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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>BBAI Ultimate Holdings, LLC</u> (Last) (First) (Middle) <u>C/O BIGBEAR AI HOLDINGS, INC.</u> <u>6700 BROKEN SOUND PARKWAY NW</u> (Street) <u>BOCA RATON FL 33487</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BigBear.ai Holdings, Inc. [BBAI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/11/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/11/2023		A		108,100 ⁽¹⁾	A	\$1.79	102,906,167	I	See footnotes ⁽²⁾⁽³⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person * <u>BBAI Ultimate Holdings, LLC</u> (Last) (First) (Middle) <u>C/O BIGBEAR AI HOLDINGS, INC.</u> <u>6700 BROKEN SOUND PARKWAY NW</u> (Street) <u>BOCA RATON FL 33487</u> (City) (State) (Zip)

1. Name and Address of Reporting Person * <u>AE INDUSTRIAL PARTNERS FUND II GP, LP</u> (Last) (First) (Middle) <u>C/O AE INDUSTRIAL PARTNERS, LP</u> <u>6700 BROKEN SOUND PARKWAY NW</u> (Street) <u>BOCA RATON FL 33487</u> (City) (State) (Zip)
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1. Name and Address of Reporting Person *

[GREENE MICHAEL ROBERT](#)

(Last) (First) (Middle)

C/O AE INDUSTRIAL PARTNERS, LP
6700 BROKEN SOUND PARKWAY NW

(Street)

BOCA RATON FL 33487

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[ROWE DAVID H.](#)

(Last) (First) (Middle)

C/O AE INDUSTRIAL PARTNERS, LP
6700 BROKEN SOUND PARKWAY NW

(Street)

BOCA RATON FL 33487

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[AE INDUSTRIAL PARTNERS FUND II-B, LP](#)

(Last) (First) (Middle)

C/O AE INDUSTRIAL PARTNERS, LP
6700 BROKEN SOUND PARKWAY NW

(Street)

BOCA RATON FL 33487

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[AE INDUSTRIAL PARTNERS FUND II, LP](#)

(Last) (First) (Middle)

C/O AE INDUSTRIAL PARTNERS, LP
6700 BROKEN SOUND PARKWAY NW

(Street)

BOCA RATON FL 33487

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[AE INDUSTRIAL PARTNERS FUND II-A, LP](#)

(Last) (First) (Middle)

C/O AE INDUSTRIAL PARTNERS, LP
6700 BROKEN SOUND PARKWAY NW

(Street)

BOCA RATON FL 33487

(City) (State) (Zip)

1. Name and Address of Reporting Person *

AEROEQUITY GP, LLC

(Last) (First) (Middle)

C/O AE INDUSTRIAL PARTNERS, LP
6700 BROKEN SOUND PARKWAY NW

(Street)

BOCA RATON FL 33487

(City) (State) (Zip)

Explanation of Responses:

1. The reported restricted stock units ("RSU") were granted to Kirk Michael Konert and Jeffrey Hart on December 11, 2023 in their capacity as members of the issuer's board of directors. Each RSU represents the right to receive one share of the issuer's Common Stock, subject to the Reporting Person's continued service through the vesting date. 27,025 of the RSUs will vest on January 1, 2024, 27,026 of the RSUs will vest on March 30, 2024, 27,024 of the RSUs will vest on June 30, 2024, and 27,025 of the RSUs will vest on September 30, 2024. The reported RSUs will be assigned to AE Industrial Partners, LP. Prior to such vesting and assignment, Kirk Michael Konert and Jeffrey Hart will hold the reported securities for the benefit of AE Industrial Partners, LP and they disclaim all right title and interest in such securities.

2. Voting and dispositive power with respect to the shares of common stock held of record by BBAI Ultimate Holdings, LLC and AE BBAI Aggregator, LP is exercised by Michael R. Greene and David H. Rowe, the managing members and control persons of AeroEquity GP, LLC, which is the general partner of AE Industrial Partners Fund II GP, LP ("AE Fund II GP"). AE Industrial Partners Fund II-B, LP ("AE Fund II-B"), AE Industrial Partners Fund II, LP ("AE Fund II LP") and AE Industrial Partners Fund II-A, LP ("AE Fund II-A" and together with AE Fund II-B and AE Fund II LP, the "AE Funds") are the controlling equityholders of BBAI Ultimate Holdings, LLC and AE BBAI Aggregator, LP. AE Fund II GP is the general partner of each of the AE Funds. AE BBRED GP, LLC is the general partner of AE BBAI Aggregator, LP. Each of the foregoing is an "AE Party" and collectively, the "AE Parties.")

3. Each of the foregoing entities and individuals disclaims beneficial ownership of the shares reported hereby, except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

Remarks:

Kirk Michael Konert and Jeffrey Hart serve as a Partners of AE Industrial Partners, LP, AE Industrial Partners and each AE Party may, therefore, be considered a director of the issuer by deputation.

s/ Sean Ricker

12/13/2023

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.