

Booz Allen Hamilton Holding Corp
Form 3
November 19, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â Explorer Manager, L.L.C.

(Last) (First) (Middle)

C/O THE CARLYLE GROUP,Â 1001 PENNSYLVANIA AVE. NW, SUITE 220S

(Street)

WASHINGTON,Â DCÂ 20004

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

10/12/2012

3. Issuer Name and Ticker or Trading Symbol

Booz Allen Hamilton Holding Corp [BAH]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Class A Common Stock

95,660,000

I

See footnote (1) (2)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Explorer Manager, L.L.C.
C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE. NW, SUITE 220S
WASHINGTON, DC 20004

^ ^ X ^ ^

Signatures

EXPLORER MANAGER, L.L.C., By: /s/ David B. Pearson,
Member

11/19/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

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

Following an internal reorganization, the reporting person may be deemed to be the beneficial owners of the shares reported herein and
(1) beneficially owned by Explorer Coinvest LLC. The reporting person expressly disclaims beneficial ownership of any such securities, except to the extent of its pecuniary interest therein.

Explorer Coinvest LLC is now managed by Explorer Manager, L.L.C. 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
(2) 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., except to the extent of their pecuniary interest therein.

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

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