

GERENC SER MARK J  
Form 3  
November 16, 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)

|   |   |  |  |   |  |
|---|---|--|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>GERENC SER MARK J</p> <p>(Last) (First) (Middle)</p> <p>8283 GREENSBORO DRIVE</p> <p>(Street)</p> <p>MCLEAN, VA 22102</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/07/2012</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Booz Allen Hamilton Holding Corp [BAH]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input checked="" type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Executive Vice President / Member of 13D Group</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)                 | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|--|--|---|--|
| Class A Common Stock                               | 97,408   | D <sup>(1)</sup>  | ^  |
| Class E Special Voting Common Stock <sup>(2)</sup> | 388,507  | I   | By Trust <sup>(3)</sup>                                  |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|                                      | Date Exercisable          | Expiration Date           | Title                | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|--------------------------------------|---------------------------|---------------------------|----------------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option (right to buy) | Â (4)                     | 11/19/2018                | Class A Common Stock | 18,680                     | \$ 4.28  | D                                     | Â |
| Employee Stock Option (right to buy) | Â (5)                     | 11/19/2018                | Class A Common Stock | 24,270                     | \$ 4.28  | D                                     | Â |
| Employee Stock Option (right to buy) | Â (6)                     | 11/19/2018                | Class A Common Stock | 13,080                     | \$ 4.28  | D                                     | Â |
| Employee Stock Option (right to buy) | 06/30/2013 <sup>(7)</sup> | 09/15/2013 <sup>(7)</sup> | Class A Common Stock | 129,503.596                | \$ 0.01  | D                                     | Â |
| Employee Stock Option (right to buy) | 06/30/2014 <sup>(7)</sup> | 09/15/2014 <sup>(7)</sup> | Class A Common Stock | 129,503.596                | \$ 0.01  | D                                     | Â |
| Employee Stock Option (right to buy) | 06/30/2015 <sup>(7)</sup> | 09/15/2015 <sup>(7)</sup> | Class A Common Stock | 129,503.606                | \$ 0.01  | D                                     | Â |
| Class C Restricted Common Stock      | Â (8)                     | Â (9)                     | Class A Common Stock | 42,850                     | \$ (8)   | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                            |                     |
|--|---------------|-----------|----------------------------|---------------------|
|  | Director      | 10% Owner | Officer                    | Other               |
| GERENCSEER MARK J<br>8283 GREENSBORO DRIVE<br>MCLEAN, VA 22102 | Â             | Â         | Â Executive Vice President | Member of 13D Group |

## Signatures

By: /s/ Terence E. Kaden, as Attorney-in-Fact for Mark J. Gerencser

11/16/2012

\*\*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).

(1) Includes shares of Class A restricted common stock.

(2) Upon the exercise of an option described in footnote 7 below by the reporting person, the reporting person must sell to the issuer, and it must repurchase, at par value, one share of Class E special voting common stock for each option exercised.

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(3) Shares held by Mark J. Gerencser Trust.

9,330 options are fully vested and exercisable. The remaining options vest and become exercisable, subject to the reporting person's continued employment, on June 30, 2013. These options fully vest and become exercisable immediately prior to the effective date of certain change in control events.

(5) 12,130 options are fully vested and exercisable. The remaining options vest and become exercisable on June 30, 2013 subject to the achievement of EBITDA performance goals and to the reporting person's continued employment, with the opportunity to "catch up" on missed goals if certain performance conditions are satisfied. Any unvested options at the time of a change in control event vest immediately prior to the effective date of the event if certain conditions are met.

(6) 6,530 options are fully vested and exercisable. The remaining options vest and become exercisable on June 30, 2013 subject to the achievement of cumulative cash flow performance goals and to the reporting person's continued employment, with the opportunity to "catch up" on missed goals if certain performance conditions are satisfied. Any unvested options at the time of a change in control event vest immediately prior to the effective date of the event if certain conditions are met.

(7) 131,698.58 options are unvested and will vest on June 30, 2013. To the extent the options become vested, they become exercisable on the date set forth in the table above. All vested options must be exercised within 60 days following the exercise date unless the reporting person receives written consent from the issuer, in which case such options may be exercised through the end of the year in which they become exercisable. Upon exercise of an option, the reporting person must sell to the issuer, and it must repurchase, at par value, one share of Class E special voting common stock for each option exercised.

(8) Fifty percent of the shares of restricted stock are unvested and will vest on June 30, 2013. Upon the transfer of any shares of Class C restricted common stock, such shares will be automatically converted on a share for share basis into shares of Class A common stock.

(9) N/A

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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