

Booz Allen Hamilton Holding Corp  
Form SC 13D/A  
November 19, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. 6)

**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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Suite 220 South

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**Washington, D.C. 20004**

**(202) 729-5626**

*with copies to:*

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**Booz Allen Hamilton Inc.**

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**McLean, Virginia 22102**

**(703) 902-5000**

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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)**

**November 7, 2012**

**(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. "

CUSIP No. 099502106

13 D

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

7 SOLE VOTING POWER

NUMBER OF

SHARES 102,747,561 (1) shares  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0 shares  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 95,660,000 shares  
10 SHARED DISPOSITIVE POWER

WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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102,747,561 (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);

77.58% (1)(2)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

- (1) Includes 7,087,561 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 132,434,852 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 8 102,747,561 (1) shares  
SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 9 0 shares  
SOLE DISPOSITIVE POWER

REPORTING

PERSON 10 95,660,000 shares  
SHARED DISPOSITIVE POWER

WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

102,747,561 (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);

14 77.58% (1)  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

(1) Includes 7,087,561 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.

TC Group V Managing GP, 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

0 shares

SHARES 8  SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0 shares

EACH 9  SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

10  SHARED DISPOSITIVE POWER

WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 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);

14 *0%*  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)



1 NAME OF REPORTING PERSON.

TC Group Sub, L.P.

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 0 shares  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0 shares  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares  
10 SHARED DISPOSITIVE POWER  
WITH

11 0 shares  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0 shares  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

14 0%  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

1 NAME OF REPORTING PERSON.

TC Group 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

0 shares

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0 shares

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

10 SHARED DISPOSITIVE POWER

WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 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);

14 0%  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

1 NAME OF REPORTING PERSON.

Carlyle Holdings I L.P.

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 0 shares  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0 shares  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares  
10 SHARED DISPOSITIVE POWER  
WITH

11 0 shares  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0 shares  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

14 0%  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

1 NAME OF REPORTING PERSON.

Carlyle Holding I GP Sub 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 0 shares  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0 shares  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares  
10 SHARED DISPOSITIVE POWER  
WITH

11 0 shares  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0 shares  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

14 *0%*  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Corporation)



1 NAME OF REPORTING PERSON.

Carlyle Holdings I GP Inc.

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 0 shares  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0 shares  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares  
10 SHARED DISPOSITIVE POWER  
WITH

11 0 shares  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0 shares  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

14 0%  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1 NAME OF REPORTING PERSON.

The Carlyle Group L.P.

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 0 shares  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0 shares  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares  
10 SHARED DISPOSITIVE POWER  
WITH

11 0 shares  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0 shares  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

14 0%  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

1 NAME OF REPORTING PERSON.

Carlyle Group Management 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

0 shares

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0 shares

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

10 SHARED DISPOSITIVE POWER

WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 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);

14 0%  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Corporation)

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 8 159,945 (1) shares  
SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,587,929 (1) shares  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 159,945 (1) shares  
WITH 10 SHARED DISPOSITIVE POWER

11 1,939,394 (1) shares  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 2,099,339 (1) shares  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  (1)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

1.58% (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.

Francis J. Henry, 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 214,250 (1) shares  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 190,209 (1) shares  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 214,250 (1) shares  
10 SHARED DISPOSITIVE POWER  
WITH

11 190,209 (1) shares  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 404,459 (1) shares  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

14 0.30% (1)  
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.

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 226,992 (1) shares  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 36,990 (1) shares  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 226,992 (1) shares  
10 SHARED DISPOSITIVE POWER  
WITH

11 36,990 (1) shares  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 263,982 (1) shares  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  (1)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

14 0.20% (1)  
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 251,604 (1) shares  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 0 shares  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 251,604 (1) shares  
10 SHARED DISPOSITIVE POWER

WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

251,604 (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);

14 0.19% (1)  
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 W. Mahaffee

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 382,615 (1) shares  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0 shares  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 382,615 (1) shares  
10 SHARED DISPOSITIVE POWER  
WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

382,615 (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);

0.29% (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 429,132 (1) shares  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 0 shares  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 429,132 (1) shares  
10 SHARED DISPOSITIVE POWER

WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

429,132 (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);

14 0.32% (1)  
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 315,833 (1) shares  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0 shares  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 315,833 (1) shares  
10 SHARED DISPOSITIVE POWER  
WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

315,833 (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);

0.24% (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.

