

GERENCSE MARK J

Form 3

November 16, 2012

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

GERENCSE MARK J

(Last) (First) (Middle)

8283 GREENSBORO DRIVE

(Street)

MCLEAN, VA 22102

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/07/2012

3. Issuer Name and Ticker or Trading Symbol

Booz Allen Hamilton Holding Corp [BAH]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☒ Other

(give title below) (specify below)

Executive Vice President /
Member of 13D Group5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Class A Common Stock

97,408

D ⁽¹⁾

A

Class E Special Voting Common Stock ⁽²⁾

388,507

I

By Trust ⁽³⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.****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
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of
Indirect
Beneficial
Ownership
(Instr. 5)

Edgar Filing: GERENC SER MARK J - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â <u>(4)</u>	11/19/2018	Class A Common Stock	18,680	\$ 4.28	D	Â
Employee Stock Option (right to buy)	Â <u>(5)</u>	11/19/2018	Class A Common Stock	24,270	\$ 4.28	D	Â
Employee Stock Option (right to buy)	Â <u>(6)</u>	11/19/2018	Class A Common Stock	13,080	\$ 4.28	D	Â
Employee Stock Option (right to buy)	06/30/2013 <u>(7)</u>	09/15/2013 <u>(7)</u>	Class A Common Stock	129,503.596	\$ 0.01	D	Â
Employee Stock Option (right to buy)	06/30/2014 <u>(7)</u>	09/15/2014 <u>(7)</u>	Class A Common Stock	129,503.596	\$ 0.01	D	Â
Employee Stock Option (right to buy)	06/30/2015 <u>(7)</u>	09/15/2015 <u>(7)</u>	Class A Common Stock	129,503.606	\$ 0.01	D	Â
Class C Restricted Common Stock	Â <u>(8)</u>	Â <u>(9)</u>	Class A Common Stock	42,850	\$ <u>(8)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
GERENC SER MARK J 8283 GREENSBORO DRIVE MCLEAN, VA 22102	Â	Â	Â Executive Vice President		Member of 13D Group

Signatures

By: /s/ Terence E. Kaden, as Attorney-in-Fact for Mark J.
Gerencser

11/16/2012

 **Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes shares of Class A restricted common stock.
- (2) Upon the exercise of an option described in footnote 7 below by the reporting person, the reporting person must sell to the issuer, and it must repurchase, at par value, one share of Class E special voting common stock for each option exercised.

Edgar Filing: GERENCSEER MARK J - Form 3

(3) Shares held by Mark J. Gerencser Trust.

9,330 options are fully vested and exercisable. The remaining options vest and become exercisable, subject to the reporting person's continued employment, on June 30, 2013. These options fully vest and become exercisable immediately prior to the effective date of certain change in control events.

(5) 12,130 options are fully vested and exercisable. The remaining options vest and become exercisable on June 30, 2013 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. Any unvested options at the time of a change in control event vest immediately prior to the effective date of the event if certain conditions are met.

(6) 6,530 options are fully vested and exercisable. The remaining options vest and become exercisable on June 30, 2013 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. Any unvested options at the time of a change in control event vest immediately prior to the effective date of the event if certain conditions are met.

(7) 131,698.58 options are unvested and will vest on June 30, 2013. To the extent the options become vested, they become exercisable on the date set forth in the table above. All vested options must be exercised within 60 days following the exercise date unless the reporting person receives written consent from the issuer, in which case such options may be exercised through the end of the year in which they become exercisable. Upon exercise of an option, the reporting person must sell to the issuer, and it must repurchase, at par value, one share of Class E special voting common stock for each option exercised.

(8) Fifty percent of the shares of restricted stock are unvested and will vest on June 30, 2013. Upon the transfer of any shares of Class C restricted common stock, such shares will be automatically converted on a share for share basis into shares of Class A common stock.

(9) N/A

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

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