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 | | |
| 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 | 9003424 | |
| Aggregate Market Value | 30431573.12 | |
| Number of Shares or Other Units Outstanding | 250585897 | |
| Approximate Date of Sale | 12/09/2024 | |
| Name the Securities Exchange | NYSE | |

any part of the purchase price or other consideration therefor:

| 144: | Securities | 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 | 9003424 |
| 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 |

| 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

562400

Gross Proceeds

996717.34

| 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

Common

Title of Securities Sold

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 FL

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

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

FL

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

7600

Gross Proceeds

13374.50

| 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 |

694249.59 **Gross Proceeds**

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 11/19/2024

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

33487

Title of Securities Sold Common

Date of Sale 11/20/2024

Amount of Securities Sold 795530

1625232.79 **Gross Proceeds**

144: Securities Sold During The Past 3 Months

BBAI ULTIMATE HOLDINGS, LLC 6700 BROKEN SOUND PARKWAY NW Name and Address of Seller

BOCA RATON

33487

Title of Securities Sold Common

Date of Sale 11/21/2024

1821619 Amount of Securities Sold

Gross Proceeds 4027750.80

144: Securities Sold During The Past 3 Months

BBAI ULTIMATE HOLDINGS, LLC Name and Address of Seller

6700 BROKEN SOUND PARKWAY NW

BOCA RATON

33487

Title of Securities Sold Common

Date of Sale 11/22/2024

Amount of Securities Sold 2382851

Gross Proceeds 5768472.42

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

11/25/2024

Amount of Securities Sold

2181844

Gross Proceeds

5247092.64

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

11/26/2024

Amount of Securities Sold

1075687

Cross Proceeds

2260484.16

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

11/27/2024

Amount of Securities Sold

867877

1839612.84

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

11/29/2024

Amount of Securities Sold

1094452

Gross Proceeds

2480279.96

| | BBAI ULTIMATE HOLDINGS, LLC 6700 BROKEN SOUND PARKWAY NW BOCA RATON FL 33487 |
|--------------------------|--|
| Title of Securities Sold | Common |

Date of Sale 12/02/2024

Amount of Securities Sold 1039199

Gross Proceeds 2311363.55

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

12/03/2024

Amount of Securities Sold

3740941

Gross Proceeds

9444054.19

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

12/04/2024

Amount of Securities Sold

96802

Gross Proceeds

286635.66

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

12/04/2024

Amount of Securities Sold

3431356

Gross Proceeds

9164678.35

| 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 | 12/05/2024 |
| Amount of Securities Sold | 2406895 |
| Gross Proceeds | 7308907.33 |

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

12/05/2024

Amount of Securities Sold

2368769

Gross Proceeds

6810684.63

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

12/06/2024

Amount of Securities Sold

6328238

Gross Proceeds

21431727.44

144: Remarks and Signature

| Remarks | |
|---|------------|
| Date of Notice | 12/09/2024 |
| Date of Plan Adoption or Giving of Instruction, If Relying on Rule 10b5-1 | 05/07/2024 |

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)