

Booz Allen Hamilton Holding Corp  
Form 8-K  
April 11, 2017

**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): April 11, 2017 (April 6, 2017)**

**Booz Allen Hamilton Holding Corporation**

**(Exact name of Registrant as specified in its charter)**

**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**

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))

**Item 1.01 Entry into a Material Definitive Agreement.**

On April 6, 2017, Booz Allen Hamilton Holding Corporation's wholly-owned subsidiary Booz Allen Hamilton Inc. (the Company) entered into an interest rate swap agreement with each of Bank of America, N.A., JPMorgan Chase Bank, N.A. and Fifth Third Bank (collectively, the swaps). The effect of the swaps is to fix the LIBOR portion of the interest rate on outstanding debt under the Company's existing credit agreement, dated as of July 31, 2012, as amended by the First Amendment, dated as of August 16, 2013, the Second Amendment, dated as of May 7, 2014, the Third Amendment, dated as of July 13, 2016, and the Fourth Amendment, dated as of February 6, 2017, among the Company, the several banks and other financial institutions or entities from time to time parties thereto, and Bank of America, N.A., as administrative agent, collateral agent and issuing lender. Each swap has a notional amount of \$100 million and fixes LIBOR at 1.998% with an effective date of April 30, 2018 and a maturity date of June 30, 2021.

The foregoing descriptions of the swaps do not purport to be complete and are qualified in their entirety by reference to the respective ISDA Master Agreements and the confirmations of the respective swaps, which are filed as Exhibits 10.1, 10.2, 10.3, 10.4, 10.5 and 10.6 hereto and incorporated herein by reference.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The disclosure set forth above under Item 1.01 is incorporated by reference into this Item 2.03.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit No.	Description
10.1	ISDA Master Agreement, by and between Booz Allen Hamilton Inc. and Bank of America, N.A., dated as of December 17, 2014 (the Bank of America Master Agreement), and the Amended and Restated Schedule to the Bank of America Master Agreement, dated as of February 6, 2017.
10.2	ISDA Master Agreement, by and between Booz Allen Hamilton Inc. and JPMorgan Chase Bank, N.A., dated as of December 17, 2014 (the JPM Master Agreement), and the Amended and Restated Schedule to the JPM Master Agreement, dated as of February 8, 2017.
10.3	ISDA Master Agreement, by and between Booz Allen Hamilton Inc. and Fifth Third Bank, dated as of December 16, 2014 (the Fifth Third Master Agreement), and the Amended and Restated Schedule to the Fifth Third Master Agreement, dated as of February 7, 2017.
10.4	Confirmation of transaction, by and between Booz Allen Hamilton Inc. and Bank of America, N.A., dated as of April 6, 2017.
10.5	Confirmation of transaction, by and between Booz Allen Hamilton Inc. and JPMorgan Chase Bank, N.A., dated as of April 6, 2017.
10.6	Confirmation of transaction, by and between Booz Allen Hamilton Inc. and Fifth Third Bank, dated as of April 6, 2017.

**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/ Lloyd W. Howell, Jr.

Lloyd W. Howell, Jr.

Executive Vice President, Chief Financial  
Officer and Treasurer

Date: April 11, 2017

**INDEX TO EXHIBITS**

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