

Booz Allen Hamilton Holding Corp
Form DEF 14A
June 16, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(RULE 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Materials Pursuant to §240.14a-12

BOOZ ALLEN HAMILTON HOLDING CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Notice of 2016
Annual Meeting
of Stockholders
and Proxy Statement
July 28, 2016

Booz Allen Hamilton Holding Corporation
8283 Greensboro Drive
McLean, Virginia 22102

June 16, 2016

Dear Fellow Stockholder:

I am pleased to invite you to join our Board of Directors, senior leadership and fellow stockholders at our Annual Meeting of Stockholders to be held at 8:00 a.m. (EDT) on July 28, 2016, at The John C. Newman Auditorium, located in our offices at 8283 Greensboro Drive, McLean, VA 22102. Enclosed with this proxy statement are your proxy card and our 2016 annual report to stockholders.

Items of business to be transacted at our annual meeting are:

1. Election of three directors;
2. Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2017; and
3. Consideration of any other business that may properly be brought before the annual meeting.

The Board of Directors recommends that you vote FOR Proposals 1 and 2.

Your vote is important. Whether you plan to attend the annual meeting or not, you may access electronic voting via the Internet or the automated telephone voting feature, both of which are described on your enclosed proxy card, or you may sign, date and return the proxy card in the envelope provided. If you plan to attend the annual meeting, you may vote in person.

Registration and seating will begin at 7:30 a.m. Each stockholder will be asked to sign an admittance log and may be asked to present a valid picture identification. Stockholders holding stock in brokerage accounts must bring a copy of a brokerage statement reflecting their stock ownership as of the June 6, 2016 record date. Cameras and recording devices will not be permitted at the meeting.

On behalf of Booz Allen Hamilton, I want to thank you for your continued support and investment.

Sincerely,

Horacio D. Rozanski
President and Chief Executive Officer

NOTICE OF BOOZ ALLEN HAMILTON HOLDING CORPORATION'S 2016 ANNUAL MEETING OF STOCKHOLDERS

Time and Date: 8:00 a.m. (EDT), July 28, 2016

Place: The John C. Newman Auditorium, located in our offices at 8283 Greensboro Drive, McLean, VA 22102

- Agenda:
1. The election of three director nominees named in the proxy statement;
 2. The ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the Company's fiscal year 2017; and
 3. The transaction of any other business that may properly be brought before the annual meeting.

The Board of Directors recommends that you vote FOR Proposals 1 and 2.

Record Date: Only holders of record of the Company's Class A common stock on June 6, 2016 will be entitled to vote at the annual meeting.

Date of Distribution: This proxy statement and the accompanying materials are being mailed to stockholders beginning June 16, 2016.

Proxy Voting: Your vote is important. Whether you plan to attend the annual meeting or not, you may access electronic voting via the Internet or the automated telephone voting feature, both of which are described on your enclosed proxy card, or you may sign, date and return the proxy card in the envelope provided. If you plan to attend the annual meeting, you may vote in person.

On Behalf of the Board of Directors,
Nancy J. Laben
Secretary

June 16, 2016

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on July 28, 2016: This Notice of Annual Meeting and Proxy Statement and our 2016 Annual Report are available at www.proxyvote.com.

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PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere in this proxy statement. The summary does not contain all of the information that you should consider, and you should review our Annual Report on Form 10-K for the year ended March 31, 2016 and the entire proxy statement carefully before voting.

Unless the context otherwise indicates or requires, as used in this proxy statement, references to: (i) the “Company,” “we,” “us,” “our” or our “company” refer to Booz Allen Hamilton Holding Corporation, its consolidated subsidiaries and predecessors; (ii) “Booz Allen Holding” refers to Booz Allen Hamilton Holding Corporation exclusive of its subsidiaries; (iii) “Booz Allen Hamilton” refers to Booz Allen Hamilton Inc., our primary operating company and a wholly-owned subsidiary of Booz Allen Holding; (iv) “our Board” or “the Board” means the Board of Directors of the Company; (v) “stockholder” means holders of our common stock; (vi) “fiscal,” refers to our fiscal years ended March 31; and (vii) “you,” “your,” “yours” or other words of similar import in this proxy statement refers to stockholders entitled to vote on the matters to be presented at the annual meeting.

