

Booz Allen Hamilton Holding Corp
Form SC 13D
December 16, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D**

Under the Securities Exchange Act of 1934

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:

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New York, New York 10022

(212) 909-6000

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

November 17, 2010

(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. o

CUSIP No. 099502106

13 D

NAME OF REPORTING PERSON.

1

Explorer Coinvest LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐ p

(b) ☐ o

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐ o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 106,684,835⁽¹⁾ shares

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 0 shares

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 95,660,000 shares

WITH SHARED DISPOSITIVE POWER

10

0 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

106,684,835⁽¹⁾ shares

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

12

o

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

13

88.4%⁽¹⁾⁽²⁾

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO (Limited Liability Company)

(1) Includes 11,024,835 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 Schedule 13D are based on 120,684,835 outstanding shares of Class A common stock.

CUSIP No. 099502106

13 D

NAME OF REPORTING PERSON.

1

Carlyle Partners V US, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0 shares

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 106,684,835⁽¹⁾ shares

EACH SOLE DISPOSITIVE POWER
REPORTING 9

PERSON 0 shares

WITH SHARED DISPOSITIVE POWER

10

95,660,000 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

106,684,835⁽¹⁾ shares

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

12

o

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

13

88.4%⁽¹⁾

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

(1) Includes 11,024,835 shares over which Explorer Coinvest LLC holds a voting proxy with respect to certain matters. See Item 6 Irrevocable Proxy and Tag-Along Agreements.

CUSIP No. 099502106

13 D

NAME OF REPORTING PERSON.

1

TC Group V US, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0 shares

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 106,684,835⁽¹⁾ shares

EACH SOLE DISPOSITIVE POWER

REPORTING 9

PERSON 0 shares

WITH SHARED DISPOSITIVE POWER

10

95,660,000 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

106,684,835⁽¹⁾ shares

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

12

o

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

13

88.4%⁽¹⁾

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

(1) Includes 11,024,835 shares over which Explorer Coinvest LLC holds a voting proxy with respect to certain matters. See Item 6 Irrevocable Proxy and Tag-Along Agreements.

CUSIP No. 099502106

13 D

NAME OF REPORTING PERSON.

1

TC Group V US, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0 shares

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 106,684,835⁽¹⁾ shares

EACH SOLE DISPOSITIVE POWER
REPORTING 9

PERSON 0 shares

WITH SHARED DISPOSITIVE POWER

10

95,660,000 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

106,684,835⁽¹⁾ shares

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

12

o

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

13

88.4%⁽¹⁾

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO (Limited Liability Company)

(1) Includes 11,024,835 shares over which Explorer Coinvest LLC holds a voting proxy with respect to certain matters. See Item 6 Irrevocable Proxy and Tag-Along Agreements.

CUSIP No. 099502106

13 D

NAME OF REPORTING PERSON.

1

TC Group Investment Holdings, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0 shares

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 106,684,835⁽¹⁾ shares

EACH SOLE DISPOSITIVE POWER

REPORTING 9

PERSON 0 shares

WITH SHARED DISPOSITIVE POWER

10

95,660,000 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

106,684,835⁽¹⁾ shares

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

12

o

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

13

88.4%⁽¹⁾

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

(1) Includes 11,024,835 shares over which Explorer Coinvest LLC holds a voting proxy with respect to certain matters. See Item 6 Irrevocable Proxy and Tag-Along Agreements.

CUSIP No. 099502106

13 D

NAME OF REPORTING PERSON.

1

TCG Holdings II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0 shares

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 106,684,835⁽¹⁾ shares

EACH SOLE DISPOSITIVE POWER

REPORTING 9

PERSON 0 shares

WITH SHARED DISPOSITIVE POWER

10

95,660,000 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

106,684,835⁽¹⁾ shares

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

12

o

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

13

88.4%⁽¹⁾

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

(1) Includes 11,024,835 shares over which Explorer Coinvest LLC holds a voting proxy with respect to certain matters. See Item 6 Irrevocable Proxy and Tag-Along Agreements.

CUSIP No. 099502106

13 D

NAME OF REPORTING PERSON.

1

DBD Investors V, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0 shares

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 106,684,835⁽¹⁾ shares

EACH SOLE DISPOSITIVE POWER

REPORTING 9

PERSON 0 shares

WITH SHARED DISPOSITIVE POWER

10

95,660,000 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

106,684,835⁽¹⁾ shares

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

12

o

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

13

88.4%⁽¹⁾

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO (Limited Liability Company)

(1) Includes 11,024,835 shares over which Explorer Coinvest LLC holds a voting proxy with respect to certain matters. See Item 6 Irrevocable Proxy and Tag-Along Agreements.

