

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

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)
<u>Class A Common Stock</u>	<u>6,821⁽¹⁾</u>	<u>D</u>	

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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Employee Stock Option (right to buy)</u>	<u>(2)</u>	<u>01/26/2020</u>	<u>Class A Common Stock 10,000</u>	<u>5.14</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(3)</u>	<u>04/01/2021</u>	<u>Class A Common Stock 13,333</u>	<u>11.93</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(4)</u>	<u>04/01/2021</u>	<u>Class A Common Stock 17,334</u>	<u>11.93</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(5)</u>	<u>04/01/2021</u>	<u>Class A Common Stock 9,333</u>	<u>11.93</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(6)</u>	<u>05/23/2023</u>	<u>Class A Common Stock 45,000</u>	<u>18.35</u>	<u>D</u>	

Explanation of Responses:

- 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.
- Options are fully vested and exercisable.
- 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.
- 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.
- 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.
- 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.

Remarks:

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

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.

Know by all these present, that the undersigned hereby constitutes and appoints each of Nancy J. Laben, Douglas S. Many and Terence E. Kaden, signing singly, the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Booz Allen Hamilton Holding Corporation (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of July, 2014.

/s/ Kevin L. Cook
Kevin L. Cook