

Booz Allen Hamilton Holding Corp  
Form 10-Q  
January 28, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended December 31, 2014

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File No. 001-34972

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

Delaware  
(State or other jurisdiction of  
incorporation or organization) 26-2634160  
(I.R.S. Employer  
Identification No.)

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

(703) 902-5000  
Registrant's telephone number, including area code  
(Former name, former address, and former fiscal year if changed since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

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	Shares Outstanding as of January 23, 2015
Class A Common Stock	147,908,527
Class B Non-Voting Common Stock	—
Class C Restricted Common Stock	—
Class E Special Voting Common Stock	1,851,590

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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

BOOZ ALLEN HAMILTON HOLDING CORPORATION  
CONDENSED CONSOLIDATED BALANCE SHEETS

	December 31, 2014 (Unaudited)	March 31, 2014 (Unaudited)
(Amounts in thousands, except share and per share data)		
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 197,443	\$ 259,994
Accounts receivable, net of allowance	844,745	916,737
Prepaid expenses and other current assets	112,358	79,246
Total current assets	1,154,546	1,255,977
Property and equipment, net of accumulated depreciation	105,537	129,427
Intangible assets, net of accumulated amortization	222,373	220,887
Goodwill	1,299,370	1,273,789
Other long-term assets	50,244	60,738
Total assets	\$ 2,832,070	\$ 2,940,818
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Current portion of long-term debt	\$ 51,875	\$ 73,688
Accounts payable and other accrued expenses	438,022	488,807
Accrued compensation and benefits	292,184	331,440
Other current liabilities	26,774	23,169
Total current liabilities	808,855	917,104
Long-term debt, net of current portion	1,584,069	1,585,231
Other long-term liabilities	243,897	266,847
Total liabilities	2,636,821	2,769,182
Commitments and contingencies (Note 16)		
Stockholders' equity:		
Common stock, Class A — \$0.01 par value — authorized, 600,000,000 shares; issued, 149,895,153 shares at December 31, 2014 and 143,962,073 shares at March 31, 2014; outstanding, 147,908,527 shares at December 31, 2014 and 143,352,448 shares at March 31, 2014	1,499	1,440
Non-voting common stock, Class B — \$0.01 par value — authorized, 16,000,000 shares; issued and outstanding, 0 shares at December 31, 2014 and 582,080 shares at March 31, 2014	—	6
Restricted common stock, Class C — \$0.01 par value — authorized, 5,000,000 shares; issued and outstanding, 0 shares at December 31, 2014 and 935,871 shares at March 31, 2014	—	9
Special voting common stock, Class E — \$0.003 par value — authorized, 25,000,000 shares; issued and outstanding, 1,851,589 shares at December 31, 2014 and 4,424,814 shares at March 31, 2014	—	13
Treasury stock, at cost — 1,986,626 shares at December 31, 2014 and 609,625 shares at March 31, 2014	(43,522)	(10,153)
Additional paid-in capital	163,381	144,269

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Retained earnings	80,264	42,688
Accumulated other comprehensive loss	(6,379	) (6,636
Total stockholders' equity	195,249	171,636
Total liabilities and stockholders' equity	\$2,832,070	\$2,940,818

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

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BOOZ ALLEN HAMILTON HOLDING CORPORATION  
 CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
 (UNAUDITED)

	Three Months Ended		Nine Months Ended	
	December 31,		December 31,	
	2014	2013	2014	2013
	(Amounts in thousands, except per share data)		(Amounts in thousands, except per share data)	
Revenue	\$1,304,686	\$1,273,150	\$3,931,824	\$4,078,861
Operating costs and expenses:				
Cost of revenue	641,541	662,053	1,928,967	2,048,663
Billable expenses	366,371	320,370	1,064,994	1,083,890
General and administrative expenses	176,327	175,748	524,368	520,557
Depreciation and amortization	15,191	17,945	47,233	54,377
Total operating costs and expenses	1,199,430	1,176,116	3,565,562	3,707,487
Operating income	105,256	97,034	366,262	371,374
Interest expense	(17,863	) (18,874	) (54,544	) (59,761
Other, net	(777	) 21	(1,080	) (1,619
Income before income taxes	86,616	78,181	310,638	309,994
Income tax expense				