CUSIP No. 099502106

13 D

NAME OF REPORTING PERSON.

1

Ralph W. Shrader

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 55,980⁽¹⁾ shares

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 1,461,353⁽¹⁾ shares

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 55,980⁽¹⁾ shares

WITH SHARED DISPOSITIVE POWER

10

1,461,353⁽¹⁾ shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,517,333⁽¹⁾ shares

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

12

b(1)

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

13

1.3%⁽¹⁾

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

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 (the Stockholders Agreement). The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

CUSIP No. 099502106

13 D

NAME OF REPORTING PERSON.

1

CG Appleby

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 1,487,333⁽¹⁾ shares

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 0 shares

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 1,487,333⁽¹⁾ shares

WITH SHARED DISPOSITIVE POWER

10

0 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,487,333⁽¹⁾ shares

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

12

p(1)

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

13

1.2%⁽¹⁾

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

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.

CUSIP No. 099502106

13 D

NAME OF REPORTING PERSON.

1

Joseph E. Garner

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 586,043⁽¹⁾ shares

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 0 shares

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 586,043⁽¹⁾ shares

WITH SHARED DISPOSITIVE POWER

10

0 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

586,043⁽¹⁾ shares

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

12

p(1)

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

13

0.5%⁽¹⁾

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

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.

CUSIP No. 099502106

13 D

NAME OF REPORTING PERSON.

1

Francis J. Henry, Jr.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐ p

(b) ☐ o

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐ o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 109,173⁽¹⁾ shares

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 107,510⁽¹⁾ shares

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 109,173⁽¹⁾ shares

WITH SHARED DISPOSITIVE POWER

10

107,510⁽¹⁾ shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

216,683⁽¹⁾ shares

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

12

b(1)

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

13

0.2%⁽¹⁾

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

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.

CUSIP No. 099502106

13 D

NAME OF REPORTING PERSON.

1

Lloyd Howell, Jr.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐ p

(b) ☐ o

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐ o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 45,990⁽¹⁾ shares

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 36,990⁽¹⁾ shares

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 45,990⁽¹⁾ shares

WITH SHARED DISPOSITIVE POWER

10

36,990⁽¹⁾ shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

82,980⁽¹⁾ shares

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

12

b(1)

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

13

0.1%⁽¹⁾

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

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.

CUSIP No. 099502106

13 D

NAME OF REPORTING PERSON.

1

Joseph Logue

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 73,980⁽¹⁾ shares

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 0 shares

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 73,980⁽¹⁾ shares

WITH SHARED DISPOSITIVE POWER

10

0 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

73,980⁽¹⁾ shares

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

12

b(1)

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

13

0.1%⁽¹⁾

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

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.

CUSIP No. 099502106

13 D

NAME OF REPORTING PERSON.

1

Joseph W. Mahaffee

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 232,326⁽¹⁾ shares

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 0 shares

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 232,326⁽¹⁾ shares

WITH SHARED DISPOSITIVE POWER

10

0 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

232,326⁽¹⁾ shares

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

12

p(1)

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

13

0.2%⁽¹⁾

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

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.

CUSIP No. 099502106

13 D

NAME OF REPORTING PERSON.

1

John D. Mayer

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 222,376⁽¹⁾ shares

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 0 shares

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 222,376⁽¹⁾ shares

WITH SHARED DISPOSITIVE POWER

10

0 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

222,376⁽¹⁾ shares

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

12

p(1)

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

13

0.2%⁽¹⁾

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

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.

CUSIP No. 099502106

13 D

NAME OF REPORTING PERSON.

1

John M. McConnell

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 91,660⁽¹⁾ shares

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 0 shares

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 91,660⁽¹⁾ shares

WITH SHARED DISPOSITIVE POWER

10

0 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

91,660⁽¹⁾ shares

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

12

b(1)

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

13

0.1%⁽¹⁾

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

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.

CUSIP No. 099502106

13 D

NAME OF REPORTING PERSON.

1

Robert S. Osborne

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐ p

(b) ☐ o

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

PF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐ o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 39,050⁽¹⁾ shares

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 0 shares

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 39,050⁽¹⁾ shares

WITH SHARED DISPOSITIVE POWER

10

0 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

39,050⁽¹⁾ shares

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

12

p(1)

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

13

0.0%⁽¹⁾

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

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.

CUSIP No. 099502106

13 D

NAME OF REPORTING PERSON.

