

Dahut Karen M  
Form 4  
August 17, 2017

# FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dahut Karen M

2. Issuer Name and Ticker or Trading Symbol  
Booz Allen Hamilton Holding Corp  
[BAH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
8283 GREENSBORO DRIVE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/15/2017

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

MCLEAN, VA 22102  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Class A Common Stock            | 08/15/2017                           |  | M                              |   | 30,600 A \$ 6.08  | 208,035 <sup>(1)</sup>                                   | D  |
| Class A Common Stock            | 08/15/2017                           |  | S                              |   | 30,600 D \$ 34.02   | 177,435 <sup>(1)</sup>                                   | D  |
|                                 |                                      |  |                                |   |   | <sup>(2)</sup>   |  |
| Class A Common Stock            | 08/16/2017                           |  | M                              |   | 5,400 A \$ 6.08   | 182,835 <sup>(1)</sup>                                   | D  |
| Class A Common                  | 08/16/2017                           |  | S                              |   | 5,400 D \$ 34   | 177,435 <sup>(1)</sup>                                   | D  |

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Stock

Class A  
Common  
Stock

96,879

I

By Trust  
(3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |        |
| Employee Stock Option (right to buy)       | \$ 6.08  | 08/15/2017                           |  | M                              | 30,600  | (4) 05/07/2019   |   | Class A Common Stock       | 30,600 |
| Employee Stock Option (right to buy)       | \$ 6.08  | 08/16/2017                           |  | M                              | 5,400   | (4) 05/07/2019   |   | Class A Common Stock       | 5,400  |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| Dahut Karen M<br>8283 GREENSBORO DRIVE<br>MCLEAN, VA 22102 |               |           | Executive Vice President |       |

## Signatures

By: /s/ Udele Lin, as Attorney-in-Fact for Karen M.  
Dahut

08/17/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Includes shares of Class A restricted common stock and restricted stock units.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.00 to \$34.18, inclusive. The Reporting Person undertakes to provide to Booz Allen Hamilton Holding Corporation, any of its security holders, or the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) Shares held by Karen M. Dahut Trust.

(4) All options are currently vested. Options vested and became exercisable ratably on June 30, 2010, 2011, 2012, 2013 and 2014, subject to the Reporting Person's continued employment, and, in certain circumstances, achievement of EBITDA or cash flow performance goals.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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