

Booz Allen Hamilton Holding Corp
Form SC 13D/A
February 20, 2014

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 10)

Booz Allen Hamilton Holding Corporation

(Name of Issuer)

Class A Common Stock, \$.01 par value

(Title of Class of Securities)

099502106

(CUSIP Number)

Jeffrey Ferguson

The Carlyle Group

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with copies to:

Douglas S. Many

Booz Allen Hamilton Inc.

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McLean, Virginia 22102

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Matthew E. Kaplan

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919 Third Avenue

New York, New York 10022

(212) 909-6000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 12, 2014

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

13 D

CUSIP No. 099502106

1 Name of reporting person.

Explorer Coinvest LLC

2 Check the appropriate box if a member of a group (see instructions)

(a) ☒ (b) ☐

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 82,109,317 (1) shares

8 Shared voting power

owned by

each

0 shares

reporting 9 Sole dispositive power

person

with 75,660,000 shares

10 Shared dispositive power

0 shares

11 Aggregate amount beneficially owned by each reporting person

82,109,317 (1) shares

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11);

57.56% (1)(2)

14 Type of reporting person (see instructions)

OO (Limited Liability Company)

(1) Includes 6,449,317 shares over which Explorer Coinvest LLC holds a voting proxy with respect to certain matters. See Item 6 Irrevocable Proxy and Tag-Along Agreements.

(2) All share percentage calculations in this Amendment to Schedule 13D are based on 142,644,028 outstanding shares of Class A common stock.

1 Name of reporting person.

Explorer Manager, L.L.C.

2 Check the appropriate box if a member of a group (see instructions)

(a) ☒ (b) ☐

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares

82,109,317 (1) shares

beneficially

8 Shared voting power

owned by

each

0 shares

9 Sole dispositive power

reporting

person

75,660,000 shares

with

10 Shared dispositive power

0 shares

11 Aggregate amount beneficially owned by each reporting person

82,109,317 (1) shares

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11);

57.56% (1)

14 Type of reporting person (see instructions)

OO (Limited Liability Company)

(1) Includes 6,449,317 shares over which Explorer Coinvest LLC holds a voting proxy with respect to certain matters. See Item 6 Irrevocable Proxy and Tag-Along Agreements.

1 Name of reporting person.

Ralph W. Shrader

2 Check the appropriate box if a member of a group (see instructions)

(a) ☒ (b) ☐

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

6 Citizenship or place of organization

United States of America

7 Sole voting power

Number of

shares

263,668 (1) shares

beneficially

8 Shared voting power

owned by

each

1,587,929 (1) shares

9 Sole dispositive power

reporting

person

263,668 (1) shares

with

10 Shared dispositive power

1,587,929 (1) shares

11 Aggregate amount beneficially owned by each reporting person

1,851,597 (1) shares

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ☒ (1)

13 Percent of class represented by amount in Row (11);

1.30% (1)

14 Type of reporting person (see instructions)

IN

- (1) Includes shares pursuant to which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Amended and Restated Stockholders Agreement, dated as of November 8, 2010 and amended as of June 12, 2012 (the Stockholders Agreement). The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

1 Name of reporting person.

Lloyd Howell, Jr.

2 Check the appropriate box if a member of a group (see instructions)

(a) ☒ (b) ☐

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

6 Citizenship or place of organization

United States of America

7 Sole voting power

Number of

shares

269,808 (1) shares

beneficially

8 Shared voting power

owned by

each

36,990 (1) shares

9 Sole dispositive power

reporting

person

269,808 (1) shares

with

10 Shared dispositive power

36,990 (1) shares

11 Aggregate amount beneficially owned by each reporting person

306,798 (1) shares

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ☒ (1)

13 Percent of class represented by amount in Row (11);

0.22% (1)