1

Patrick F. Peck

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐ p

(b) ☐ o

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐ o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 91,980⁽¹⁾ shares

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 9,540⁽¹⁾ shares

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 91,980⁽¹⁾ shares

WITH SHARED DISPOSITIVE POWER

10

9,540⁽¹⁾ shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

101,520⁽¹⁾ shares

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

12

b(1)

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

13

0.1%⁽¹⁾

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

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.

CUSIP No. 099502106

13 D

NAME OF REPORTING PERSON.

1

Horacio D. Rozanski

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐ p

(b) ☐ o

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐ o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 96,880⁽¹⁾ shares

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 0 shares

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 96,880⁽¹⁾ shares

WITH SHARED DISPOSITIVE POWER

10

0 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

96,880⁽¹⁾ shares

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

12

p(1)

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

13

0.1%⁽¹⁾

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

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.

CUSIP No. 099502106

13 D

NAME OF REPORTING PERSON.

1

Samuel R. Strickland

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐ p

(b) ☐ o

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐ o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 359,840⁽¹⁾ shares

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 0 shares

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 359,840⁽¹⁾ shares

WITH SHARED DISPOSITIVE POWER

10

0 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

359,840⁽¹⁾ shares

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

12

p(1)

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

13

0.3%⁽¹⁾

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

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.

Item 1. Security and Issuer

This Schedule 13D relates to the Class A common stock, par value \$0.01 per share (the Class A common stock), of Booz Allen Hamilton Holding Corporation (the Company). The address of the principal executive officers of the Company is 8283 Greensboro Drive, McLean, Virginia 22102.

Item 2. Identity and Background

The identity and background of the following persons filing this Schedule 13D (each a Reporting Person, and collectively, the Reporting Persons) is as follows:

Name	Address of Business/Principal Office	Principal Business/Occupation	Jurisdiction of Organization/ Citizenship
Explorer Coinvest LLC	c/o The Carlyle Group 1001 Pennsylvania Ave. NW, Suite 220 South, Washington DC 20004	Private investment company	Delaware
Carlyle Partners V US, L.P.	c/o The Carlyle Group 1001 Pennsylvania Ave. NW, Suite 220 South, Washington DC 20004	Private investment fund and managing member of Explorer Coinvest LLC	Delaware
TC Group V US, L.P.	c/o The Carlyle Group 1001 Pennsylvania Ave. NW, Suite 220 South, Washington DC 20004	Private investment fund and sole general partner of Carlyle Partners V US, L.P.	Delaware
TC Group V US, L.L.C.	c/o The Carlyle Group 1001 Pennsylvania Ave. NW, Suite 220 South, Washington DC 20004	Sole general partner of TC Group V US, L.P.	Delaware
TC Group Investment Holdings, L.P.	c/o The Carlyle Group 1001 Pennsylvania Ave. NW, Suite 220 South, Washington DC 20004	Managing member of TC Group V US, L.L.C.	Delaware
TCG Holdings II, L.P.	c/o The Carlyle Group 1001 Pennsylvania Ave. NW, Suite 220 South, Washington DC 20004	Sole general partner of TC Group Investment Holdings, L.P.	Delaware

Name	Address of Business/Principal Office	Principal Business/Occupation	Jurisdiction of Organization/ Citizenship
DBD Investors V, L.L.C. (together with Explorer Coinvest LLC, 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. and TCG Holdings II, L.P., the Carlyle entities)	c/o The Carlyle Group 1001 Pennsylvania Ave. NW, Suite 220 South, Washington DC 20004	Sole general partner of TCG Holdings II, L.P. and, in such capacity, exercises investment discretion and control over the shares beneficially owned by Explorer Coinvest LLC. DBD Investors V, L.L.C. is managed by a three-person managing board and all board action relating to the voting or disposition of these shares requires approval of a majority of the board. The members of the managing board, William E. Conway, Jr., Daniel A. D Aniello and David M. Rubenstein, disclaim beneficial ownership of these shares.	Delaware
CG Appleby	c/o Booz Allen Hamilton Holding Corporation 8283 Greensboro Drive McLean, Virginia 22102	General Counsel and Secretary of the Company	United States of America
Joseph E. Garner	c/o Booz Allen Hamilton Holding Corporation 8283 Greensboro Drive McLean, Virginia 22102	Executive Vice President of the Company	United States of America
Francis J. Henry, Jr.	c/o Booz Allen Hamilton Holding Corporation 8283 Greensboro Drive McLean, Virginia 22102	Executive Vice President of the Company	United States of America
Lloyd Howell, Jr.	c/o Booz Allen Hamilton Holding Corporation 8283 Greensboro Drive McLean, Virginia 22102	Executive Vice President of the Company	United States of America
Joseph Logue	c/o Booz Allen Hamilton Holding Corporation 8283 Greensboro Drive McLean, Virginia 22102	Executive Vice President of the Company	United States of America

