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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

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| 1. Name and Address of Reporting Person * <u>WHEELER WILLIAM J</u> (Last) (First) (Middle) <u>C/O ATHENE HOLDING LTD., CHESNEY HOUSE,</u> <u>FIRST FLOOR, 96 PITTS BAY ROAD</u> (Street) <u>PEMBROKE D0 HM08</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Athene Holding Ltd [ATH]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X President |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/03/2017</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Shares | 01/03/2017 | | M | | 3,682 ⁽⁶⁾ | A | (6) | 367,800 ⁽¹⁾ | D | |
| Class A Common Shares | 01/03/2017 | | F | | 1,493 ⁽⁷⁾ | D | \$47.99 | 366,307 | D | |
| Class A Common Shares | 01/03/2017 | | F | | 586 ⁽⁸⁾ | D | \$47.99 | 365,721 | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| Class M-4 Prime Common Shares | \$27.83 ⁽²⁾ | | | | | | | (2)(3) | (2)(3) | Class A Common Shares | 2,500,000 | 2,500,000 | D | |
| Restricted Stock Units | (4)(6) | 01/03/2017 | | M | | 3,682 | | (4) | (4) | Class A Common Shares | 3,682 | 7,364 | D | |
| Employee Stock Option (right to buy) | \$33.95 | | | | | | | (5) | 06/06/2026 | Class A Common Shares | 64,323 | 64,323 | D | |

Explanation of Responses:

- Of these Class A common shares, 4,207 were originally issued pursuant to restricted share awards which vest one third on each of the first three anniversaries of the vesting start date and immediately upon a sale or change in control of the Issuer. 1,598 of such Class A common shares remain unvested as of the date of this report.
- These Class M-4 Prime common shares are exchangeable into Class A common shares, on a one-to-one basis, once vested and upon payment of the conversion price (which can be paid in cash or shares). Once vested, these Class M-4 Prime common shares have no expiration date and can be converted at the holder's election into Class A common shares at any time.
- One-third of these Class M-4 Prime common shares vest based on time, with such shares vesting ratably on each of the first five anniversaries of the October 1, 2015 vesting start date; one-third vest upon the trading price of the Class A common shares attaining a per-share volume weighted average closing trading price of \$50 or more during any 120-day period (or upon a sale or change in control in which Class A common shares are valued at \$50 or more); and one-third vest upon the trading price of the Class A common shares attaining a per-share volume weighted average closing trading price of \$70 or more during any 120-day period (or upon a sale or change in control in which Class A common shares are valued at \$70 or more). Any remaining unvested Class M-4 Prime common shares expire October 1, 2025.
- Each restricted stock unit ("RSU") represents a contingent right to receive one Class A common share of the Issuer. The RSUs reported herein vest on each of the first three anniversaries of the January 1, 2016 vesting start date. An additional 22,092 RSUs not reported herein vest only if the Issuer satisfies certain performance criteria over the three fiscal year period from January 1, 2016 to December 31, 2018.
- This option vests ratably on each of the first three anniversaries of the January 1, 2016 vesting start date.
- This reported transaction represents vested RSUs that have been settled in Class A common shares. Vested RSUs are settled in Class A common shares on a one-for-one basis.
- This reported transaction represents shares withheld to satisfy tax withholding obligations in connection with the settlement of vested RSUs that settled in Class A common shares.
- This reported transaction represents shares withheld to satisfy tax withholding obligations in connection with the vesting of restricted share awards.

Remarks:

Exhibit 24.1 - Power of Attorney (incorporated by reference to the Power of Attorney filed as Exhibit 24.1 to the Form 3 filed by the Reporting Person on December 9, 2016)

/s/ Ira Rosenblatt, attorney-in-fact 01/05/2017

** Signature of Reporting Person Date

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

* 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).

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

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 Number.