2016 Annual Meeting of Stockholders

Date and Time: July 28, 2016 at 8:00 a.m. EDT

Place: Booz Allen Hamilton

The John C. Newman Auditorium

8283 Greensboro Drive, McLean, VA 22102

Record date: June 6, 2016

Admission: Annual meeting admission is limited to our registered and beneficial stockholders as of the record date and persons holding valid proxies from stockholders. Admission to our annual meeting requires proof of your stock ownership as of the record date, and valid, government-issued identification. See "Important Information about the Annual Meeting and Proxy Procedures" on page 49 for additional information.

Voting Matters and Board Recommendations

Stockholders are being asked to vote on the following matters at the 2016 Annual Meeting of Stockholders:

Proposal Description	Board's Voting Recommendation	Page Reference
No. 1 Election of 3 director nominees	FOR each nominee	5
No. 2 Ratification of appointment of Ernst & Young LLP as the Company's independent registered accounting firm for fiscal year 2017	FOR	47

How to Vote

Stockholders as of the record date may vote in person at the meeting or vote in advance by submitting a proxy by Internet, telephone, or mail as follows:

Vote by Internet	Vote by Telephone	Vote by Mail	Vote in Person
Visit proxyvote.com	Call the phone number located on the top of your proxy card.	Complete, sign, date and return your proxy card in envelope provided.	Attend our annual meeting and vote by ballot.

Company Performance and Highlights

Delivering Significant Returns to Stockholders

In fiscal 2016, we continued to deliver above-market returns to our stockholders through appreciation in our stock price, the payment of regular dividends and share repurchases.

• Our stock price increased by 5% during fiscal 2016 and total shareholder return increased by 7% over the same period.

• During fiscal 2016, we declared and paid \$80.0 million in recurring dividends to stockholders - three regular dividends of \$0.13 per share each; and one regular dividend of \$0.15 per share.

• The dividend rate was increased by 15%, effective in the fourth quarter of fiscal 2016.

• During fiscal 2016, we repurchased approximately \$54.9 million in shares in open market transactions.

Fiscal 2016 Company Performance

• Fiscal 2016 marked the first year of top line revenue growth since fiscal 2012.

• Continued focus on investments in markets, capabilities, and people is positioning Booz Allen for sustainable quality growth.

• Full year revenue up 2.5% to \$5.41 billion

• Adjusted EBITDA decreased 3.3% to \$506.1 million

• Adjusted Diluted EPS increased 3.1% to \$1.65

• Total backlog increased 26.2% to \$11.8 billion

• Free cash flow was \$182.6 million in fiscal 2016

Adjusted EBITDA, Adjusted Diluted Earnings Per Share and Free Cash Flow may differ from similarly titled measures presented by other companies in our industry and are not recognized measures under U.S. Generally Accepted Accounting Principles, or GAAP. A reconciliation between these non-GAAP financial measures and the most directly comparable financial measure calculated and presented in accordance with GAAP can be found in Appendix A to this proxy statement.

Our Board of Directors

This year's Board nominees include the three Class III directors - Melody C. Barnes, Arthur E. Johnson and Charles O. Rossotti. Each nominee is listed below along with the continuing directors, and you can find additional information under "Election of Directors" beginning on page 5.

Director Independence Tenure

Age Mix

Diversity

55% of our Directors (6 of 11) are Women, Asian, Hispanic and/or African-American

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Corporate Governance Highlights

9 of our 11 directors are independent and the Audit, Compensation and Nominating and Corporate Governance Committees are 100% independent.

Diverse Board of Directors in terms of gender, ethnicity, experience and skills.

On average, our directors attended 95% of the Board of Directors meetings and 95% of committee meetings.

The Board of Directors held regular executive sessions of non-management directors.

The Board of Directors conducts an annual discussion on management succession planning. In fiscal 2017, Lloyd W. Howell Jr. will succeed Kevin L. Cook as Chief Financial Officer and Treasurer effective July 1, 2016.

We prohibit short sales and derivative transactions in our equity and hedging of our stock.

Equity awards include a provision for the recoupment of equity-based compensation in the event of misconduct leading to a financial restatement.

Our investor relations team and management regularly engage with current and potential stockholders.

- No poison pill in place.

Executive officer and director stock ownership guidelines.

Annual Board and Committee evaluations and self-assessments.

We place restrictions on the number of other public company boards on which our directors may serve in order to prevent overboarding.

Executive Compensation Highlights