

Section 1: S-8 (S-8)

As filed with the Securities and Exchange Commission on June 18, 2019

Registration No. 333-

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

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ATHENE HOLDING LTD.

(Exact Name of Registrant as Specified in Its Charter)

Bermuda

(State or other jurisdiction of
incorporation or organization)

98-0630022

(I.R.S. Employer
Identification No.)

96 Pitts Bay Road

Pembroke, Bermuda

(Address of Principal Executive Offices)

HM08

(Zip Code)

Athene Holding Ltd. 2019 Share Incentive Plan

(Full title of the plan)

28 Liberty Street

New York, NY 10005

(Name and address of agent for service)

(212) 590-9070

(Telephone number, including area code, of agent for service)

Copies to:

**Perry J. Shwachman
Samir A. Gandhi
Sidley Austin LLP
One South Dearborn
Chicago, Illinois 60603
Telephone: (312) 853-7000
Telecopy: (312) 853-7036**

**Charles G.R. Collis
Conyers Dill & Pearman Limited
Clarendon House, 2 Church Street
PO Box HM 666
Hamilton, HM CX
Bermuda
Telephone: (441) 295-1422
Telecopy: (441) 292-4720**

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," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer



Accelerated filer



Non-accelerated filer



Smaller reporting company



Emerging growth company



If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered⁽¹⁾	Amount to be Registered	Proposed Maximum Offering Price Per Share⁽²⁾	Proposed Maximum Aggregate Offering Price⁽²⁾	Amount of Registration Fee
Class A Common Shares, par value \$0.001 per share	3,329,673	\$43.69	\$145,573,413.37	\$17,631.38

- (1) The securities to be registered include (i) Class A Common Shares, par value \$0.001 per share ("Common Shares"), that may be issued upon the exercise, vesting or grant, as applicable, of options, restricted share units, rights to acquire Common Shares and other share-based awards and (ii) pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), an indeterminate number of Common Shares that become issuable under the Athene Holding Ltd. 2019 Share Incentive Plan by reason of any share dividend, share split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of such securities.
- (2) Estimated in accordance with Rule 457(c) solely for purposes of calculating the registration fee. The maximum price per share and the maximum aggregate offering price are based on the average of the \$44.06 (high) and \$43.31 (low) sales price of the Common Shares as reported on the New York Stock Exchange on June 11, 2019, which date is within five business days prior to the filing of this Registration Statement.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

All information required by Part I to be contained in the prospectus is omitted from this Registration Statement in accordance with the explanatory note to Part I of Form S-8 and Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"). This Registration Statement on Form S-8 is filed by Athene Holding Ltd. (the "Registrant") regarding the Athene Holding Ltd. 2019 Share Incentive Plan (the "Plan"). Documents containing the information required by Part I of the Registration Statement will be sent or given to Plan participants as specified by Rule 428(b)(1) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. Incorporation of Documents by Reference.

The following documents heretofore filed with the Securities and Exchange Commission (the "Commission") by the Registrant are incorporated herein by reference into this Registration Statement:

1. The Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2018 (the "Annual Report"), filed with the Commission on February 27, 2019;
2. The Registrant's Quarterly Report on [Form 10-Q](#) for the fiscal year ended March 31, 2019, filed with the Commission on May 7, 2019;
3. The information in Part III of the Registrant's Annual Report incorporated by reference to the Registrant's Definitive Proxy Statement on [Schedule 14A](#), filed with the Commission on April 22, 2019;
4. The Registrant's Current Reports on Form 8-K, filed with the Commission on [June 5, 2019](#), [June 10, 2019](#) and [June 10, 2019](#); and
5. The description of the Registrant's Common Shares contained in the Registrant's Registration Statement on [Form 8-A](#), filed with the Commission on December 9, 2016 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. Description of Securities.

Not applicable.

ITEM 5. Interests of Named Experts and Counsel.

Not applicable.

ITEM 6. Indemnification of Directors and Officers.

Section 98 of the Bermuda's Companies Act 1981 (the "Companies Act") provides generally that a Bermuda company may indemnify its directors and officers against any liability which by virtue of any rule of law would otherwise be imposed on them in respect of any negligence, default, breach of duty or breach of trust, except in cases where such liability arises from fraud or dishonesty of which such director or officer may be guilty in relation to the company. Section 98 further provides that a Bermuda company may indemnify its directors and officers against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is awarded in their favor or in which they are acquitted or granted relief by the Supreme Court of Bermuda pursuant to Section 281 of the Companies Act. Section 98 of the Companies Act further provides that a company may advance moneys to an officer for the costs, charges and expenses incurred by the

officer in defending any civil or criminal proceedings against them, on condition that the officer shall repay the advance if any allegation of fraud or dishonesty is proved against them.

