UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 2)

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)

June 30, 2011

(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. o

1	NAME OF REPORTING PERSON.							
1	Explorer	Coinve	est LLC					
	r							
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
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	SOURCE	OF F	UNDS (SEE INSTRUCTIONS)					
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	Delaware	!						
		_	SOLE VOTING POWER					
NII IN 6E	DED OF	7	105 524 005 (4)					
	BER OF		105,534,897 (1) shares					
	RES CIALLY	8	SHARED VOTING POWER					
	ED BY	U	0 shares					
EA	.CH		SOLE DISPOSITIVE POWER					
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PER	SON		95,660,000 shares					
WI	TH	10	SHARED DISPOSITIVE POWER					
		10	0 shares					
	ACCREC	ZATE						
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
	105,534,8	<u>897</u> (1)	shares					
	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)							
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13	PERCEN	T OF (CLASS REPRESENTED BY AMOUNT IN ROW (11);					
13	84.46%(1	84.46%(1)(2)						
			ORTING PERSON (SEE INSTRUCTIONS)					
14	1112 01							
	OO (Limi	OO (Limited Liability Company)						

⁽¹⁾ Includes 9,874,897 shares over which Explorer Coinvest LLC holds a voting proxy with respect to certain matters. See "Item 6—Irrevocable Proxy and Tag-Along Agreements."

⁽²⁾ All share percentage calculations in this Amendment to Schedule 13D are based on 124,952,952 outstanding shares of Class A common stock.

_	NAME (OF REI	PORTING PERSON.					
1								
	Carlyle I	Carlyle Partners V US, L.P.						
	CHECK	CHECK THE ADDODDIATE DOVIE A MEMBER OF A CROHR (SEE INSTRUCTIONS)						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
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5	CHECK	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
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	Delawar	e						
			SOLE VOTING POWER					
		7						
	BER OF		0 shares					
_	ARES	0	SHARED VOTING POWER					
	ICIALLY ED BY	8	105,534,897 (1) shares					
	CH .		SOLE DISPOSITIVE POWER					
	RTING	9	SOLE DISPOSITIVE POWER					
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W	ITH		SHARED DISPOSITIVE POWER					
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			95,660,000 shares					
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
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	105,534,							
12	CHECK	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
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		NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11);					
13	LLICEI	,1 01	CLICO ILLIADENTED DI INICONI INICON (II),					
	84.46%(1)						
	TYPE O	F REP	ORTING PERSON (SEE INSTRUCTIONS)					
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⁽¹⁾ Includes 9,874,897 shares over which Explorer Coinvest LLC holds a voting proxy with respect to certain matters. See "Item 6—Irrevocable Proxy and Tag-Along Agreements."

_	NAME (OF REF	PORTING PERSON.					
1	TC Group V US, L.P.							
	1C Grou	10 Oroup v 00, E.I.						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
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		IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
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	ARES ICIALLY	8	SHARED VOTING POWER					
	ED BY	U	105,534,897 (1) shares					
EA	СH		SOLE DISPOSITIVE POWER					
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W	ITH	10	SHARED DISPOSITIVE POWER					
		10	95,660,000 shares					
	AGGRE	GATE .	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	105,534,897 (1) shares							
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)							
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10	PERCEN	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11);					
13	84.46%(1)						
		•	ORTING PERSON (SEE INSTRUCTIONS)					
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⁽¹⁾ Includes 9,874,897 shares over which Explorer Coinvest LLC holds a voting proxy with respect to certain matters. See "Item 6—Irrevocable Proxy and Tag-Along Agreements."

1	NAME	OF REI	PORTING PERSON.					
1	TC Grou	ıp V U	S, L.L.C.					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
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	ED BY		105,534,897 (1) shares					
	ACH RTING	9	SOLE DISPOSITIVE POWER					
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		10	95,660,000 shares					
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	105,534	105,534,897 (1) shares						
12	CHECK	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
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42	PERCEI	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11);					
13	84.46%(1)						
			ORTING PERSON (SEE INSTRUCTIONS)					
14	00 (I in	nited I i	iability Company)					
1	OO (Limited Liability Company)							

⁽¹⁾ Includes 9,874,897 shares over which Explorer Coinvest LLC holds a voting proxy with respect to certain matters. See "Item 6—Irrevocable Proxy and Tag-Along Agreements."

_	NAME (OF REI	PORTING PERSON.					
1	TC Group Investment Holdings, L.P.							
	IC Grou	10 Group investment fromings, L.F.						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
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		JCHID	OR PLACE OF ORGANIZATION					
6	CITIZLI	101111	OKTERGE OF OKOMINEMION					
	Delawar	e						
			SOLE VOTING POWER					
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NUMB	-		0 shares					
SHA BENEFI	_	8	SHARED VOTING POWER					
	ED BY	0	105,534,897 (1) shares					
EA	F		SOLE DISPOSITIVE POWER					
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PER	SON		0 shares					
WI	TH	4.0	SHARED DISPOSITIVE POWER					
		10	95,660,000 shares					
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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
	105,534,	105,534,897 (1) shares						
	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
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13	PERCEN	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11);					
13	84.46%(1)						
			ORTING PERSON (SEE INSTRUCTIONS)					
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⁽¹⁾ Includes 9,874,897 shares over which Explorer Coinvest LLC holds a voting proxy with respect to certain matters. See "Item 6—Irrevocable Proxy and Tag-Along Agreements."

1	NAME	OF RE	PORTING PERSON.				
	TCG Ho	TCG Holdings II, L.P.					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
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	ARES ICIALLY	8	SHARED VOTING POWER				
	ED BY		105,534,897 (1) shares				
EA	ACH		SOLE DISPOSITIVE POWER				
	RTING	9					
	RSON		0 shares				
W	ITH	10	SHARED DISPOSITIVE POWER				
		10	95,660,000 shares				
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	ricon	AGGIRGATE AMOUNT DENEFICIALLY OWNED BY EACH REPORTING PERSON					
	105,534	,897 (1) shares				
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	o PERCEI	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11);				
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	84.46%(
14	TYPE C	F REP	ORTING PERSON (SEE INSTRUCTIONS)				
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⁽¹⁾ Includes 9,874,897 shares over which Explorer Coinvest LLC holds a voting proxy with respect to certain matters. See "Item 6—Irrevocable Proxy and Tag-Along Agreements."

	NAME (OF REI	PORTING PERSON.					
1	DDD Investors V. I. I. C.							
	DBD Investors V, L.L.C.							
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
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	RTING	9						
PER	SON		0 shares					
WI	TH	4.0	SHARED DISPOSITIVE POWER					
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	ACCRE	CATE	95,660,000 shares					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
	105,534,	105,534,897 (1) shares						
	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
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13	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11);					
13	84.46%(1)						
		_	ORTING PERSON (SEE INSTRUCTIONS)					
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	OO (Limited Liability Company)							

⁽¹⁾ Includes 9,874,897 shares over which Explorer Coinvest LLC holds a voting proxy with respect to certain matters. See "Item 6—Irrevocable Proxy and Tag-Along Agreements."

