

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported) March 27, 2025

**BigBear.ai Holdings, Inc.**

(Exact name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

001-40031  
(Commission  
File Number)

85-4164597  
(IRS Employer  
Identification Number)

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)

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 (see General Instruction A.2. below):

- 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 Symbols | 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.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On March 27, 2025, the Board of Directors of BigBear.ai Holdings, Inc. (the “Company”) approved an amendment to the Company’s Amended and Restated Bylaws (“Amendment No. 1 to the Amended and Restated Bylaws”) to reduce the quorum needed for stockholder meetings to one-third (33.33%) of the Company’s voting power of the issued and outstanding shares of capital stock of the Company entitled to vote thereat, present in person or represented by proxy.

The foregoing description of Amendment No. 1 to the Amended and Restated Bylaws does not purport to be complete and is qualified in its entirety by reference to the full text of Amendment No. 1 to the Amended and Restated Bylaws, a copy of which is attached hereto as Exhibit 3.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

The following exhibits are being filed herewith:

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 3.1                | <a href="#">Amendment No. 1 to the Amended and Restated Bylaws of BigBear.ai Holdings, Inc.</a> |
| 104                | Cover Page Interactive Data File (embedded within the Inline XBRL document)                     |

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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.

Dated: March 27, 2025

|        |                          |
|--------|--------------------------|
| By:    | <u>/s/ Sean Ricker</u>   |
| Name:  | Sean Ricker              |
| Title: | Chief Accounting Officer |

**AMENDMENT NO. 1  
TO THE AMENDED AND RESTATED  
BYLAWS OF  
BIGBEAR.AI HOLDINGS, INC.**

(a Delaware corporation)

This Amendment No. 1 to the Amended and Restated Bylaws (as currently in effect prior to Amendment No. 1, the “*Bylaws*”) of BigBear.ai Holdings, Inc., a Delaware corporation (the “*Corporation*”), is effective as of March 27, 2025.

Section 2.05 of the Bylaws entitled “Quorum” is hereby amended and restated in its entirety to read as follows:

Section 2.05 Quorum. Unless otherwise required by law, the Certificate of Incorporation or the rules of any stock exchange upon which the Corporation’s securities are listed, the holders of record of one-third (33.33%) of the voting power of the issued and outstanding shares of capital stock of the Corporation entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum for the transaction of business at all meetings of stockholders. Notwithstanding the foregoing, where a separate vote by a class or series or classes or series is required, one-third (33.33%) in voting power of the outstanding shares of such class or series or classes or series, present in person or represented by proxy, shall constitute a quorum entitled to take action with respect to the vote on that matter. Once a quorum is present to organize a meeting, it shall not be broken by the subsequent withdrawal of any stockholders.

Except as modified by this Amendment No. 1 to the Bylaws, the rest of the Bylaws remain unchanged and, as modified, continue in full force and effect.