Our bye-laws provide that our directors will not be liable for monetary damages for breach of fiduciary duty.

Our bye-laws provide for the indemnification of directors and officers acting on our behalf if the director or officer acted in good faith and in a manner reasonably believed to be in and not opposed to our best interest, and, with respect to any criminal action or proceeding, the indemnified party had no reason to believe his or her conduct was unlawful. Our directors and officers will not be indemnified by us if they seek indemnification from us for any acts or omissions in their capacity as directors or officers of Athene Asset Management LLC, our investment adviser.

We have entered into indemnification agreements with each of our executive officers and directors, in addition to the indemnification provided for in our charter documents, and we intend to enter into indemnification agreements with any new directors and executive officers in the future. The indemnification agreements provide that we will indemnify our directors and officers or any person appointed to any committee by the board of directors acting in their capacity as such for any loss arising or liability attaching to them by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which such person may be guilty in relation to us other than in respect of such person's own bad faith, fraud or dishonesty. However, we are required to indemnify our directors and officers in any proceeding in which they are successful. The indemnification agreements are limited to those payments that are lawful under Bermuda law.

We will purchase and intend to maintain insurance on behalf of us and any person who is or was a director or officer against any loss arising from any claim asserted against him or her and incurred by him or her in that capacity, subject to certain exclusions and limits of the amount of coverage.

ITEM 7. Exemption from Registration Claimed.

Not applicable.

ITEM 8. Exhibits.

Exhibit No.	Description
4.1	Certificate of Incorporation of Athene Holding Ltd. (incorporated by reference to Exhibit 3.1 to the Form S-1 filed on May 9, 2016)
4.2	Twelfth Amended and Restated Bye-laws of Athene Holding Ltd., effective June 4, 2019 (incorporated by reference to Exhibit 3.2 to the Form 8-K filed on June 10, 2019)
4.3	Athene Holding Ltd. 2019 Share Incentive Plan (incorporated by reference to Exhibit 10.2 to the Form 8-K filed on June 10, 2019)
5.1*	Opinion of Conyers Dill & Pearman Limited
23.1*	Consent of Conyers Dill & Pearman Limited (included as part of Exhibit 5.1)
23.2*	Consent of PricewaterhouseCoopers LLP regarding Athene Holding Ltd. financial statements
24.1*	Power of Attorney (set forth on the signature page of this Registration Statement)
99.1*	Form F-N (to be filed concurrently with this Registration Statement)

* Filed herewith.

ITEM 9. Undertakings.

(a) The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Signatures

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Pembroke, Bermuda, on the 18th day of June 2019.

ATHENE HOLDING LTD.

By: /s/ Martin P. Klein
Name: Martin P. Klein
Title: Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Each person whose signature appears below hereby severally constitutes and appoints James R. Belardi, Martin P. Klein and John A. Sondej, and each of them acting singly, as his or her true and lawful attorney-in-fact and agent, with full and several power of substitution and resubstitution, to sign for him or her and in his or her name, place and stead, in any and all capacities indicated below, any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his or her substitute, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ James R. Belardi</u> James R. Belardi	Chairman and Chief Executive Officer (Principal Executive Officer)	June 18, 2019
<u>/s/ Martin P. Klein</u> Martin P. Klein	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	June 18, 2019
<u>/s/ John A. Sondej</u> John A. Sondej	Senior Vice President and Controller (Principal Accounting Officer)	June 18, 2019
<u>/s/ Marc Beilinson</u> Marc Beilinson	Director	June 18, 2019
<u>/s/ Robert Borden</u> Robert Borden	Director	June 18, 2019
<u>/s/ Mitra Hormozi</u> Mitra Hormozi	Director	June 18, 2019
<u>/s/ Scott Kleinman</u> Scott Kleinman	Director	June 18, 2019
<u>/s/ Brian Leach</u> Brian Leach	Director	June 18, 2019