Joseph W. Mahaffee

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c/o Booz Allen Hamilton
Holding Corporation
8283 Greensboro Drive
McLean, Virginia 22102

Executive Vice President of the
Company

United States of
America

John D. Mayer

c/o Booz Allen Hamilton
Holding Corporation
8283 Greensboro Drive
McLean, Virginia 22102

Executive Vice President of the
Company

United States of
America

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Name	Address of Business/Principal Office	Principal Business/Occupation	Jurisdiction of Organization/ Citizenship
John M. McConnell	c/o Booz Allen Hamilton Holding Corporation 8283 Greensboro Drive McLean, Virginia 22102	Executive Vice President of the Company	United States of America
Robert S. Osborne	c/o Booz Allen Hamilton Holding Corporation 8283 Greensboro Drive McLean, Virginia 22102	Executive General Counsel of the Company	United States of America
Patrick F. Peck	c/o Booz Allen Hamilton Holding Corporation 8283 Greensboro Drive McLean, Virginia 22102	Executive Vice President of the Company	United States of America
Horacio D. Rozanski	c/o Booz Allen Hamilton Holding Corporation 8283 Greensboro Drive McLean, Virginia 22102	Chief Strategy and Talent Officer of the Company	United States of America
Ralph W. Shrader	c/o Booz Allen Hamilton Holding Corporation 8283 Greensboro Drive McLean, Virginia 22102	Chairman of the Board, President and Chief Executive Officer of the Company	United States of America
Samuel R. Strickland	c/o Booz Allen Hamilton Holding Corporation 8283 Greensboro Drive McLean, Virginia 22102	Chief Financial Officer and Director of the Company	United States of America

To the knowledge of the Carlyle entities, the name, business address, citizenship and principal occupation or employment of each director and officer of each of the Carlyle entities and any other information concerning the Carlyle entities required to be disclosed in response to General Instruction C to Schedule 13D are set forth in Schedule A and incorporated herein by reference.

The agreement among the Reporting Persons relating to the joint filing of this Schedule 13D is filed as Exhibit 99.1 hereto.

None of the Reporting Persons has, during the last five years, been a party to a 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. None of the Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

Item 3. Source and Amount of Funds or Other Consideration

With respect to the Carlyle entities, in connection with the acquisition described below, on May 15, 2008, Carlyle Partners V U.S., L.P. acquired 10,000 shares of Class A common stock for \$10.00 and on July 30, 2008, Explorer Coinvest LLC acquired 95,650,000 shares of Class A common stock for \$956.5 million in cash funded through capital

contributions from the members of Explorer Coinvest LLC.

With respect to the individual Reporting Persons, they acquired shares of Class A common stock: (1) by exchanging shares of Booz Allen Hamilton Inc. and options to acquire shares of Booz Allen Hamilton Inc. for the Company's Class A common stock, Class C common stock and options to acquire Class A common stock in connection with the acquisition described below; and/or (2) in connection with options received as compensation,

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using personal funds to pay the exercise price of shares acquired on exercise; or (3) in the case of Mr. Osborne, by purchasing 39,050 shares of Class A common stock for approximately \$500,000 funded through personal funds.

Item 4. Purpose of Transaction

On July 31, 2008, Booz Allen Hamilton Inc. ("Booz Allen Hamilton") was indirectly acquired by Explorer Coinvest LLC, an entity controlled by investment funds affiliated with The Carlyle Group, pursuant to an Agreement and Plan of Merger, dated as of May 15, 2008, and subsequently amended, by and among Booz Allen Hamilton, the Company (formerly known as Explorer Holding Corporation), which was majority owned by Explorer Coinvest LLC, Booz Allen Hamilton Investor Corporation (formerly known as Explorer Investor Corporation) ("Booz Allen Investor"), a wholly owned subsidiary of the Company, Explorer Merger Sub Corporation, a wholly-owned subsidiary of Booz Allen Investor, and Booz & Company. Under the terms of the merger agreement, the acquisition of Booz Allen Hamilton was achieved through the merger of Explorer Merger Sub Corporation into Booz Allen Hamilton, with Booz Allen Hamilton as the surviving corporation. As a result of the merger, Booz Allen Hamilton became a direct subsidiary of Booz Allen Investor and an indirect wholly-owned subsidiary of the Company. This is referred to as the acquisition. The Carlyle entities acquired the Company's Class A common stock through Explorer Coinvest LLC in connection with the acquisition as an investment in the regular course of their business, and as a result acquired the Company's Class A common stock in the ordinary course of their business.

