

AXA AMERICA HOLDINGS, INC.

Form 4

September 01, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
AXA AMERICA HOLDINGS, INC.

2. Issuer Name **and** Ticker or Trading
Symbol
ALLIANCEBERNSTEIN
HOLDING L.P. [AB]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1290 AVENUE OF THE
AMERICAS

3. Date of Earliest Transaction
(Month/Day/Year)
09/01/2017

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
See Remarks

(Street)

NEW YORK, NY 10104

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Units ⁽¹⁾	09/01/2017		P ⁽²⁾		1,071,180	A	\$ 22.9
Units ⁽¹⁾					1,444,356	I ⁽⁵⁾	By affiliate

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

AXA AMERICA HOLDINGS, INC.
1290 AVENUE OF THE AMERICAS
NEW YORK, NY 10104

See Remarks

Signatures

/s/ Anders Malmstrom, Senior Executive Vice
President

09/01/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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) Units Representing Assignments of Beneficial Ownership of Limited Partnership Interests ("Holding Units") in AllianceBernstein Holding L.P. ("Holding").

On April 30, 2017, AXA America Holdings, Inc. ("AXA America") entered into a unit purchase agreement (the "Unit Purchase Agreement") with Peter S. Kraus covering all of the Holding Units beneficially owned by Mr. Kraus. Pursuant to the Unit Purchase Agreement, AXA America agreed to purchase from Mr. Kraus, and Mr. Kraus agreed to sell to AXA America, on September 1, 2017, the Holding Units owned by Mr. Kraus as of the close of business on April 28, 2017 at a purchase price of \$22.90 per Holding Unit (not including restricted Holding Units to be delivered at specified future dates to Mr. Kraus in accordance with the terms of his employment agreement or with respect to which he has deferred delivery).

- (2) AXA indirectly owns (i) all of the common stock of AXA America Holdings, Inc., a holding company for a group of insurance and related financial services companies, AXA Financial, Inc. ("AXF") and its subsidiaries and AXA America Corporate Solutions, Inc. and its wholly owned subsidiary, Coliseum Reinsurance Company ("Coliseum Reinsurance") and (ii) 97.31% of the outstanding shares of common stock of AXA-IM Holding U.S. Inc. (AXA-IM Holding"), a holding company for a group of asset management companies. AXF is the sole member of AXA Equitable Financial Services, LLC ("AXFS") which wholly owns (i) AXA Equitable Life Insurance Company ("AXA Equitable") which in turn owns APMC, LLC ("APMC") and (ii) MONY Life Insurance Company of America ("MLOA").

(4)

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As of December 31, 2016, AXA Assurances I.A.R.D. Mutuelle and AXA Assurances Vie Mutuelle (collectively, "Mutuelles AXA"), directly beneficially owned approximately 14.13% of the issued ordinary shares (representing approximately 23.93% of the voting power) of AXA. The Mutuelles AXA and AXA expressly declare that the filing of this Form 4 shall not be construed as an admission that either of them is, for purposes of Section 16 of the Securities Exchange Act of 1934, the beneficial owner of any securities covered by this Form 4.

- (5) AXA America beneficially owns directly 1,071,180 Holding Units and beneficially owns indirectly 1,444,356 Holding Units beneficially owned directly by APMC.

In addition to the Holding Units reported in this Form 4, the Reporting Person and its affiliates beneficially own units of limited partnership interests ("AB Capital Units") in AllianceBernstein L.P. ("AllianceBernstein") as follows. As of September 1, 2017, AXF beneficially owned directly 43,032,758 AB Capital Units; APMC beneficially owned directly 74,406,933 AB Capital Units; AXA-IM Holding, 41,934,582 AB Capital Units; Coliseum Reinsurance, 8,160,000 AB Capital Units; MLOA, 2,587,472 AB Capital Units; and AllianceBernstein Corporation, a wholly-owned subsidiary of AXA Equitable, owned a 1% general partnership interest in AllianceBernstein and 100,000 units of general partnership interest in Holding. For more information on the Reporting Person and its affiliates' holdings of AB Capital Units, see their separate Form 4 filings with respect to AB Capital Units.

Remarks:

Affiliate of holder of general partnership units.

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

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