14 Type of reporting person (see instructions)

IN

- (1) Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

1 Name of reporting person.

Joseph Logue

2 Check the appropriate box if a member of a group (see instructions)

(a) ☒ (b) ☐

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

6 Citizenship or place of organization

United States of America

7 Sole voting power

Number of

shares

360,429 (1) shares

beneficially

8 Shared voting power

owned by

each

0 shares

9 Sole dispositive power

reporting

person

360,429 (1) shares

with

10 Shared dispositive power

0 shares

11 Aggregate amount beneficially owned by each reporting person

360,429 (1) shares

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ☒ (1)

13 Percent of class represented by amount in Row (11);

0.25% (1)

14 Type of reporting person (see instructions)

IN

- (1) Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

1 Name of reporting person.

John D. Mayer

2 Check the appropriate box if a member of a group (see instructions)

(a) ☒ (b) ☐

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

6 Citizenship or place of organization

United States of America

7 Sole voting power

Number of

shares

497,252 (1) shares

beneficially

8 Shared voting power

owned by

each

0 shares

9 Sole dispositive power

reporting

person

497,252 (1) shares

with

10 Shared dispositive power

0 shares

11 Aggregate amount beneficially owned by each reporting person

497,252 (1) shares

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ☒ (1)

13 Percent of class represented by amount in Row (11);

0.35% (1)

14 Type of reporting person (see instructions)

IN

- (1) Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

1 Name of reporting person.

John M. McConnell

2 Check the appropriate box if a member of a group (see instructions)

(a) ☒ (b) ☐

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

6 Citizenship or place of organization

United States of America

7 Sole voting power

Number of

shares

64,845 (1) shares

beneficially

8 Shared voting power

owned by

each

0 shares

9 Sole dispositive power

reporting

person

64,845 (1) shares

with

10 Shared dispositive power

0 shares

11 Aggregate amount beneficially owned by each reporting person

64,845 (1) shares

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ☒ (1)

13 Percent of class represented by amount in Row (11);

0.05% (1)

14 Type of reporting person (see instructions)

IN

- (1) Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

1 Name of reporting person.

Horacio D. Rozanski

2 Check the appropriate box if a member of a group (see instructions)

(a) ☒ (b) ☐

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

6 Citizenship or place of organization

United States of America

7 Sole voting power

Number of

shares

460,879 (1) shares

beneficially

8 Shared voting power

owned by

each

0 shares

9 Sole dispositive power

reporting

person

460,879 (1) shares

with

10 Shared dispositive power

0 shares

11 Aggregate amount beneficially owned by each reporting person

460,879 (1) shares

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ☒ (1)

13 Percent of class represented by amount in Row (11);

0.32% (1)

14 Type of reporting person (see instructions)

IN

- (1) Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

1 Name of reporting person.

Samuel R. Strickland

2 Check the appropriate box if a member of a group (see instructions)

(a) ☒ (b) ☐

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

6 Citizenship or place of organization

United States of America

7 Sole voting power

Number of

shares

799,560 (1) shares

beneficially

8 Shared voting power

owned by

each

0 shares

9 Sole dispositive power

reporting

person

799,560 (1) shares

with

10 Shared dispositive power

0 shares

11 Aggregate amount beneficially owned by each reporting person

799,560 (1) shares

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ☒ (1)

13 Percent of class represented by amount in Row (11);

0.56% (1)

14 Type of reporting person (see instructions)

IN

(1) Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

1 Name of reporting person.

Richard J. Wilhelm

2 Check the appropriate box if a member of a group (see instructions)

(a) ☒ (b) ☐

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

6 Citizenship or place of organization

United States of America

7 Sole voting power

Number of

shares

68,978 (1) shares

beneficially

8 Shared voting power

owned by

each

145,133 shares

9 Sole dispositive power

reporting

person

68,978 (1) shares

with

10 Shared dispositive power

145,133 shares

11 Aggregate amount beneficially owned by each reporting person

214,111 (1) shares

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ☒ (1)

13 Percent of class represented by amount in Row (11);

0.15% (1)

