SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Metzfield Dennis	Booz Allen Hamilton Holding Corp [BAH]	☐ Director ☐ 10% Owner
(Last) (First) (Middle)	Foreign Trading Symbol	☑ Officer (give title below) ☐ Other (specify below)
8283 GREENSBORO DRIVE	3. Date of Earliest Transaction (Month/Day/Year)	VP, PAO & Controller
(Street)	11/02/2026	6. Individual or Joint/Group Filing (Check Applicable Line)
MCLEAN VA 22102	4. If Amendment, Date of Original Filed (Month/Day/Year)	☑ Form filed by One Reporting Person
(City) (State) (Zip)		☐ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/02/2026		A		122[1]	A	$0	5,111[2]	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Grant of restricted stock units under the Issuer's 2023 Equity Incentive Plan exempt under Rule 16b-3. Each restricted stock unit represents a contingent right to receive one share of the Issuer's Class A common stock upon vesting. These restricted stock units are scheduled to vest in ten equal quarterly installments on each of January 13, 2027, April 13, 2027, July 13, 2027, October 13, 2027, January 13, 2028, April 13, 2028, July 13, 2028, October 13, 2028, January 13, 2029 and April 13, 2029, subject to the Reporting Person's continued employment.

2. Includes restricted stock units. On October 20, 2026, the Compensation, Culture and People Committee of the Board of Directors of the Issuer approved a modification to the vesting schedule applicable to 1,642 of the restricted stock units previously granted to the Reporting Person on May 26, 2026. The restricted stock units were originally scheduled to vest in three equal installments over a three-year period, but will instead vest on a quarterly basis over a three-year period. Approximately 16.67% of the restricted stock units will vest on November 6, 2026 (to account for the quarterly installment that would otherwise have vested during the first fiscal quarter of fiscal year 2027) and the remaining approximately 83.33% will vest in ten equal quarterly installments beginning on January 13, 2027, subject to the Reporting Person's continued service through each applicable vesting date.

Remarks:

By: /s/ Jamie Weatherby as Attorney-in-Fact for Dennis Metzfield — 11/03/2026

** Signature of Reporting Person — Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.