

Booz Allen Hamilton Holding Corp
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SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the Securities
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Filed by the Registrant Filed by a Party other than the Registrant

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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 Material 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)

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Booz | Allen | Hamilton

INTRODUCTION

Welcome to Booz Allen Hamilton's 2016 Impact Report. Now in our second century, we are as vibrant and innovative as the day we were born. After having created the very concept of management consulting more than a century ago, we have now woven that heritage into a range of highly skilled technological capabilities that have had an exciting impact for our clients, our people, and the communities where we live and work. Our people are bringing their mix of consulting and advanced technology expertise to solve problems with a different, more effective mindset. Their purpose is to devise powerful solutions for our clients' toughest challenges. And their passion is in everything they do; they want to help their country protect and serve its citizens better and make sure their neighbors have adequate food and shelter.

We've lasted more than 100 years because we've stood firm on a foundation of the highest character, an unyielding commitment to the best client service, and genuine care for our employees and communities. But importantly, we've also adapted with the needs of the times. Today, we're building value and opportunity for our second century by investing in technology skills like data science and analytics, systems delivery, engineering, and cyber, and we're supporting those skills with investments in our culture of innovation.

Our clients call upon us to work on their very hardest problems because they see again and again that we are up to the task. And our investors, whose confidence and support give us the ability to serve our clients and communities, see our value each year in strong financial performance and potential for growth.

FROM THE CEO & CHAIRMAN

For more than a century, the people of Booz Allen Hamilton have helped clients anticipate and prepare for the future. We pride ourselves on working hard to stay a step ahead—knowing what our clients will need next, helping them understand change, and delivering solutions that advance their missions in light of complex, new requirements.

President and Chief Executive Officer Horacio D. Rozanski (standing, left) and Chairman of the Board Ralph W. Shrader (standing, right) with Booz Allen Hamilton colleagues at the firm's Washington, DC, Innovation Center.

DEAR
COLLEAGUES
AND FELLOW
STOCKHOLDERS,

It should be no surprise, then, that we anticipated the changing dynamics of our own core federal contracting market several years ago and defined how Booz Allen would transform to remain a leader in our industry. We are now well into that transformation under our Vision 2020 growth strategy, and the fiscal year that ended March 31, 2016 was a milestone year.

After 3 years of revenue contraction, we started to grow the top line in fiscal year 2016. We aggressively pursued and won opportunities in an improving market. We broadened the types of work we do for long-standing clients and introduced our advanced capabilities to new clients. We continued to evolve our portfolio of services and products and develop our talent base toward mission-critical work that requires a blend of domain knowledge, consulting expertise, technical skill, and innovation.

FYIG REVENUE
\$5.41 BILLION

These strides demonstrate significant progress toward achieving sustainable, quality growth that benefits clients, investors, and our own people. While we still have more to do to fully realize the value and potential of Booz Allen's growth strategy, the past year affirmed that we set the right path to the future. In fact, we are building it brick-by-brick.

22,583 NUMBER OF
EMPLOYEES AS
OF MARCH 31,
2016

LEANING INTO THE MARKET

TOTAL BACKLOG
\$11.8 BILLION AS
OF MARCH 31,
2016

Fiscal year 2016 saw improved demand in the market, and we had great success in capturing opportunities across defense, intelligence, and civilian agencies. Although the market remains very competitive, prices stabilized in parts of our core business. Clients tell us they feel more confident about their budgets and are more accustomed to managing through uncertain periods. As a result, they are better able to focus on their missions and plan for the future.

On the strength of our consulting expertise, client relationships, past performance, and substantial recent investments in innovation and advanced technical capabilities, we captured new work and won recompetes in every part of our business. We built a record fiscal year-end backlog of \$11.8 billion. Our book-to-bill ratio of 1.45 was our highest since before the Company went public. Our funded and unfunded backlog, representing work over the next 6 to 18 months, is up 8.5 percent from the end of fiscal year 2015, and priced options, representing potential future revenue, increased 45.0 percent.

To capture that backlog, we spent more heavily on bid and proposal activity, marketing, and other indirect costs during fiscal year 2016, which had an impact at the bottom line. Nonetheless, we were pleased to once again deliver financial results that met or exceeded our forecast for the year. Here is a summary:

Here is a summary:

- Gross revenue grew 2.5% to \$5.41 billion
- Adjusted net income⁽¹⁾ grew 2.6% to \$246 million
- Adjusted Diluted Earnings Per Share⁽¹⁾ were \$1.65, up from \$1.60 in fiscal 2015

- Adjusted EBITDA¹⁾ margin was 9.4%

- Total return to shareholders was 6.7% for the 12 months ending March 31, 2016, compared with 1.8% for the S&P 500 and 0.5% for the Russell 1000.