	NAME (OF REF	PORTING PERSON.					
1								
	DBD Investors V Holdings, L.L.C.							
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	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
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	BER OF		0 shares					
	RES	8	SHARED VOTING POWER					
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			95,660,000 shares					
11	AGGRE	GATE .	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	105 524	105,534,897 (1) shares						
12	CHECK	IF ITI	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
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	PERCEN	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11);					
13		-						
	84.46%(1)						
_	TYPE O	F REPO	ORTING PERSON (SEE INSTRUCTIONS)					
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			ability Company)					

⁽¹⁾ Includes 9,874,897 shares over which Explorer Coinvest LLC holds a voting proxy with respect to certain matters. See "Item 6—Irrevocable Proxy and Tag-Along Agreements."

	NAME	OF REI	PORTING PERSON.					
1	Ralph W. Shrader							
	Kaipii V	v. Siliadi	EI					
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
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	CITIZE	NSHIP	OR PLACE OF ORGANIZATION					
6	T I:4. J G	74-44	f America					
	United S	states of	SOLE VOTING POWER					
		7	SOLE VOTING POWER					
NUMI	BER OF	,	222,821 (1) shares					
	ARES		SHARED VOTING POWER					
	ICIALLY	8	4.549.599.43.1					
	ED BY		1,513,580 (1) shares					
	ACH RTING	9	SOLE DISPOSITIVE POWER					
	RSON	J	222,821 (1) shares					
W	ITH		SHARED DISPOSITIVE POWER					
		10						
	ACCDE	I C ATTE	2,216,510 (1) shares					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
	2,439,33	31 (1) sl	nares					
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13	PERCE.	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11);					
13	1.94%(1	.)						
	TYPE C	F REP	ORTING PERSON (SEE INSTRUCTIONS)					
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⁽¹⁾ Includes shares pursuant to which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See "Item 6—Irrevocable Proxy and Tag-Along Agreements." Excludes shares of common stock beneficially owned by the other parties to the Amended and Restated Stockholders Agreement, dated as of November 8, 2010 (the "Stockholders Agreement"). The reporting person disclaims beneficial ownership of such excluded shares. See "Item 6—Stockholders Agreement."

	NAME (NAME OF REPORTING PERSON.						
1	CC App	CG Appleby						
	CG App	<u></u>						
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
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			SOLE VOTING POWER					
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	ED BY	O	0 shares					
	ACH	•	SOLE DISPOSITIVE POWER					
	RTING RSON	9	1,704,490 (1) shares					
	ITH		SHARED DISPOSITIVE POWER					
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			0 shares					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
11	1,704,49	00 (1) sł	nares					
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12		CILDICAL TILL TOOLEGIE FERTOCITI IN NOTICE (11) ENGLODES CERTIFIC STRIKES (CLE INCTROCTIONS)						
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13	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11);					
13	1.36%(1)						
			ORTING PERSON (SEE INSTRUCTIONS)					
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	IN							

⁽¹⁾ Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See "Item 6—Irrevocable Proxy and Tag-Along Agreements." Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See "Item 6—Stockholders Agreement."

	NAME (OF REI	PORTING PERSON.					
1	Francis J. Henry, Jr.							
	FidilCIS J	Truncis of Iremy, on						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
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	0	VICILID.	OD DI A CE OE OD CANIZATION					
6	CITIZE	NSHIP	OR PLACE OF ORGANIZATION					
	United S	tates of	America					
			SOLE VOTING POWER					
NILINA	DED OF	7	224 200 (4) de m					
	BER OF ARES		231,899 (1) shares SHARED VOTING POWER					
	ICIALLY	8	SHARED VOTING FOWER					
	ED BY	•	107,510 (1) shares					
	ACH	•	SOLE DISPOSITIVE POWER					
	RTING RSON	9	231,899 (1) shares					
	ITH		SHARED DISPOSITIVE POWER					
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			107,510 (1) shares					
11	AGGRE	GATE .	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	339.409	339,409 (1) shares						
			E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
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13	PERCEN	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11);					
13	0.27%(1	0.27%(1)						
			ORTING PERSON (SEE INSTRUCTIONS)					
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⁽¹⁾ Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See "Item 6—Irrevocable Proxy and Tag-Along Agreements." Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See "Item 6—Stockholders Agreement."

