

# BOOZ ALLEN HAMILTON HOLDING CORP

## FORM 8-K (Current report filing)

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Address	8283 GREENSBORO DRIVE MCLEAN, VA 22102
Telephone	703-902-5000
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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):

November 9, 2011

Booz Allen Hamilton Holding Corporation

Booz Allen Hamilton Holding Corporation  
(Exact name of registrant as specified in its charter)

Delaware

001-34972

26-2634160

Delaware  
(State or other jurisdiction  
of incorporation)

001-34972  
(Commission  
File Number)

26-2634160  
(I.R.S. Employer  
Identification No.)

8283 Greensboro Drive, McLean, Virginia

22102

8283 Greensboro Drive, McLean, Virginia  
(Address of principal executive offices)

22102  
(Zip Code)

Registrant's telephone number, including area code:

(703) 902-5000

Not Applicable

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 November 8, 2011, the Board of Directors (the "Board") of Booz Allen Hamilton Holding Corporation (the "Company") increased the size of the Board from eight to nine members and appointed Arthur E. Johnson effective November 9, 2011 as a new member of the Board, upon the recommendation of the Company's Nominating and Corporate Governance Committee. Mr. Johnson will serve for a term expiring at the Company's 2013 annual meeting of shareholders. Mr. Johnson has been appointed to serve on the Board's Audit Committee.

Mr. Johnson served as a leader in strategic development at Lockheed Martin, retiring in 2009 as senior vice president. Before that, he served as president and chief operating officer of the company's Information and Services Sector from 1997 to 1999, and served as president of the Systems Integration Group and the Federal Systems Group, after Loral Corporation, where he previously served as a group vice president, was acquired by Lockheed Martin in 1996. He currently serves as a director of AGL Resources, Inc. and Eaton Corporation and as an Independent Trustee of Fidelity Investments.

Mr. Johnson will receive the pro rata portion of the standard compensation for service on the Board (currently \$150,000 per annum), based on the number of days remaining in the current director compensation year, which ends March 31, 2012, and he will receive the standard director compensation for the balance of his term. Mr. Johnson will 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. Johnson pursuant to which the Company is required to indemnify Mr. Johnson 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 November 9, 2011 announcing Mr. Johnson's appointment to the Board is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

99.1 Press Release dated November 9, 2011

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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

*November 9, 2011*

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>
99.1	Press Release dated November 9, 2011

## **Booz Allen Appoints Arthur Johnson, Retired IT Executive, to its Board of Directors**

McLean, Virginia; November 9, 2011 –Booz Allen Hamilton Holding Corporation (NYSE:BAH), the parent company of consulting firm Booz Allen Hamilton Inc., has appointed Arthur E. Johnson to its Board of Directors, effective immediately. Mr. Johnson, a retired senior vice president from Lockheed Martin with over 20 years of senior leadership experience in the information technology and defense businesses, will serve on Booz Allen’s Audit Committee.

“Art brings extensive IT management experience to Booz Allen’s Board, having held senior positions at IBM, Loral Corporation and Lockheed Martin,” said Ralph W. Shrader, Booz Allen’s Chairman, Chief Executive Officer, and President. “His career combines a strong technology background with extensive experience in the government market that will help guide the firm as we work to enhance the technological expertise we provide our government and commercial clients. He will help build the capabilities of an already strong board, and we look forward to his contributions.”

Mr. Johnson will serve for a term expiring at Booz Allen’s general meeting of shareholders in the summer of 2013. His addition brings Booz Allen’s Board to nine directors, including three from the firm’s majority owner, The Carlyle Group.

At Lockheed Martin, Johnson served as a leader in strategic development, retiring in 2009 as senior vice president. Before that, he served as president and chief operating officer of the company’s Information and Services Sector from 1997 to 1999, and served as president of the Systems Integration Group and the Federal Systems Group after Loral Corporation was acquired by Lockheed Martin in 1996.

At Loral, Mr. Johnson served as group vice president for the Federal Systems Group from 1994 to 1996. He had previously led IBM’s federal business, which was acquired by Loral, serving as president and chief operating officer of IBM Federal Systems Company from 1992 to 1994, after having earlier been named as vice president and general manager of IBM Federal Systems Division – Manassas in 1988. He began his professional career as a software engineer with IBM, and took on additional technical, software systems, and business management responsibilities as he moved up in the organization.

Mr. Johnson has a BA degree from Morehouse College. He currently serves as a Director of AGL Resources, Inc. and Eaton Corporation, as an Independent Trustee of Fidelity Investments, and was the founding Chairman of the Board of Trustees of the National Defense Industrial Association (NDIA). His awards and recognitions include Black Engineer of the Year and Government Computer News Industry Executive of the Year.

### **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 more than 25,000 people, and had revenue of \$5.59 billion for the 12 months ended March 31, 2011.