The individual Reporting Persons acquired the Company's Class A common stock in exchange for equity of Booz Allen Hamilton in connection with the acquisition, and/or in connection with the exercise of options received as compensation or through purchases, in each case as personal investments.

(a) The Reporting Persons intend to re-examine their investment from time to time and, depending on prevailing market conditions, other investment opportunities, liquidity requirements or other investment considerations the Reporting Persons deem material, the Reporting Persons may from time to time acquire additional securities of the Company or dispose all or a portion of the Company's securities, in each case in open market or privately negotiated transactions, and/or enter into derivative transactions with institutional counterparties with respect to the Company's securities.

The individual Reporting Persons hold options to purchase Class A common stock. Certain of the options are required to be exercised on specified dates. The individual Reporting Persons who hold such options intend to exercise such options and acquire the underlying shares on the specified exercise dates. Other options, once vested, may be exercised at any time during the life of the options. The individual Reporting Persons may exercise such options and acquire the underlying shares from time to time. The individual Reporting Persons may also receive grants of restricted shares of Class A common stock and/or additional options to acquire shares of Class A common stock from time to time in connection with their employment by the Company.

(d) The Company's Audit Committee currently consists of one independent director, Mr. Odeen. Rule 10A-3 of the Securities and Exchange Act of 1934, as amended, requires the Company to have a majority of independent audit committee members within 90 days and all independent audit committee members (within the meaning of Rule 10A-3) within one year of the effectiveness of the registration statement relating to the Company's initial public offering. The Company intends to comply with these independence requirements within the appropriate time periods.

(e) The Company intends to explore opportunities to refinance, in part or in whole, its outstanding indebtedness under its senior credit facilities and mezzanine credit facility on more favorable terms. In connection with any such refinancing, the Company may use a portion of its cash resources to repay a portion of the debt balance outstanding under those facilities. In addition, from time to time the Company will evaluate alternative uses for excess cash resources, including funding acquisitions or repurchasing outstanding shares of common stock.

(a)-(j) In addition, pursuant to the Stockholders Agreement and the irrevocable proxy and tag-along agreements described below, the Carlyle entities have a controlling influence over all matters presented to stockholders for approval, including the election and removal of directors of the Company and change of control transactions. Therefore, they may suggest or take a position with respect to potential changes in the business, operations, board composition, management, capital structure, strategy and future plans of the Company and such suggestions or positions may include, but are not limited to, one or more plans or proposals that relate to or would

result in any of the actions required to be reported herein, including, but not limited to, such matters as: disposing of one or more businesses; selling the Company or acquiring another company or business; changing operating or marketing strategies; adopting, modifying, or eliminating certain types of anti-takeover measures; restructuring the Company's capitalization; reviewing dividend and compensation policies; entering into agreements with third parties relating to the acquisition of securities issued or to be issued by the Company; and entering into agreements with the management of the Company relating to the acquisition of shares by members of management, the issuance of options to management or their employment by the Company. Furthermore, the individual Reporting Persons are executive officers of the Company and, as such, may also influence the business, operations, management, capital structure, strategy and future plans of the Company.

Except as described herein, the Reporting Persons have no present plans or proposals that relate to or would result in any of the actions described in Item 4(a) through (j) of Schedule 13D.

Item 5. Interest in Securities of the Issuer

(a)-(b) The responses of each of the Reporting Persons with respect to Rows 11, 12 and 13 of the cover pages of this 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 120,684,835 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 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, 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. and DBD Investors V, L.L.C. may be deemed to beneficially own 106,684,835 shares of Class A common stock, including 95,660,000 shares of Class A common stock owned directly by Explorer Coinvest LLC and 11,024,835 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. Carlyle Partners V US, L.P. is the managing member of Explorer Coinvest LLC. TC Group V US, L.P. is the sole general partner of Carlyle Partners V US, L.P. TC Group V US, L.L.C. is the sole general partner of TC Group V US, L.P. TC Group Investment Holdings, L.P. is the managing member of TC Group V US, L.L.C. TCG Holdings II, L.P. is the sole general partner of TC Group Investment Holdings, L.P. DBD Investors V, L.L.C. is the sole general partner of TCG Holdings II, L.P. and, in such capacity, exercises investment discretion and control of the shares beneficially owned by Explorer Coinvest LLC. Each of 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. and DBD Investors V, L.L.C. disclaim beneficial ownership of the shares reported herein except to the extent of its pecuniary interest therein. DBD Investors V, L.L.C. is managed by a three-person managing board, and all board action relating to the voting or disposition of these shares requires approval of a majority of the board. The members of the managing board are William E. Conway, Jr., Daniel A. D Aniello and David M. Rubenstein, all of whom disclaim beneficial ownership of these shares.