Robert S. Osborne

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)

PF

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 141,332 (1) shares  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0 shares  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 141,332 (1) shares  
10 SHARED DISPOSITIVE POWER  
WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

141,332 (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);

14 0.11% (1)  
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.

Patrick F. Peck

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 175,117 (1) shares  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 9,540 (1) shares  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 175,117 (1) shares  
10 SHARED DISPOSITIVE POWER  
WITH

11 9,540 (1) shares  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 184,657 (1) shares  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

0.14% (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 325,373 (1) shares  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 0 shares  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 325,373 (1) shares  
10 SHARED DISPOSITIVE POWER

WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

325,373 (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);

14 0.25% (1)  
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 8 656,461 (1) shares  
SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 9 0 shares  
SOLE DISPOSITIVE POWER

REPORTING

PERSON 10 656,461 (1) shares  
SHARED DISPOSITIVE POWER

WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

656,461 (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);

14 0.49% (1)  
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.

Ronald T. Kadish

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 58,030 (1) shares  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0 shares  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 58,030 (1) shares  
10 SHARED DISPOSITIVE POWER  
WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

58,030 (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);

14 0.04% (1)  
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.

Gary D. Labovich

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 177,470 (1) shares  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0 shares  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 177,470 (1) shares  
10 SHARED DISPOSITIVE POWER  
WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

177,470 (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);

0.13% (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 197,065 (1) shares  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 82,700 shares  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 197,065 (1) shares  
10 SHARED DISPOSITIVE POWER  
WITH

11 82,700 shares  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 279,765 (1) shares  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  (1)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

14 0.21% (1)  
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 113,793 (1) shares  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 10,455 shares  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 113,793 (1) shares  
10 SHARED DISPOSITIVE POWER  
WITH

11 10,455 shares  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 124,248 (1) shares  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

14 0.09% (1)  
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 8 92,886 (1) shares  
SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 9 0 shares  
SOLE DISPOSITIVE POWER

REPORTING

PERSON 10 92,886 (1) shares  
SHARED DISPOSITIVE POWER

WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

92,886 (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);

14 0.07% (1)  
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.

Mark Gerencser

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 146,823 (1) shares  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0 shares  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 146,823 (1) shares  
10 SHARED DISPOSITIVE POWER  
WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

146,823 (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);

14 0.11% (1)  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN



**Amendment No. 6 to Schedule 13D**

This Amendment to Schedule 13D is being filed to report the addition of Explorer Manager, L.L.C. and Mark Gerencser as reporting persons and to remove TC Group V Managing GP, L.L.C., TC Group Sub, L.P., TC Group, L.L.C., Carlyle Holdings I L.P., Carlyle Holdings I GP Sub L.L.C., Carlyle Holdings I GP Inc., The Carlyle Group L.P. and Carlyle Group Management L.L.C., Ronald Kadish, Gary Labovich, Joseph Mahaffee and Patrick Peck as reporting persons. The Schedule 13D originally filed on December 16, 2010, as amended by the Schedule 13D/A filed on April 4, 2011, the Schedule 13D/A filed on July 15, 2011, the Schedule 13D/A filed on August 12, 2011, the Schedule 13D/A filed on December 9, 2011, and the Schedule 13D/A filed on June 22, 2012 is hereby further amended and supplemented as set forth below in this Amendment No. 6.

**Item 2. Identity and Background**

Item 2 is hereby amended by adding the following to the end of the table listing the name, address, principal business/occupation and citizenship of Explorer Manager, L.L.C. and Mark Gerencser (together, the New Reporting Persons ) and the deletion of the information with respect to Carlyle Partners V US, L.P., TC Group V US, L.P., TC Group V US, L.L.C., TC Group Investment Holdings, L.P., TCG Holdings II, L.P., DBD Investors V, L.L.C. and DBD Investors V Holdings, L.L.C..

| Name                     | Business/Principal Office   | Principal Business/Occupation  | Citizenship                     |
|--------------------------|---|--|---------------------------------|
| Explorer Manager, L.L.C. | c/o The Carlyle Group<br><br>1001 Pennsylvania Avenue, NW,<br><br>Suite 220S  | Private investment fund and managing member of Explorer Coinvest LLC | Delaware                        |
| Mark Gerencser           | Washington, DC 20004<br>c/o Booz Allen Hamilton<br><br>Holding Corporation<br><br>8283 Greensboro Drive<br><br>McLean, Virginia 22102 | Executive Vice President   | United States of<br><br>America |