14 Type of reporting person (see instructions)

IN

(1) Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

1 Name of reporting person.

Karen M. Dahut

2 Check the appropriate box if a member of a group (see instructions)

(a) ☒ (b) ☐

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

6 Citizenship or place of organization

United States of America

7 Sole voting power

Number of

shares

159,666 (1) shares

beneficially

8 Shared voting power

owned by

each

0 shares

9 Sole dispositive power

reporting

person

159,666 (1) shares

with

10 Shared dispositive power

0 shares

11 Aggregate amount beneficially owned by each reporting person

159,666 (1) shares

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ☒ (1)

13 Percent of class represented by amount in Row (11);

0.11% (1)

14 Type of reporting person (see instructions)

IN

- (1) Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

1 Name of reporting person.

Elizabeth M. Thompson

2 Check the appropriate box if a member of a group (see instructions)

(a) ☒ (b) ☐

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

6 Citizenship or place of organization

United States of America

7 Sole voting power

Number of

shares

72,101 (1) shares

beneficially

8 Shared voting power

owned by

each

0 shares

9 Sole dispositive power

reporting

person

72,101 (1) shares

with

10 Shared dispositive power

0 shares

11 Aggregate amount beneficially owned by each reporting person

72,101 (1) shares

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ☒ (1)

13 Percent of class represented by amount in Row (11);

0.05% (1)

14 Type of reporting person (see instructions)

IN

- (1) Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

Amendment No. 10 to Schedule 13D

This Amendment No. 10 amends and supplements the Schedule 13D initially filed on December 16, 2010, as amended and supplemented to date.

Item 4. Purpose of Transaction

Item 4 is hereby amended by adding the following information at the end thereof:

On February 12, 2014 Explorer Coinvest LLC (the "Selling Stockholder"), agreed to sell 7,350,000 shares of Class A common stock at a price of \$17.75 per share to Barclays Capital Inc. (the "Underwriter") pursuant to the terms and conditions of the underwriting agreement (the "Underwriting Agreement") entered into between the Selling Stockholder, the Company and the Underwriter. The sale was settled on February 19, 2014.

Pursuant to the Underwriting Agreement, the Company has agreed that, subject to specified exceptions, without the prior written consent of the Underwriter, the Company will not, during the period ending 75 days after the date of the final prospectus: (i) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, or otherwise transfer or dispose of, directly or indirectly, any shares of Class A common stock beneficially owned or any other securities so owned or convertible into or exercisable or exchangeable for Class A common stock; (ii) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of Class A common stock, whether any transaction described in (i) or (ii) above is to be settled by the delivery of Class A common stock or such other securities, in cash or otherwise; or (iii) file any registration statement with the Securities and Exchange Commission relating to the offering of any shares of Class A common stock or any securities convertible into or exercisable or exchangeable for Class A common stock.

In addition, the 75-day restricted period described in the preceding paragraph will be extended if the Underwriter is unable to publish or distribute research reports on the Company pursuant to Rule 139 under the Securities Act of 1933, as amended, and/or Rule 2711 of the National Association of Securities Dealers, and: (x) during the last 17 days of the 75-day restricted period the Company issues an earnings release, or material news or a material event relating to the Company occurs; or (y) prior to the expiration of the 75-day restricted period, the Company announces that it will release earnings results during the 16-day period beginning on the last day of the 75-day restricted period, in which case the restrictions described in this paragraph will continue to apply until the expiration of the 18-day period beginning on the issuance of the earnings release or the occurrence of the material news or material event unless such extension is waived in writing by the Underwriter. The Selling Stockholder has also agreed to enter into a Lock-Up Agreement with the Underwriter detailing the restrictions described above as it applies to their shares of Class A common stock, a form of which is included as an exhibit to the Underwriting Agreement.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement, which is filed as Exhibit 99.1.14 hereto and is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended in its entirety as follows:

(a)-(b) The responses of each of the persons filing this Amendment to Schedule 13D (each a "Reporting Person") with respect to Rows 11, 12 and 13 of the cover pages of this Amendment to Schedule 13D that relate to the aggregate

number and percentage of Class A common stock (including but not limited to footnotes to such information) are incorporated herein by reference. Such percentages were calculated based on 142,644,028 outstanding shares of Class A common stock.