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CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) SEC USE ONLY SURCE OF FUNDS (SEE INSTRUCTIONS) OCHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(6) OR 2(e) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CHECK IF DISCLOSURE OF GRANIZATION United States of America SULE VOTING POWER 133,407 (1) shares SHARED VOTING POWER SHARED SHARED SHARED VOTING POWER BENEFICIALLY SOLE VOTING POWER 140 SHARED VOTING POWER 153,499 (1) shares SOLE DISPOSITIVE POWER 1599 (1) shares 111 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1170,397 (1) shares CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 122 E(1) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		NAME	OF REI	PORTING PERSON.				
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) 3 SEC USE ONLY 4 OO CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION United States of America 7 7 UNMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING 9 PERSON WITH 10 SHARED DISPOSITIVE POWER 133,407 (1) shares SHARED DISPOSITIVE POWER 136,990 (1) shares SHARED DISPOSITIVE POWER 137,407 (1) shares SHARED DISPOSITIVE POWER 136,990 (1) shares CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 13 O1496(1) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	1	Lloyd Howell Ir						
2 (a) E (b) o 3 SEC USE ONLY 3 SOURCE OF FUNDS (SEE INSTRUCTIONS) 4 OO CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 5 OCTIZENSHIP OR PLACE OF ORGANIZATION United States of America VILIABLES SHARED VOTING POWER SHARES SHARED VOTING POWER BENEFICIALITY OF POWER BENEFICIALITY OWNED BY EACH REPORTING PERSON 11 AGGREGATE AMOUNT BENEFICIALITY OWNED BY EACH REPORTING PERSON 12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.1496(1) 13 O.1496(1) 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)								
2 (a) E (b) o 3 SEC USE ONLY 3 SOURCE OF FUNDS (SEE INSTRUCTIONS) 4 OO CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 5 OCTIZENSHIP OR PLACE OF ORGANIZATION United States of America VILIABLES SHARED VOTING POWER SHARES SHARED VOTING POWER BENEFICIALITY OF POWER BENEFICIALITY OWNED BY EACH REPORTING PERSON 11 AGGREGATE AMOUNT BENEFICIALITY OWNED BY EACH REPORTING PERSON 12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.1496(1) 13 O.1496(1) 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
SOURCE OF FUNDS (SEE INSTRUCTIONS) OO CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION United States of America VINUMBER OF SHARES BENEFICIALITY OWNED BY EACH REPORTING PERSON WITH AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 13 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 15 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 16 17 DEFERENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 17 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	2							
SECUSE ONLY SOURCE OF FUNDS (SEE INSTRUCTIONS) OO CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) OCCURRENSHIP OR PLACE OF ORGANIZATION United States of America NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) (2(1) 13 DIAM'S(1) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)								
3 4 SOURCE OF FUNDS (SEE INSTRUCTIONS) 4 OO CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION United States of America Value			E ONI					
SOURCE OF FUNDS (SEE INSTRUCTIONS) OO CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION United States of America VIMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 170,397 (1) shares CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) EIGHER IF THE AGGREGATE AMOUNT IN ROW (11): 13 OL14%(1) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	3	SEC US	E ONL	Y				
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CHECK IF DISCLOSURE OF LEGAL PROCEEDING POWER SOLE VOTING POWER 36,990 (1) shares SHARED VOTING POWER 36,990 (1) shares SHARED VOTING POWER 36,990 (1) shares 10 36,990 (1) shares SHARED DISPOSITIVE POWER 36,990 (1) shares 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 170,397 (1) shares CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)								
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION United States of America 7 SOLE VOTING POWER 133,407 (1) shares SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 170,397 (1) shares CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 12 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11); 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		SOURC	E OF F	UNDS (SEE INSTRUCTIONS)				
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION United States of America Ty SOLE VOTING POWER 133,407 (1) shares SHARED VOTING POWER SHARED VOTING POWER 36,990 (1) shares SOLE DISPOSITIVE POWER 133,407 (1) shares SOLE DISPOSITIVE POWER 133,407 (1) shares SHARED DISPOSITIVE POWER 133,407 (1) shares SHARED DISPOSITIVE POWER 36,990 (1) shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 170,397 (1) shares CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 20 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	4							
6 CITIZENSHIP OR PLACE OF ORGANIZATION United States of America NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10 SHARED OSLE DISPOSITIVE POWER 133,407 (1) shares SOLE DISPOSITIVE POWER 36,990 (1) shares 133,407 (1) shares 14 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 170,397 (1) shares CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11); 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)								
6 CITIZENSHIP OR PLACE OF ORGANIZATION United States of America 7 SOLE VOTING POWER 133,407 (1) shares SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER 36,990 (1) shares SHARED DISPOSITIVE POWER 36,990 (1) shares 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 170,397 (1) shares CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 12 DISPOSITIVE POWER 36,990 (1) shares 14 Type OF REPORTING PERSON (SEE INSTRUCTIONS)	5	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
Number of Shares Shared voting power	J	0						
United States of America 7		CITIZE	NSHIP	OR PLACE OF ORGANIZATION				
NUMBER OF SHARES SHARES SHARED VOTING POWER SHARES OWNED BY EACH REPORTING PERSON WITH 10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 170,397 (1) shares CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11); 11 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	6							
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 170,397 (1) shares CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 13 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		United S	States of					
NUMBER OF SHARES SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 170,397 (1) shares CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11); 13 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) 14 15 16 17 17 18 19 19 19 19 10 11 12 13 14 14 15 15 16 17 18 18 18 18 18 18 18 18 18			7	SOLE VOTING POWER				
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10 SOLE DISPOSITIVE POWER 133,407 (1) shares SHARED DISPOSITIVE POWER 136,990 (1) shares SHARED DISPOSITIVE POWER 170,397 (1) shares CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11); 13 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) 14	NUME	BER OF	/	133.407 (1) shares				
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 170,397 (1) shares CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11); 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	SHA	ARES						
EACH REPORTING PERSON WITH 10 SOLE DISPOSITIVE POWER 133,407 (1) shares 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 170,397 (1) shares CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11); 13 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) 14	BENEF	ICIALLY	8					
REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER 36,990 (1) shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 170,397 (1) shares CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 2(1) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11); 13 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	OWN	ED BY						
PERSON WITH 10 SHARED DISPOSITIVE POWER 36,990 (1) shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 170,397 (1) shares CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 2(1) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11); 13 71 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			0	SOLE DISPOSITIVE POWER				
SHARED DISPOSITIVE POWER 36,990 (1) shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 170,397 (1) shares CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11); 13 O.14%(1) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			9	133.407 (1) shares				
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 170,397 (1) shares CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11); 0.14%(1) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)								
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 170,397 (1) shares CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) [2](1) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11); 0.14%(1) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			10					
11 170,397 (1) shares CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □(1) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11); 0.14%(1) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				36,990 (1) shares				
170,397 (1) shares CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □(1) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11); 0.14%(1) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	11	AGGRE	GATE .	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □(1) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11); 0.14%(1) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	11	170 397	(1) sha	res				
12 □(1) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11); 0.14%(1) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)								
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11); 0.14%(1) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	12	CILCI						
13 0.14%(1) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		☑ (1)						
0.14%(1) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) 14	10	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11);				
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) 14	13	0 1 <i>4</i> 9/ ₄ (1	0.1407(1)					
14				ORTING PERSON (SEE INSTRICTIONS)				
	14	11111	TIPE OF REPORTING PERSON (SEE INSTRUCTIONS)					
IIV		IN						

⁽¹⁾ Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See "Item 6—Irrevocable Proxy and Tag-Along Agreements." Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See "Item 6—Stockholders Agreement."

1	NAME OF REPORTING PERSON.					
1	Joseph Logue					
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
2	2 (a) (b) o					
3	SEC US	E ONL	Y			
4	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)			
5		IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
6	CITIZE		OR PLACE OF ORGANIZATION			
	United S	otates o	f America			
		7	SOLE VOTING POWER			
NUME	BER OF		153,071 (1) shares			
	ARES		SHARED VOTING POWER			
	ICIALLY ED BY	8	0 shares			
EA	СH	_	SOLE DISPOSITIVE POWER			
	RTING RSON	9	153,071 (1) shares			
	ITH		SHARED DISPOSITIVE POWER			
		10	0 shares			
	AGGRE	EGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11						
	153,071 CHECK		res E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
12	CHECK	. 11. 111.	L'AGGLEGAL AMOUNT IN NOW (11) L'AGLODES GENTAIN STANES (SEE INSTRUCTIONS)			
	☑ (1)					
13	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11);			
10	0.12%(1	.)				
1.4	TYPE C	F REP	ORTING PERSON (SEE INSTRUCTIONS)			
14	IN					

⁽¹⁾ Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See "Item 6—Irrevocable Proxy and Tag-Along Agreements." Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See "Item 6—Stockholders Agreement."

