

BOOZ ALLEN HAMILTON HOLDING CORP

FORM 8-K (Current report filing)

Filed 02/07/11 for the Period Ending 02/01/11

Address	8283 GREENSBORO DRIVE MCLEAN, VA 22102
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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

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):

February 1, 2011

Booz Allen Hamilton Holding Corporation

(Exact name of registrant as specified in its charter)

Delaware

333-171288

26-2634160

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

8283 Greensboro Drive, McLean, Virginia

22102

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(703) 902-5000

Not Applicable

Former name or former address, if changed since last report

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

On February 1, 2011, the Board of Directors (the "Board") of Booz Allen Hamilton Holding Corporation (the "Company") increased the size of the Board from seven to eight members and appointed Mark Gaumont as a new member of the Board, upon the recommendation of the Company's Nominating and Corporate Governance Committee. Mr. Gaumont will serve for a term expiring at the Company's 2012 annual meeting of shareholders. Mr. Gaumont has been appointed to serve on the Board's Audit Committee.

Mr. Gaumont has more than 35 years of experience working with senior management and audit committees of public and privately-held companies. He held senior positions with Ernst & Young LLP from 2002 to 2010, retiring from the firm as Senior Vice Chair for the Americas, and previously was a partner with a distinguished 27-year career at Arthur Andersen LLP. He currently serves as a director of Rayonier Inc.

Mr. Gaumont will receive the pro rata portion of the standard compensation for service on the Board (currently \$100,000 per annum), based on the number of days remaining in the current director compensation year, which ends March 31, 2011, and he will receive the standard director compensation for the balance of his term. Mr. Gaumont may elect to receive his compensation in restricted stock or in a combination of cash and restricted stock. In addition, the Company will enter into an indemnification agreement with Mr. Gaumont pursuant to which the Company is required to indemnify Mr. Gaumont against certain liabilities which may arise by reason of his status or service as a director and to advance to him his expenses, subject to reimbursement if it is determined that he 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 February 7, 2011 announcing Mr. Gaumont's appointment to the Board is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

99.1 Press Release dated February 7, 2011

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

February 7, 2011

By: *CG Appleby*

*Name: CG Appleby
Title: Executive Vice President, General Counsel and
Secretary*

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated February 7, 2011

Booz Allen Hamilton Appoints Mark Gaumond to Its Board of Directors

Former senior executive with Ernst & Young and Arthur Andersen joins Audit Committee

McLean, Virginia, February 7, 2011 — Booz Allen Hamilton Holding Corporation (NYSE:BAH), the parent company of consulting firm Booz Allen Hamilton Inc., has appointed Mark Gaumond to its Board of Directors, effective immediately. Mr. Gaumond, who has 35 years of leadership experience in finance and accounting, will serve on Booz Allen's Audit Committee.

“Mark brings extensive experience to Booz Allen's Board and our Audit Committee, having held senior positions at Ernst & Young and Arthur Andersen” said Ralph W. Shrader, Booz Allen's Chairman, Chief Executive Officer, and President. “He spent nearly a decade at Ernst & Young, retiring from the firm as Senior Vice Chair for the Americas, and previously was a partner with a distinguished 27-year career at Arthur Andersen. Over the course of his career, Mark has successfully led and been involved with highly-complex transactions. We look forward to his contributions.”

Mr. Gaumond will serve for a term expiring at Booz Allen's general meeting of shareholders in the summer of 2012. With his addition, Booz Allen's Board has eight directors, including three from the firm's majority owner, The Carlyle Group.

At Ernst & Young LLP, Mr. Gaumond was responsible for four service lines in the firm's Americas business, spanning Assurance, Tax, Advisory, and Transaction Advisory Services. He served major clients including The Clorox Company and FedEx Corporation. Previously, he was a partner at Arthur Andersen LLP, primarily serving multinational companies such as ITT Corporation, International Paper Company, GTE Corporation, and AC Nielsen.

Mr. Gaumond has an AB degree from Georgetown University and an MBA from New York University. He is a certified public accountant in California and New York. He currently serves as a Director of Rayonier, Inc., the Fishers Island Development Corporation and the Walsh Park Benevolent Corporation, and is a trustee of The California Academy of Sciences.

About Booz Allen Hamilton

Booz Allen Hamilton is a leading provider of management and technology consulting services to the U.S. government in the defense, intelligence and civil markets. Booz Allen Hamilton is headquartered in McLean, Virginia, employs more than 25,000 people, and had revenue of approximately \$5 billion in its latest fiscal year.

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