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

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>Apollo Management Holdings GP, LLC</u> (Last) (First) (Middle) <u>9 W. 57TH STREET</u> <u>43RD FLOOR</u> (Street) <u>NEW YORK NY 10019</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/14/2016</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Shares	12/14/2016		s		14,136,389	D	\$40	109,135,630	I	See footnote ⁽¹⁾

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					

1. Name and Address of Reporting Person *

Apollo Management Holdings GP, LLC

(Last) (First) (Middle)

9 W. 57TH STREET
43RD FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person *

Apollo Principal Holdings III, L.P.

(Last) (First) (Middle)

C/O INTERTRUST CORPORATE SERVICES
(CAYMAN) LIMITED, 190 ELGIN STREET

(Street)

GEORGE TOWN E9 KY1-9005

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Apollo Principal Holdings III GP Ltd](#)

(Last) (First) (Middle)

C/O INTERTRUST CORPORATE SERVICES
(CAYMAN) LIMITED, 190 ELGIN STREET

(Street)

GEORGE TOWN E9 KY1-9005

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Apollo Capital Management, L.P.](#)

(Last) (First) (Middle)

9 WEST 57TH STREET

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Apollo Capital Management GP, LLC](#)

(Last) (First) (Middle)

9 WEST 57TH STREET

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Apollo Management Holdings, L.P.](#)

(Last) (First) (Middle)

9 W. 57TH STREET

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Apollo Alternative Assets, L.P.](#)

(Last) (First) (Middle)

87 MARY STREET, GEORGE TOWN

(Street)

GRAND CAYMAN E9 KY1-9005

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Apollo International Management, L.P.](#)

(Last) (First) (Middle)

9 WEST 57TH STREET

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Apollo International Management GP, LLC](#)

(Last) (First) (Middle)

9 WEST 57TH STREET

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Apollo Life Asset Ltd.](#)

(Last) (First) (Middle)

C/O WALKER CORPORATE SERVICES LIMITED
WALKER HOUSE, 87 MARY STREET

(Street)

GEORGE TOWN E9 KY1-9005

(City) (State) (Zip)

Explanation of Responses:

1. See Exhibit 99.1.

[see signatures attached as Exhibit 99.2](#) [12/15/2016](#)

** 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.

The Class A common shares, par value \$0.001 (the "Class A Shares"), of Athene Holding Ltd. (the "Issuer") reported as sold were sold in connection with the initial public offering of the Issuer by certain of the Reporting Persons listed on this Form 4, as disclosed on the Issuer's registration statement on Form S-1 (File No. 333-211243). The Class A Shares of the Issuer reported as beneficially owned are obtainable upon conversion at the election of the holder on a one-for-one basis of the Class B common shares of the Issuer. The shares reported as beneficially owned following the reported transaction are held of record by (i) Stanhope Life, L.P. ("Stanhope"), (ii) Stanhope Life II, L.P. ("Stanhope II"), (iii) Palmetto Athene Holdings (Cayman), L.P. ("Palmetto Cayman"), (iv) Apollo Palmetto Advisors, L.P. ("Palmetto Advisors"), (v) AAA Guarantor - Athene, L.P. ("AAA Guarantor"), (vi) AHL 2014 Investor, L.P. ("AHL Investor"), (vii) AHL 2014 Investor II, L.P. ("AHL Investor II"), (viii) Apollo Principal Holdings III, L.P. ("Principal Holdings III"), (ix) Athene Asset Management, L.P. ("Athene Management"), (x) AAA Holdings, L.P. ("AAA Holdings") and (xi) AAA Associates, L.P. ("AAA Associates" and, together with Stanhope, Stanhope II, Palmetto Cayman, Palmetto Advisors, AAA Guarantor, AHL Investor, AHL Investor II, Principal Holdings III, Athene Management and AAA Holdings, the "Record Holders").