1	NAME OF REPORTING PERSON.						
1	Joseph V	Joseph W. Mahaffee					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
2		(a) ☑					
(b) o							
3	SEC USE ONLY						
4	SOURC	DURCE OF FUNDS (SEE INSTRUCTIONS)					
4	00						
_	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
5	0						
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION				
6	United S	States o	f America				
	·	_	SOLE VOTING POWER				
NUMI	BER OF	7	358,123 (1) shares				
SHA	ARES		SHARED VOTING POWER				
	ICIALLY ED BY	8	0 shares				
	ACH		SOLE DISPOSITIVE POWER				
	RTING RSON	9	358,123 (1) shares				
	ITH		SHARED DISPOSITIVE POWER				
		10	0 shares				
	AGGRE	EGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	358 123	358,123 (1) shares					
			E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
12	☑ (1)						
		NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11);				
13	0.20%/(1	`					
	0.29%(1 TYPE C		ORTING PERSON (SEE INSTRUCTIONS)				
14							
	IN						

⁽¹⁾ Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See "Item 6—Irrevocable Proxy and Tag-Along Agreements." Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See "Item 6—Stockholders Agreement."

1	NAME OF REPORTING PERSON.						
_	John D.	John D. Mayer					
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
	(b) o SEC USE ONLY						
3	SEC US	E UNL	Y				
4	SOURC	OURCE OF FUNDS (SEE INSTRUCTIONS)					
4	00						
_	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
5	0						
		CITIZENSHIP OR PLACE OF ORGANIZATION					
6	United C	tatas a	f America				
	Officed S	otates o	SOLE VOTING POWER				
		7	SOLE VOING TOWER				
NUME	BER OF		352,449 (1) shares				
	ARES	0	SHARED VOTING POWER				
	ICIALLY ED BY	8	0 shares				
	СH	•	SOLE DISPOSITIVE POWER				
	RTING RSON	9	352,449 (1) shares				
	ITH		SHARED DISPOSITIVE POWER				
		10					
			0 shares				
11	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	352,449	(1) sha	res				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
12	☑ (1)						
4.5		NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11);				
13	0.28%(1)					
	,		ORTING PERSON (SEE INSTRUCTIONS)				
14							
	IN						

⁽¹⁾ Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See "Item 6—Irrevocable Proxy and Tag-Along Agreements." Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See "Item 6—Stockholders Agreement."

1	NAME	NAME OF REPORTING PERSON.				
	John M. McConnell					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
2	(a) ☑					
	(b) o					
3	SEC US	E ONL	Y			
4	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)			
7	00	00				
	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
5	0					
		NSHIP	OR PLACE OF ORGANIZATION			
6						
	United S	States o	f America			
		7	SOLE VOTING POWER			
NIIMI	BER OF	7	201,162 (1) shares			
	ARES		SHARED VOTING POWER			
	ICIALLY	8	SIRIKED VOTINGTOWEK			
	ED BY		0 shares			
	ACH	•	SOLE DISPOSITIVE POWER			
	RTING	9	201 162 (1)			
	RSON		201,162 (1) shares			
, vv	ITH	10	SHARED DISPOSITIVE POWER			
		10	0 shares			
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11						
	201,162					
12	CHECK	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
12						
1-	` ′	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11);			
13	0.16%(1)				
			ORTING PERSON (SEE INSTRUCTIONS)			
14	111110	i NEP	ONTING LEGGING (SEE INSTRUCTIONS)			
	IN					

⁽¹⁾ Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See "Item 6—Irrevocable Proxy and Tag-Along Agreements." Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See "Item 6—Stockholders Agreement."

1	NAME OF REPORTING PERSON.						
1	Robert S. Osborne						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
2		. 111L <i>f</i>	IT NOT THAT I DON IT A WILWIDER OF A GROOT (SEE INSTRUCTIONS)				
_	(a) ☑ (b) o						
	Y						
3							
	SOURC	SOURCE OF FUNDS (SEE INSTRUCTIONS)					
4	PF						
_	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
5	0						
C	CITIZE	NSHIP	OR PLACE OF ORGANIZATION				
6	United S	States o	f America				
	SOLE VOTING POWER						
NUMI	BER OF	7	75,940 (1) shares				
	ARES	0	SHARED VOTING POWER				
	ICIALLY ED BY	8	0 shares				
	ACH	0	SOLE DISPOSITIVE POWER				
	RTING RSON	9	75,940 (1) shares				
W	ITH	10	SHARED DISPOSITIVE POWER				
		10	0 shares				
11	AGGRE	EGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	75,940 ((1) share	es es				
10	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
12	☑ (1)						
10	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11);				
13	0.06%(1	.)					
1.4			ORTING PERSON (SEE INSTRUCTIONS)				
14	IN						

⁽¹⁾ Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See "Item 6—Irrevocable Proxy and Tag-Along Agreements." Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See "Item 6—Stockholders Agreement."

1	NAME	OF REI	PORTING PERSON.				
_	Patrick I	Patrick F. Peck					
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
2	2 (a) (b) o						
		SEC USE ONLY					
3							
4	SOURC	OURCE OF FUNDS (SEE INSTRUCTIONS)					
4	00						
_	CHECK	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
5	0						
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION				
6	United S	States o	f America				
			SOLE VOTING POWER				
NUMI	BER OF	7	93,733 (1) shares				
	ARES		SHARED VOTING POWER				
	ICIALLY ED BY	8	0.540 (1) shares				
	СН		9,540 (1) shares SOLE DISPOSITIVE POWER				
REPO	RTING	9					
	RSON ITH		93,733 (1) shares SHARED DISPOSITIVE POWER				
***	1111	10					
	ACCRE	CATE	9,540 (1) shares				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	103,273						
12	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
14	☑ (1)						
13	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11);				
13	0.08%(1	.)					
1 1	TYPE C	F REP	ORTING PERSON (SEE INSTRUCTIONS)				
14	IN						

⁽¹⁾ Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See "Item 6—Irrevocable Proxy and Tag-Along Agreements." Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See "Item 6—Stockholders Agreement."

1	NAME OF REPORTING PERSON.					
1	Horacio	Horacio D. Rozanski				
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
2						
	(b) o					
3	SEC USE ONLY					
	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)			
4	00					
_	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
5	0					
		NSHIP	OR PLACE OF ORGANIZATION			
6	United S	States o	f America			
	SOLE VOTING POWER					
MIIMI	BER OF	7	209,117 (1) shares			
	ARES		SHARED VOTING POWER			
BENEF	ICIALLY	8				
	ED BY ACH		0 shares SOLE DISPOSITIVE POWER			
REPO	RTING	9				
	RSON		209,117 (1) shares			
\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	ITH	10	SHARED DISPOSITIVE POWER			
			0 shares			
11	AGGRE	EGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	209,117					
12	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
14	☑ (1)					
12	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11);			
13	0.17%(1	.)				
1.4	TYPE C	F REP	ORTING PERSON (SEE INSTRUCTIONS)			
14	IN					
1	1					

⁽¹⁾ Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See "Item 6—Irrevocable Proxy and Tag-Along Agreements." Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See "Item 6—Stockholders Agreement."

