

Booz Allen Hamilton Holding Corp
Form 10-Q
July 31, 2013

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 June 30, 2013

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 July 26, 2013
Class A Common Stock	138,077,635
Class B Non-Voting Common Stock	971,070
Class C Restricted Common Stock	1,034,276
Class E Special Voting Common Stock	7,244,207

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

BOOZ ALLEN HAMILTON HOLDING CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS

	June 30, 2013 (Unaudited)	March 31, 2013 (Unaudited)
(Amounts in thousands, except share and per share data)		
ASSETS		
Current assets:		
Cash and cash equivalents	\$385,359	\$350,384
Accounts receivable, net of allowance	995,554	1,029,586
Prepaid expenses and other current assets	50,432	44,382
Total current assets	1,431,345	1,424,352
Property and equipment, net of accumulated depreciation	154,126	166,570
Intangible assets, net of accumulated amortization	232,021	236,220
Goodwill	1,277,123	1,277,369
Other long-term assets	73,408	73,017
Total assets	\$3,168,023	\$3,177,528
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt	\$60,094	\$55,562
Accounts payable and other accrued expenses	477,697	451,065
Accrued compensation and benefits	299,955	385,433
Other current liabilities	75,149	72,586
Total current liabilities	912,895	964,646
Long-term debt, net of current portion	1,643,889	1,659,611
Other long-term liabilities	323,046	326,478
Total liabilities	2,879,830	2,950,735
Commitments and contingencies (Note 17)		
Stockholders' equity:		
Common stock, Class A — \$0.01 par value — authorized, 600,000,000 shares; issued, 137,641,125 shares at June 30, 2013 and 136,457,444 shares at March 31, 2013; outstanding, 137,087,952 shares at June 30, 2013 and 136,051,601 shares at March 31, 2013	1,376	1,364
Non-voting common stock, Class B — \$0.01 par value — authorized, 16,000,000 shares; issued and outstanding, 1,103,330 shares at June 30, 2013 and 1,451,600 shares at March 31, 2013	11	15
Restricted common stock, Class C — \$0.01 par value — authorized, 5,000,000 shares; issued and outstanding, 1,036,876 shares at June 30, 2013 and 1,224,319 shares at March 31, 2013	10	12
Special voting common stock, Class E — \$0.003 par value — authorized, 25,000,000 shares; issued and outstanding, 7,244,207 shares at June 30, 2013 and 7,478,522 shares at March 31, 2013	22	22
Treasury stock, at cost — 553,173 shares at June 30, 2013 and 405,843 shares at March 31, 2013	(8,964)	(6,444)
Additional paid-in capital	127,927	120,836

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Retained earnings	181,174	124,775	
Accumulated other comprehensive loss	(13,363) (13,787)
Total stockholders' equity	288,193	226,793	
Total liabilities and stockholders' equity	\$3,168,023	\$3,177,528	

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 June 30,	
	2013	2012
	(Amounts in thousands, except per share data)	
Revenue	\$1,427,691	\$1,432,424
Operating costs and expenses:		
Cost of revenue	701,472	727,370
Billable expenses	397,888	378,460
General and administrative expenses	171,328	193,355
Depreciation and amortization	18,330	18,503
Total operating costs and expenses	1,289,018	1,317,688
Operating income	138,673	114,736
Interest expense	(20,712) (11,246
Other, net	54	(483
Income before income taxes	118,015	103,007
Income tax expense	47,702	41,062
Net income	\$70,313	\$61,945
Earnings per common share (Note 3):		
Basic	\$0.51	\$0.46
Diluted	\$0.48	\$0.43
Dividends declared per share	\$0.10	\$1.59

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

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

	Three Months Ended June 30,	
	2013	2012
Net income	\$70,313	\$61,945
Change in postretirement plan costs, net of tax	424	