
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)

(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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On March 26, 2025, BigBear.ai Holdings, Inc. began communicating the following to its stockholders in connection with its special meeting.



Letter from CEO About Shareholder Vote Before Sunday, March 30, 11:59 PM EST

March 26, 2025

To all BigBear.ai Stockholders:

This **Sunday, March 30, 2025** by 11:59 p.m., Eastern Time, is your last chance to vote ahead of the Special Meeting scheduled for Monday, March 31, 2025 and to APPROVE the full amount of shares of our common stock issuable upon the conversion of our 6.00% Convertible Senior Secured Notes due 2029, as well as the issuance of shares of our common stock at our option in lieu of cash interest payments on those convertible notes.

This proposal is very important. In addition to having generated proceeds with the issuance of these convertible notes, our ability to issue shares in lieu of cash interest payments would help us preserve our cash for other corporate purposes and support our growth and business strategy.

If you have not voted, **please vote now** over the Internet at www.cstproxyvote.com by following the instructions on the proxy card or voting instruction card you received.

Thank you for your support. I look forward to an exciting year at BBAI.

Kevin McAleenan, CEO of BigBear.ai