

Booz Allen Hamilton Holding Corp  
Form FWP  
February 02, 2015

**Free Writing Prospectus**

**Filed pursuant to Rule 433**

**Registration No. 333-190925**

**BOOZ ALLEN HAMILTON ANNOUNCES SECONDARY OFFERING BY AFFILIATE OF THE  
CARLYLE GROUP**

**AND REPURCHASE OF SHARES OF CLASS A COMMON STOCK**

**McLean, Virginia** February 2, 2015 Booz Allen Hamilton Holding Corporation ( Booz Allen ) (NYSE: BAH), the parent company of management consulting, technology, and engineering services firm Booz Allen Hamilton Inc., today announced the sale of an aggregate of 12,000,000 shares of Class A common stock ( common stock ) on an underwritten basis by an affiliate of The Carlyle Group ( Carlyle ) to Morgan Stanley & Co. LLC, as the underwriter in a registered offering of these shares (the offering ).

The last reported sale price of Booz Allen s common stock on February 2, 2015 was \$29.42 per share. Morgan Stanley & Co. LLC intends to offer the shares of common stock to the public at a fixed price, which may be changed at any time without notice.

In addition, at Carlyle s request, subject to the completion of the offering, Morgan Stanley & Co. LLC will reserve 1,000,000 shares of common stock for repurchase by Booz Allen. The per share purchase price to be paid by Booz Allen will equal the per share purchase price to be paid by the underwriter to Carlyle in the offering. The underwriter will not receive any compensation for the shares being repurchased by Booz Allen.

Upon completion of the offering, Carlyle will own approximately 29.0% of the outstanding common stock of Booz Allen. The offering is expected to close and settle on February 6, 2015. Booz Allen is not selling any shares of common stock in the offering and will not receive any of the proceeds.

A shelf registration statement (including a prospectus) relating to the offering of the common stock has previously been filed with the U.S. Securities and Exchange Commission and has become effective. Before investing, interested parties should read the prospectus and other documents filed with the Securities and Exchange Commission for information about Booz Allen and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, a copy of the prospectus may be obtained from the underwriter at: Morgan Stanley & Co. LLC at 180 Varick Street, 2nd Floor, New York, NY 10014, Attention: Prospectus Department.

This press release shall not constitute an offer to sell or the solicitation of any offer to buy, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of such jurisdiction.

**About Booz Allen Hamilton**

Booz Allen Hamilton is a leading provider of management consulting, technology, and engineering services to the US 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 22,000 people, and had revenue of \$5.48 billion for the 12 months ended March 31, 2014.

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**Forward Looking Statements**

This press release contains, or may be deemed to contain, forward-looking statements (as defined in the U.S. Private Securities Litigation Reform Act of 1995). In some cases, you can identify forward-looking statements by terminology such as guidance, may, will, could, should, forecasts, expects, intends, plans, anticipates, projected, estimates, predicts, potential, continue, preliminary, or the negative of these terms or other comparable terminology. These statements give Booz Allen's current expectation of future events or its future performance and do not relate directly to historical or current events. A number of factors could cause Booz Allen's future actions and related results to vary from any expectations or goals expressed in, or implied by, the forward-looking statements included in this press release, possibly to a material degree. In particular, there can be no assurances that the offering by Carlyle will be consummated. Some of these factors include, but are not limited to, the risk factors set forth in Booz Allen's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on May 22, 2014. All forward-looking statements included in this press release speak only as of the date made, and, except as required by law, Booz Allen undertakes no obligation to update or revise publicly any such forward-looking statements, whether as a result of new information, future events, or otherwise.