ADVANCING OUR STRATEGY

Fiscal year 2016 was the 3rd year of implementing our Vision 2020 strategy. At the heart of our strategy is the differentiation created by combining our consulting heritage and thorough knowledge of clients' missions with key technical capabilities, including engineering, systems delivery, cyber, digital, and advanced analytics.

We have also expanded our business in the commercial and international markets. And we continue to advance an innovation agenda that has internal and external benefits. It has energized our workforce, forged strategic partnerships with other innovators in academia and the private sector, and created alternative revenue streams in the form of cutting-edge products and solutions.

88% FYIG WIN
RATE ON
RECOMPETES

Of particular note during the past year was our purchase in November, 2015 of the software services unit of SPARC, a Charleston, SC, technology firm. The SPARC team fortifies our already strong systems delivery business and establishes an agile development hub in the South. As with other recent acquisitions, the SPARC purchase demonstrated our approach to mergers and acquisitions in a dynamic industry: We are focused on small capability-based plays that can bolster organic revenue in areas where we see the greatest potential for sustained growth.

The transformation we have undertaken is reflected in the type of work we performed and won during fiscal year 2016. Clients are turning to us for support on their most important priorities, including:

62% FYIG WIN
RATE ON NEW
CONTRACTS

- Identifying and mitigating against a broad spectrum of emerging national security threats spanning both physical and cyber risks
- Designing secure, advanced communications systems to protect warfighters
- Decreasing the large backlog in claims for veterans' benefits
- Enabling health insurance enrollment through the Federally Facilitated Marketplace
- Helping auto and drug manufacturers, energy producers, retailers, and others secure their products, infrastructure, and processes from cyber threats

High-quality delivery of our services and expertise on critical missions like these further strengthens our essential partnerships with clients and builds value for shareholders. It also helps us attract and retain the best people—women and men who are passionate about solving problems and making a difference in the world.

LEADERSHIP AND BOARD GOVERNANCE

In February 2016, Chief Financial Officer and Treasurer Kevin Cook announced his retirement and Executive Vice President Lloyd W. Howell, Jr., was named to succeed him as CFO, effective July 1. Lloyd brings to the CFO position more than 24 years of experience at the firm,

including leadership in business operations and strategic planning. He has deep familiarity with the firm's finances, and will lead our effort to accelerate growth at both the top and bottom line through effective capital deployment and investment strategies.

During fiscal year 2016, we further diversified our shareholder base, attracting institutional investors focused on value as well as growth at a reasonable price. After the sale of 26 million shares total in secondary offerings in November 2015 and May 2016, The Carlyle Group owned about 11 percent of outstanding common stock of the Company as of May 27, 2016.

We were pleased to welcome Melody Barnes to Booz Allen's Board of Directors in October 2015. She is a domestic policy strategist and a Vice Provost and Senior Fellow at New York University and formerly served as Assistant to the President and the Director of the Domestic Policy Council for President Obama. Melody brings a wealth of public policy expertise that will help broaden our perspective on issues important to clients and to our own strategic planning. The Board remains actively engaged with management on our long-term strategy and competitive positioning in an evolving market, as well as risk management and stewardship of shareholder value.

We are particularly proud of the diversity of our Leadership Team and Board of Directors; they are among the most diverse in corporate America today. This diversity reflects and complements the transformation of our firm. But more than that, it underscores our commitment to creating opportunity for our people and demonstrates the importance of diversity to our success.

COMMITMENT TO PEOPLE, CLIENTS, COMMUNITY

It is a great privilege to represent the work, ideas, energy, and dedication of Booz Allen's nearly 22,600 talented professionals. Their performance drives our business and creates opportunities for the future.

44% EMPLOYEES WITH ADVANCED DEGREES

Ask a Booz Allen strategist or technologist to describe what he or she does and the answer that most often comes back is "I solve problems." In today's world, that means bringing together people of varied skills and backgrounds and applying their passions to complex challenges. The people of our firm do that each and every day—in their work and in their communities.

66K VOLUNTEER HOURS RECORDED BY
EMPLOYEES IN FYIG

In fiscal year 2016, our Company was again recognized for its excellence by respected publications and associations. The honors included *FORTUNE's* Most Admired Companies, *Working Mother's* 100 Best Companies, and *Forbes'* Most Prestigious Consulting Firms and Top 100 Military Friendly Employers. In addition to serving clients each day, the people of Booz Allen gave more than 66,000 volunteer hours to organizations across the country—work that strengthens communities and assists those in need. For our people, this service is just one more meaningful way to put their values and passions into action.

