.O.M.E.N in America, an organization that focuses on the development of women professionals.

### **About Booz Allen Hamilton**

Booz Allen Hamilton is a leading provider of management and technology consulting services to the U.S. government in defense, intelligence, and civil markets, and to major corporations, institutions, and not-for-profit organizations. Booz Allen is headquartered in McLean, Virginia, employs approximately 25,000 people, and had revenue of \$5.86 billion for the 12 months ended March 31, 2012.

### **CONTACT:**

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