

Booz Allen Hamilton Holding Corp  
 Form 3  
 July 18, 2014

**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)

1. Name and Address of Reporting Person * Cook Kevin L (Last) (First) (Middle)  8283 GREENSBORO DRIVE (Street)  MCLEAN, VA 22102 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/08/2014	3. Issuer Name and Ticker or Trading Symbol Booz Allen Hamilton Holding Corp [BAH]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) SVP and CFO / Member of 13D Group	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	6,821 <sup>(1)</sup>	D	^

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

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				Shares		(I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (2)	01/26/2020	Class A Common Stock	10,000	\$ 5.14	D	Â
Employee Stock Option (right to buy)	Â (3)	04/01/2021	Class A Common Stock	13,333	\$ 11.93	D	Â
Employee Stock Option (right to buy)	Â (4)	04/01/2021	Class A Common Stock	17,334	\$ 11.93	D	Â
Employee Stock Option (right to buy)	Â (5)	04/01/2021	Class A Common Stock	9,333	\$ 11.93	D	Â
Employee Stock Option (right to buy)	Â (6)	05/23/2023	Class A Common Stock	45,000	\$ 18.35	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cook Kevin L 8283 GREENSBORO DRIVE MCLEAN, VA 22102	Â	Â	Â SVP and CFO	Member of 13D Group

## Signatures

/s/ Terence E. Kaden as Attorney-in-Fact for Kevin L. Cook 07/18/2014

\_\_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) 1,943 vested shares, 996 shares of restricted stock vesting on June 30, 2015, 545 shares of restricted stock vesting on June 30, 2016 and 3,337 restricted stock units. Each restricted stock unit represents a contingent right to receive one share of the Issuer's Class A common stock upon vesting. One-third of these restricted stock units are scheduled to vest and settle on each of June 30, 2015, 2016 and 2017. The restricted stock and restricted stock units are issued under the Issuer's Amended and Restated Equity Incentive Plan.
  - (2) Options are fully vested and exercisable.
  - (3) 7,998 options are fully vested and exercisable. The remaining options vest and become exercisable, subject to the reporting person's continued employment, ratably on June 30, 2015 and June 30, 2016. These options fully vest and become exercisable immediately prior to the effective date of certain change in control events.
  - (4) 10,398 options are fully vested and exercisable. The remaining options vest and become exercisable ratably on June 30, 2015 and June 30, 2016, 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. At the time of a change in control event, any unvested options will vest immediately prior to the effective date of the event if certain conditions are met.

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- 5,598 options are vested and fully exercisable. The remaining options vest and become exercisable ratably on June 30, 2015 and June 30, 2016, 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. At the time of a change in control event, any unvested options will vest immediately prior to the effective date of the event if certain conditions are met.
- (5)
- 9,000 options are fully vested and exercisable. The remaining options vest and become exercisable, subject to the reporting person's continued employment, ratably on June 30, 2015, June 30, 2016, June 30, 2017, and June 30, 2018. These options fully vest and become exercisable immediately prior to the effective date of certain change in control events.
- (6)

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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