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 | 2353909 | |
| Aggregate Market Value | 7038187.91 | |
| Number of Shares or Other Units Outstanding | 250585897 | |
| Approximate Date of Sale | 12/17/2024 | |
| Name the Securities Exchange | NYSE | |

any part of the purchase price or other consideration therefor:

| 144: | Securities | То | Be | Sol | d |
|------|-------------------|----|----|-----|---|
| | | | | | |

| Common |
|---------------------|
| 12/13/2021 |
| Private Placement |
| Issuer |
| Date Donor Acquired |
| 2353909 |
| 12/13/2021 |
| 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

Title of Securities Sold

Common

9642.00

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
6700 BROKEN SOUND PARKWAY NW

6700 BROKEN SOUND PARKWAY NW BOCA RATON

FL RATC

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

BUCA RA

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

| 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

Gross Proceeds

1625232.79

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

Amount of Securities Sold

1821619

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

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

BBAI ULTIMATE HOLDINGS, LLC 6700 BROKEN SOUND PARKWAY NW BOCA RATON Name and Address of Seller 33487 Title of Securities Sold Common Date of Sale 11/26/2024 1075687 Amount of Securities Sold **Gross Proceeds** 2260484.16

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 11/27/2024 Date of Sale Amount of Securities Sold 867877 **Gross Proceeds** 1839612.84

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 11/29/2024 1094452 Amount of Securities Sold **Gross Proceeds** 2480279.96

144: Securities Sold During The Past 3 Months

| | 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

BOCA RA 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

BBAI ULTIMATE HOLDINGS, LLC 6700 BROKEN SOUND PARKWAY NW

BOCA RATON

33487

Title of Securities Sold

Common

Date of Sale

12/06/2024

Amount of Securities Sold

6328238

Gross Proceeds

21431727.44

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

12/09/2024

Amount of Securities Sold

9003424

Gross Proceeds

35373952.17

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

12/10/2024

Amount of Securities Sold

4146835

Gross Proceeds

Date of Sale

13552535.45

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 | 12/11/2024 |
| Amount of Securities Sold | 3248938 |
| Gross Proceeds | 9556782.58 |

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

12/12/2024

Amount of Securities Sold

3763502

Gross Proceeds

10116985.86

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

12/13/2024

Amount of Securities Sold

2851290

Gross Proceeds

7198800.13

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

12/16/2024

Amount of Securities Sold

5012564

Gross Proceeds

14489576.65

| Name and Address of Seller | AE INDUSTRIAL PARTNERS, LP 6700 BROKEN SOUND PARKWAY NW BOCA RATON FL 33487 |
|----------------------------|---|
| Title of Securities Sold | Common |
| Date of Sale | 12/16/2024 |
| Amount of Securities Sold | 300526 |

| 144: Remarks and Signature | |
|----------------------------|------------|
| Remarks | |
| Date of Notice | 12/17/2024 |

887138.63

ATTENTION:

Gross Proceeds

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)