Thank you, Booz Allen employees and stockholders, for your support as we continue to transform our firm, help clients in new ways, reach for growth, and above all, serve as a positive force in the world. We look forward to building on our success in fiscal year 2017.

RALPH W. SHRADER,	HORACIO D. ROZANSKI
PH.D.	
Chairman of the Board	President and Chief Executive Officer

*(1) These measures are non-GAAP financial measures.
For a reconciliation of these measures to GAAP, [click here](#).*

PEOPLE / MEET OUR PEOPLE—engineers, systems delivery experts, and data scientists; working parents and military families. One military family shares their story of deployment and financial uncertainty until both joined Booz Allen, where they are thankful for the financial security our benefits provide to military personnel who must deploy. And learn how our innovation tools are creating connections throughout the firm—infusing our workplace with even more creativity to drive client solutions.

PURPOSE / UNDERSTAND OUR PURPOSE—to solve our client’s greatest challenges. In defense, for example, our team of experts identified traumatic brain injury subtypes that could lead to improved recovery outcomes for wounded warriors. Our cybersecurity experts have ensured our country’s safety by securing a commercial nuclear facility and in the process raised the bar on industry standards. We’re partnering with clients to solve their challenges, and as a result—the cars you drive are safer, the utilities that power our country are more secure, and our borders are more protected.

PASSION / FEEL OUR PASSION—for giving back, for making a difference. Our volunteers have mentored young innovators through the not-for-profit *FIRST*[®] (For Inspiration and Recognition of Science and Technology) for more than a decade. The net effect of Booz Allen’s long and passionate support: the firm was recently named a *FIRST* Strategic Partner. Passionate inquisitiveness led to a breakthrough solution to help track the Ebola virus in Africa. That same energy and love for advanced data analytics and virtual reality technology led to the creation of Project OceanLens[™] that brings never-before-seen capabilities to mapping the underwater environment.

PEOPLE, PASSION, AND PURPOSE—they are the stories of the promise we make and the impact we deliver every day.

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EVERY COMPANY SAYS IT:

*“Our people
make us great.”*

At Booz Allen, we know it’s true. We foster a culture of collaboration, experimentation, and discussion of new ideas, and we know that diverse minds yield diverse perspectives. Our 22,600 dedicated employees come from all walks of life, and hail from around the globe, but share a defining characteristic—a driving passion for solving our clients’ problems and delivering lasting value. We’re engineers and scientists; systems delivery, cyber, and analytics experts, and the list goes on. We’re also veterans, reservists, working parents, recent grads, and military spouses. This experience and expertise, coupled with a 100+-year consulting legacy is what we offer our clients. And it sets us apart. We invite you to meet our people through these stories. See for yourself how Booz Allen is building a workforce that helps our people thrive professionally and personally, and how that translates to exceptional client service and solutions.

MANAGEMENT CONSULTANTS GO FOR GOLD Booz Allen employees engage in discussion at our NY, NY office.

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Throw a tough set of problems at a talented group of consultants, ask them to devise the best solution, and you've got quite a serious competition that we call the Management Consulting (MC) Games.

MC GAMES BOOZ ALLEN HAMILTON

MC Games connects employees and leaders to solve real client challenges.

This 3-month, voluntary Olympics of Consulting competition is designed to simulate a real-world consulting engagement. During the most recent MC Games, held in 2015, multi-level, interdisciplinary teams were pitted against each other to solve one of 13 large-scale, strategy-level client challenges presented by a Booz Allen leader. More than 350 team members came from 44 Booz Allen office locations around the world—from Washington, DC, to the United Arab Emirates and Korea—and were coached by 95 Booz Allen leaders.

Seven of the problems tackled by the 52 teams came from inside the firm, like “how to build a better career manager,” while the remaining six were market facing, including how to manage gender equality in the military and looking for the “next big thing” in our health service offerings. All of the challenges tackled real-world issues offered to the players by the leaders who face them; the winning solutions were considered for implementation, and in many cases were implemented.

The 3-month, voluntary Olympics of Consulting competition brought together more than 350 team members from 44 Booz Allen office locations around the world—from Washington, DC, to the United Arab Emirates and Korea—who were pitted against each other to solve one of 13 large-scale, strategy-level client challenges presented by a Booz Allen leader.

GOING FOR GOLD

Competing teams held “pitch jams” to prepare their final presentations and work through the details of their solutions, flexing their consultancy muscles—in strategy frameworks, operating model, and deck writing. Each team held a scope review and then a mid-point review with a senior leader to ensure projects were on track.

After months of developing, planning, and designing a solution—all on their own time—teams arrived at Game Day to present their final analysis and recommendations. “The day of the games stood out as one of those great days in your career,” says Principal Heather Powers, who served on the senior leadership team that created and designed the competition. “It was so energizing. It’s just a fabulous way to affirm our heritage,” Heather says.

