

FORM 4

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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).

(Print or Type Responses)

1. Name and Address of Reporting Person* Peffer Julie		2. Issuer Name and Ticker or Trading Symbol BigBear.ai Holdings, Inc. [BBAI]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director <input checked="" type="checkbox"/> Officer (give title below) _____ 10% Owner _____ Other (specify below) Chief Financial Officer	
(Last) (First) (Middle) C/O BIGBEAR.AI HOLDINGS, INC., SUITE 200, 6811 BENJAMIN FRANKLIN DRIVE		3. Date of Earliest Transaction (Month/Day/Year) 06/13/2022			
(Street) COLUMBIA, MD 21046		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

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			

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

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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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	\$ 0	06/13/2022		A		40,486		(1)	(1)	Common Stock	40,486	\$ 0	40,486	D	
Stock Option (Right to Buy)	\$ 4.94	06/13/2022		A		101,215		(2)	06/13/2032	Common Stock	101,215	\$ 0	101,215	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Peffer Julie C/O BIGBEAR.AI HOLDINGS, INC., SUITE 200 6811 BENJAMIN FRANKLIN DRIVE COLUMBIA, MD 21046			Chief Financial Officer	

Signatures

/s/ Julie Peffer	06/13/2022
Signature of Reporting Person	Date

Explanation of Responses:

* 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).

- Each restricted stock unit ("RSU") represents a right to receive one share of BigBear.ai Holdings, Inc.'s Common Stock, subject to the Reporting Person's continued service through the vesting date. The reported RSUs were granted on June 13, 2022. 25% of the RSUs will vest on June 13, 2023 and the remaining 75% will vest in equal installments on each quarterly anniversary thereafter, such that the entire award will be vested on June 13, 2026 (subject to the Reporting Person's continued employment through each vesting date).
- (1)
 - (2) The option was granted on June 13, 2022 and vests as follows: 25% of the option will vest on June 13, 2023 and the remaining 75% will vest in equal quarterly installments on each quarterly anniversary of the date of grant thereafter, such that the entire award will be vested on June 13, 2026 (subject to the Reporting Person's continued employment through each vesting date).

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

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