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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).

1. Name and Address of Reporting Person * <u>ROWAN MARC J</u>  (Last) (First) (Middle)  <u>C/O ATHENE HOLDING LTD. SECOND FLOOR, WASHINGTON HOUSE, 16 CHURCH STREET</u>  (Street) <u>HAMILTON D0 HM 11</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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/09/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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	08/11/2021		S		581	D	\$65.4774 <sup>(1)</sup>	3,428	D	
Class A Common Shares	08/11/2021		S		46,385	D	\$65.4774 <sup>(1)</sup>	273,988	I	See Footnote <sup>(2)</sup>
Class A Common Shares	08/11/2021		S		15,619	D	\$65.4774 <sup>(1)</sup>	92,261	I	See Footnote <sup>(3)</sup>
Class A Common Shares	08/11/2021		S		33,545	D	\$65.4774 <sup>(1)</sup>	198,146	I	See Footnote <sup>(4)</sup>
Class A Common Shares	08/11/2021		S		1,644	D	\$65.4774 <sup>(1)</sup>	9,709	I	See Footnote <sup>(5)</sup>
Class A Common Shares	08/11/2021		S		17	D	\$66.0757 <sup>(6)</sup>	3,411	D	
Class A Common Shares	08/11/2021		S		1,330	D	\$66.0757 <sup>(6)</sup>	272,658	I	See Footnote <sup>(2)</sup>
Class A Common Shares	08/11/2021		S		448	D	\$66.0757 <sup>(6)</sup>	91,813	I	See Footnote <sup>(3)</sup>
Class A Common Shares	08/11/2021		S		963	D	\$66.0757 <sup>(6)</sup>	197,183	I	See Footnote <sup>(4)</sup>
Class A Common Shares	08/11/2021		S		47	D	\$66.0757 <sup>(6)</sup>	9,662	I	See Footnote <sup>(5)</sup>
Class A Common Shares								681,075	I	See Footnote <sup>(7)</sup>

**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					

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.03 to \$66.02, inclusive. The Reporting Persons undertake to provide to Athene Holding Ltd. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote and footnote (6).
- By MJR Foundation Holdings LLC, an entity directly and indirectly wholly owned by the reporting person.
- By a family trust, an estate planning vehicle for which all investment and management decisions are made by its Trustees, which include the spouse of the reporting person.
- By another family trust, an estate planning vehicle for which all investment decisions are made at the direction of the reporting person.
- By MJRF AC Corporation, an entity for which voting and investment control are exercised by the reporting person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.04 to \$66.18, inclusive.
- By MJR Foundation LLC, an estate planning vehicle for which voting and investment control are exercised by the reporting person.

**Remarks:**

Mr. Rowan intends to sell up to 1,000,000 Class A Shares of the Issuer in the aggregate inclusive of Class A Shares previously sold from and after August 6 (the "Aggregate Issuer Shares") prior to the closing of the merger of Apollo Global Management, Inc. ("Apollo") and the Issuer. Following such sales, Mr. Rowan will beneficially own approximately 681,075 Class A Shares of the Issuer. Mr. Rowan informed the Issuer that the sales of the Aggregate Issuer Shares are to generate liquidity to fund anticipated tax obligations arising from Apollo's previously announced conversion of its capital structure to a single class of voting common stock, and that he does not currently have any plan or intention to sell any additional Class A Shares of the Issuer (other than the Aggregate Issuer Shares). Mr. Rowan is the Chief Executive Officer and a co-founder of Apollo and currently serves on the board of directors of Apollo. Certain of Apollo's affiliates manage investment funds (the "Apollo Funds") that hold Class A Shares of the Issuer and may be deemed to beneficially own the Class A Shares of the Issuer held by the Apollo Funds. This report does not include any securities of the Issuer held by any of the Apollo Funds or that may be deemed to be beneficially owned by any Apollo investment managers or investment advisors affiliated with the Apollo Funds, and Mr. Rowan disclaims beneficial ownership of all such securities. This report shall not be deemed an admission that Mr. Rowan 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 to the Form 3 filed by the Reporting Person on December 9, 2016).

/s/ Ira Rosenblatt, attorney-in-fact 08/11/2021

\*\* 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.**