After closed-door deliberations, judges picked 13 winners and announced the results—to audible cries of victory and disappointment from the audience. It was so intense, no one wanted to lose.

Senior Consultant and MC Games player Anastasiya Olds says she felt leaders were really listening. “They took what we said to heart,” she says. “This wasn’t just a networking exercise; senior leaders actually took suggestions from the teams.”

[music playing] Female Speaker: Consulting is at the core of everything we do. It is in our heritage and will continue to be the foundation of the solutions we design and deliver for our clients. Every day Booz Allen consultants work tirelessly to support our client’s missions often leaving little time to connect and mature our business and management consulting skills. The MC Games changed that. The case study-based competition was created to give staff, under the functional community construct, the opportunity to build and exercise their management consulting skills while working with senior leaders across the firm to solve complex, real-world management problems. For three months, 52 teams of 350 staff and over 90 senior leaders serving as coaches, worked across markets, accounts, and geographies to come together to design solutions to tackle 13 critical challenges facing the firm today. The finale culminated in an amazing celebration recognizing the creativity, dedication, and commitment of the teams. The Games was an incredible demonstration of the power our functional communities have in galvanizing staff from across the firm to build something critical to our business: real connection to the business and each other. [end of transcript]

One such suggestion grew into Booz Allen’s online Systems Delivery University (SDU). The idea was to create a repository of tools and resources that employees could easily reach. SDU is now live; through partnerships with several e-learning providers, technical staff can boost their skills in software and process engineering, data architecture, program management, and more. Another idea—the Functional Skills Mentoring Program—launched with a pilot focusing on Process Improvement and Knowledge Management.

The MC Games serve as a catalyst for growth and remind Booz Allen staff of the importance of senior leaders working with junior team members to drive engagement and connection. Anastasiya says she stays in regular contact with one of her MC Games mentors, someone she likely never would have met otherwise.

PEOPLE
BUILDING A CULTURE
OF INNOVATION

Booz Allen has been delivering innovative solutions to clients for over a century, but in 2013, the firm embarked on a mission to effuse an intentional Culture of Innovation throughout the organization.

*Booz Allen's
flagship
Innovation
Center in
Washington, DC.*

“The spirit of entrepreneurship and innovation has been at our core since the beginning. And as we looked ahead to the next 100 years, we had an opportunity to freshly infuse innovation in how we approach the market and solve client problems,” says Senior Associate Chris Holmes, one of the Culture of Innovation initiative leaders. “The greatest pool of innovators are our employees—who understand their clients’ missions better than anyone. Employees’ diversity of thought, experience, and expertise are the key to driving innovation. We thoughtfully built a

framework to bring this creative diversity together, which provides a new lens to analyze problems. Our culture of innovation empowers employees as creative thinkers and provides unparalleled value for our clients and for any problem we try to tackle.”

For the past 3 years, Booz Allen’s Strategic Innovation Group (SIG) has built and driven this Culture of Innovation framework. We connect people and ideas across the natural barriers of markets, capabilities, and geographic distances. Through focused challenges, and the creation

of planned points of collaboration, we’ve established an environment that attracts more of the best ideas and compels our people to connect, contribute, and thrive. Recruiting and retaining a new generation of talent is a priority to stimulate creativity and create original, sustainable value.

**WITH THE RIGHT TOOLS,
THE SKY’S THE LIMIT**

To foster this culture, Booz Allen developed a set of tools and programs—several of which have generated impressive buy-in and engagement. These include:

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THE GARAGE: An online crowd-sourcing platform where employees post ideas and problems, get feedback, and propose/respond to “challenges.” Since launching in 2014, the Garage has crowdsourced nearly 1,000 ideas, and 19,000 votes have been cast by employees to posted challenges.

THE COMBUSTION CHAMBER: A live, “Shark Tank”-like event, where employees get 5 minutes to pitch near-market-ready ideas to a panel of senior partners—with no decks, just their pitch and whatever makes it stand out. In 2015, \$285,000 was awarded to winning pitches to develop, launch, and scale new client solutions.

ANNUAL IDEAS FESTIVAL: A celebration of our innovation efforts that also allows us give back to our community. The day’s events—which take place simultaneously in several Booz Allen offices—bring together junior employees and senior leaders for sharing, networking, and workshops where attendees brainstorm solutions to issues faced by a local not-for-profit. In 2015, employees all across the firm could also engage with the day’s events via a custom app that connected users through photos, comments, and real-time feedback. More than 87,000 interactions and impressions were generated.