The responses of each of the Reporting Persons with respect to Rows 7, 8, 9 and 10 of the cover pages of this Amendment to Schedule 13D that relate to the number of shares as to which each of the persons or entities referenced in Item 2 above has sole power or shared power to vote or to direct the vote and sole or shared power to dispose or to direct the disposition (including but not limited to footnotes to such information) are incorporated herein by reference.

Each of Explorer Coinvest LLC and Explorer Manager, L.L.C. may be deemed to beneficially own 82,109,317 shares of Class A common stock, including 75,660,000 shares of Class A common stock owned directly by Explorer Coinvest LLC and 6,449,317 shares of Class A common stock over which Explorer Coinvest LLC holds an irrevocable proxy that entitles it to vote the shares with respect to certain matters. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Explorer Manager, L.L.C. is the non-member manager of Explorer Coinvest LLC. Explorer Manager, L.L.C. is managed by a seven member investment committee, which has dispositive power over the shares beneficially owned by it, and a three member management committee, which has the power to vote the shares beneficially owned by it. Each member of the investment committee and management committee of Explorer Manager, L.L.C. disclaims beneficial ownership of the shares beneficially owned by Explorer Manager, L.L.C.

Dr. Shrader may be deemed to beneficially own an aggregate of 1,851,597 shares of Class A common stock, including (i) 59,620 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 1,431,249 shares of Class A common stock held by the Ralph W. Shrader Revocable Trust, (iii) 156,680 shares of Class A common stock issuable upon conversion of an equal number of shares of Class C common stock held by the Ralph W. Shrader Revocable Trust that may be converted within 60 days, and (iv) 140,000 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days. Dr. Shrader shares investment power and voting power over the 1,587,929 shares held by the Ralph W. Shrader Revocable Trust with his wife, Janice W. Shrader.

Mr. Howell may be deemed to beneficially own an aggregate of 306,798 shares of Class A common stock, including (i) 42,311 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 69,357 shares of Class A common stock held directly, (iii) 36,990 shares of Class A common stock held by the Lloyd Howell, Jr. Trust, (iv) 9,020 shares of Class A common stock issuable upon conversion of an equal number of shares of Class C common stock that may be converted within 60 days and (v) 149,120 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days. Mr. Howell shares investment and voting power over the shares held by the Lloyd Howell, Jr. Trust with his wife, Patricia S. Howell.

Mr. Logue may be deemed to beneficially own an aggregate of 360,429 shares of Class A common stock, including (i) 42,311 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 115,118 shares of Class A common stock held directly, and (iii) 203,000 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. Mayer may be deemed to beneficially own an aggregate of 497,252 shares of Class A common stock, including (i) 42,311 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 181,611 shares of Class A common stock held directly, (iii) 61,330 shares of Class A common stock issuable upon conversion of an equal number of shares of Class C common stock that may be converted within 60 days and (iv) 212,000 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. McConnell may be deemed to beneficially own an aggregate of 64,845 shares of Class A common stock, including (i) 53,850 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan and (ii) 10,995 shares of Class A common stock held directly.

Mr. Rozanski may be deemed to beneficially own an aggregate of 460,879 shares of Class A common stock, including (i) 42,311 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 221,888 shares of Class A common stock held directly, (iii) 58,660 shares of Class A common stock issuable upon the conversion of an equal number of shares of Class C common stock that may be converted within 60 days and (iv) 138,020 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. Strickland may be deemed to beneficially own an aggregate of 799,560 shares of Class A common stock, including (i) 53,850 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 362,482 shares of Class A common stock held directly, (iii) 276,998 shares of Class A common stock held by the Samuel Strickland Revocable Trust and (iv) 106,230 shares of Class A common stock issuable upon conversion of an equal number of shares of Class C common stock that may be converted within 60 days. Mr. Strickland is the sole trustee of the Samuel Strickland Revocable Trust and has sole investment power and voting power over the shares held by the trust.

