

Booz Allen Hamilton Holding Corp
Form SC 13D/A
May 29, 2015

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 16)

Booz Allen Hamilton Holding Corporation

(Name of Issuer)

Class A Common Stock, \$.01 par value

(Title of Class of Securities)

099502106

(CUSIP Number)

Jeffrey Ferguson

The Carlyle Group

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with copies to:

Douglas S. Manya

Booz Allen Hamilton Inc.

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McLean, Virginia 22102

(703) 902-5000

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Debevoise & Plimpton LLP

919 Third Avenue

New York, New York 10022

(212) 909-6000

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

February 6, 2015

(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

Number of **7** Sole voting power

shares

beneficially 42,660,000 shares

8 Shared voting power

owned by

each

0 shares

reporting **9** Sole dispositive power

person

with 42,660,000 shares

10 Shared dispositive power

0 shares

11 Aggregate amount beneficially owned by each reporting person

42,660,000 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)

28.97% (1)

14 Type of reporting person (see instructions)

OO (Limited Liability Company)

(1) All share percentage calculations in this Amendment to Schedule 13D are based on 147,236,512 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

42,660,000 shares

beneficially **8** Shared voting power

owned by

each

0 shares

9 Sole dispositive power

reporting

person

42,660,000 shares

with **10** Shared dispositive power

0 shares

11 Aggregate amount beneficially owned by each reporting person

42,660,000 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)

28.97%

14 Type of reporting person (see instructions)

OO (Limited Liability Company)

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

57,096 (1) shares

beneficially **8** Shared voting power

owned by

each

1,679,076 (1) shares

9 Sole dispositive power

reporting

person

57,096 (1) shares

with **10** Shared dispositive power

1,679,076 (1) shares

11 Aggregate amount beneficially owned by each reporting person

1,736,172 (1) shares

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

x(1)

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

1.18% (1)

14 Type of reporting person (see instructions)

IN

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

492,710 (1) shares

beneficially **8** Shared voting power

owned by

each

36,990 (1) shares

9 Sole dispositive power

reporting

person

492,710 (1) shares

with **10** Shared dispositive power

36,990 (1) shares

11 Aggregate amount beneficially owned by each reporting person

529,700 (1) shares

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

x(1)

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

0.36% (1)

14 Type of reporting person (see instructions)

IN

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

734,531 (1) shares

beneficially **8** Shared voting power

owned by

each

0 shares

9 Sole dispositive power

reporting

person

734,531 (1) shares

with **10** Shared dispositive power

0 shares

11 Aggregate amount beneficially owned by each reporting person

734,531 (1) shares

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

x(1)

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

0.50% (1)

14 Type of reporting person (see instructions)

IN

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

464,184 (1) shares

beneficially **8** Shared voting power

owned by

each

0 shares

9 Sole dispositive power

reporting

person

464,184 (1) shares

with **10** Shared dispositive power

0 shares

11 Aggregate amount beneficially owned by each reporting person

464,184 (1) shares

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

x(1)

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

0.31% (1)

14 Type of reporting person (see instructions)

IN

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

816,903 (1) shares

beneficially **8** Shared voting power

owned by

each

0 shares

9 Sole dispositive power

reporting

person

816,903 (1) shares

with **10** Shared dispositive power

0 shares

11 Aggregate amount beneficially owned by each reporting person

816,903 (1) shares

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

x(1)

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

0.55% (1)

14 Type of reporting person (see instructions)

IN

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

411,244 (1) shares

beneficially **8** Shared voting power

owned by

each

0 shares

9 Sole dispositive power

reporting

person

411,244 (1) shares

with **10** Shared dispositive power

0 shares

11 Aggregate amount beneficially owned by each reporting person

411,244 (1) shares

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

x(1)

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

0.28% (1)

14 Type of reporting person (see instructions)

IN

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

96,981 (1) shares

beneficially

8 Shared voting power

owned by

each

0 shares

9 Sole dispositive power

reporting

person

96,981 (1) shares

with

10 Shared dispositive power

0 shares

11 Aggregate amount beneficially owned by each reporting person

96,981 (1) shares

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

x(1)

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

0.07% (1)

14 Type of reporting person (see instructions)

IN

1 Name of reporting person.

Nancy Laben

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

26,158 (1) shares

beneficially **8** Shared voting power

owned by

each

0 shares

9 Sole dispositive power

reporting

person

26,158 (1) shares

with **10** Shared dispositive power

0 shares

11 Aggregate amount beneficially owned by each reporting person

26,158 (1) shares

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

x(1)

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

0.02% (1)

14 Type of reporting person (see instructions)

IN

1 Name of reporting person.

Kevin L. Cook

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

(a) " (b) "

3 SEC use only

4 Source of funds (see instructions)

OO

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

..