Dr. Shrader may be deemed to beneficially own an aggregate of 1,517,333 shares of Class A common stock, including (i) 1,356,900 shares of Class A common stock held by the Ralph W. Shrader Revocable Trust, (ii) 104,453 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 (iii) 55,980 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 1,461,353 shares held by the Ralph W. Shrader Revocable Trust with his wife, Janice W. Shrader.

Mr. Appleby may be deemed to beneficially own an aggregate of 1,487,333 shares of Class A common stock, including (i) 1,326,900 shares of Class A common stock, (ii) 104,453 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 (iii) 55,980 shares of Class A common stock issuable upon the exercise of options that may be exercised

within 60 days.

Mr. Garner may be deemed to beneficially own an aggregate of 586,043 shares of Class A common stock, including (i) 440,130 shares of Class A common stock, (ii) 89,933 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 (iii) 55,980 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. Henry may be deemed to beneficially own an aggregate of 216,683 shares of Class A common stock, including (i) 107,510 shares of Class A common stock held by the Francis J. Henry, Jr. Trust, (ii) 26,193 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 (iii) 82,980 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 82,980 shares of Class A common stock, including (i) 36,990 shares of Class A common stock held by the Lloyd Howell, Jr. Trust and (ii) 45,990 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 73,980 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 232,326 shares of Class A common stock, including (i) 114,120 shares of Class A common stock held by the Joseph W. Mahaffee Revocable Trust, (ii) 26,226 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 (iii) 91,980 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 222,376 shares of Class A common stock, including (i) 107,510 shares of Class A common stock, (ii) 40,886 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 (iii) 73,980 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 91,660 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. Osborne beneficially owns an aggregate of 39,050 shares of Class A common stock held directly.

Mr. Peck may be deemed to beneficially own an aggregate of 101,520 shares of Class A common stock, including (i) 9,540 shares of Class A common stock held by the Patrick F. Peck Trust, and (ii) 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 beneficially owns an aggregate of 96,880 shares of Class A common stock held directly.

Mr. Strickland may be deemed to beneficially own an aggregate of 359,840 shares of Class A common stock, including (i) 215,040 shares of Class A common stock held by the Samuel Strickland Revocable Trust, (ii) 70,820 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 (iii) 73,980 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.

(c) The Company issued 36,990 shares of Class A common stock to Mr. Howell upon his exercise of options on November 17, 2010 at an exercise price of \$4.28 per share. Explorer Coinvest LLC acquired beneficial ownership over an additional 62,485 shares of Class A common stock as a result of the exercise of options by persons over whose shares Explorer Coinvest LLC holds a voting proxy on November 17, 2010.

(d) Not applicable.

(e) Not applicable.

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

In connection with the acquisition, on July 31, 2008, the Company, Explorer Coinvest LLC (Coinvest), certain members of the management of the Company and certain other stockholders of the Company entered into a stockholders agreement. Effective November 16, 2010, the Stockholders Agreement was amended and restated. The summary below of the Amended and Restated Stockholders Agreement, which we refer to as the Stockholders Agreement, is qualified by reference to the form of the Form of Amended and Restated Stockholders Agreement filed as Exhibit 99.2 hereto.

Under the Stockholders Agreement, the number of directors on the Board of the Company is set at not less than least six directors and may be increased, by action of the Board, to not more than nine directors. Subject to certain conditions and restrictions, at least a majority of the nominees for election to the Board are to be designated by Coinvest, and at least two members of the Board must be fulltime employees of Booz Allen Hamilton and are to be designated by the Company's Chief Executive Officer. Under the terms of the Stockholders Agreement, Coinvest and the Company's executive officers are required to vote the voting shares over which they have voting control in favor of Coinvest's and the Chief Executive Officers' designees. At such time as Coinvest ceases to own at least 40% of the economic interests in the Company represented by its issued and outstanding common stock, Coinvest and the Company's executive officers will use commercially reasonable efforts to amend the Board representation provisions of the Stockholders Agreement consistent with the reduced ownership position of Coinvest at that time.

Under the terms of the Stockholders Agreement, Coinvest may compel each executive officer who is a party to the Stockholders Agreement to sell a certain number of securities issued by the Company in the event that Coinvest proposes to transfer securities issued by the Company to a third party purchaser. Notwithstanding the foregoing as well as certain other limited exceptions (including an exception for transfers occurring at least 180 days following an initial public offering), the Stockholders Agreement restricts the transfer of securities of the Company by non-Coinvest stockholders without the prior written approval of the Company. In addition, parties to the Stockholders Agreement will not be able to transfer shares of the Company's common stock until 180 days after the consummation of the Company's initial public offering without the Company's approval and the Company has agreed not to release its stockholders prior to the expiration of the 180-day period without the consent of Morgan Stanley & Co. Incorporated and Barclays Capital Inc.