THE MILLENNIAL PROJECT: We’re attracting the sharpest young talent through this effort that includes a winter engagement program to expose junior technical talent to consulting earlier in their career-seeking process; a 10-week competitive Summer Games internship; a Student Incubator to source, capture, and prototype brilliant new ideas; and a means to invest in the STEM talent pipeline by working on social good endeavors.

OPENING THE DOORS OF INNOVATION

We’ve come a long way since 2013 and the next chapter of our innovation journey is underway as we jump into the Innovation Hub (iHub) network, a group of entrepreneurs, startups, incubators, investors, and other leading-edge firms in pre-existing hot beds of innovation in places like Austin, Boston, Los Angeles, San Diego, and Seattle. Our iHub presence is helping the firm enhance our brand, recruit and retain top talent, generate leads, sell new business models, and pilot new technologies. We’ve even opened our own Innovation Center in Washington, DC. From its innovative space design to the cutting-edge technologies from our partnering sponsors—Intel, Hewlett Packard Enterprise, and Microsoft—the state-of-the-art Center is built to fuel creativity.

“The Innovation Center and our engagement in the larger Innovation Hub network are helping to raise the bar,” says Senior Associate and Innovation Center Director Kurt Scherer. “Now our clients are getting not only the best of Booz Allen, but of our partners and alliances as well.”

[music playing] Alexé Weymouth: So the Big Idea Event really had its roots last summer when we set out on a new adventure in a forum competitive internship program. It's 10 weeks and it's an opportunity for students to come in and explore new areas as a team. It's set up as a competition and part of the summer they get to explore a new area -- anything -- no holds barred. So something that's really fascinating to them and maybe a topic that they haven't been exposed to in academia. Peter Guerra: The students came up with a number of really strong ideas last year. And from those ideas, we chose five that we felt were the ones that we wanted to incubate for this spring. And these are big challenges in our society and these students are thinking through creative solutions of how to address this. [music playing] Ashley Peter: So over the summer I tried to think of a way to address the problem of texting and driving. And so we wanted to create an app that would there to prevent to drivers from texting and driving or discourage them from texting and driving. Seth Clark: There's a lot of technology on the market; a lot of apps that try and address this issue. And, you know, the perspective of the team is that they just weren't doing a good job. So it started as sort of an amorphous idea -- how do you reduce texting and driving with a mobile app? Brian Zito: Essentially, what the app does, it attracts texts. So the demo itself right now, just measures whether a text we sent was sent over 15 miles an hour. So that's what we're showing off. We've also shown "Could Be Built," [spelled phonetically] it's a actual server where you can view these texts and see who is texting and driving. [music playing] Sarah Walker: Ideas come about with the idea that we want to provide a tool where Millennials can help their savings grow and so start with something small and then hopefully have it become bigger and bigger. So I think "Seed" just kind of came out through that. Hallie Miller: It's an app that helps Millennials prepare for retirement through seamlessly integrating into their lives by saving a little bit for every transaction they make and rewarding them for good saving habits. [music playing] Jennifer Huppert: So this is a video series that is produced by interns for interns. Michael Jacob: My name is Michael Jacob, also known as M.J. Josh Gordon: And I'm Josh. Michael Jacob: And we are Spark Plug. And basically what Spark Plugs is, we wanted to revamp Booz Allen's D2 [unintelligible]. So with that we wanted to create more of a college-style videos by students. Josh Gordon: Listening to information advice from your peer, usually resonates with people more than hearing is from someone, maybe in a different age group then them. So by offering advice to students from students we thought we'd really be able to connect and relate information we wanted to in the right fashion. [music playing] Hailey Fleming: All right so the point of "CrowdStarter" is, we want to create a site that allows for not only ideas to be posted, but of them to be funded and brought to fruition, as well. Currently, Booz Allen doesn't have anything that allows ideas to be, you know, developed and funded by folks in the firm along with, you know, collaboration and all that. Dennis DuLaney: It kind of started with the incubator project that we started over the summer. We all had our individual projects that we were tasked with in an internal or an external problem, something that we could bring a solution to to the firm. So it was actually Hailey's idea on basically we saw a need for, like she said, somewhere for these ideas to go and to grow, essentially. Going from being backed to built is what we're all about. So really bringing the ideas through the development life cycle and getting those -- making those become a reality. [music playing] Vishi Chopra: So I think a good question that summarizes the entire project is, "Would you take a pill for a specific disease if you knew it wouldn't work on you?" And research has actually shown that there is some medications that work on some patients, but not the others. And the underlying reason for the entire thing is genetic ancestry which is also responsible for susceptibility; the different diseases. We wanted to create a sort of tool that would allow researchers and scientists to easily be able to tell their genetic ancestry of their particular samples so that they could be able to figure out what drugs work on these samples, and what drugs don't. Katherine Larson: We had to determine the scope of iProject so a lot of that involved researching what exists right now and what doesn't. And we found that there is software that exists that helps determine what the ethnicity may be. But the actual application hadn't existed yet. Alexé Weymouth: The Big Idea Event is something that is not being done by anyone. Companies have co-ops, companies have a semester abroad where students can come and work at the company, but there really isn't a similar opportunity out there where students can go back to the academic setting where they're surrounded by creative geniuses and just almost an intellectual think tank. And all the creativity and energy that comes from the academic setting and yet work with corporate backing, under the corporate umbrella with our resources and our experts. They get to see what it's really like to take an idea, or the seedling of an idea, and promote it and get people to invest in you and get people to see your vision for why is this. Something we can take and scale. [music playing] [end of transcript]

