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

Schedule 14A
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- 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 under § 240.14a-12

BigBear.ai Holdings, Inc.
(Name of Registrant as Specified In Its Charter)

Not Applicable
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

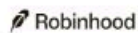
Payment of Filing Fee (Check all boxes that apply):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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The following contains the enrollment instructions to a new BigBear.ai Holdings, Inc. (“BigBear.ai” or the “Company”) Retail Voting Program through Robinhood, which allows BigBear.ai stockholders to opt in to vote their shares of BigBear.ai common stock, par value \$0.0001, in line with the recommendations of the Company’s Board of Directors. Subsequent pages capture the details of the enrollment email, app instructions, the confirmation page and FAQs. The following communications and information were first distributed or made available to stockholders on April 10, 2026.

###



BBAI

BigBear.ai

A new way to vote your BigBear.ai shares

Hi Chloe,

BigBear.ai is now accepting standing voting instructions for its shareholder voting meetings. As a shareholder of BigBear.ai through Robinhood, you're invited to participate! This is another way to vote your shares and ensure your voice is heard.

With this new voting method, you can

- Save time and align your vote with the Board's recommendations at each shareholder meeting.
- Choose to vote with the Board's recommendations for all matters, or for all except contested ones.
- Change your vote anytime by voting using proxy materials and overriding the standing voting instructions.
- Opt out anytime to cancel your voting instructions for future meetings.

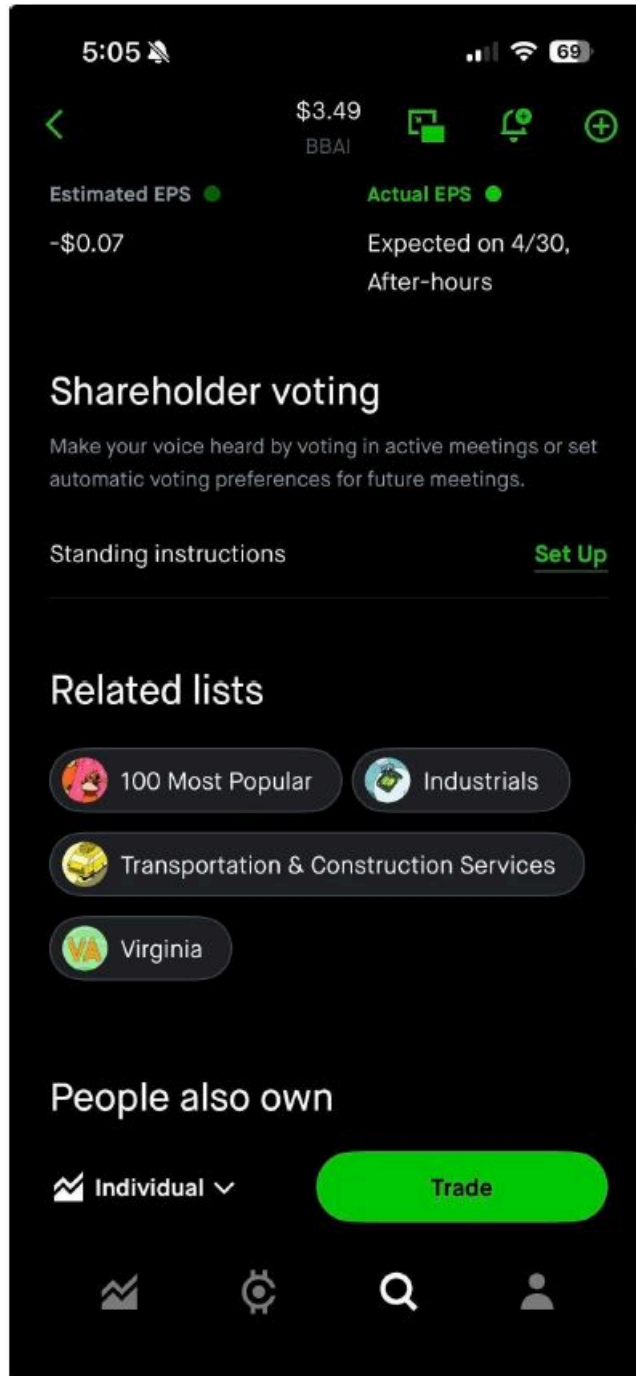
You can set up your voting instructions from here or you can also view and manage your instructions from the mobile app on a stock's detail page.

