

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 * MAHAFFEE JOSEPH W (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) CAO & EVP / 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 |
|--|--|---|--|--|---|

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 | 88,016 ⁽¹⁾ | D | ^ |
| Class A Common Stock | 91,795 | I | By Trust ⁽²⁾ |
| Class E Special Voting Common Stock | 26,353 ⁽³⁾ | I | By Trust ⁽²⁾ |

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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|---------------------------|-----------------|-------------------------|----------------------------|------------------------------|--|------------|
| Employee Stock Option (right to buy) | Â (4) | 11/19/2018 | Class A Common Stock | 230,000 | \$ 4.28 | D | Â |
| Employee Stock Option (right to buy) | 06/30/2014 ⁽⁵⁾ | 09/15/2014 | Class A Common Stock | 26,335 | \$ 0.01 | D | Â |
| Class C Restricted Common Stock | Â (6) | Â (7) | Class A Common Stock | 39,340 | \$ (6) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|---------------------|
| | Director | 10% Owner | Officer | Other |
| MAHAFFEE JOSEPH W 8283 GREENSBORO DRIVE MCLEAN, VA 22102 | Â | Â | Â CAO & EVP | Member of 13D Group |

Signatures

By: /s/ Terence E. Kaden as Attorney-in-Fact for Joseph W. Mahaffee

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) 57,139 vested shares, 14,772 shares of restricted stock vesting on June 30, 2015, 8,094 shares of restricted stock vesting on June 30, 2016 and 8,011 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) Shares held by the Joseph W. Mahaffee Revocable Trust.
 - (3) Upon the exercise of an option described in footnote 5 below by the reporting person, the reporting person must sell to the issuer, and it must repurchase, at par value, one share of Class E special voting common stock for each option exercised.
 - (4) Options are fully vested and exercisable.
All options are fully vested and exercisable on the date set forth in the table above. All vested options must be exercised within 60 days following the exercise date unless the reporting person receives written consent from the issuer, in which case such options may be exercised through the end of the year in which they become exercisable. Upon exercise of an option, the reporting person must sell to the issuer, and it must repurchase, at par value, one share of Class E special voting common stock for each option exercised.
 - (6) Upon the transfer of any shares of Class C restricted common stock, such shares will be automatically converted on a share for share basis into shares of Class A common stock.
 - (7) N/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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