Under the Stockholders Agreement, in the event of any sale of shares of Class B non-voting common stock or Class C restricted common stock pursuant to the exercise of bring-along rights by Coinvest, certain transfers following an initial public offering or pursuant to the exercise of registration rights (discussed below), such shares will be converted into shares of Class A common stock.

Coinvest has registration rights under the Stockholders Agreement, with respect to shares of Class A common stock that it owns and, in certain circumstances, other stockholders the Company who are party to the Stockholders Agreement may have the right, subject to certain exceptions, to request that certain securities (including shares of Class A common stock held by such stockholders and shares of Class A common stock issuable upon exercise of options or upon conversion from Class B or Class C common stock) be registered. To the extent Coinvest acquires shares of Class B or Class C common stock or options exercisable for shares of Class A common stock, it would have registration rights with respect to the shares of Class A common stock issuable upon conversion or exercise thereof. The Company has agreed to indemnify the stockholders that are a party to the Stockholders Agreement and their affiliates from liabilities resulting from the registration of securities of the Company pursuant to the Stockholders Agreement.

The Company has certain repurchase rights under the Stockholders Agreement with respect to Class A, Class B, Class C and Class E common stock and options issued to a management stockholder under the Company's Equity Incentive Plan for up to nine months after the occurrence of certain events specified in the Stockholders Agreement. Similar repurchase rights exist for Class A, Class B, Class C and Class E common stock and options held by other stockholders of the Company who become employees, consultants or independent contractors for certain competitors of Booz Allen Hamilton.

The Stockholders Agreement includes a waiver by management stockholders of certain rights to receive payments or other benefits that would constitute a parachute payment made in connection with a change in ownership or control of a corporation, within the meaning of Section 280G of the Internal Revenue Code of 1986, as amended (the Code), which could reasonably be expected to result in the imposition of an excise tax on the management stockholder under Section 4999 of the Code or in the loss of any income tax deductions by the Company or the person making such payment under Section 280G of the Code. This waiver does not apply in certain circumstances, including at such time as the Company has publicly traded securities and where the Company obtains the requisite stockholder approval of such payments or the unaffiliated directors determine the waiver should not apply.

The Stockholders Agreement will terminate upon a sale or change of control of the Company or such time as more than 60% of the Company's equity securities have been sold to the public.

Irrevocable Proxy and Tag-Along Agreements

In connection with the amendment and restatement of the Stockholders Agreement, Coinvest made an unilateral offer to each individual stockholder that was a party to the original stockholders agreement to grant such stockholder a new pro rata tag-along right on certain transfers by Coinvest to third-party purchasers. In exchange for this tag-along right, Coinvest has received an irrevocable proxy from each stockholder who entered into such agreement, including each of the individual Reporting Persons, to vote such stockholders' securities with respect to the election and removal of directors and to approve any company sale that has already been approved by the board of directors of the Company and the holders of a majority of its voting shares. This new tag-along right and proxy was granted pursuant to separate irrevocable proxy and tag-along agreements entered into between Coinvest and each such individual stockholder that became effective on November 16, 2010. These arrangements will terminate at such time as Coinvest ceases to own at least 25% of the economic interests in the Company represented by its issued and outstanding common stock or such time as more than 60% of the Company's equity securities have been sold to the public. The summary above of the irrevocable proxy and tag-along agreements is qualified by reference to the form of the Form of Irrevocable Proxy and Tag-Along Agreement filed as Exhibit 99.3 hereto.

Equity Compensation Plan Awards

The individual Reporting Persons hold awards of stock options and restricted Class C common stock granted by the Company under the Company's Equity Incentive Plan and Officers' Rollover Stock Plan. Options granted under the Officers' Rollover Stock Plan vest based on continued service and are required to be exercised on specified dates. Restricted Class C common stock granted under the Company's Officers' Rollover Stock Plan vests based on continued service. A portion of the options granted under the Company's Equity Incentive Plan vest based on continued service and the remainder vest based on achievement of EBITDA and cumulative cash flow performance goals. The summaries above are qualified in their entirety by reference to the plans and form of stock option agreements filed as Exhibits 99.4-8 hereto.

