

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	None	Entity Type
0001443646	EXPLORER HOLDING CORP		<input checked="" type="checkbox"/> Corporation
Name of Issuer	Explorer Holding Corporation		<input type="checkbox"/> Limited Partnership
Booz Allen Hamilton Holding Corp			<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization			<input type="checkbox"/> General Partnership
DELAWARE			<input type="checkbox"/> Business Trust
Year of Incorporation/Organization			<input type="checkbox"/> Other (Specify)
Over Five Years Ago			
<input checked="" type="checkbox"/> Within Last Five Years (Specify Year) 2008			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer				
Booz Allen Hamilton Holding Corp				
Street Address 1		Street Address 2		
8283 Greensboro Drive				
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer	
McLean	VIRGINIA	22102	703-902-5000	

3. Related Persons

Last Name	First Name	Middle Name
Clare	Peter	
Street Address 1	Street Address 2	
8283 Greensboro Drive		
City	State/Province/Country	ZIP/PostalCode
McLean	VIRGINIA	22102
Relationship:	Executive Officer	<input checked="" type="checkbox"/> Director
	Promoter	<input type="checkbox"/>

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Fujiyama	Ian	
Street Address 1	Street Address 2	
8283 Greensboro Drive		
City	State/Province/Country	ZIP/PostalCode
McLean	VIRGINIA	22102
Relationship:	Executive Officer	<input checked="" type="checkbox"/> Director
	Promoter	<input type="checkbox"/>

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Rossotti	Charles	O.
Street Address 1	Street Address 2	
8283 Greensboro Drive		
City	State/Province/Country	ZIP/PostalCode
McLean	VIRGINIA	22102
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Akerson	Daniel	F.
Street Address 1	Street Address 2	
8283 Greensboro Drive		
City	State/Province/Country	ZIP/PostalCode
McLean	VIRGINIA	22102
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Shrader	Ralph	W.
Street Address 1	Street Address 2	
8283 Greensboro Drive		
City	State/Province/Country	ZIP/PostalCode
McLean	VIRGINIA	22102
Relationship: X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Strickland	Samuel	R.
Street Address 1	Street Address 2	
8283 Greensboro Drive		
City	State/Province/Country	ZIP/PostalCode
McLean	VIRGINIA	22102
Relationship: X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Appleby	CG	
Street Address 1	Street Address 2	
8283 Greensboro Drive		
City	State/Province/Country	ZIP/PostalCode
McLean	VIRGINIA	22102
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Rozanski	Horacio	
Street Address 1	Street Address 2	
8283 Greensboro Drive		
City	State/Province/Country	ZIP/PostalCode
McLean	VIRGINIA	22102

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Carlyle Partners V US, L.P.	None	
Street Address 1	Street Address 2	
1001 Pennsylvania Avenue NW	Suite 220 South	
City	State/Province/Country	ZIP/PostalCode
Washington	DISTRICT OF COLUMBIA	20004

Relationship: Executive Officer Director X Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Odeen	Philip	A.
Street Address 1	Street Address 2	
8283 Greensboro Drive		
City	State/Province/Country	ZIP/PostalCode
McLean	VIRGINIA	22102

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Garner	Joseph	E.
Street Address 1	Street Address 2	
8283 Greensboro Drive		
City	State/Province/Country	ZIP/PostalCode
McLean	VIRGINIA	22102

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Henry	Francis	J.
Street Address 1	Street Address 2	
8283 Greensboro Drive		
City	State/Province/Country	ZIP/PostalCode
McLean	VIRGINIA	22102

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Howell, Jr.	Lloyd	W.
Street Address 1	Street Address 2	
8283 Greensboro Drive		
City	State/Province/Country	ZIP/PostalCode
McLean	VIRGINIA	22102

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Logue	Joseph	

Street Address 1 8283 Greensboro Drive
City McLean
Street Address 2
State/Province/Country VIRGINIA
ZIP/PostalCode 22102
Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name Mahaffee
First Name Joseph
Middle Name W.
Street Address 1 8283 Greensboro Drive
Street Address 2
State/Province/Country VIRGINIA
ZIP/PostalCode 22102
Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name Mayer
First Name John
Middle Name D.
Street Address 1 8283 Greensboro Drive
Street Address 2
State/Province/Country VIRGINIA
ZIP/PostalCode 22102
Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name McConnell
First Name J.
Middle Name Michael
Street Address 1 8283 Greensboro Drive
Street Address 2
State/Province/Country VIRGINIA
ZIP/PostalCode 22102
Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name Peck
First Name Patrick
Middle Name F.
Street Address 1 8283 Greensboro Drive
Street Address 2
State/Province/Country VIRGINIA
ZIP/PostalCode 22102
Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture
Banking & Financial Services
Commercial Banking
Insurance
Investing
Investment Banking

Health Care
Biotechnology
Health Insurance
Hospitals & Physicians
Pharmaceuticals

Retailing
Restaurants
Technology
Computers
Telecommunications

Pooled Investment Fund	Other Health Care	Other Technology
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Manufacturing	Travel
Yes No	Real Estate	Airlines & Airports
Other Banking & Financial Services	Commercial	Lodging & Conventions
X Business Services	Construction	Tourism & Travel Services
Energy	REITS & Finance	Other Travel
Coal Mining	Residential	Other
Electric Utilities	Other Real Estate	
Energy Conservation		
Environmental Services		
Oil & Gas		
Other Energy		

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505
Rule 504 (b)(1)(i)	X Rule 506
Rule 504 (b)(1)(ii)	Securities Act Section 4(5)
Rule 504 (b)(1)(iii)	Investment Company Act Section 3(c)
	Section 3(c)(1)
	Section 3(c)(2)
	Section 3(c)(3)
	Section 3(c)(4)
	Section 3(c)(5)
	Section 3(c)(6)
	Section 3(c)(7)
	Section 3(c)(9)
	Section 3(c)(10)
	Section 3(c)(11)
	Section 3(c)(12)
	Section 3(c)(13)
	Section 3(c)(14)

7. Type of Filing

New Notice Date of First Sale 2008-07-31 First Sale Yet to Occur
X Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? X Yes No

9. Type(s) of Securities Offered (select all that apply)

Equity
Debt
 Option, Warrant or Other Right to Acquire Another Security
 Security to be Acquired Upon Exercise of Option, Warrant or
Other Right to Acquire Security

Pooled Investment Fund Interests
Tenant-in-Common Securities
Mineral Property Securities
Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient Recipient CRD Number None
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None

Street Address 1

Street Address 2

City State/Province/Country ZIP/Postal Code

State(s) of Solicitation (select all that apply) All States Foreign/non-US
Check "All States" or check individual States

13. Offering and Sales Amounts

Total Offering Amount USD or Indefinite
Total Amount Sold \$1,060,640,463 USD
Total Remaining to be Sold USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. _____
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

156

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate
Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Booz Allen Hamilton Holding Corp	/s/ CG Appleby	CG Appleby	General Counsel and Secretary	2010-05-24

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.