

Edgar Filing: Booz Allen Hamilton Holding Corp - Form 8-K

Booz Allen Hamilton Holding Corp  
Form 8-K  
November 20, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

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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 20, 2013 (November 14, 2013)

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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)

001-34972  
(Commission  
File Number)

26-2634160  
(IRS Employer  
Identification No.)

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

22102  
(Zip Code)

Registrant's telephone number, including area code: (703) 902-5000

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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 8.01 Other Events.

On November 14, 2013, Booz Allen Hamilton Holding Corporation (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with Explorer Coinvest LLC, an affiliate of the The Carlyle Group, as selling stockholder (the “Selling Stockholder”), Barclays Capital Inc. and Credit Suisse Securities (USA), LLC, as representatives of the several underwriters named in the Underwriting Agreement (together, the “Underwriters”), pursuant to which the Selling Stockholder agreed to sell to the Underwriters, and the Underwriters agreed to purchase from the Selling Stockholder, subject to and upon the terms and conditions set forth therein, (i) 11,000,000 shares of the Company’s Class A common stock, par value \$0.01 per share (the “Common Stock”) and (ii) 1,650,000 additional shares of Common Stock pursuant to a notice, dated November 19, 2013, of the Underwriters’ exercise in full of their option to purchase such additional shares of Common Stock.

A copy of the Underwriting Agreement has been attached as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated by reference herein. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit. The exhibits attached to this Current Report on Form 8-K shall be incorporated by reference in the Company’s Registration Statement on Form S-3 (No. 333-190925).

Item 9.01 Financial Statements and Exhibits.

| Exhibit No. | Description   |
|-------------|---|
| 1.1         | Underwriting Agreement, dated November 14, 2013, by and among Booz Allen Hamilton Holding Corporation, Explorer Coinvest LLC, Barclays Capital Inc. and Credit Suisse Securities (USA), LLC |
| 5.1         | Opinion of Debevoise & Plimpton LLP   |
| 23.1        | Consent of Debevoise & Plimpton LLP (included in Exhibit 5.1)   |

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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

BY: /s/ Samuel R. Strickland

Samuel R. Strickland

Executive Vice President, Chief Financial Officer and Chief Administrative Officer

Date: November 20, 2013

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INDEX TO EXHIBITS

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