Neither of the New Reporting Persons has, during the last five years: (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**Item 3. Source and Amount of Funds or Other Consideration**

Item 3 is hereby amended to add the following to the end of this section:

Mr. Gerencser acquired his shares of Class A common stock by: (1) exchanging shares of Booz Allen Hamilton Inc. and options to acquire shares of Booz Allen Hamilton Inc. for Booz Allen Hamilton Holding Corporation's Class A common stock and Class C common stock in connection with the acquisition of Booz Allen Hamilton Inc. by Explorer Coinvest LLC (as described in the original filing of this Schedule 13D); and/or (2) in connection with options received as compensation, using personal funds to pay the exercise price of shares acquired on exercise.

## Edgar Filing: Booz Allen Hamilton Holding Corp - Form SC 13D/A

Mr. Wilhelm acquired 25,443 additional shares of Class A common stock upon the exercise of stock options previously granted to him under the Booz Allen Hamilton Holding Corporation Officers Rollover Stock Plan for an aggregate exercise price of \$254.44 using personal funds.

Mr. Labovich acquired 24,811 additional shares of Class A common stock upon the exercise of stock options previously granted to him under the Booz Allen Hamilton Holding Corporation Officers Rollover Stock Plan for an aggregate exercise price of \$248.11 using personal funds.

Mr. Henry acquired 33,078 additional shares of Class A common stock upon the exercise of stock options previously granted to him under the Booz Allen Hamilton Holding Corporation Officers Rollover Stock Plan for an aggregate exercise price of \$330.78 using personal funds.

Mr. Logue acquired 31,012 additional shares of Class A common stock upon the exercise of stock options previously granted to him under the Booz Allen Hamilton Holding Corporation Officers Rollover Stock Plan for an aggregate exercise price of \$310.12 using personal funds.

Mr. Peck acquired 47,450 shares of Class A common stock upon the exercise of stock options previously granted to him under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan and the Booz Allen Hamilton Holding Corporation Officers Rollover Stock Plan for an aggregate exercise price of \$474.50. Mr. Peck funded such purchase through the sale of shares received on exercise.

Dr. Shrader acquired 79,396 shares of Class A common stock upon the exercise of stock options previously granted to him under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan and the Booz Allen Hamilton Holding Corporation Officers Rollover Stock Plan for an aggregate exercise price of \$793.96. Dr. Shrader funded such purchase through the sale of shares received on exercise.

**Item 4. Purpose of Transaction**

Item 4 is amended by adding the following to the end thereof:

The purpose of the acquisitions of stock noted in Item 3 was for investment, to exercise expiring stock options and/or for liquidity purposes.

Explorer Manager, L.L.C. acquired beneficial ownership of issuer securities on October 12, 2012 as a result of an internal reorganization of the parent holding companies of Explorer Coinvest LLC.

**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 132,434,852 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 102,747,561 shares of Class A common stock, including 95,660,000 shares of Class A common stock owned directly by Explorer Coinvest LLC and 7,087,561 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 managing member 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 2,099,339 shares of Class A common stock, including (i) 41,401 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 6,584 shares of Class A common stock held directly, (iii) 1,431,249 shares of Class A common stock held by the Ralph W. Shrader Revocable Trust, (iv) 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, (v) 111,960 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days and (vi) 351,465 shares of Class A common stock issuable upon conversion of an equal number of Class B common stock held by the Shrader Trust FBO Bryan Shrader, Shrader Trust FBO Jeffrey Shrader and Shrader Trust FBO Mark Shrader (collectively, the Shrader Trusts ). Dr. Shrader shares investment power and voting power over the 1,431,249 shares held by the Ralph W. Shrader Revocable Trust with his wife, Janice W. Shrader. Dr. Shrader may be deemed to share power to direct the disposition of the 351,465 shares held by the Shrader Trusts because he has the right to substitute assets with the trusts (and thereby may be deemed to have the right to acquire shares held by the trusts), subject to the trustees' reasonable satisfaction that the substitute assets received by the trusts are of equal value to the trust property exchanged therefor. Dr. Shrader disclaims beneficial ownership of the shares held by the Shrader Trusts.

