Form 144 Filer Information

FORM 144

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

Form 144

NOTICE OF PROPOSED SALE OF SECURITIES PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

| 144: Filer Information | | |
|---|--|--|
| Filer CIK | 0001886800 | |
| Filer CCC | XXXXXXXX | |
| Is this a LIVE or TEST Filing? | ● LIVE ◎ TEST | |
| Submission Contact Information | | |
| Name | | |
| Phone | | |
| E-Mail Address | | |
| 144: Issuer Information | | |
| Name of Issuer | BigBear.ai Holdings, Inc. | |
| SEC File Number | 001-40031 | |
| Address of Issuer | 6811 BENJAMIN FRANKLIN DRIVE, SUITE 200 COLUMBIA MARYLAND 21046 | |
| Phone | (410) 967-0335 | |
| Name of Person for Whose Account the Securities are To Be Sold | BBAI Ultimate Holdings, LLC | |
| See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filling this notice. | | |
| Relationship to Issuer | 10% Stockholder | |
| 144: Securities Information | | |
| Title of the Class of Securities To Be Sold | Common | |
| Name and Address of the Broker | Merrill Lynch, Pierce, Fenner & Smith Inc. 555 California Street, FL 18 San Francisco CA 94104 | |
| Number of Shares or Other Units To Be Sold | 3281214 | |
| Aggregate Market Value | 12337364.64 | |
| Number of Shares or Other Units Outstanding | 156815819 | |
| Approximate Date of Sale | 03/08/2024 | |
| Name the Securities Exchange | NYSE | |

any part of the purchase price or other consideration therefor:

| 144: Securities To Be Sold | | |
|--|---------------------|--|
| Title of the Class | Common | |
| Date you Acquired | 12/13/2021 | |
| Nature of Acquisition Transaction | Private Placement | |
| Name of Person from Whom Acquired | Issuer | |
| Is this a Gift? | Date Donor Acquired | |
| Amount of Securities Acquired | 3281214 | |
| Date of Payment | 12/13/2021 | |
| Nature of Payment | Cash | |
| If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid. | | |
| Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold. | | |

144: Securities Sold During The Past 3 Months

Nothing to Report

144: Remarks and Signature

Remarks
Date of Notice
03/08/2024

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature Melissa Klafter

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)