Section 1: 8-K (8-K)

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

FORM 8-K

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

Date of report (Date of earliest event reported): April 13, 2020

ATHENE HOLDING LTD.
(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction of incorporation or organization)

001-37963
(Commission file number)

98-0630022
(I.R.S. Employer Identification Number)

96 Pitts Bay Road
Pembroke, HM 08, Bermuda
(441) 279-8400
(Address, including zip code, and telephone number, including area code, of registrant’s principal executive offices)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

<table>
<thead>
<tr>
<th>Title of each class</th>
<th>Trading Symbol</th>
<th>Name of each exchange on which registered</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A common shares, par value $0.001 per share</td>
<td>ATH</td>
<td>New York Stock Exchange</td>
</tr>
<tr>
<td>Depository Shares, each representing a 1/1,000th interest in a 6.35% Fixed-to-Floating Rate Perpetual Non-Cumulative Preference Share, Series A</td>
<td>ATHPrA</td>
<td>New York Stock Exchange</td>
</tr>
<tr>
<td>Depository Shares, each representing a 1/1,000th interest in a 5.625% Fixed Rate Perpetual Non-Cumulative Preference Share, Series B</td>
<td>ATHPrB</td>
<td>New York Stock Exchange</td>
</tr>
</tbody>
</table>
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act. ☐
On April 13, 2020, Athene Holding Ltd. (the “Company”) and Athene Annuity and Life Company (“AAIA”), a wholly-owned subsidiary of the Company, entered into a consent order with the New York State Department of Financial Services (the “NYSDFS”). The consent order resolves the NYSDFS’s previously disclosed inquiry into AAIA’s pension risk transfer operations in New York. Pursuant to the consent order, the Company and AAIA are required to pay a fine of $45 million. As of December 31, 2019, the Company had established an accrued liability in the amount of the fine, which was reflected in the Company’s consolidated balance sheet as of such date. For management reporting purposes, the amount is considered non-operating.
Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ATHENE HOLDING LTD.

Date: April 13, 2020

/s/ Martin P. Klein
Martin P. Klein
Executive Vice President and Chief Financial Officer

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