

Booz Allen Hamilton Holding Corp  
Form SC 13D/A  
June 01, 2016

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 18)**

**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:*

**Nancy Laben**

**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)**

**May 27, 2016**

**(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 16,660,000 shares

**8** Shared voting power

owned by

each

0 shares

reporting **9** Sole dispositive power

person

with 16,660,000 shares

**10** Shared dispositive power

0 shares

**11** Aggregate amount beneficially owned by each reporting person

16,660,000 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)

11.26% (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 148,001,462 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

16,660,000 shares

beneficially **8** Shared voting power

owned by

each

0 shares

**9** Sole dispositive power

reporting

person

16,660,000 shares

with **10** Shared dispositive power

0 shares

**11** Aggregate amount beneficially owned by each reporting person

16,660,000 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)

11.26%

**14** Type of reporting person (see instructions)

OO (Limited Liability Company)

### **Amendment No. 18 to Schedule 13D**

This Amendment No. 18 amends and supplements the Schedule 13D initially filed on December 16, 2010, as amended and supplemented to date.

#### **Item 4. Purpose of Transaction**

Item 4 is hereby amended by adding the following information at the end thereof:

On May 23, 2016, Explorer Coinvest LLC (the Selling Stockholder ) agreed to sell 13,000,000 shares of Class A common stock at a price of \$28.01 per share (the Offering ) to Morgan Stanley & Co. LLC (the Underwriter ) pursuant to the terms and conditions of the underwriting agreement (the Underwriting Agreement ) entered into between the Selling Stockholder, the Company and the Underwriter. The sale was consummated on May 27, 2016.

Pursuant to the Underwriting Agreement, the Company has agreed that, subject to specified exceptions, without the prior written consent of the Underwriter, the Company will not, during the period ending 45 days after the date of the final prospectus: (i) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, or otherwise transfer or dispose of, directly or indirectly, any shares of Class A common stock beneficially owned or any other securities so owned or convertible into or exercisable or exchangeable for Class A common stock; (ii) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of Class A common stock, or (iii) make any demand for or exercise any right with respect to, the registration of any shares of Class A common stock or any security convertible into or exercisable or exchangeable for our Class A common stock, whether any transaction described in (i), (ii) or (iii) above is to be settled by the delivery of Class A common stock or such other securities, in cash or otherwise.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement, which is filed as Exhibit 99.22 hereto and is incorporated herein by reference.

#### **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 148,001,462 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 16,660,000 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.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Item 6 is hereby amended by inserting the following information at the end thereof:

The information set forth in Item 4 is hereby incorporated by reference.



**Item 7. Material to be Filed as Exhibits**

Item 7 is hereby amended by adding the following exhibit in appropriate numerical order:

<b>Exhibit No.</b>	<b>Description</b>
99.22	Underwriting Agreement, dated as of May 23, 2016 by and between Booz Allen Hamilton Holding Corporation, Explorer Coinvest LLC, and Morgan Stanley & Co. LLC, incorporated by reference to Exhibit 1.1 of the Issuer's Current Report on Form 8-K filed on May 27, 2016.

**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:** June 1, 2016

<b>Exhibit No.</b>	<b>Description</b>
99.22	Underwriting Agreement, dated as of May 23, 2016 by and between Booz Allen Hamilton Holding Corporation, Explorer Coinvest LLC, and Morgan Stanley & Co. LLC, incorporated by reference to Exhibit 1.1 of the Issuer's Current Report on Form 8-K filed on May 27, 2016.