In February 2016, in an effort to develop brain health innovations for veterans experiencing mild traumatic brain injury and post-traumatic stress disorder, Booz Allen leveraged relationships with its San Francisco and Austin iHub co-working locations—Galvanize and Capital Factory—to host, with the Veterans Affairs Center for Innovation/MyVA Partnerships, the #VABrainTrust Hackathon, together with veterans, caregivers, clinicians, data scientists, and others.

Booz Allen’s data curation platform, Sailfish, provided hackathon participants with datasets categorized by the hackathon themes: community reintegration, rehabilitation, and diagnostics. Throughout the weekend, teams developed and pitched ideas and presented them to the judges. Twenty projects were created, including: using Twitter bots for suicide prevention and intervention, creating online communities for service members to find jobs and reintegrate into society, developing platforms for clinicians to provide qualified veteran medical referrals, and using wearable devices to monitor and improve sleep patterns and attentiveness.

” My team wrote ideas and algorithms on a writeable wall in the Innovation Center—something we were working on for a client in the health market. Later, I had an impromptu conversation with a principal visiting the Center that day, who saw how our ideas could provide a possible solution for his defense client. It was a tangible example of how our open work environment can drive new ideas and the transfer of innovation across the firm.”

—Associate Julian Van Giessen,
on working in the new Booz Allen Innovation Center

PEOPLE

NUTS AND BOLTS OF ENGINEERING EXCELLENCE

When the U.S. began fighting in Iraq and Afghanistan, improvised explosive devices (IED) were one of the biggest threats to our soldiers. Booz Allen engineers were able to not only develop specialized armor for Army and Marine Corps vehicles, but also a jammer with the ability to block the wireless signals that detonate IEDs. Together, in just over a year, these technologies cut the number of U.S. casualties from IEDs in those countries by approximately 85 percent.

Engineer and Associate Stephanie Brinkley.

“These are the kinds of solutions that draw clients to Booz Allen,” says Senior Vice President Brian Abbe, “and the ability to work on these kinds problems for our clients—some of the largest and most complex problems imaginable—are what draw the most talented engineers to the firm. They love to be challenged and to work on projects with such incredible impact.”

THE CONSULTATIVE ENGINEER

Booz Allen has worked on engagements with critical engineering elements for over a century (like contributing to the design of the Hubble Telescope and the Apollo 11 moon launch), but it was largely in a consulting capacity until the technology and digital revolutions of recent years. Since then, Booz Allen has been building our engineering workforce to ensure we have specialized expertise in a wide range of engineering fields. And our engineers deliver a unique

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advantage to our clients—they're not only accomplished in their respective fields and leading the way in other disciplines such as policy, business, and management fields, they also embody the firm's management consulting heritage as they innovate solutions for clients. It's a new way of providing engineering services that sets Booz Allen apart: consultative engineering.

“Our engineers not only roll up their sleeves and perform hands-on, cutting-edge work for our clients, they're able to provide them with the broader picture, as Booz Allen consultants, to deliver a more holistic solution,” says Brian.

ATTRACTING AND RETAINING DIVERSE, HIGH-PERFORMING ENGINEERS

Because our success in this—and every—market begins and ends with our people, we've created a systematic approach to growing a diverse and talented engineering workforce that includes:

Targeted acquisitions of companies like the Defense Systems Engineering and Support division of ARINC Incorporated—which added approximately 1,000 employees to our engineering body in 2012 and added depth and scale •in the fields of C4ISR; sustainment engineering; aviation and naval shipboard systems; and positioning, navigation, and timing; and SDI Technologies Corporation—which helped build our rapid-prototyping, manufacturing, and production capabilities, and our expertise in customized electronics and radio frequency communications

Partnerships with—and often leadership positions within—professional associations like the Armed Forces •Communications and Electronics Association (AFCEA), the Society of Women Engineers (SWE), and the Institute of Electrical and Electronics Engineers

•Relationships with associations that have professional, university, and diversity touchpoints—such as Great Minds in STEM, the National Society of Black Engineers, and the Society of Asian Scientists

Strategic recruiting within the industry that helps us hire world-class engineers—like Dr. Dave Stoudt and Tom •Hastings, who joined the firm as Booz Allen Fellows in early 2016; and university recruiting at select schools with top engineering programs—reaching students before they graduate.

