

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

Booz Allen Hamilton Holding Corp  
Form 8-K  
February 06, 2015

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): February 6, 2015 (February 2, 2015)

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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 February 2, 2015, Booz Allen Hamilton Holding Corporation (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with Explorer Coinvest LLC, an affiliate of The Carlyle Group (the “Selling Stockholder”), and Morgan Stanley & Co. LLC (the “Underwriter”), pursuant to which (i) the Selling Stockholder agreed to sell to the Underwriter, and the Underwriter agreed to purchase from the Selling Stockholder, subject to and upon the terms and conditions set forth therein, 12,000,000 shares (the “Securities”) of the Company’s Class A Common Stock, par value \$0.01 per share (the “Common Stock”), at a price of \$28.36 per share (the “Offering”), and (ii) the Underwriter agreed to sell to the Company, and the Company agreed to repurchase from the Underwriter, subject to the completion of the Offering, 1,000,000 shares of Common Stock of the Securities at the price per share equal to the price per share paid by the Underwriter in the Offering.

A copy of the Underwriting Agreement has been attached hereto as Exhibit 1.1, and is incorporated herein by reference. 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 (File No. 333-190925), as amended.

Item 9.01 Financial Statements and Exhibits

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|------|--|
| 1.1  | Underwriting Agreement, dated February 2, 2015, by and among Booz Allen Hamilton Holding Corporation, Explorer Coinvest LLC and Morgan Stanley & Co. LLC |
| 5.1  | Opinion of Debevoise & Plimpton LLP  |
| 23.1 | Consent of Debevoise & Plimpton LLP (included in Exhibit 5.1)  |

**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/ Kevin L. Cook

Kevin L. Cook

Senior Vice President, Chief Financial Officer and Treasurer

Date: February 6, 2015

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INDEX TO EXHIBITS

Exhibit

No.

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