

# **BOOZ ALLEN HAMILTON HOLDING CORP**

Reported by  
**EXPLORER COINVEST LLC**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 06/01/16 for the Period Ending 05/27/16

Address	8283 GREENSBORO DRIVE MCLEAN, VA 22102
Telephone	703-902-5000
CIK	0001443646
Symbol	BAH
SIC Code	8742 - Management Consulting Services
Industry	Business Services
Sector	Services

# FORM 4

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

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[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>EXPLORER COINVEST LLC</b>  (Last) (First) (Middle)  <b>1001 PENNSYLVANIA AVE. NW, SUITE 220 SOUTH</b>  (Street)  <b>WASHINGTON, DC 20004-2505</b>  (City) (State) (Zip)	<b>Booz Allen Hamilton Holding Corp [BAH]</b>  3. Date of Earliest Transaction (MM/DD/YYYY)  <p align="center"><b>5/27/2016</b></p> 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
6. Individual or Joint/Group Filing (Check Applicable Line)  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	5/27/2016		S		13000000	D	\$28.01	16660000	I	See Footnote (1)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

( Explor Coinvest LLC is the record holder of these shares. Explorer Manager, L.L.C., as the non-member manager of Explorer Coinvest LLC, shares the 1) power to vote and dispose of these shares.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>EXPLORER COINVEST LLC 1001 PENNSYLVANIA AVE. NW SUITE 220 SOUTH WASHINGTON, DC 20004-2505</b>		X		
<b>Explorer Manager, L.L.C. 1001 PENNSYLVANIA AVE. NW SUITE 220 SOUTH WASHINGTON, DC 20004-2505</b>		X		

**Signatures**

**EXPLORER COINVEST LLC, By: /s/ David B. Pearson, Member**

**6/1/2016**

\*\*Signature of Reporting Person

Date

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

**6/1/2016**

\*\*Signature of Reporting Person

Date

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

\* If the form is filed by more than one reporting person, *see* Instruction 4(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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.