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 filing this notice.		
Relationship to Issuer	10% Stockholder	
144: Securities Information	on	
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	2382851	
Aggregate Market Value	5218443.69	
Number of Shares or Other Units Outstanding	250585897	
Approximate Date of Sale	11/22/2024	
Name the Securities Exchange	NYSE	

any part of the purchase price or other consideration therefor:

144:	<b>Securities</b>	То	Be	Sol	d

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	2382851	
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

Name and Address of Seller	BBAI ULTIMATE HOLDINGS, LLC 6700 BROKEN SOUND PARKWAY NW BOCA RATON FL 33487
Title of Securities Sold	Common
Date of Sale	10/15/2024
Amount of Securities Sold	572817
Gross Proceeds	1018916.57

# 144: Securities Sold During The Past 3 Months

Name and Address of Seller	BBAI ULTIMATE HOLDINGS, LLC 6700 BROKEN SOUND PARKWAY NW BOCA RATON FL 33487
Title of Securities Sold	Common
Date of Sale	10/16/2024
Amount of Securities Sold	439040
Gross Proceeds	773444.04

# 144: Securities Sold During The Past 3 Months

Name and Address of Seller	BBAI ULTIMATE HOLDINGS, LLC 6700 BROKEN SOUND PARKWAY NW BOCA RATON FL 33487
Title of Securities Sold	Common

Date of Sale	10/17/2024
Amount of Securities Sold	10075
Gross Proceeds	17632.75

Name and Address of Seller

BBAI ULTIMATE HOLDINGS, LLC
6700 BROKEN SOUND PARKWAY NW
BOCA RATON
FL
33487

Title of Securities Sold

Common

Date of Sale

10/18/2024

Amount of Securities Sold

389534

Gross Proceeds

688749.87

#### 144: Securities Sold During The Past 3 Months

Name and Address of Seller

BBAI ULTIMATE HOLDINGS, LLC
6700 BROKEN SOUND PARKWAY NW
BOCA RATON
FL
33487

Title of Securities Sold

Common

Date of Sale

10/21/2024

Amount of Securities Sold

Gross Proceeds

BBAI ULTIMATE HOLDINGS, LLC
6700 BROKEN SOUND PARKWAY NW
BOCA RATON
FL
33487

## 144: Securities Sold During The Past 3 Months

Name and Address of Seller

BBAI ULTIMATE HOLDINGS, LLC
6700 BROKEN SOUND PARKWAY NW
BOCA RATON
FL
33487

Title of Securities Sold

Common

Date of Sale

10/29/2024

Amount of Securities Sold

Gross Proceeds

BBAI ULTIMATE HOLDINGS, LLC
6700 BROKEN SOUND PARKWAY NW
BOCA RATON
FL
33487

# 144: Securities Sold During The Past 3 Months

Name and Address of Seller	BBAI ULTIMATE HOLDINGS, LLC 6700 BROKEN SOUND PARKWAY NW BOCA RATON FL 33487
Title of Securities Sold	Common
Date of Sale	10/30/2024
Amount of Securities Sold	16523
Gross Proceeds	28945.12

Name and Address of Seller

BBAI ULTIMATE HOLDINGS, LLC
6700 BROKEN SOUND PARKWAY NW,
BOCA RATON

FL 33487

Title of Securities Sold

Common

Date of Sale

11/05/2024

Amount of Securities Sold

859317

**Gross Proceeds** 

1517614.83

# 144: Securities Sold During The Past 3 Months

Name and Address of Seller BBAI ULTIMATE HOLDINGS, LLC

BBAI ULTIMATE HOLDINGS, LLC 6700 BROKEN SOUND PARKWAY NW

BOCA RATON

33487

Title of Securities Sold

Common

Date of Sale

11/07/2024

Amount of Securities Sold

65047

**Gross Proceeds** 

114359.26

## 144: Securities Sold During The Past 3 Months

Name and Address of Seller BBAI ULTIMATE HOLDINGS, LLC

6700 BROKEN SOUND PARKWAY NW BOCA RATON

FI

33487

Title of Securities Sold

Common

Date of Sale

11/08/2024

Amount of Securities Sold

1175196

Gross Proceeds

2072456.97

# 144: Securities Sold During The Past 3 Months

Name and Address of Seller BBAI ULTIMATE HOLDINGS, LLC

6700 BROKEN SOUND PARKWAY NW

BOCA RATON

33487

Title of Securities Sold Common

Date of Sale 11/11/2024

Amount of Securities Sold 3201746

Gross Proceeds 6114403.15

# 144: Securities Sold During The Past 3 Months

Name and Address of Seller

BBAI ULTIMATE HOLDINGS, LLC 6700 BROKEN SOUND PARKWAY NW

BOCA RATON FL

33487

Title of Securities Sold	Common
Date of Sale	11/12/2024
Amount of Securities Sold	751880
Gross Proceeds	1382163.71

Name and Address of Seller

BBAI ULTIMATE HOLDINGS, LLC
6700 BROKEN SOUND PARKWAY NW
BOCA RATON
FL
33487

Title of Securities Sold

Common

Date of Sale

11/13/2024

Amount of Securities Sold

205817

Gross Proceeds

368093.21

#### 144: Securities Sold During The Past 3 Months

Name and Address of Seller

BBAI ULTIMATE HOLDINGS, LLC
6700 BROKEN SOUND PARKWAY NW
BOCA RATON
FL
33487

Title of Securities Sold

Common

Date of Sale

11/14/2024

Amount of Securities Sold

251700

Gross Proceeds

445146.05

# 144: Securities Sold During The Past 3 Months

Name and Address of Seller

BBAI ULTIMATE HOLDINGS, LLC
6700 BROKEN SOUND PARKWAY NW
BOCA RATON
FL
33487

Title of Securities Sold

Common

Date of Sale

11/15/2024

Amount of Securities Sold

Gross Proceeds

13374.50

# 144: Securities Sold During The Past 3 Months

Name and Address of Seller	BBAI ULTIMATE HOLDINGS, LLC 6700 BROKEN SOUND PARKWAY NW BOCA RATON FL 33487
Title of Securities Sold	Common
Date of Sale	11/18/2024
Amount of Securities Sold	388023

Name and Address of Seller

BBAI ULTIMATE HOLDINGS, LLC
6700 BROKEN SOUND PARKWAY NW
BOCA RATON
FL
33487

Title of Securities Sold Common

Date of Sale 11/19/2024

Amount of Securities Sold 97785

Gross Proceeds 175977.90

### 144: Securities Sold During The Past 3 Months

Name and Address of Seller

BBAI ULTIMATE HOLDINGS, LLC
6700 BROKEN SOUND PARKWAY NW
BOCA RATON
FL
33487

Title of Securities Sold

Common

Date of Sale

11/20/2024

Amount of Securities Sold

795530

Gross Proceeds

1625232.79

#### 144: Securities Sold During The Past 3 Months

Name and Address of Seller

BBAI ULTIMATE HOLDINGS, LLC
6700 BROKEN SOUND PARKWAY NW
BOCA RATON
FL
33487

Title of Securities Sold

Common

Date of Sale

11/21/2024

Amount of Securities Sold

1821619

Gross Proceeds

4027750.80

#### 144: Remarks and Signature

Remarks
Date of Notice

11/22/2024

#### 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