AAA Investments, L.P. ("AAA Investments") is general partner of the AAA Guarantor. AAA Associates is the general partner of AAA Investments and AP Alternative Assets, L.P. ("AP Alternative") is the limited partner of AAA Investments. AAA MIP Limited ("AAA MIP") is the general partner of AAA Associates and AAA Guernsey Limited ("AAA Guernsey") is the general partner of AP Alternative. Apollo Alternative Assets, L.P. ("AAA") provides investment services to AAA Guarantor, AAA Investments, AAA Associates, AAA Guernsey and AAA MIP. Apollo International Management, L.P. ("Int'l Management") is the managing general partner of AAA. Apollo International Management GP, LLC (Int'l Management GP") is the general partner of Int'l Management. AAA Holdings GP Limited ("AAA Holdings GP") is the general partner of AAA Holdings.

Apollo Palmetto Athene Partnership, L.P. ("Apollo Palmetto LP") is the limited partner of Palmetto Cayman. Apollo Palmetto Management, LLC ("Palmetto Management") is the general partner of Palmetto Cayman, Palmetto Advisors, and Apollo Palmetto LP. Apollo Principal Holdings IV, L.P. ("Principal Holdings IV") is the sole member of Palmetto Management. Apollo Principal Holdings IV GP, Ltd. ("Principal Holdings IV GP") is the general partner of Principal Holdings IV. Apollo Palmetto Athene Management, LLC ("Palmetto Athene Management") is the investment manager for Apollo Palmetto LP. The general partner of Athene Management is AAM GP Ltd. ("AAM GP"). The sole shareholder of AAM GP is Apollo Life Asset Ltd. ("Apollo Life"). Apollo Capital Management, L.P. ("Capital Management") is the sole member-manager of Palmetto Athene Management and the sole shareholder of Apollo Life. The general partner of Capital Management is Apollo Capital Management GP, LLC ("Capital Management GP"). Apollo Management Holdings, L.P. ("Management Holdings") is the sole member and manager of Int'l Management GP and Capital Management GP and the sole shareholder of AAA Holdings GP. Apollo Management Holdings GP, LLC ("Management Holdings GP") is the general partner of Management Holdings.

Stanhope Life Advisors, L.P. ("Stanhope Life Advisors") is the general partner of each of Stanhope and Stanhope II. Apollo Administration GP Ltd. ("Administration GP") is the general partner of Stanhope Life Advisors. AHL 2014 Investor GP, Ltd. ("AHL Investor GP") is the general partner of each of AHL Investor and AHL Investor II. Principal Holdings III is the sole shareholder of each of Administration GP and AHL Investor GP. Apollo Principal Holdings III GP, Ltd. ("Principal Holdings III GP") is the general partner of Principal Holdings III.

Leon Black, Joshua Harris and Marc Rowan are executive officers and the managers or directors of Management Holdings GP, Principal Holdings III GP and Principal Holdings IV GP.

Each of the Record Holders, AAA Investments, AP Alternative, AAA MIP, AAA Guernsey, AAA, Int'l Management, AAA Holdings GP, Int'l Management GP, Palmetto Management, Principal Holdings IV, Principal Holdings IV GP, Palmetto Management, Palmetto Athene Management, AAM GP, Apollo Life, Capital Management, Capital Management GP, Management Holdings, Management Holdings GP, Stanhope Life Advisors, Administration GP, AHL Investor GP, Principal Holdings III GP, and Messrs. Black, Harris and Rowan, disclaims beneficial ownership of the common stock of the Issuer included in this report, except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of the Securities Exchange Act of 1934, as amended, or for any other purpose.

The address of each of Palmetto Advisors, AAA Guarantor, Athene Management, Int'l Management, Int'l Management GP, Capital Management, Capital Management GP, Management Holdings, Management Holdings GP and Messrs. Black, Harris and Rowan is 9 West 57th Street, New York, NY 10019. The address of Stanhope, Stanhope II, Palmetto Cayman, Principal Holdings III, AP Alternative, Stanhope Life Advisors, Administration GP, AHL Investor, AHL Investor II, AHL Investor GP, Principal Holdings III GP, Principal Holdings IV GP, AAM GP and Apollo Life is c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Street, George Town, KY1-9005 Grand Cayman, Cayman Islands. The address of AAA Investments, AAA, Apollo Palmetto LP, Palmetto Management, Palmetto Athene Management, and Principal Holdings IV is One Manhattanville Road, Suite 201, Purchase, New York 10577. The principal address for AAA Associates, AAA MIP, AAA Holdings, AAA Holdings GP and AAA Guernsey is Trafalgar Court, Les Banques, GY1 3QL, St. Peter Port, Guernsey, Channel Islands.