Mr. Henry may be deemed to beneficially own an aggregate of 404,459 shares of Class A common stock, including (i) 29,381 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 3,168 shares of Class A common stock held directly, (iii) 190,209 shares of Class A common stock held by the Francis J. Henry, Jr. Trust, (iv) 39,290 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) 174,960 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days. Mr. Henry shares investment and voting power over the shares held by the Francis J. Henry, Jr. Trust with his wife, Stephanie J. Henry.

Mr. Howell may be deemed to beneficially own an aggregate of 263,982 shares of Class A common stock, including (i) 29,381 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 12,616 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) 6,765 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) 175,189 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 251,604 shares of Class A common stock, including (i) 29,381 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 62,263 shares of Class A common stock held directly, and (iii) 159,960 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. Mahaffee may be deemed to beneficially own an aggregate of 382,615 shares of Class A common stock, including (i) 29,381 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 91,795 shares of Class A common stock held by the Joseph W. Mahaffee Revocable Trust, (iii) 39,340 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) 219,080 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days. Mr. Mahaffee is the sole trustee of the Joseph W. Mahaffee Revocable Trust and has sole investment power and voting power over the shares held by the trust.

Mr. Mayer may be deemed to beneficially own an aggregate of 429,132 shares of Class A common stock, including (i) 29,381 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 139,377 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) 199,044 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 315,833 shares of Class A common stock, including (i) 37,395 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan and (ii) 275,000 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. Osborne may be deemed to beneficially own an aggregate of 141,332 shares of Class A common stock, including (i) 23,969 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, 34,383 shares of Class A common stock held directly, (iii) 82,980 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. Peck may be deemed to beneficially own an aggregate of 184,657 shares of Class A common stock, including (i) 29,381 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii)

9,540 shares of Class A common stock held by the Patrick F. Peck Trust, (iii) 50,588 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) 91,980 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days. Mr. Peck shares investment and voting power over the shares held by the Patrick F. Peck Trust with his wife, Debra A. Peck.

Mr. Rozanski may be deemed to beneficially own an aggregate of 325,373 shares of Class A common stock, including (i) 29,381 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 122,798 shares of Class A common stock held directly, (iii) 43,995 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) 129,199 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 656,461 shares of Class A common stock, including (i) 37,395 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 65,669 shares of Class A common stock held directly, (iii) 215,040 shares of Class A common stock held by the Samuel Strickland Revocable Trust, (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 and (v) 232,127 shares of Class A common stock issuable upon the exercise of options that may be exercised 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. Kadish may be deemed to beneficially own an aggregate of 58,030 shares of Class A common stock, including (i) 9,893 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 18,047 shares of Class A common stock held directly and (iii) 30,090 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. Labovich may be deemed to beneficially own an aggregate of 177,470 shares of Class A common stock, including (i) 12,366 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 91,124 shares of Class A common stock held directly and (iii) 73,980 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. Wilhelm may be deemed to beneficially own an aggregate of 279,765 shares of Class A common stock, including (i) 29,381 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan (ii) 65,474 shares of Class A common stock held directly, (iii) 82,700 shares of Class A common stock held by the Richard J. Wilhelm Trust and (iv) 102,210 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 124,248 shares of Class A common stock, including (i) 9,893 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 47,920 shares of Class A common stock held directly, (iii) 10,455 shares of Class A common stock issuable upon conversion of an equal number of shares of Class C common stock held by the Karen M. Dahut Trust that may be converted within 60 days and (iv) 55,980 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days. Ms. Dahut shares investment power and voting power over the 10,455 shares held by the Karen M. Dahut Trust with her husband, William L. Dahut.

Ms. Thompson may be deemed to beneficially own an aggregate of 92,886 shares of Class A common stock, including (i) 7,627 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan and (ii) 84,960 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. Gerencser may be deemed to beneficially own an aggregate of 146,823 shares of Class A common stock, including (i) 37,395 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 60,013 shares of Class A common stock held directly, (iii) 21,425 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) 27,990 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

(c) On September 14, 2012, Mr. Wilhelm exercised options to purchase 25,449 shares of Class A common stock at a per share exercise price of \$0.01. Mr. Wilhelm sold to the Issuer, and the Issuer purchased for cash, 6 of such shares, which represented the total number of fractional options exercised and was required by the terms of the Booz Allen Hamilton Holding Corporation Officers' Rollover Stock Plan.

