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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

1. Name and Address of Reporting Person * <u>Belardi James Richard</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, CEO and CIO</u>
	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		7,364 ⁽⁷⁾	A		924,360 ⁽¹⁾	I	By James and Leslie Belardi Family Trust
Class A Common Shares	01/03/2017		F		2,955 ⁽⁸⁾	D	\$47.99	921,405	I	By James and Leslie Belardi Family Trust

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						Title
Class M-1 Common Shares	\$10 ⁽²⁾							(2)(3)	(2)(3)	Class A Common Shares	1,994,233	1,994,233	I	By James and Leslie Belardi Family Trust	
Class M-1 Common Shares	\$10 ⁽²⁾							(2)(3)	(2)(3)	Class A Common Shares	351,922	351,922	I	By Belardi Family Irrevocable Trust	
Class M-2 Common Shares	\$10.78 ⁽²⁾							(2)(3)	(2)(3)	Class A Common Shares	841,011	841,011	I	By James and Leslie Belardi Family Trust	
Class M-3 Common Shares	\$13.46 ⁽²⁾							(2)(4)	(2)(4)	Class A Common Shares	1,000,000	1,000,000	I	By James and Leslie Belardi Family Trust	
Restricted Stock Units	(5)(7)	01/03/2017		M		7,364		(5)	(5)	Class A Common Shares	7,364	(7)	14,728	D	
Employee Stock Option (right to buy)	\$33.95							(6)	06/06/2026	Class A Common Shares	128,645	128,645	D		

Explanation of Responses:

- Of these Class A common shares, 117,221 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. 15,487 of such Class A common shares remain unvested as of the date of this report.
- These Class M-1, Class M-2 and Class M-3 (collectively, "Class M") 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 common shares have no expiration date and can be converted at the holder's election into Class A common shares at any time.
- These Class M-1 and Class M-2 common shares are fully vested.

4. All except for 100,000 of these Class M-3 common shares are fully vested; the unvested 100,000 Class M-3 common shares vest on October 30, 2017.
5. 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 44,183 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.
6. This option vests ratably on each of the first three anniversaries of the January 1, 2016 vesting start date.
7. 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.
8. This reported transaction represents shares withheld to satisfy tax withholding obligations in connection with the settlement of vested of RSUs that settled in Class A common shares.

Remarks:

Mr. Belardi also serves as Chief Executive Officer of Athene Asset Management, L.P. ("AAM"), a subsidiary of Apollo Global Management, LLC ("Apollo"). Certain of Apollo's affiliates manage investment funds (the "Apollo Funds") that hold Class B common shares of the Issuer and may be deemed to beneficially own the common shares of the Issuer held by the Apollo Funds. This report does not include any securities of the Issuer held by AAM or any of the Apollo Funds or that may be deemed to be beneficially owned by AAM or any Apollo investment managers or investment advisors affiliated with the Apollo Funds, and Mr. Belardi disclaims beneficial ownership of all such securities. This report shall not be deemed an admission that Mr. Belardi is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose. 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.