1	NAME OF REPORTING PERSON.						
1	Samuel	amuel R. Strickland					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
2		. IHE F	APPROPRIATE DON IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
_	(a) ☑ (b) o	(a) ☑(b) o					
SEC USE ONLY			Y				
3							
	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)				
4	00						
F	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
5	0						
C	CITIZE	NSHIP	OR PLACE OF ORGANIZATION				
6	United S	States o	f America				
	SOLE VOTING POWER						
NUMI	BER OF	7	558,330 (1) shares				
	ARES	_	SHARED VOTING POWER				
	ICIALLY ED BY	8	0 shares				
	ACH	_	SOLE DISPOSITIVE POWER				
	RTING RSON	9	558,330 (1) shares				
W	ITH	4.0	SHARED DISPOSITIVE POWER				
		10	0 shares				
44	AGGRE	EGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	558,330	558,330 (1) shares					
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
12	☑ (1)						
10		NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11);				
13	0.45%(1	.)					
1.4			ORTING PERSON (SEE INSTRUCTIONS)				
14	IN						

⁽¹⁾ Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See "Item 6—Irrevocable Proxy and Tag-Along Agreements." Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See "Item 6—Stockholders Agreement."

1	NAME OF REPORTING PERSON.						
1	Ronald 7	Ronald T. Kadish					
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
2	(a) 🗹	(a) ☑					
	(b) o						
3	SEC US	E ONL	Y				
4	SOURC	OURCE OF FUNDS (SEE INSTRUCTIONS)					
4	00						
_	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
5	0						
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION				
6	United S	States o	f America				
	Omited 6		SOLE VOTING POWER				
NITINA	DED OF	7	52 000 (1) do				
	BER OF ARES		53,800 (1) shares SHARED VOTING POWER				
	ICIALLY	8	SIMILED VOINGTOWER				
	ED BY		0 shares				
	ACH RTING	9	SOLE DISPOSITIVE POWER				
	RSON		53,800 (1) shares				
W	ITH	10	SHARED DISPOSITIVE POWER				
		10	0 shares				
44	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	53,800 (53,800 (1) shares					
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
12	☑ (1)						
4 -		NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11);				
13	0.04%(1)					
			ORTING PERSON (SEE INSTRUCTIONS)				
14							
	IN						

⁽¹⁾ Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See "Item 6—Irrevocable Proxy and Tag-Along Agreements." Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See "Item 6—Stockholders Agreement."

	NAME (NAME OF REPORTING PERSON.						
1								
	Gary D.	Gary D. Labovich						
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
2	CILCIC	. 11111 7	TROTRINE BOX II A WEMBER OF A GROOF (SEE INSTRUCTIONS)					
2	(a) 🗹							
	(b) o							
	SEC US	E ONL	Y					
3								
	SOURC	SOURCE OF FUNDS (SEE INSTRUCTIONS)						
4	booke	LOII	ONDO (OLL INTROCTIONO)					
	00							
	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
5								
	0							
6	CITIZEI	CITIZENSHIP OR PLACE OF ORGANIZATION						
	United S	states of	f America					
			SOLE VOTING POWER					
		7						
	BER OF		123,137 (1) shares					
_	ARES	0	SHARED VOTING POWER					
	ICIALLY ED BY	8	0 shares					
	ACH		SOLE DISPOSITIVE POWER					
	RTING	9						
PEF	RSON		123,137 (1) shares					
W	ITH	4.0	SHARED DISPOSITIVE POWER					
		10						
	ACCDE	CATE	0 shares AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	AGGRE	GAIL	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	123,137	123,137 (1) shares						
	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12								
	☑(1)	TE OF	OLAGG DEDDEGENWEED DV ANOLINE IN DOLL (44)					
13	PERCE	NI OF	CLASS REPRESENTED BY AMOUNT IN ROW (11);					
15	0.10%(1)						
			ORTING PERSON (SEE INSTRUCTIONS)					
14								
	IN	IN						

⁽¹⁾ Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See "Item 6—Irrevocable Proxy and Tag-Along Agreements." Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See "Item 6—Stockholders Agreement."

1	NAME OF REPORTING PERSON. Richard J. Wilhelm					
	Addition () () (iii)					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) 2 (a) (a)					
2						
	(b) o					
3	SEC US	E ONL	Y			
4	SOURC	SOURCE OF FUNDS (SEE INSTRUCTIONS)				
4	00					
_	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
5	0					
		NSHIP	OR PLACE OF ORGANIZATION			
6	United 9	States o	f America			
	Officed	otates o	SOLE VOTING POWER			
		7				
	BER OF		172,157 (1) shares			
	ARES ICIALLY	y 8	SHARED VOTING POWER			
	ED BY	•	82,700 shares			
	CH		SOLE DISPOSITIVE POWER			
	RTING RSON	9	172,157 (1) shares			
W.	ITH		SHARED DISPOSITIVE POWER			
		10	82,700 shares			
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
		254,857 (1) shares				
12	CHECK	IF IH.	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
	☑ (1)					
13	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11);			
13	0.20%(1	.)				
4.4	TYPE C	F REP	ORTING PERSON (SEE INSTRUCTIONS)			
14	IN					
	11.1					

⁽¹⁾ Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See "Item 6—Irrevocable Proxy and Tag-Along Agreements." Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See "Item 6—Stockholders Agreement."

Amendment No. 2 to Schedule 13D

This Amendment to Schedule 13D is being filed to report the acquisition of beneficial ownership of stock by each of the reporting persons. The Schedule 13D originally filed on December 16, 2010, as amended by the Schedule 13D/A filed on April 4, 2011 is hereby further amended and supplemented as set forth below in this Amendment No. 2.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended to add the following sentence to the end of this section:

Dr. Shrader and Messrs. Appleby, Henry, Howell, Logue, Mahaffee, Mayer, McConnell, Osborne, Peck, Rozanski, Strickland, Kadish, Labovich and Wilhelm received compensatory grants of an aggregate of 201,943 shares of restricted Class A common stock pursuant to the Booz Allen Hamilton Holding Corporation Equity Incentive Plan. Mr. Peck also acquired 121,178 shares of Class A common stock upon the exercise of stock options previously granted to him under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan and the Booz Allen Hamilton Holding Corporation Officers' Rollover Stock Plan for an aggregate exercise price of \$951,478.90. Mr. Peck funded such purchase through the sale of shares received on exercise. Mr. Kadish also acquired 28,752 shares of class A common stock upon the exercise of stock options previously granted to him under the Booz Allen Hamilton Holding Corporation Officers' Rollover Stock Plan and the Booz Allen Hamilton Holding Corporation Equity Incentive Plan for an aggregate exercise price of \$123,257.82. Mr. Kadish funded such purchase through the sale of shares received on exercise.