## Edgar Filing: Booz Allen Hamilton Holding Corp - Form SC 13D/A

On October 11, 2012, Mr. Logue exercised options to purchase 31,015.965 shares of Class A common stock at a per share exercise price of \$0.01. Mr. Logue sold to the Issuer, and the Issuer purchased for cash, 3.965 of such shares, which represented the total number of fractional options exercised and was required by the terms of the Booz Allen Hamilton Holding Corporation Officers Rollover Stock Plan.

On October 24, 2012, Mr. Henry exercised options to purchase 33,083.7 shares of Class A common stock at a per share exercise price of \$0.01. Mr. Henry sold to the Issuer, and the Issuer purchased for cash, 5.7 of such shares, which represented the total number of fractional options exercised and was required by the terms of the Booz Allen Hamilton Holding Corporation Officers Rollover Stock Plan.

On October 24, 2012, Mr. Labovich exercised options to purchase 24,812.773 shares of Class A common stock at a per share exercise price of \$0.01. Mr. Labovich sold to the Issuer, and the Issuer purchased for cash, 1.773 of such shares, which represented the total number of fractional options exercised and was required by the terms of the Booz Allen Hamilton Holding Corporation Officers Rollover Stock Plan.

On November 5, 2012, Mr. Peck exercised options to purchase 7,893.671 shares of Class A common stock at a per share exercise price of \$0.01. Mr. Peck sold to the Issuer, and the Issuer purchased for cash, 0.671 of such shares, which represented the total number of fractional options exercised and was required by the terms of the Booz Allen Hamilton Holding Corporation Officers Rollover Stock Plan. Additionally, on November 5, 2012 Mr. Peck sold 7,893 of such shares pursuant to multiple transactions at the following share prices:

| Shares | Price    |
|--------|----------|
| 5,759  | \$ 14.15 |
| 301    | \$ 14.16 |
| 1,833  | \$ 14.17 |

On November 6, 2012, Mr. Peck exercised options to purchase 39,560.758 shares of Class A common stock at a per share exercise price of \$0.01. Mr. Peck sold to the Issuer, and the Issuer purchased for cash, 3.758 of such shares, which represented the total number of fractional options exercised and was required by the terms of the Booz Allen Hamilton Holding Corporation Officers Rollover Stock Plan. Additionally, on November 6, 2012 Mr. Peck sold 39,557 of such shares pursuant to multiple transactions at the following share prices:

| Shares | Price      |
|--------|------------|
| 16,242 | \$ 14.15   |
| 800    | \$ 14.1550 |
| 200    | \$ 14.1601 |
| 800    | \$ 14.1605 |
| 5,800  | \$ 14.1600 |
| 600    | \$ 14.1650 |
| 5,322  | \$ 14.1700 |
| 9,393  | \$ 14.1705 |
| 400    | \$ 14.1800 |

On November 6, 2012, Dr. Shrader exercised options to purchase 79,400.88 shares of Class A common stock at a per share exercise price of \$0.01. Dr Shrader sold to the Issuer, and the Issuer purchased for cash, 4.88 of such shares, which represented the total number of fractional options exercised and was required by the terms of the Booz Allen Hamilton Holding Corporation Officers Rollover Stock Plan. Additionally, on November 6, 2012 Dr. Shrader sold 79,396 of such shares pursuant to multiple transactions at the following share prices:

| Shares | Price      |
|--------|------------|
| 8,579  | \$ 14.1200 |
| 10,300 | \$ 14.1300 |
| 17,493 | \$ 14.1400 |
| 3,859  | \$ 14.1500 |
| 1,950  | \$ 14.1600 |
| 2,500  | \$ 14.1700 |
| 2,167  | \$ 14.1800 |
| 1,100  | \$ 14.1050 |
| 700    | \$ 14.1350 |
| 1,200  | \$ 14.1900 |
| 3,300  | \$ 14.2000 |
| 1,300  | \$ 14.1805 |
| 400    | \$ 14.1405 |
| 1,900  | \$ 14.1205 |
| 200    | \$ 14.1005 |
| 200    | \$ 14.1105 |
| 300    | \$ 14.0800 |
| 2,900  | \$ 14.0900 |
| 12,311 | \$ 14.1000 |
| 6,437  | \$ 14.1100 |
| 300    | \$ 14.0700 |

Explorer Coinvest LLC's beneficial ownership over shares of Class A common stock increased by 1,117,917 as a result of increases due to the exercise of options by persons, and grants of restricted stock to persons, in each case, over whose shares Explorer Coinvest LLC holds a voting proxy. See Item 6 Irrevocable Proxy and Tag-Along Agreements, as described in the original filing of this Schedule 13D.

