

Booz Allen Hamilton Holding Corp  
Form 10-K/A  
July 20, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-K/A**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended March 31, 2012**

**or**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from                      to**

**Commission File Number 001-34972**

**Booz Allen Hamilton Holding Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**26-2634160**  
(I.R.S. Employer

Identification No.)

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8283 Greensboro Drive, McLean, Virginia  
(Address of principal executive offices)

(703) 902-5000

22102  
(Zip Code)

Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class  | Name of Each Exchange on Which Registered |
|----------------------|---|
| Class A Common Stock | New York Stock Exchange                   |

Securities registered pursuant to Section 12(g) of the Act: None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Note: Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Exchange Act from their obligations under those sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of September 30, 2011, the market value of the voting and non-voting common equity held by non-affiliates based on the closing price as of that day was \$432,268,580.

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

|                                     | <b>Shares Outstanding<br/>as of June 30, 2012</b> |
|-------------------------------------|---|
| Class A Common Stock                | 128,571,211                                       |
| Class B Non-Voting Common Stock     | 2,487,125   |
| Class C Restricted Common Stock     | 1,533,020   |
| Class E Special Voting Common Stock | 10,140,067  |

**EXPLANATORY NOTE**

The sole purpose of this Amendment No. 1 to the Annual Report on Form 10-K (the "Form 10-K") for the fiscal year ended March 31, 2012, is to furnish revised certifications required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.

No other changes have been made to the Form 10-K. This Amendment No. 1 to the Form 10-K speaks as of the original filing date of the Form 10-K, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the Form 10-K.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in McLean, Virginia, on this 19<sup>th</sup> day of July, 2012.

BOOZ ALLEN HAMILTON HOLDING  
CORPORATION  
(Registrant)

By: /s/ RALPH W. SHRADER

Name: Ralph W. Shrader

Title: President, Chief Executive Officer and  
Director