[Set up voting instructions](#)

– The Robinhood Team



[Home](#)
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3. Selection Experience



BigBear.ai Standing Voting Instructions

All matters

Your shares will be voted on all matters presented at future shareholder meetings in line with the recommendations of the company's Board of Directors.

What this means:

- Every proposal the Board makes a recommendation on will be voted automatically for you.
- You can still vote directly on any proposal at an upcoming meeting to override the automatic vote.

All matters

All matters except certain specified matters

Your shares will be voted automatically based on the recommendations of the company's Board of Directors for all proposals, except for certain matters.

What this means:

- Your shares will be voted automatically for all matters except any contested director elections or any acquisition, merger, or divestiture transaction that requires shareholder approval under state law or stock exchange rules.

All matters except certain specified matters

Opt out

Your shares will not be voted automatically. You will receive proxy materials before each meeting and must submit your own votes directly for each meeting.

When you opt out:


- No voting instructions will be automatically applied to your shares.
- You must vote manually for each meeting if you want your votes counted.
- You can return to this page any time to set voting instructions for future meetings.
- If BigBear.ai has already filed a definitive proxy statement for an upcoming meeting, your opt-out will apply to all future meetings after that one. For the current meeting, you can still review and directly update your ballot.

Opt out

What are standing voting instructions? 

Submit Voting Instructions

Robinhood Marc Z.
Robinhood Securities, LLC



BigBear.ai Standing Voting Instructions

All matters
Your shares will be voted on all matters presented at future shareholder meetings in line with the recommendations of the company's Board of Directors.

What this means:

- Every proposal the Board makes a recommendation on will be voted automatically for you.
- You can still vote directly on any proposal at an upcoming meeting to override the automatic vote.

All matters

All matters except certain specified matters
Your shares will be voted automatically for all proposals, except for certain matters.

What this means:

- Your shares will be voted automatically for all proposals, except for certain matters, such as a change of control, a merger, acquisition, merger, or divestiture transaction that requires shareholder approval.



All matters except certain specified matters

Opt out
Your shares will not be voted automatically. You will receive proxy materials before each meeting and must submit your own votes directly for each meeting.

When you opt out:

- No voting instructions will be automatically applied to your shares.
- You must vote manually for each meeting if you want your votes counted.
- You can return to this page any time to set voting instructions for future meetings.
- If BigBear.ai has already filed a definitive proxy statement for an upcoming meeting, your opt-out will apply to all future meetings after that one. For the current meeting, you can still review and directly update your ballot.

[Submit Voting Instructions](#)

Voting Instructions Submitted!

BigBear.ai appreciates you setting your voting instructions. You will receive an email confirmation shortly.

Changed your mind? You can edit your voting instructions at any time.

6:20

\$3.52
BBAI

-0.54

Q1 FY25	Q2 FY25	Q3 FY25	Q4 FY25	Q1 FY26

Estimated EPS ● -0.07

Actual EPS ● Expected on 4/30, After-hours

Shareholder voting

Make your voice heard by voting in active meetings or set automatic voting preferences for future meetings.

Standing instructions
Vote with management for all matters [Change](#)

Related lists

- 100 Most Popular
- Industrials
- Transportation & Construction Services
- Virginia

Individual ▾ Trade

Navigation icons: Home, Menu, Search, Profile

BBJ

BigBear.ai Standing Voting Instructions

All matters

Your shares will be voted on all matters presented at future shareholder meetings in line with the recommendations of the company's Board of Directors.

What this means:

- Every proposal the Board makes a recommendation on will be voted automatically for you.
- You can still vote directly on any proposal at an upcoming meeting to override the automatic vote.

 All matters
All matters except certain specified matters

Your shares will be voted automatically based on the recommendations of the company's Board of Directors for all proposals, except for certain matters.

What this means:

- Your shares will be voted automatically for all matters except any contested director elections or any acquisition, merger, or divestiture transaction that requires shareholder approval under state law or stock exchange rules.

 All matters except certain specified matters
Opt out

Your shares will not be voted automatically. You will receive proxy materials before each meeting and must submit your own votes directly for each meeting.

When you opt out:

- No voting instructions will be automatically applied to your shares.
- You must vote manually for each meeting if you want your votes counted.
- You can return to this page any time to set voting instructions for future meetings.
- If BigBear.ai has already filed a definitive proxy statement for an upcoming meeting, your opt-out will apply to all future meetings after that one. For the current meeting, you can still review and directly update your ballot.