(d) Not applicable.

(e) On October 12, 2012, as a result of an internal reorganization of the parent holding companies of Explorer Coinvest LLC, each of TC Group V Managing GP, L.L.C., TC Group Sub, L.P., TC Group, L.L.C., Carlyle Holdings I L.P., Carlyle Holdings I GP Sub L.L.C., Carlyle Holdings I GP Inc., The Carlyle Group L.P. and Carlyle Group Management L.L.C. ceased to be the beneficial owner of more than five percent of the securities of the Company.

On November 7, 2012, each of Ronald Kadish, Gary Labovich, Joseph Mahaffee and Patrick Peck ceased to be a member of a group that beneficially owns more than five percent of the securities of the Company.

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

Item 6 is hereby amended by adding the following to the end of the section thereof entitled Stockholders Agreement :

Following his appointment as an executive officer, Mark Gerencser became subject to the obligations of executive officers under the Stockholders Agreement, including the voting provisions and requirements to sell shares, effective November 8, 2012, and Messrs. Kadish, Labovich, Mahaffee and Peck ceased to be parties to the Stockholders Agreement effective November 7, 2012.

**Item 7. Material to be Filed as Exhibits**

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

| <b>Exhibit<br/>No.</b> | <b>Description</b>     |
|------------------------|------------------------|
| 99.1.6                 | Joint Filing Agreement |
| 99.1.12                | Power of Attorney      |



**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.

Date: November 19, 2012

**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

**TC GROUP V MANAGING GP, L.L.C.**

By: TC Group Sub L.P., its managing member

By: TC Group, L.L.C., its general partner

By: Carlyle Holdings I L.P., its managing member

By: Carlyle Holdings I GP Sub L.L.C., its general partner

By: Carlyle Holdings I GP Inc., its managing member

By: \*

Name: Daniel D Aniello

Title: Chairman

**TC GROUP SUB L.P.**

By: TC Group, L.L.C., its general partner

By: Carlyle Holdings I L.P., its managing member

By: Carlyle Holdings I GP Sub L.L.C., its general partner

By: Carlyle Holdings I GP Inc., its managing member

By: \*

Name: Daniel D Aniello

Title: Chairman

**TC GROUP, L.L.C.**

By: Carlyle Holdings I L.P., its managing member

By: Carlyle Holdings I GP Sub L.L.C., its general partner

By: Carlyle Holdings I GP Inc., its managing member

By: \*

Name: Daniel D Aniello

Title: Chairman

**CARLYLE HOLDINGS I L.P.**

By: Carlyle Holdings I GP Sub L.L.C., its general partner

By: Carlyle Holdings I GP Inc., its managing member

By: \*

Name: Daniel D Aniello

Title: Chairman

**CARLYLE HOLDINGS I GP SUB L.L.C.**

By: Carlyle Holdings I GP Inc., its managing member

By: \*

Name: Daniel D Aniello

Title: Chairman

**CARLYLE HOLDINGS I GP INC.**

By: \*

Name: Daniel D Aniello

Title: Chairman

**THE CARLYLE GROUP L.P.**

By: Carlyle Group Management L.L.C., its general partner

By: \*

Name: Daniel D Aniello

Title: Chairman

**CARLYLE GROUP MANAGEMENT L.L.C.**

By: \*

Name: Daniel D Aniello

Title: Chairman

\*\*

Ralph W. Shrader

\*\*

Francis J. Henry, Jr.

\*\*

Lloyd Howell, Jr.

\*\*

Joseph Logue

\*\*

Joseph W. Mahaffee

\*\*

John D. Mayer

\*\*  
John M. McConnell

\*\*  
Robert S. Osborne

\*\*  
Patrick F. Peck

\*\*  
Horacio D. Rozanski

\*\*  
Samuel R. Strickland

\*\*  
Ronald T. Kadish

\*\*  
Gary D. Labovich

\*\*  
Richard J. Wilhelm

\*\*  
Karen M. Dahut

\*\*  
Elizabeth M. Thompson

\*\*  
Mark J. Gerencser

\* 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/ R. Rainey Hoffman  
R. Rainey Hoffman  
Attorney-in-Fact

\*\* 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**

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