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 124,952,952 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, Carlyle Partners V US, L.P., TC Group V US, L.P., TC Group V US, L.L.C., TC Group Investment Holdings, L.P., TCG Holdings II, L.P., DBD Investors V, L.L.C. and DBD Investors V Holdings, L.L.C. may be deemed to beneficially own 105,534,897 shares of Class A common stock, including 95,660,000 shares of Class A common stock owned directly by Explorer Coinvest LLC and 9,874,897 shares of Class A common stock over which Explorer Coinvest LLC holds an irrevocable proxy that entitles it to vote the shares with respect to certain matters. See "Item 6— Irrevocable Proxy and Tag-Along Agreements." Carlyle Partners V US, L.P. is the managing member of Explorer Coinvest LLC. TC Group V US, L.P. is the sole general partner of Carlyle Partners V US, L.P. TC Group V US, L.L.C. is the sole general partner of TC Group Investment Holdings, L.P. is the managing member of TC Group Investment Holdings, L.P. DBD Investors V, L.L.C. is the sole general partner of TC Group Investment Holdings, L.P. DBD Investors V, L.L.C. is the managing member of DBD Investors V, L.L.C. and, in such capacity, exercises investment discretion and control of the shares beneficially owned by Explorer Coinvest LLC. Each of Carlyle Partners V US, L.P., TC Group V US, L.P., TC Group V US, L.L.C., TC Group Investment Holdings, L.P., TCG Holdings II, L.P., DBD Investors V, L.L.C. and DBD Investors V Holdings, L.L.C. disclaim beneficial ownership of the shares reported herein except to the extent of its pecuniary interest therein. DBD Investors V Holdings, L.L.C. is managed by a three-person managing board, and all board action relating to the voting or disposition of these shares requires approval of a majority of the board. The members of the managing board are William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein, all of whom disclaim beneficial ownership of these shares.

Dr. Shrader may be deemed to beneficially own an aggregate of 2,439,331 shares of Class A common stock, including (i) 19,753 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 1,356,900 shares of Class A common stock held by the Ralph W. Shrader Revocable Trust, (iii) 156,680 shares of Class A common stock issuable upon conversion of an equal number of shares of Class C common stock held by the Ralph W. Shrader Revocable Trust that may be converted within 60 days, (iv) 203,068 shares of Class A common stock issuable upon the exercise of options that may be

exercised within 60 days and (v) 702,930 shares of Class A common stock issuable upon conversion of an equal number of Class B common stock held by the Shrader Trust FBO Bryan Shrader, Shrader Trust FBO Jeffrey Shrader and Shrader Trust FBO Mark Shrader (collectively, the "Shrader Trusts"). Dr. Shrader shares investment power and voting power over the 1,513,580 shares held by the Ralph W. Shrader Revocable Trust with his wife, Janice W. Shrader. Dr. Shrader may be deemed to share power to direct the disposition of the 702,930 shares held by the Shrader Trusts because he has the right to substitute assets with the trusts (and thereby may be deemed to have the right to acquire shares held by the trusts), subject to the trustees' reasonable satisfaction that the substitute assets received by the trusts are of equal value to the trust property exchanged therefor. Dr. Shrader disclaims beneficial ownership of the shares held by the Shrader Trusts.

Mr. Appleby may be deemed to beneficially own an aggregate of 1,704,490 shares of Class A common stock, including (i) 17,842 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 1,326,900 shares of Class A common stock held directly, (iii) 156,680 shares of Class A common stock issuable upon conversion of an equal number of shares of Class C common stock that may be converted within 60 days, and (iv) 203,068 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. Henry may be deemed to beneficially own an aggregate of 339,409 shares of Class A common stock, including (i) 14,018 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 107,510 shares of Class A common stock held by the Francis J. Henry, Jr. Trust, (iii) 39,290 shares of Class A common stock issuable upon conversion of an equal number of shares of Class C common stock that may be converted within 60 days, and (iv) 178,591 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days. Mr. Henry shares investment and voting power over the shares held by the Francis J. Henry, Jr. Trust with his wife, Stephanie J. Henry.

Mr. Howell may be deemed to beneficially own an aggregate of 170,397 shares of Class A common stock, including (i) 14,018 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 36,990 shares of Class A common stock held by the Lloyd Howell, Jr. Trust, (iii) 4,510 shares of Class A common stock issuable upon conversion of an equal number of shares of Class C common stock that may be converted within 60 days and (iv) 114,879 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days. Mr. Howell shares investment and voting power over the shares held by the Lloyd Howell, Jr. Trust with his wife, Patricia S. Howell.

Mr. Logue may be deemed to beneficially own an aggregate of 153,071 shares of Class A common stock, including (i) 14,018 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan and (ii) 139,053 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. Mahaffee may be deemed to beneficially own an aggregate of 358,123 shares of Class A common stock, including (i) 14,018 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 114,120 shares of Class A common stock held by the Joseph W. Mahaffee Revocable Trust, (iii) 39,340 shares of Class A common stock issuable upon conversion of an equal number of shares of Class C common stock that may be converted within 60 days, and (iv) 190,645 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days. Mr. Mahaffee is the sole trustee of the Joseph W. Mahaffee Revocable Trust and has sole investment power and voting power over the shares held by the trust.

Mr. Mayer may be deemed to beneficially own an aggregate of 352,449 shares of Class A common stock, including (i) 14,018 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 107,510 shares of Class A common stock held directly, (iii) 61,330 shares of Class A common stock issuable upon conversion of an equal number of shares of Class C common stock that may be converted within 60 days, and (iv) 169,591 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. McConnell may be deemed to beneficially own an aggregate of 201,162 shares of Class A common stock, including (i) 17,842 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan and (ii) 183,320 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. Osborne may be deemed to beneficially own an aggregate of 75,940 shares of Class A common stock, including (i) 5,900 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 33,050 shares of Class A common stock held directly, (iii) 36,990 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. Peck may be deemed to beneficially own an aggregate of 103,273 shares of Class A common stock, including (i) 14,018 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 9,540 shares of Class A common stock held by the Patrick F. Peck Trust, (iii) 33,725 shares of Class A common stock issuable upon the conversion of an equal number of shares of Class C common stock that may be converted within 60 days and (iv) 45,990 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days. Mr. Peck shares investment and voting power over the shares held by the Patrick F. Peck Trust with his wife, Debra A. Peck.