This year, Booz Allen is also taking steps to increase the pipeline of talented engineers who've left the workforce and may be ready to return. “Often these are women who've left to raise a family and now aren't sure

if they can return as engineers,” says Senior Vice President Natalie Givans, Booz Allen engineer and winner of the 2016 AFCEA Women's Appreciation Award for her efforts to further the careers of women. In partnership with SWE

and iRelaunch, the firm is launching a new internship called the “Return-to-Work Program.” The program will provide paid re-entry internships in 2016 for talented, experienced engineers with high-demand skill sets—like electrical and systems engineers, and software developers/engineers—looking for a hands-on program designed to jump-start their return to the workforce.

Together, these approaches are helping to create a powerful workforce—now 3,000+ engineers strong—that’s ready to take on any engineering challenge our clients throw at us and offer solutions as diverse as the engineers making them.

[music playing] Male Speaker: I’m a very community conscious engineer. Male Speaker: Evolution inspires me, and trying to grow inspires me. Female Speaker: My siblings, they look up to me. I’ve tried to show them that they can accomplish anything. Male Speaker: I couldn’t make up my mind, an actor, or scientist? I believe I choose the correct option. Male Speaker: I am outside of the box. Male Speaker: Big time sports fan, big time reader, big time runner. Female Speaker: I’m balancing great challenging work and also daughters. That is a whole second job. Male Speaker: I work with an intern organization; I’m helping a lot of underprivileged kids. Male Speaker: The reason I work at Booz Allen? I’m here to solve some problems, solving problems is what makes me tick. Male Speaker: Very diverse teams in terms of ideas, backgrounds. Male Speaker: And my desire is to go deep in my technology roots. Male Speaker: Smart people full of innovation. Female Speaker: Experts in so many different fields. Male Speaker: Working in this industry for over 30 years, Booz Allen is the place to be. Male Speaker: We want to be able to leave a legacy of accomplishment, leave a legacy of excellence. Male Speaker: If you’re looking for a place to grow, Booz Allen is the place. Male Speaker: Meet people that have the same desire as you. Female Speaker: Pretty much an adrenaline rush. Female Speaker: The different variety of projects that you can work on. Male Speaker: The educational opportunities are tremendous. Male Speaker: It’s up to us -- and you -- to explore. Female Speaker: The new challenge is an opportunity. Male Speaker: Based on your career, based on your desires, you really can set your own path. [end of transcript]

Booz Allen SWE members (and one future engineer!) at the annual SWE conference, WE16.

“My favorite project is what I’m doing right now—working on intelligent transportation systems for the Department of Transportation. It’s an umbrella of work that integrates advanced communication technologies into vehicles and transportation infrastructures, enabling connected and ultimately autonomous vehicles—basically cars talking to each other and to infrastructure.”

—Lead Technologist Sara Sarkhili,
named a Women of Color STEM 2015 “Technology Rising Star”

PEOPLE

SALUTING MILITARY FAMILIES WITH A CULTURE THAT BUILDS RESILIENCY

“Booz Allen’s commitment to military families stands apart from other companies,” says Lead Associate Amy Bennett. Amy’s husband, also a Booz Allen employee and an Army reservist, recently got called for an unexpected deployment. “The last time my husband deployed [prior to joining Booz Allen] we lost two-thirds of our income overnight and nearly lost our home. Because of the benefits that Booz Allen offers reservists—among them differential pay and continuing health and retirement benefits for up to 1 year of deployment—the situation is completely different for us this time. It demonstrates that Booz Allen both understands the unique needs of the military community and also places great value on the skills and expertise of its military, veteran, and military spouse workforce.”

Staff Scientist David Perry, also a Sergeant in the National Guard, poses with his fiancée and young daughter.

And that comes naturally—Booz Allen was founded by a veteran, has continuously supported the Department of Defense (DoD) since our first DoD client in 1940, and, today, boasts a workforce in which one third its employees have a military background.