6 Citizenship or place of organization

United States of America

7 Sole voting power

Number of

shares

64,588 (1) shares

beneficially **8** Shared voting power

owned by

each

0 shares

9 Sole dispositive power

reporting

person

64,588 (1) shares

with **10** Shared dispositive power

0 shares

11 Aggregate amount beneficially owned by each reporting person

64,588 (1) shares

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

x(1)

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

0.04% (1)

14 Type of reporting person (see instructions)

IN

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

416,021 (1) shares

beneficially **8** Shared voting power

owned by

each

0 shares

9 Sole dispositive power

reporting

person

416,021 (1) shares

with **10** Shared dispositive power

0 shares

11 Aggregate amount beneficially owned by each reporting person

416,021 (1) shares

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

x(1)

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

0.28% (1)

14 Type of reporting person (see instructions)

IN

Amendment No. 16 to Schedule 13D

This Amendment No. 16 amends and supplements the Schedule 13D initially filed on December 16, 2010, as amended and supplemented to date, to reflect that, effective February 6, 2015, each of the following individuals are no longer members of the Section 13(d) group and are no longer Reporting Persons with respect to the Company's Common Stock: Ralph W. Shrader, Lloyd Howell, Jr., Joseph Logue, John D. Mayer, Horacio D. Rozanski, Karen M. Dahut, Elizabeth M. Thompson, Nancy Laben, Kevin L. Cook and Joseph W. Mahaffee.

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 147,908,527 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 an aggregate of 42,660,000 shares of Class A common stock. Explorer Manager, L.L.C. is the non-member manager of Explorer Coinvest LLC. Explorer Manager, L.L.C. is managed by a seven member investment committee, which has dispositive power over the shares beneficially owned by it, and a three member management committee, which has the power to vote the shares beneficially owned by it. Each member of the investment committee and management committee of Explorer Manager, L.L.C. disclaims beneficial ownership of the shares beneficially owned by Explorer Manager, L.L.C.

Dr. Shrader may be deemed to beneficially own an aggregate of 1,736,172 shares of Class A common stock, including (i) 57,096 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan and (ii) 1,679,076 shares of Class A common stock held by the Ralph W. Shrader Revocable Trust. Dr. Shrader shares investment power and voting power over the 1,679,076 shares held by the Ralph W. Shrader Revocable Trust with his wife, Janice W. Shrader.

Mr. Howell may be deemed to beneficially own an aggregate of 529,700 shares of Class A common stock, including (i) 202,078 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 107,498 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) 214,617 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days, and (v) 5,507 shares of Class A common stock issuable upon settlement of restricted stock units that settle 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 734,531 shares of Class A common stock, including (i) 291,684 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 149,757 shares of Class A common stock held directly, (iii) 286,081 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days, and (iv) 7,009 shares of

Class A common stock issuable upon settlement of restricted stock units that settle within 60 days.

Mr. Mayer may be deemed to beneficially own an aggregate of 464,184 shares of Class A common stock, including (i) 22,866 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 205,811 shares of Class A common stock held directly, (iii) 230,000 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days, and (iv) 5,507 shares of Class A common stock issuable upon settlement of restricted stock units that settle within 60 days.

Mr. Rozanski may be deemed to beneficially own an aggregate of 816,903 shares of Class A common stock, including (i) 291,684 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 287,693 shares of Class A common stock held directly, (iii) 230,517 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days, and (iv) 7,009 shares of Class A common stock issuable upon settlement of restricted stock units that settle within 60 days.

Ms. Dahut may be deemed to beneficially own an aggregate of 411,244 shares of Class A common stock, including (i) 188,275 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 92,940 shares of Class A common stock held directly, (iii) 124,522 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days, and (iv) 5,507 shares of Class A common stock issuable upon settlement of restricted stock units that settle within 60 days.

Ms. Thompson may be deemed to beneficially own an aggregate of 96,981 shares of Class A common stock, including (i) 7,700 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 6,611 shares of Class A common stock held directly, (iii) 80,000 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days, and (iv) 2,670 shares of Class A common stock issuable upon settlement of restricted stock units that settle within 60 days.

