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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>06/12/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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	06/12/2017		j <sup>(1)</sup>		10,534,962 <sup>(1)</sup>	D	\$0.00 <sup>(1)</sup>	73,943,636.42 <sup>(2)</sup>	I	See footnote <sup>(2)</sup>
Class A Common Shares	06/12/2017		s		7,602,829.93	D	\$49	66,340,806.49 <sup>(2)</sup>	I	See footnote <sup>(2)</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					

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. In connection with a secondary offering of the shares of the Issuer, AAA Guarantor-Athene LP ("AAA Guarantor") distributed 10,767,217 Class B common shares to its limited partner, AP Alternative Assets, L.P. ("AP Alternative Assets"). AP Alternative Assets in turn distributed these 10,767,217 Class B common shares to its unitholders, including 19,396 Class B common shares to Apollo Principal Holdings III, L.P. and 212,859 Class B common shares to AAA Holdings, L.P. Except for the Class B common shares that were distributed to Apollo Principal Holdings III, L.P., AAA Holdings, L.P. and certain other unitholders associated with the reporting persons, all Class B common shares distributed by AP Alternative Assets automatically became Class A common shares upon such distribution.

2. See Exhibit 99.1.

[\[see signatures attached as Exhibit 99.2\]](#) 06/14/2017

\*\* 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.**

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 a secondary offering of the Issuer by certain of the Reporting Persons named in this Form 4, as disclosed on the Issuer's Registration Statement on Form S-1 (File No. 333-218163). 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 are held of record by (i) Stanhope Life, L.P. ("Stanhope"), (ii) Stanhope Life II, L.P. ("Stanhope II"), (iii) AHL 2014 Investor, L.P. ("AHL Investor"), (iv) AHL 2014 Investor II, L.P. ("AHL Investor II"), (v) Apollo Principal Holdings III, L.P. ("Principal Holdings III"), (vi) Palmetto Athene Holdings (Cayman), L.P. ("Palmetto Cayman"), (vii) Apollo Palmetto Advisors, L.P. ("Palmetto Advisors"), (viii) Athene Asset Management, L.P. ("Athene Management"), (ix) AAA Guarantor - Athene, L.P. ("AAA Guarantor"), (x) AAA Associates, L.P. ("AAA Associates"), and (xi) AAA Holdings, L.P. ("AAA Holdings", and, together with Stanhope, Stanhope II, AHL Investor, AHL Investor II, Principal Holdings III, Palmetto Cayman, Palmetto Advisors, Athene Management, AAA Guarantor and AAA Associates, the "Record Holders"). The number of shares reported as beneficially owned does not include 157,894 Class B common shares that have been granted to employees of certain of the reporting persons but are held by Apollo Management Holdings, L.P. ("Management Holdings") as custodian.

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.

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").

AAA Investments, L.P. ("AAA Investments") is the general partner of the AAA Guarantor. AAA Associates is the general partner of AAA Investments. AAA MIP Limited ("AAA MIP") is the general partner of AAA Associates. Apollo Alternative Assets, L.P. ("AAA") provides investment services to AAA Guarantor, AAA Investments, AAA Associates 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.

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

**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) AHL 2014 Investor, L.P., (vi) AHL 2014 Investor II, L.P., (vii) AHL 2014 Investor GP, Ltd., (viii) Apollo Principal Holdings III, L.P., (ix) Apollo Principal Holdings III GP, Ltd., (x) Palmetto Athene Holdings (Cayman), L.P., (xi) Apollo Palmetto Management, LLC, (xii) Apollo Palmetto Advisors, L.P., (xiii) Apollo Principal Holdings IV, L.P., (xiv) Apollo Principal Holdings IV GP, LLC, (xv) Apollo Palmetto Athene Partnership, L.P., (xvi) Apollo Palmetto Athene Management, LLC, (xvii) Apollo Capital Management, L.P., (xviii) Apollo Capital Management GP, LLC, (xix) AAA Guarantor-Athene, L.P., (xxi) AAA Investments, L.P., (xxii) AAA Associates, L.P., (xxiii) AAA MIP Limited, (xxiv) Apollo Alternative Assets, L.P., (xxv) Apollo International Management, L.P., (xxvi) Apollo International Management GP, LLC, (xxvii) Athene Asset Management, L.P., (xxviii) AAM GP Ltd., (xxix) Apollo Life Asset Ltd. (xxx) AAA Holdings, L.P., (xxx) AAA Holdings GP Limited, (xxxi) Apollo Management Holdings, L.P., and (xxxii) Apollo Management Holdings, GP, LLC.

**Name of Designated Filer:** Apollo Management Holdings GP, LLC

**Date of Event Requiring Statement** June 12, 2017

**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

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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

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 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

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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

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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

ATHENE ASSET MANAGEMENT, L.P.

By: AAM GP Ltd.  
its general partner

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

AAM GP LTD.

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

APOLLO LIFE ASSET LTD.

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

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APOLLO CAPITAL MANAGEMENT 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

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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

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

AAA HOLDINGS, L.P.

By: AAA Holdings GP Limited  
its general partner

By: /s/ John Suydam  
John Suydam  
Director

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AAA HOLDINGS GP LIMITED



By: /s/ John Suydam  
John Suydam  
Director

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