 Opt out
What are standing voting instructions?

Standing voting instructions let you authorize the voting of your shares with an instruction that would cast your votes based on the recommendations of the issuer's board. Once set, these instructions will automatically apply to future shareholder meetings. Voting instructions are specific to a company. You can review, change, or opt out of voting instructions at any time, and this will be applied to future meetings. You also can override the votes cast through the standing voting instruction by voting using the proxy materials you receive for a specific meeting.

How do standing voting instructions work?

- You can choose to vote with the Board's recommendations for all matters, or for all matters except (1) contested director elections or (2) any acquisition, merger or divestiture transaction that under applicable state law or stock exchange rules requires shareholder approval.
- If you choose to opt in, your voting instructions apply to future shareholder meetings for eligible shares you hold.
- After BigBear.ai files its definitive proxy statement and your ballot is created, your shares will be voted automatically based on your instruction. You'll still receive your proxy materials including your ballot, along with a confirmation of how your shares were voted.
- You can always override the instruction by voting directly in your ballot using the instructions provided in your proxy materials.
- You can change or opt out of your voting instructions anytime, which will apply to future meetings except as explained below under "You can change your voting instruction preferences anytime" when you opt out after a definitive proxy statement has been filed.

What to expect?**1. Shares will be automatically voted according to your instruction**

If you choose a voting instruction, your shares will be automatically voted according to your instructions.

2. You will still receive proxy materials

You will receive meeting materials so you can review proposals and vote directly, even if you have set voting instructions.

3. Direct votes override voting instructions

If you submit a vote for a specific proposal, that vote will override the voting instructions.

4. You can change your voting instruction preferences anytime

Changes apply to upcoming meetings. If BigBear.ai has already filed a definitive proxy statement for an upcoming meeting, your opt-out will apply to all future meetings after that one. For such upcoming meeting, you can still change your vote by using the provided proxy ballot to override your instructions.

5. You will receive regular reminders on your voting instructions

If you have set voting instructions, you will receive a regular reminder letting you know that you have this preference set.

6. Your instruction is applied when you're eligible to vote

You can vote if you meet certain requirements, including owning the security on the record date. If you're eligible to vote, we'll automatically apply your standing voting instructions.

Submit Voting Instructions

Additional Information and Where to Find It

BigBear.ai intends to file with the U.S. Securities and Exchange Commission (the “SEC”) a definitive proxy statement on Schedule 14A (the “Definitive Proxy Statement”) and a proxy card with respect to its solicitation of proxies for future annual meetings and any special meetings as well. The Definitive Proxy Statement for any annual or special meeting will contain important information about the matters to be voted on at that specific meeting.

STOCKHOLDERS OF BIGBEAR.AI ARE URGED TO READ THESE MATERIALS (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS THAT BIGBEAR.AI WILL FILE WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT BIGBEAR.AI AND THE MATTERS TO BE VOTED ON AT THAT SPECIFIC MEETING.

Stockholders will be able to obtain free copies of these annual or special meeting documents, and other documents filed with the SEC by BigBear.ai, through the website maintained by the SEC at www.sec.gov. In addition, stockholders will be able to obtain free copies of these documents from BigBear.ai by contacting BigBear.ai’s Investor Relations by e-mail at investors@bigbear.ai, or by going to BigBear.ai’s SEC Filings page on its website at <https://ir.bigbear.ai/>.

Participants in Solicitations

BigBear.ai, its directors and executive officers and other members of management and employees may be deemed to be participants with respect to any solicitation by BigBear.ai. Information about BigBear.ai’s executive officers and directors is available in the Company’s Definitive Proxy Statement, which was filed with the SEC on April 29, 2025, and will be made available in BigBear.ai’s Definitive Proxy Statement with respect to the Company’s 2026 Annual Meeting of Stockholders. To the extent holdings by BigBear.ai’s directors and executive officers of the Company’s securities reported in the Definitive Proxy Statement, filed with the SEC on April 29, 2025, have changed, such changes have been or will be reflected on Statements of Change in Ownership on Forms 3, 4 or 5 filed with the SEC. These documents are available free of charge at the SEC’s website at www.sec.gov. Copies of the documents filed by BigBear.ai are also available free of charge by accessing BigBear.ai’s SEC Filings page on its website at <https://ir.bigbear.ai/>.