Ms. Laben may be deemed to beneficially own an aggregate of 26,158 shares of Class A common stock, including (i) 24,812 shares of Class Common Stock issuable upon the exercise of options that may be exercised within 60 days, and (ii) 1,346 shares of Class A common stock issuable upon settlement of restricted stock units that settle within 60 days.

Mr. Cook may be deemed to beneficially own an aggregate of 64,588 shares of Class A common stock, including (i) 1,541 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 1,943 shares of Class A common stock held directly, (iii) 42,994 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days, and (iv) 1,112 shares of Class A common stock issuable upon settlement of restricted stock units that settle within 60 days.

Mr. Mahaffee may be deemed to beneficially own an aggregate of 416,021 shares of Class A common stock, including (i) 22,866 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 70,248 shares of Class A common stock held directly, (iii) 91,795 shares of Class A common stock held by the Joseph W. Mahaffee Revocable Trust, (iv) 230,000 shares of Class A common stock issuable upon the exercise of options, and (v) 1,112 shares of Class A common stock issuable upon settlement of restricted stock units that settle 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.

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

On April 1, 2015, Mr. Rozanski was granted options to purchase 89,380 shares of Class A common stock, which vest and become exercisable, subject to his continued employment, ratably on March 31, 2016, 2017, 2018, 2019 and 2020.

On April 1, 2015, Mr. Cook was granted options to purchase 25,324 shares of Class A common stock, which vest and become exercisable, subject to his continued employment, ratably on March 31, 2016, 2017, 2018, 2019 and 2020.

(d) Not applicable.

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

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On February 6, 2015, Dr. Shrader, Messrs. Howell, Logue, Mahaffee, Mayer and Rozanski and Mses. Dahut, Thompson and Laden ceased to be members of a group owning more than 5% 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 paragraph to follow the last paragraph of the section thereof entitled "Stockholders Agreement" :

Pursuant to Section 1(a) of the Stockholders Agreement, each Executive Stockholder and Carlyle Stockholder (each, as defined in the Stockholders Agreement) is required to vote all of the shares of the Company's equity securities over which such Executive Stockholder or such Carlyle Stockholder has voting control and shall take all other necessary or desirable actions within such Executive Stockholder's or such Carlyle Stockholder's control so that (i) the authorized number of directors (the "Directors") on the Company's board of directors shall be at least six and no greater than twelve and (ii) the Directors shall be persons nominated or designated in accordance with Section 1 of the Stockholders Agreement. Upon the consummation of the Offering on February 6, 2015, more than sixty percent (60%) of the Company's equity securities had been sold to the public (the "Termination Event") and, therefore, Section 1(a) of the Stockholders Agreement terminated pursuant to its terms at such time. As a result thereof, effective February 6, 2015, each of the following Reporting Persons shall have terminated their obligations under Section 1(a) of the Stockholders Agreement and, therefore, shall no longer be members of the Section 13(d) group and shall no longer be Reporting Persons with respect to the Company's Common Stock upon filing of this Amendment No. 16: Ralph W. Shrader, Lloyd Howell, Jr., Joseph Logue, John D. Mayer, Horacio D. Rozanski, Karen M. Dahut, Elizabeth M. Thompson, Nancy Laben, Kevin L. Cook and Joseph W. Mahaffee.

Item 7. Material to be Filed as Exhibits

Item 7 is hereby amended by adding the following exhibit:

Exhibit

No.	Description
99.1.16	Joint Filing Agreement

SIGNATURE

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

EXPLORER COINVEST, LLC

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

By: /s/ DAVID B. PEARSON

Name: David B. Pearson

Title: Member

EXPLORER MANAGER, L.L.C.

By: /s/ DAVID B. PEARSON

Name: David B. Pearson

Title: Member

*

Ralph W. Shrader

*

Lloyd Howell, Jr.

*

Joseph Logue

*

John D. Mayer

*

Horacio D. Rozanski

*

Karen M. Dahut

*

Elizabeth M. Thompson

*

Nancy Laben

*

Kevin L. Cook

*

Joseph W. Mahaffee

* 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/ Douglas Manya
Douglas Manya
Attorney-in-Fact

INDEX TO EXHIBITS

Exhibit No.	Description
99.1.16	Joint Filing Agreement