This Statement on Form 4 is filed by: (i) Stanhope Life, L.P., (ii) Stanhope Life II, L.P., (iii) Stanhope Life Advisors, L.P., (iv) Apollo Administration GP Ltd., (v) Apollo Principal Holdings III, L.P., (vi) Apollo Principal Holdings III GP, Ltd., (vii) Palmetto Athene Holdings (Cayman), L.P., (viii) Apollo Palmetto Management, LLC, (ix) Apollo Palmetto Advisors, L.P., (x) Apollo Principal Holdings IV, L.P., (xi) Apollo Principal Holdings IV GP, LLC, (xii) Apollo Palmetto Athene Partnership, L.P., (xiii) Apollo Palmetto Athene Management, LLC, (xiv) Apollo Capital Management, L.P., (xv) Apollo Capital Management GP, LLC, (xvi) Apollo Management Holdings, L.P., (xvii) Apollo Management Holdings, GP, LLC, (xviii) AAA Guarantor-Athene, L.P., (xix) AAA Investments, L.P., (xx) AAA Associates, L.P., (xxi) AAA MIP Limited, (xxii) AP Alternative Assets, L.P., (xxiii) AAA Guernsey Limited, (xxiv) Apollo Alternative Assets, L.P., (xxv) Apollo International Management, L.P., (xxvi) Apollo International Management GP, LLC, (xxvii) AHL 2014 Investor, L.P., (xxviii) AHL 2014 Investor II, L.P., (xxix) AHL 2014 Investor GP, Ltd., (xxx) Athene Asset Management, L.P., (xxxi) AAM GP Ltd., (xxxii) Apollo Life Asset Ltd. (xxxiii) AAA Holdings, L.P. and (xxxiv) AAA Holdings GP Limited.

Name of Designated Filer: Apollo Management Holdings GP, LLC

Date of Event Requiring Statement December 14, 2016

Issuer Name: Athene Holding Ltd.

STANHOPE LIFE, L.P.

By: Stanhope Life Advisors, L.P.
its general partner

By: Apollo Administration GP, Ltd.
its general partner

By: /s/ Rick Gordon
Rick Gordon
Vice President

STANHOPE LIFE II, L.P.

By: Stanhope Life Advisors, L.P.
its general partner

By: Apollo Administration GP, Ltd.
its general partner

By: /s/ Rick Gordon
Rick Gordon
Vice President

STANHOPE LIFE ADVISORS, L.P.

By: Apollo Administration GP, Ltd.
its general partner

By: /s/ Rick Gordon
Rick Gordon
Vice President

APOLLO ADMINISTRATION GP LTD.

By: /s/ Rick Gordon
Rick Gordon
Vice President

APOLLO PRINCIPAL HOLDINGS III, L.P.

By: Apollo Principal Holdings III GP, Ltd.
its general partner

By: /s/ William B. Kuesel
William B. Kuesel
Vice President

APOLLO PRINCIPAL HOLDINGS III GP, LTD.

By: /s/ William B. Kuesel
William B. Kuesel
Vice President

PALMETTO ATHENE HOLDINGS (CAYMAN), L.P.

By: Apollo Palmetto Management, LLC
its general partner

By: /s/ William B. Kuesel
William B. Kuesel
Vice President

APOLLO PALMETTO ADVISORS, L.P.

By: Apollo Palmetto Management, LLC
its general partner

By: /s/ William B. Kuesel
William B. Kuesel
Vice President

APOLLO PALMETTO MANAGEMENT, LLC

By: /s/ William B. Kuesel
William B. Kuesel
Vice President

APOLLO PRINCIPAL HOLDINGS IV, L.P.

By: Apollo Principal Holdings IV GP, Ltd.
its general partner

By: /s/ William B. Kuesel
William B. Kuesel
Vice President

APOLLO PRINCIPAL HOLDINGS IV GP, LTD.

By: /s/ William B. Kuesel
William B. Kuesel
Vice President

APOLLO PALMETTO ATHENE PARTNERSHIP, L.P.