Among the differentiators in Booz Allen’s support for the military community:

- A formal veterans strategy led by senior leaders committed to raising awareness and serving the needs of the veteran community
- Two military-focused employee forums, the Armed Services Forum and Military Spouse Forum, that offer networking, career training, and a valuable knowledge base to help employees facing relocation with a military spouse
- A corporate strategy for charitable support and relationship building with leading military-focused not-for-profits, such as Operation Homefront, Blue Star Families, and Give An Hour

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“Booz Allen understands the military lifestyle,” says Associate Tracy Freedman, a military spouse who co-leads the Military Spouse Forum. “We are focused on helping military spouses build their careers, not just get a job.” Tracy has worked for Booz Allen for 7 years, and during that time has relocated three times with her husband, a Marine officer. “The Military Spouse Forum provides a support network for spouses who have to relocate regularly with the military. We are also building awareness of the needs of our community among Booz Allen career managers, which makes all the difference.”

In November, in honor of Military Family Appreciation Month, Booz Allen launched a powerful campaign to build military family resiliency and highlight the unique skills and needs of this community. The month’s capstone event was the Military Family Resiliency Summit, which Booz Allen co-hosted with Blue Star Families and the White House’s Joining Forces, which brought together representatives from commercial organizations, military/veteran not-for-profits, and DoD leadership to discuss changing needs of military families. The Summit resulted in a **corporate engagement guide** that was distributed across a national network of business and government supporters of the military community.

Additional campaign events focused on military spouse careers and the unique and transferable skills of this community (check out the event recording on **YouTube**) and on the workforce contributions of Vietnam Veterans. Booz Allen leaders were a compelling voice in the media—creating awareness of the needs of the military family and how business and communities can come together in support. Booz Allen volunteers also partnered with Blue Star Families to refurbish military youth centers and an elementary school library at military bases across the country.

The firm is extending its innovative service to the military community to its next generation, through the new *Booz Allen Hamilton Innovation Award for Military Children*, part of Operation Homefront’s Military Child of the Year program. Our passion for innovation and support for military families converged in the sponsorship of this award, with longtime partner Operation Homefront. Seventeen year-old Elizabeth O’Brien, who has a parent in the Army, was named the first-ever recipient in March 2016 for launching a not-for-profit that raises funds to pay for military housing modifications that aren’t covered by insurance, but are needed by disabled military children. The award came with funding and consulting services from Booz Allen volunteers who provided Elizabeth with a strategic plan to help scale her not-for-profit.

MILITARY/VETERAN EMPLOYER OF CHOICE AWARDS

**GI JOBS MILITARY-FRIENDLY EMPLOYER
TOP 50 FOR 10 YEARS (#2 IN 2016)**

**MILITARY TIMES BEST
FOR VETS (#6 IN 2016)**

**GI JOBS MILITARY SPOUSE-FRIENDLY
EMPLOYER—TOP 50 SINCE AWARD'S
INCEPTION (#12 IN 2016)**

**FORBES TOP 5 EMPLOYER
FOR VETERANS 2012 – 2016**

**BEYOND ESGR* AWARDS FOR
2014 (VIRGINIA) AND 2015 (MARYLAND)**

(*Employer Support of the Guard and Reserve)

“The most exciting thing to me about Booz Allen’s support for military families is how you have so many parts of the firm engaging on a common cause—client teams, forums focused on military families, recruiting, human resources, and corporate social responsibility,” says Amy Bennett. “I’m proud to work for a company that honors the service and sacrifice of military families in this way.”

PEOPLE

DATA SCIENTISTS DARE TO CREATE THE FUTURE

Strategically aligning ourselves as an industry leader in data science and analytics has provided Booz Allen opportunities to work on some of the toughest challenges facing the nation and its industries today. This has helped us attract accomplished data scientists to the firm—including some of the most renowned in the field. Our people, our solutions, and our passion for advancing the art of data science continues to differentiate us from our competition.

2016 Data Science Bowl participant.

“Booz Allen has deeper data science and analytics, cyber, and cloud capabilities than anyone in the industry,” says one of those experts, Senior Vice President Xena Ugrinsky, who joined the firm in 2015, and who says this is the reason she came to Booz Allen. “We’ve done it for longer than anyone, and we’re able to deliver it on a scale that most companies could never approximate. You need someone to crunch data? We’ve crunched data for the International Space Station. You need someone to do logistics analytics? We helped move the U.S. military. Now we’re applying that expertise to help our commercial clients outpace their competition and offering our data scientists the opportunity to tackle the most complex problems in government and industry.”

THE VISION AND TOOLS TO ATTRACT THE BEST PEOPLE

What makes Booz Allen stand out? According to Senior Vice President Mark Jacobsohn, it’s that “We ask questions of data that nobody else is asking. We transform the way our clients do their jobs, we advance the art and science of data science, and we help the planet—even save lives. Not everyone is willing to take those risks, and even fewer are equipped to do so. Together, our data scientists dare to take on new and meaningful challenges every day, and we reward and advance our talented and committed team for both results and technical expertise.”

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In addition to our efforts to make Booz Allen attractiv