

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>12/08/2017</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Shares	12/08/2017		J ⁽¹⁾		22,469,692 ⁽¹⁾	D	\$0.00 ⁽¹⁾	42,633,170.49 ⁽²⁾	I	See footnote ⁽²⁾

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 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 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 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 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 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 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 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 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)

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)

Explanation of Responses:

1. On December 8, 2017, AAA Guarantor-Athene, L.P. ("AAA Guarantor") distributed Class B common shares to its limited partner, AAA Investments, L.P. ("AAA Investments"), which in turn distributed 22,965,061 Class B common shares to AP Alternative Assets, L.P. ("AP Alternative Assets"). AP Alternative Assets in turn distributed these Class B common shares to its unitholders, including 495,369 Class B common shares to unitholders associated with the reporting persons. AAA Investments also distributed 12,531 Class B common shares to its general partner, AAA Associates, L.P. in respect of its general partnership interest in AAA Investments. Except for the Class B common shares that were distributed to 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.

[\[see signatures attached as Exhibit 99.2\]](#) [12/12/2017](#)

** 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.

- (2) The Class A common shares, par value \$0.001 (the “Class A Shares”), of Athene Holding Ltd. (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 distribution of shares by AAA Guarantor-Athene, L.P. (“AAA Guarantor”) as described in footnote (1) are held of record by (i) AAA Guarantor, (ii) Apollo Principal Holdings III, L.P. (“Principal Holdings III”), (iii) Apollo Palmetto Advisors, L.P. (“Palmetto Advisors”), (iv) Athene Asset Management, L.P. (“Athene Management”), (v) AHL 2014 Investor II, L.P. (“AHL Investor II”), (vi) AAA Associates, L.P. (“AAA Associates”), and (vii) AAA Holdings, L.P. (“AAA Holdings,” and, together with AHL Investor II, Principal Holdings III, 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.

AAA Investments, L.P. (“AAA Investments”) is the general partner of 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.

AHL 2014 Investor GP, Ltd. (“AHL Investor GP”) is the general partner of AHL Investor II. Principal Holdings III is the sole shareholder of AHL Investor GP. Apollo Principal Holdings III GP, Ltd. (“Principal Holdings III GP”) is the general partner of Principal Holdings III. Apollo Palmetto Management, LLC (“Palmetto Management”) is the general partner of Palmetto Advisors. 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. 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 shareholder of Apollo Life. The general partner of Capital Management is Apollo Capital Management GP, LLC (“Capital Management GP”).

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, AHL Investor GP, Principal Holdings III GP, Palmetto Management, Principal Holdings IV, Principal Holdings IV GP, 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 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 AAA is c/o Walkers Corporate Limited, Cayman Corporate Centre, 27 Hospital Road, George Town, Grand Cayman KY1-9008, Cayman Islands. The address of Palmetto Management and AAA Investments 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, 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, 43rd Floor, New York, NY 10019.

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

Name of Designated Filer: Apollo Management Holdings GP, LLC

Date of Event Requiring Statement December 8, 2017

Issuer Name: Athene Holding Ltd.

AHL 2014 INVESTOR II, L.P.

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

By: /s/ Jessica Lomm
Jessica Lomm
Vice President

AHL 2014 INVESTOR GP, LTD.

By: /s/ Jessica Lomm
Jessica Lomm
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

1

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

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

2

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

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

3

AAA INVESTMENTS, 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 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

4

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

AAA HOLDINGS GP LIMITED

By: /s/ John Suydam
John Suydam
Director

5

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