Mr. Rozanski may be deemed to beneficially own an aggregate of 209,117 shares of Class A common stock, including (i) 14,018 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 96,880 shares of Class A common stock held directly, (iii) 29,330 shares of Class A common stock issuable upon the conversion of an equal number of shares of Class C common stock that may be converted within 60 days and (iv) 68,889 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. Strickland may be deemed to beneficially own an aggregate of 558,330 shares of Class A common stock, including (i) 17,842 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 215,040 shares of Class A common stock held by the Samuel Strickland Revocable Trust, (iii) 106,230 shares of Class A common stock issuable upon conversion of an equal number of shares of Class C common stock that may be converted within 60 days and (iv) 219,218 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days. Mr. Strickland is the sole trustee of the Samuel Strickland Revocable Trust and has sole investment power and voting power over the shares held by the trust.

Mr. Kadish may be deemed to beneficially owns an aggregate of 53,800 shares of Class A common stock, including (i) 4,720 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 2,100 share of Class A common stock issuable upon the exercise of options that may be exercised within 60 days and (iii) 46,980 shares of Class A common stock held directly.

Mr. Labovich may be deemed to beneficially owns an aggregate of 123,137 shares of Class A common stock, including (i) 5,900 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 64,980 shares of Class A common stock held directly and (iii) 52,257 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. Wilhelm may be deemed to beneficially own an aggregate of 254,857 shares of Class A common stock, including (i) 14,018 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan (ii) 36,990 shares of Class A common stock held directly, (iii) 82,700 shares of Class A common stock held by the Richard J. Wilhelm Trust and (iv) 121,149 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days. Mr. Wilhelm shares investment and voting power over the shares held by the Richard J. Wilhelm Trust with his wife, K. Shelly Porges.

(c) On June 21, 2011, pursuant to a 10b5-1 trading plan adopted on March 10, 2011, Mr. Peck exercised options to purchase 91,980 shares of Class A common stock at a per share exercise price of \$4.28 and sold all such shares at the following prices:

Shares	Price
81,566	18.5000
394	18.5001
1,100	18.5050
600	18.5100
100	18.5200
100	18.5300
320	18.5400
596	18.5500
804	18.5700
500	18.5750
2,450	18.5800
200	18.5850
350	18.5900
600	18.5950
2,300	18.6000

On June 30, 2011, pursuant to a 10b5-1 trading plan adopted on March 10, 2011, Mr. Kadish exercised options to purchase 18,990 shares of Class A common stock, 3,900 shares of Class A common stock and 2,862 shares of Class A common stock at per share exercise prices of \$4.28, \$6.08 and \$0.01, respectively, and sold all such shares at the following prices:

Shares	Price
1,026	18.75
1,200	18.753
700	18.755
100	18.76
100	18.77
100	18.775
200	18.78
76	18.79
200	18.795
701	18.8025
200	18.805
400	18.81
300	18.815
1,824	18.82
2,700	18.83
1,700	18.84
100	18.8405
300	18.85
900	18.86
100	18.865
100	18.87
100	18.88
100	18.91
28	18.915
133	18.92
100	18.94
139	18.955
40	18.9664
100	18.97
200	18.98
7,176	19
100	19.0001
200	19.005
100	19.0092
200	19.01
100	19.03
400	19.05
100	19.06
112	19.07
700	19.08
25	19.085
450	19.009
800	19.1
500	19.11
200	19.12
29	19.14
170	19.1501
23	19.17
100	19.17
300	19.23
300	19.23

On July 1, 2011, pursuant to a 10b5-1 trading plan adopted on March 10, 2011, Mr. Peck exercised options to purchase 29,198 shares of Class A common stock at a per share exercise price of \$0.01 and sold all such shares at the following prices:

Shares	Price
100	18.94
100	19.01
85	19.04
14	19.0489
100	19.05
1	19.07
200	19.09
24,753	19.1
1,285	19.11
100	19.115
760	19.12
100	19.13
100	19.14

100	19.16
700	19.17
200 300	19.18
300	19.2
100	19.21
100	19.22

On July 1, 2011, the Issuer granted shares of restricted Class A common stock to the Reporting Persons listed in the table below in the amounts set forth opposite the reporting person's name:

Reporting Person	Restricted Class A Shares
Ralph W. Shrader	19,753
CG Appleby	17,842
Francis J. Henry, Jr.	14,018
Lloyd Howell, Jr.	14,018
Joseph Logue	14,018
Joseph W. Mahaffee	14,018
John D. Mayer	14,018
John M. McConnell	17,842
Robert S. Osborne	5,900
Patrick F. Peck	14,018
Horacio D. Rozanski	14,018
Samuel R. Strickland	17,842
Ronald T. Kadish	4,720
Gary D. Labovich	5,900
Richard J. Wilhelm	14,018

On July 12, 2011, pursuant to a 10b5-1 trading plan adopted on March 10, 2011, Mr. Kadish exercised options to purchase 3,000 shares of Class A common stock at a per share exercise price of \$6.08 and sold all such shares at a price of \$19.50 per share.

- (d) Not applicable.
- (e) Not applicable.

Item 7. Material to be Filed as Exhibits

Item 7 is hereby supplemented by adding the following exhibits in appropriate numerical order

Exhibit No.	Description		
99.1.2	Joint Filing Agreement.		
		29	

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: Carlyle Partners V US, L.P., as its Managing Member

By: TC Group V US, L.P., as its General Partner

By: TC Group V US, L.L.C., as its General Partner

By: TC Group Investment Holdings, L.P., as its Managing Member

By: TCG Holdings II, L.P., as its General Partner

By: DBD Investors V, L.L.C., as its General Partner

By: DBD Investors V Holdings, L.L.C., as its Managing Member

By: *

Name: David M. Rubenstein Title: Managing Director

CARLYLE PARTNERS V US, L.P.

By: TC Group V US, L.P., as its General Partner

By: TC Group V US, L.L.C., as its General Partner

By: TC Group Investment Holdings, L.P., as its Managing Member

By: TCG Holdings II, L.P., as its General Partner

By: DBD Investors V, L.L.C., as its General Partner

By: DBD Investors V Holdings, L.L.C., as its Managing Member

By: *

Name: David M. Rubenstein Title: Managing Director

TC GROUP V US, L.P.

- By: TC Group V US, L.L.C., as its General Partner
- By: TC Group Investment Holdings, L.P., as its Managing Member
- By: TCG Holdings II, L.P., as its General Partner
- By: DBD Investors V, L.L.C., as its General Partner
- By: DBD Investors V Holdings, L.L.C., as its Managing Member
- By: *

Name: David M. Rubenstein Title: Managing Director

TC GROUP V US, L.L.C.