Mr. Wilhelm may be deemed to beneficially own an aggregate of 214,111 shares of Class A common stock, including (i) 42,311 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan (ii) 8,667 shares of Class A common stock held directly, (iii) 145,133 shares of Class A common stock held by the Richard J. Wilhelm

Trust and (iv) 18,000 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days. Mr. Wilhelm shares investment and voting power over the shares held by the Richard J. Wilhelm Trust with his wife, K. Shelly Porges.

Ms. Dahut may be deemed to beneficially own an aggregate of 159,666 shares of Class A common stock, including (i) 16,291 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 88,335 shares of Class A common stock held directly, and (iii) 55,040 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Ms. Thompson may be deemed to beneficially own an aggregate of 72,101 shares of Class A common stock, including (i) 13,114 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 2,987 shares of Class A common stock held directly and (iii) 56,000 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

(c) Item 5(c) is amended by inserting the following information at the end thereof:

The information set forth in Item 4 above is hereby incorporated by reference.

On December 12, 2013 and February 12, 2014, Mr. Wilhelm exercised options to purchase 16,040 shares of Class A common stock and 29,630 shares of Class A common stock, respectively, in each case at a per share purchase price of \$4.28 per share. On December 12, 2013, Mr. Wilhelm sold 16,040 of such shares pursuant to multiple transactions at a weighted average price of \$17.49 per share, with individual prices ranging from \$17.45 to \$17.51 per share. On February 12, 2014, Mr. Wilhelm sold 29,630 shares pursuant to multiple transactions at a weighted average price of \$18.24 per share with individual prices ranging from \$18.20-18.28. Mr. Wilhelm undertakes to provide to Booz Allen Hamilton Holding Corporation, any of its security holders, or the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within each such range.

On December 24, 2013, Ms. Dahut made a gift of 13,940 shares of Class A common stock.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 is hereby amended by inserting the following information at the end thereof:

The information set forth in Item 4 is hereby incorporated by reference.

Item 7. Material to be Filed as Exhibits

Item 7 is hereby supplemented by adding the following exhibits in appropriate numerical order

Exhibit No.	Description
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99.1.10 Joint Filing Agreement

99.1.14 Underwriting Agreement, dated as of February 12, 2014 by and between Booz Allen Hamilton Holding Corporation, Explorer Coinvest LLC, and Barclays Capital Inc., incorporated by reference to Exhibit 1.1 of the Issuer's Current Report on Form 8-K filed on February 19, 2014.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

EXPLORER COINVEST, LLC

By: Explorer Manager, L.L.C, its manager

By: /s/ DAVID B. PEARSON

Name: David B. Pearson

Title: Member

EXPLORER MANAGER, L.L.C.

By: /s/ DAVID B. PEARSON

Name: David B. Pearson

Title: Member

*

Ralph W. Shrader

*

Lloyd Howell, Jr.

*

Joseph Logue

*

John D. Mayer

*

John M. McConnell

*

Horacio D. Rozanski

*

Samuel R. Strickland

*

Richard J. Wilhelm

*

Karen M. Dahut

*

Elizabeth M. Thompson

* The undersigned, by signing his name hereto, executes this Schedule pursuant to the Power of Attorney executed on behalf of the above-named entities and individuals and filed herewith.

By: /s/ TERENCE KADEN
Terence Kaden
Attorney-in-Fact

INDEX TO EXHIBITS

Exhibit No.	Description
99.1.10	Joint Filing Agreement.
99.1.14	Underwriting Agreement, dated as of February 12, 2014 by and between Booz Allen Hamilton Holding Corporation, Explorer Coinvest LLC and Barclays Capital Inc., incorporated by reference to Exhibit 1.1 of the Issuer's Current Report on Form 8-K filed on February 19, 2014.