

Booz Allen Hamilton Holding Corp
Form SC 13D/A
November 12, 2015

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 17)

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

1001 Pennsylvania Avenue, NW

Suite 220 South

Washington, D.C. 20004

(202) 729-5626

with copies to:

Douglas S. Manya

Booz Allen Hamilton Inc.

8283 Greensboro Drive

McLean, Virginia 22102

(703) 902-5000

Matthew E. Kaplan

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)

November 9, 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. "

13 D

CUSIP No. 099502106

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 29,660,000 shares

8 Shared voting power

owned by

each

reporting **9** 0 shares
Sole dispositive power

person

with 29,660,000 shares

10 Shared dispositive power

0 shares

11 Aggregate amount beneficially owned by each reporting person

29,660,000 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)

19.98% (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 148,448,758 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

29,660,000 shares

beneficially **8** Shared voting power

owned by

each

0 shares

9 Sole dispositive power

reporting

person

29,660,000 shares

with **10** Shared dispositive power

0 shares

11 Aggregate amount beneficially owned by each reporting person

29,660,000 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)

19.98%

14 Type of reporting person (see instructions)

OO (Limited Liability Company)

Amendment No. 17 to Schedule 13D

This Amendment No. 17 amends and supplements the Schedule 13D initially filed on December 16, 2010, as amended and supplemented to date.

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 148,448,758 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 29,660,000 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.

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

Date: November 12, 2015