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

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) May 15, 2025**

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**BigBear.ai Holdings, Inc.**

(Exact name of Registrant as Specified in Charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-40031**  
(Commission  
File Number)

**85-4164597**  
(IRS Employer  
Identification No.)

**7950 Jones Branch Drive, First Floor, North Tower**  
**McLean, VA 22102**  
(Address of principal executive offices, including Zip Code)

**(410) 312-0885**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name of former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.0001 par value	BBAI	New York Stock Exchange
Redeemable warrants, each full warrant exercisable for one share of common stock at an exercise price of \$11.50 per share	BBAI.WS	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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**Item 8.01      Other Events.**

On May 15, 2025, BigBear.ai Holdings, Inc. (the “Company”) delivered notice to holders of its 6.0% Convertible Senior Secured Notes Due 2029 (the “Notes”) that it has irrevocably elected to pay the upcoming interest payable on the Notes, which has a Regular Record Date of June 1, 2025, an Interest Payment Date of June 15, 2025, in shares of the Company’s common stock, par value \$0.0001 per share, rather than in cash, as permitted pursuant to the terms and conditions of the Indenture, dated as of December 27, 2024, among the Company, as issuer, the guarantors party thereto and Wilmington Trust, National Association, as trustee and collateral agent (the “Indenture”). Defined terms used but not defined herein have the meaning set forth in the Indenture.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

May 15, 2025

**BigBear.ai Holdings, Inc.**

By: /s/ Carolyn Blankenship

Name: Carolyn Blankenship

Title: General Counsel