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Booz Allen Hamilton Holding Corp
Form 8-K
August 04, 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): August 4, 2017 (August 3, 2017)

Booz Allen Hamilton Holding Corporation
(Exact name of Registrant as specified in its charter)

Delaware 001-34972 26-2634160
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

8283 Greensboro Drive, McLean, 22102
Virginia
(Address of principal executive offices) (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The annual meeting of stockholders of Booz Allen Hamilton Holding Corporation (the “Company”) was held on August 3, 2017. The final voting results for each matter submitted to a vote of shareholders are set forth below.

Proposal 1: Election of Directors

| Nominees | Votes For | Votes Withheld | Broker Non-Votes |
|---------------------|-------------|----------------|------------------|
| Ralph W. Shrader | 126,770,780 | 2,910,832 | 11,132,794 |
| Joan Lordi C. Amble | 129,131,631 | 549,981 | 11,132,794 |
| Peter Clare | 126,912,734 | 2,768,878 | 11,132,794 |
| Philip A. Odeen | 129,067,610 | 614,002 | 11,132,794 |

Proposal 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 2018.

For 140,334,201
 Against 462,313
 Abstain 17,892

Proposal 3: A non-binding advisory vote on the compensation for the Company's named executive officers, as disclosed in the Compensation Discussion and Analysis section of the proxy statement.

For 125,121,714
 Against 4,493,385
 Abstain 66,513
 Broker Non-Votes 11,132,794

Proposal 4: A non-binding advisory vote on the frequency of future advisory votes on the compensation for the Company's named executive officers.

1 Year 121,075,170
 2 Years 893,262
 3 Years 7,700,086
 Abstain 13,094
 Broker Non-Votes 11,132,794

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/ Nancy J. Laben

Nancy J. Laben

Executive Vice President, Chief Legal Officer and Secretary

Date: August 4, 2017