By: Apollo Palmetto Management, LLC
its general partner

By: /s/ William B. Kuesel
William B. Kuesel
Vice President

APOLLO PALMETTO ATHENE MANAGEMENT, LLC

By: /s/ William B. Kuesel
William B. Kuesel
Vice President

APOLLO CAPITAL MANAGEMENT, L.P.

By: Apollo Capital Management GP, LLC
its general partner

By: /s/ William B. Kuesel
William B. Kuesel
Vice President

APOLLO CAPITAL MANAGEMENT GP, LLC

By: /s/ William B. Kuesel
William B. Kuesel
Vice President

APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC,
its general partner

By: /s/ William B. Kuesel
William B. Kuesel
Vice President

APOLLO MANAGEMENT HOLDINGS, GP, LLC

By: /s/ William B. Kuesel
William B. Kuesel
Vice President

AAA GUARANTOR - ATHENE, L.P.

By: AAA Investments, L.P.
its general partner

By: Apollo Alternative Assets, L.P.
its service provider

By: Apollo International Management L.P.,
its managing general partner

By: Apollo International Management GP, LLC
its general partner

By: /s/ William B. Kuesel
William B. Kuesel
Vice President

AAA INVESTMENTS, L.P.

By: Apollo Alternative Assets, L.P.
its service provider

By: Apollo International Management, LP
its managing general partner

By: Apollo International Management GP, LLC
its general partner

By: /s/ William B. Kuesel
William B. Kuesel
Vice President

AAA ASSOCIATES, L.P.

By: Apollo Alternative Assets, L.P.
its service provider

By: Apollo International Management, L.P.
its managing general partner

By: Apollo International Management GP, LLC
its general partner

By: /s/ William B. Kuesel
William B. Kuesel
Vice President

AAA MIP LIMITED

By: Apollo Alternative Assets, L.P.
its service provider

By: Apollo International Management, L.P.
its managing general partner

By: Apollo International Management GP, LLC
its general partner

By: /s/ William B. Kuesel
William B. Kuesel
Vice President

AP ALTERNATIVE ASSETS, L.P.

By: Apollo Alternative Assets, L.P.
its service provider

By: Apollo International Management, L.P.
its managing general partner

By: Apollo International Management GP, LLC
its general partner

By: /s/ William B. Kuesel
William B. Kuesel
Vice President

AAA GUERNSEY LIMITED

By: Apollo Alternative Assets, L.P.
its service provider

By: Apollo International Management, L.P.
its managing general partner

By: Apollo International Management GP, LLC
its general partner

By: /s/ William B. Kuesel
William B. Kuesel
Vice President

APOLLO ALTERNATIVE ASSETS, L.P.

By: Apollo International Management, L.P.
its managing general partner

By: Apollo International Management GP, LLC
its general partner

By: /s/ William B. Kuesel
William B. Kuesel
Vice President

APOLLO INTERNATIONAL MANAGEMENT, L.P.

By: Apollo International Management GP, LLC
its general partner

By: /s/ William B. Kuesel
William B. Kuesel
Vice President

APOLLO INTERNATIONAL MANAGEMENT GP, LLC

By: /s/ William B. Kuesel
William B. Kuesel
Vice President

AHL 2014 INVESTOR, L.P.

By: AHL 2014 Investor GP, Ltd.
its general partner

By: /s/ Rick Gordon
Rick Gordon
Vice President

AHL 2014 INVESTOR II, L.P.

By: AHL 2014 Investor GP, Ltd.
its general partner

By: /s/ Rick Gordon
Rick Gordon
Vice President

AHL 2014 INVESTOR GP, LTD.

By: /s/ Rick Gordon
Rick Gordon
Vice President

APOLLO LIFE ASSET LTD.

By: /s/ William B. Kuesel
William B. Kuesel
Vice President

ATHENE ASSET MANAGEMENT, L.P.

By: AAM GP Ltd.
its general partner

By: /s/ Angelo Lombardo
Angelo Lombardo

AAM GP LTD.

By: /s/ Angelo Lombardo
Angelo Lombardo
Senior Vice President, Counsel and Secretary

AAA HOLDINGS, L.P.

By: AAA Holdings GP Limited
its general partner

By: /s/ Chris Weidler
Chris Weidler
Director

AAA HOLDINGS GP LIMITED

By: /s/ Chris Weidler
Chris Weidler
Director