Item 7. Material to be Filed as Exhibits

Exhibit No.	Description
99.1	Joint Filing Agreement.
99.2	Form of Amended and Restatement Stockholders Agreement (incorporated by reference to Exhibit 4.3 to the Registration Statement on Form S-1 (File No. 333-167645) of Booz Allen Hamilton Holding Corporation).
99.3	Form of Irrevocable Proxy and Tag-Along Agreement (incorporated by reference to

Exhibit No.	Description
	Exhibit 4.4 to the Registration Statement on Form S-1 (File No. 333-167645) of Booz Allen Hamilton Holding Corporation).
99.4	Amended and Restated Equity Incentive Plan of Booz Allen Hamilton Holding Corporation Agreement (incorporated by reference to Exhibit 10.7 to the Registration Statement on Form S-1 (File No. 333-167645) of Booz Allen Hamilton Holding Corporation).
99.5	Booz Allen Hamilton Holding Corporation Officers Rollover Stock Plan Agreement (incorporated by reference to Exhibit 10.8 to the Registration Statement on Form S-1 (File No. 333-167645) of Booz Allen Hamilton Holding Corporation).
99.6	Form of Booz Allen Hamilton Holding Corporation s Rollover Stock Option Agreement (incorporated by reference to Exhibit 10.9 to the Registration Statement on Form S-1 (File No. 333-167645) of Booz Allen Hamilton Holding Corporation).
99.7	Form of Stock Option Agreement under the Equity Incentive Plan of Booz Allen Hamilton Holding Corporation Agreement (incorporated by reference to Exhibit 10.10 to the Registration Statement on Form S-1 (File No. 333-167645) of Booz Allen Hamilton Holding Corporation).
99.8	Form of Stock Option Agreement under the Equity Incentive Plan of Booz Allen Hamilton Holding Corporation Agreement (incorporated by reference to Exhibit 10.11 to the Registration Statement on Form S-1 (File No. 333-167645) of Booz Allen Hamilton Holding Corporation).
99.9	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.

EXPLORER COINVEST, LLC

By: Carlyle Partners V US, L.P., as its Managing Member

By: TC Group V US, L.P., as its General Partner

By: TC Group V US, L.L.C., as its General Partner

By: TC Group Investment Holdings, L.P., as its Managing Member

By: TCG Holdings II, L.P., as its General Partner

By: DBD Investors V, L.L.C., as its General Partner

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

CARLYLE PARTNERS V US, L.P.

By: TC Group V US, L.P., as its General Partner

By: TC Group V US, L.L.C., as its General Partner

By: TC Group Investment Holdings, L.P., as its Managing Member

By: TCG Holdings II, L.P., as its General Partner

By: DBD Investors V, L.L.C., as its General Partner

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

TC GROUP V US, L.P.

By: TC Group V US, L.L.C., as its General Partner

By:

TC Group Investment Holdings, L.P., as its
Managing Member

By: TCG Holdings II, L.P., as its General Partner

By: DBD Investors V, L.L.C., as its General
Partner

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director
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TC GROUP V US, L.L.C.

By: TC Group Investment Holdings, L.P., as its
Managing Member

By: TCG Holdings II, L.P., as its General Partner

By: DBD Investors V, L.L.C., as its General
Partner

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

TC GROUP INVESTMENT HOLDINGS, L.P.

By: TCG Holdings II, L.P., as its General Partner

By: DBD Investors V, L.L.C., as its General
Partner

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

TCG HOLDINGS II, L.P.

By: DBD Investors V, L.L.C., as its General
Partner

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

DBD INVESTORS V, L.L.C.

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

*

Ralph W. Shrader

*

CG Appleby

*

Joseph E. Garner

*

Francis J. Henry, Jr.

*

Lloyd Howell, Jr.

*

Joseph Logue

*

Joseph W. Mahaffee

*

John D. Mayer

*

John M. McConnell

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*

Robert S. Osborne

*

Patrick F. Peck

*

Horacio D. Rozanski

*

Samuel R. Strickland

- * 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/ Terrence Kaden

Terrence Kaden

Attorney-in-Fact

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INDEX TO EXHIBITS

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99.9	Power of Attorney.

Schedule A

Name	Title/Principal Occupation or Employment	Citizenship
William E. Conway, Jr.	Mr. Conway is a managing member of DBD Investors V, L.L.C. Mr. Conway is a Founder of The Carlyle Group,	United States of America
Daniel A. D Aniello	Mr. D Aniello is a managing member of DBD Investors V, L.L.C. Mr. D Aniello is a Founder of The Carlyle Group.	United States of America
David M. Rubenstein	Mr. Rubenstein is a managing member of DBD Investors V, L.L.C. Mr. Rubenstein is a Founder of The Carlyle Group.	United States of America

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