- By: TC Group Investment Holdings, L.P., as its Managing Member
- By: TCG Holdings II, L.P., as its General Partner
- By: DBD Investors V, L.L.C., as its General Partner
- By: DBD Investors V Holdings, L.L.C., as its Managing Member
- By: *

Name: David M. Rubenstein Title: Managing Director

TC GROUP INVESTMENT HOLDINGS, L.P.

- By: TCG Holdings II, L.P., as its General Partner
- By: DBD Investors V, L.L.C., as its General Partner
- By: DBD Investors V Holdings, L.L.C., as its Managing Member
- By: *

Name: David M. Rubenstein Title: Managing Director

TCG HOLDINGS II, L.P.

- By: DBD Investors V, L.L.C., as its General Partner
- By: DBD Investors V Holdings, L.L.C., as its Managing Member
- By: *

Name: David M. Rubenstein Title: Managing Director

DBD INVESTORS V, L.L.C.

By:	$\label{eq:DBD} \begin{array}{l} \text{DBD Investors V Holdings, L.L.C., as its Managing} \\ \text{Member} \end{array}$	
By:	*	
<i>J</i> .	Name: David M. Rubenstein	
	Title: Managing Director	
DBI	D INVESTORS V HOLDINGS, L.L.C.	
By:	*	
	Name: David M. Rubenstein	
	Title: Managing Director	
	**	
	Ralph W. Shrader	
	**	
	CG Appleby	
	** Francis J. Henry, Jr.	
	Tuncis 3. Hemy, 31.	
	**	
	Lloyd Howell, Jr.	
	**	
	Joseph Logue	
	**	
	Joseph W. Mahaffee	
	**	
	John D. Mayer	
	**	
	John M. McConnell	
	voim vi. Necomicii	
	**	
	Robert S. Osborne	
	**	
	Patrick F. Peck	
	**	
	Horacio D. Rozanski	
	**	
	Samuel R. Strickland	
	**	
	Ronald T. Kadish	
	**	
	** Gary D. Labovich	
	22	

**

Richard J. Wilhelm

* The undersigned, by signing his name hereto, executes this Schedule pursuant to the Power of Attorney executed on behalf of the above-named entities and individuals and filed herewith.

By: /s/ R. Rainey Hoffman

R. Rainey Hoffman Attorney-in-Fact

** The undersigned, by signing his name hereto, executes this Schedule pursuant to the Power of Attorney executed on behalf of the above-named entities and individuals and filed herewith.

By: /s/ Terence Kaden

Terence Kaden Attorney-in-Fact

INDEX TO EXHIBITS

Exhibit No.
99.1.2 Description

Joint Filing Agreement.

Joint Filing Agreement

The undersigned hereby agree that they are filing this statement jointly pursuant to Rule 13d-1(k)(1). Each of them is responsible for the timely filing of such Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

In accordance with Rule 13d-1(k)(1) promulgated under the Securities and Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of such a statement on Schedule 13D and any amendments thereto with respect to the common stock beneficially owned by each of them, of Booz Allen Hamilton Holding Corporation, a Delaware corporation. This Joint Filing Agreement shall be included as an exhibit to such Schedule 13D and amendments thereto.

[Remainder of this page has been left intentionally blank]

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 15th day of July, 2011.

EXPLORER COINVEST, LLC

- By: Carlyle Partners V US, L.P., as its Managing Member
- By: TC Group V US, L.P., as its General Partner
- By: TC Group V US, L.L.C., as its General Partner
- By: TC Group Investment Holdings, L.P., as its Managing
- By: TCG Holdings II, L.P., as its General Partner
- By: DBD Investors V, L.L.C., as its General Partner
- By: DBD Investors V Holdings, L.L.C., as its General Partner

By: *

Name: David M. Rubenstein Title: Managing Director

CARLYLE PARTNERS V US, L.P.

By: TC Group V US, L.P., as its General Partner

By: TC Group V US, L.L.C., as its General Partner

By: TC Group Investment Holdings, L.P., as its Managing Member

By: TCG Holdings II, L.P., as its General Partner

By: DBD Investors V, L.L.C., as its General Partner

By: DBD Investors V Holdings, L.L.C., as its General Partner

By: *

Name: David M. Rubenstein Title: Managing Director

TC GROUP V US, L.P.

- By: TC Group V US, L.L.C., as its General Partner
- By: TC Group Investment Holdings, L.P., as its Managing Member
- By: TCG Holdings II, L.P., as its General Partner
- By: DBD Investors V, L.L.C., as its General Partner
- By: DBD Investors V Holdings, L.L.C., as its General Partner

By: *

Name: David M. Rubenstein Title: Managing Director

TC GROUP V US, L.L.C.

- By: TC Group Investment Holdings, L.P., as its Managing Member
- By: TCG Holdings II, L.P., as its General Partner
- By: DBD Investors V, L.L.C., as its General Partner
- By: DBD Investors V Holdings, L.L.C., as its General Partner

By: *

Name: David M. Rubenstein
Title: Managing Director

TC GROUP INVESTMENT HOLDINGS, L.P.

By: TCG Holdings II, L.P., as its General Partner

By: DBD Investors V, L.L.C., as its General Partner

By: DBD Investors V Holdings, L.L.C., as its General

Partner

By: *

Name: David M. Rubenstein Title: Managing Director

TCG HOLDINGS II, L.P.

By: DBD Investors V, L.L.C., as its General Partner

By: DBD Investors V Holdings, L.L.C., as its General

Partner

By: *

Name: David M. Rubenstein Title: Managing Director

DBD INVESTORS V, L.L.C.

By: DBD Investors V Holdings, L.L.C., as its General

Partner

By: *

Name: David M. Rubenstein Title: Managing Director

DBD INVESTORS V HOLDINGS, L.L.C.

By:

Name: David M. Rubenstein Title: Managing Director

**
Ralph W. Shrader
**
CG Appleby
**
Francis J. Henry, Jr.
**
Lloyd Howell, Jr.
,
**
Joseph Logue
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Gary D. Labovich	
**	
Richard J. Wilhelm	

* The undersigned, by signing his name hereto, executes this Agreement pursuant to the Power of Attorney executed on behalf of the above-named entities and individuals.

By: /s/ R. Rainey Hoffman
R. Rainey Hoffman
Attorney-in-Fact

** The undersigned, by signing his name hereto, executes this Agreement pursuant to the Power of Attorney executed on behalf of the above-named entities and individuals.

By: /s/ Terence Kaden
Terence Kaden
Attorney-in-Fact

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