<u>/s/ Gernot Lohr</u> Gernot Lohr	Director	June 18, 2019
<u>/s/ H. Carl McCall</u> H. Carl McCall	Director	June 18, 2019
<u>/s/ Matthew R. Michelini</u> Matthew R. Michelini	Director	June 18, 2019
<u>/s/ Manfred Puffer</u> Manfred Puffer	Director	June 18, 2019
<u>/s/ Marc Rowan</u> Marc Rowan	Director	June 18, 2019
<u>/s/ Lawrence J. Ruisi</u> Lawrence J. Ruisi	Director	June 18, 2019
<u>/s/ Hope Scheffler Taitz</u> Hope Scheffler Taitz	Director	June 18, 2019
<u>/s/ Arthur Wrubel</u> Arthur Wrubel	Director	June 18, 2019
<u>/s/ Fehmi Zeko</u> Fehmi Zeko	Director	June 18, 2019

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Section 2: EX-5.1 (EXHIBIT 5.1)

Exhibit 5.1

June 18, 2019

Athene Holding Ltd.
Chesney House
96 Pitts Bay Road
Pembroke, Bermuda

Dear Sirs,

Re: Athene Holding Ltd (the "Company")

Matter No.:352773
Doc Ref: Legal - 15640677.5
441 299 4918
charles.collis@conyersdill.com

We have acted as special Bermuda legal counsel to the Company in connection with a registration statement on form S-8 filed with the Securities and Exchange Commission (the "Commission") on June 18, 2019 (the "Registration Statement", which term does not include

any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) relating to the registration under the United States Securities Act of 1933, as amended, (the "Securities Act") of 3,329,673 Class A common shares, par value US\$0.001 per share (the "Common Shares"), issuable pursuant to the 2019 Share Incentive Plan (the "Plan", which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto).

For the purposes of giving this opinion, we have examined copies of the Registration Statement and the Plan. We have also reviewed the memorandum of association and the bye-laws of the Company, each certified by the Secretary of the Company on June 7, 2019, minutes of meetings of its directors held on February 12, 2019 and June 4, 2019 and minutes of a meeting of its members held on June 4, 2019 (together, the "Resolutions") and such other documents and made such enquires as to questions of law as we have deemed necessary in order to render the opinion set forth below.

We have assumed (a) the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) of all documents examined by us and the authenticity and completeness of the originals from which such copies were taken, (b) that where a document has been examined by us in draft form, it will be or has been executed and/or filed in the form of that draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention, (c) the accuracy and completeness of all factual representations made in the Registration Statement, the Plan and other documents reviewed by us, (d) that the Resolutions were passed at one or more duly convened, constituted and quorate meetings, or by unanimous written resolutions, remain in full force and effect and have not been rescinded or amended, (e) that there is no provision of the law of any jurisdiction, other than Bermuda, which would have any implication in relation to the opinions expressed herein, (f) the validity and binding effect under the laws of the State of Delaware of the Plan in accordance with its terms; (g) that there is no provision of any award agreement which would have any implication in relation to the opinions expressed herein; (h) that, upon the issue of any Common Shares, the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof, (i) that on the date of issuance of any of the Common Shares the Company will have sufficient authorised but unissued common shares, (j) that the Company's Common Shares will be listed on the New York Stock Exchange and the general permission issued by the Bermuda Monetary Authority dated June 1, 2005 for the issue and free transfer of the Common Shares will not have been revoked or amended at the time of issuance of any Common Shares.

We express no opinion with respect to the issuance of shares pursuant to any provision of the Plan that purports to obligate the Company to issue shares following the commencement of a winding up or liquidation. We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than Bermuda. This opinion is to be governed by and construed in accordance with

the laws of Bermuda and is limited to and is given on the basis of the current law and practice in Bermuda. This opinion is issued solely for the purposes of the filing of the Registration Statement and the issuance of the Common Shares by the Company pursuant to the Plan and is not to be relied upon in respect of any other matter.

On the basis of, and subject to, the foregoing, we are of the opinion that:

1. The Company is duly incorporated and existing under the laws of Bermuda in good standing (meaning solely that it has not failed to make any filing with any Bermuda government authority or to pay any Bermuda government fees or tax which would make it liable to be struck off the Register of Companies and thereby cease to exist under the laws of Bermuda).
2. When issued and paid for in accordance with the terms of the Plan, the Common Shares will be validly issued, fully paid and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue of such shares).

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Yours faithfully,

/s/ Conyers Dill & Pearman Limited

Conyers Dill & Pearman Limited

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Section 3: EX-23.2 (EXHIBIT 23.2)

Exhibit 23.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Athene Holding Ltd. of our report dated February 27, 2019 relating to the financial statements, financial statement schedules and the effectiveness of internal control over financial reporting, which appears in Athene Holding Ltd.'s Annual Report on Form 10-K for the year ended December 31, 2018.

/s/ PricewaterhouseCoopers LLP
Des Moines, IA
June 18, 2019

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