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# BOOZ ALLEN HAMILTON HOLDING CORP

Reported by

## EXPLORER COINVEST LLC

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/06/15 for the Period Ending 02/06/15

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

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# FORM 4

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

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

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## 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

| 1. Name and Address of Reporting Person * | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| **EXPLORER COINVEST LLC** | **Booz Allen Hamilton Holding Corp [ BAH ]** | _____ Director __ **X** __ 10% Owner |
| (Last) (First) (Middle)<br>**1001 PENNSYLVANIA AVE. NW, SUITE 222 SOUTH** | 3. Date of Earliest Transaction (MM/DD/YYYY)<br>**2/6/2015** | _____ Officer (give title below) _____ Other (specify below) |
| (Street)<br>**WASHINGTON, DC 20004-2505**<br>(City) (State) (Zip) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>___ Form filed by One Reporting Person<br>_ **X** _ 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** | **2/6/2015** | | **S** | | **12000000** | **D** | **$28.36** | **42660000** | **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 | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

**Explanation of Responses:**

**( 1)** Explorer 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 power to vote and dispose of these shares.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **EXPLORER COINVEST LLC**<br>**1001 PENNSYLVANIA AVE. NW**<br>**SUITE 222 SOUTH**<br>**WASHINGTON, DC 20004-2505** | | **X** | | |
| **Explorer Manager, L.L.C.**<br>**1001 PENNSYLVANIA AVE. NW**<br>**SUITE 222 SOUTH**<br>**WASHINGTON, DC 20004-2505** | | **X** | | |

**Signatures**

| | |
|---|---|
| **EXPLORER COINVEST LLC. By: /s/ David B. Pearson, Member** | **2/6/2015** |
| ** Signature of Reporting Person | Date |
| **EXPLORER MANAGER, L.L.C., By: /s/ David B. Pearson, Member** | **2/6/2015** |
| ** 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.

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