UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Amendment No. 1)*

Under the Securities Exchange Act of 1934

		ATHENE HOLDING LTD.
		(Name of Issuer)
		Class A Common Shares, par value \$0.001
		(Title of Class of Securities)
		G0684D107
		(CINS)
		John F. Hartigan, Esq. Morgan, Lewis & Bockius LLP 300 S. Grand Avenue, 22nd Floor Los Angeles, CA 90071 (213) 612-2500
		(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)
		December 31, 2017
		(Date of Event Which Requires Filing of this Statement)
* *		gnate the rule pursuant to which this Schedule is filed:
	Rule 13d-1(b)	
	Rule 13d-1(d)	
<u>L</u>	Rule 13d-1(d)	
		e shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent n which would alter the disclosures provided in a prior cover page.
		mainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).
v		
CINS No. G06	584D107	
1	Name of Reporting I.R.S. Identificatio Stanhope Life Adv	on Nos. of Above Persons (Entities Only).
2		riate Box if a Member of a Group (See Instructions)
	-	
	(b)	
3	SEC Use Only	
4	Citizenship or Plac	e of Organization
7	Cayman Islands	2 of Organization
	5	Sole Voting Power
Number of Shares Beneficially	6	Shared Voting Power 0 Class A Common Shares
Owned by Each Reporting Person With:	7	Sole Dispositive Power
1 015011 WIUI.	8	Shared Dispositive Power 0 Class A Common Shares

9	Aggregate Amount Beneficially Owned by Each Reporting Person 0		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ⊠		
11	Percent of Class Represented by Amount in Row (9) 0.0%		
12	Type of Reporting Person (See Instructions) PN		
		2	
CINS No. G0	684D107		
1	Name of Reporting l I.R.S. Identification Apollo Administrati	Nos. of Above Persons (Entities Only).	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) □		
	(b) <u>X</u>		
3	SEC Use Only		
4	Citizenship or Place Cayman Islands	of Organization	
	5	Sole Voting Power	
Number of Shares Beneficially	6	Shared Voting Power 0 Class A Common Shares	
Owned by Each Reporting Person With:	7	Sole Dispositive Power	
	8	Shared Dispositive Power 0 Class A Common Shares	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0 Class A Common Shares		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
11	Percent of Class Represented by Amount in Row (9) 0.0%		
12	Type of Reporting P	Person (See Instructions)	
		3	

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). AHL 2014 Investor II, L.P. Check the Appropriate Box if a Member of a Group (See Instructions)			
2				
	(a)			
	(b)	X		
3	SEC Use Only			
4	Citizenship or Place of Organization			
	Cayman Island	s · · · · · · · · · · · · · · · · · · ·		
	5	Sole Voting Power		
Number of Shares Beneficially	6	Shared Voting Power 0.23 Class A Common Shares		
Owned by Each Reporting Person With:	7	Sole Dispositive Power		
	8	Shared Dispositive Power 0.23 Class A Common Shares		
9	Aggregate Amo	ount Beneficially Owned by Each Reporting Person ommon Shares		
10	Check Box if the	ne Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
11	Percent of Clas	s Represented by Amount in Row (9)		
12	Type of Report	ing Person (See Instructions)		
		4		
CINS No. G0	684D107			
_				
1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). AHL 2014 Investor GP, Ltd.			
2		ropriate Box if a Member of a Group (See Instructions)		
	(a)			
	(b)			
3	SEC Use Only			
4	Citizenship or Place of Organization Cayman Islands			
	5	Sole Voting Power		
Number of Shares Beneficially Owned by	6	Shared Voting Power 0.23 Class A Common Shares		

Each Reporting Person With:	7	Sole Dispositive Power	
	8	Shared Dispositive Power 0.23 Class A Common Shares	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0.23 Class A Common Shares		
10	Check Box if the Ag	gregate Amount in Row (9) Excludes Certain Shares (See Instructions) ⊠	
11	Percent of Class Rep 0.0%	presented by Amount in Row (9)	
12	Type of Reporting Person (See Instructions) CO		
		5	
CINS No. G06	584D107		
1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Principal Holdings III, L.P.		
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a)		
	(b) 🗵		
3	SEC Use Only		
4	Citizenship or Place of Organization Cayman Islands		
	5	Sole Voting Power	
Number of Shares Beneficially	6	Shared Voting Power 14,766,602.58 Class A Common Shares	
Owned by Each Reporting Person With:	7	Sole Dispositive Power	
	8	Shared Dispositive Power 14,766,602.58 Class A Common Shares	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 14,766,602.58 Class A Common Shares		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ⊠		
11	Percent of Class Rep 7.8%	presented by Amount in Row (9)	
12	Type of Reporting P PN	Person (See Instructions)	

Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Principal Holdings III GP, Ltd.		
2 Check the Appropriate Box if a Member of a Group (See Instructions)		
SEC Use Only		
4 Citizenship or Place of Organization Cayman Islands		
5	Sole Voting Power	
6	Shared Voting Power 14,766,602.58 Class A Common Shares	
7	Sole Dispositive Power	
8	Shared Dispositive Power 14,766,602.58 Class A Common Shares	
Aggregate Amount Beneficially Owned by Each Reporting Person 14,766,602.58 Class A Common Shares		
Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 区		
Percent of Class Represented by Amount in Row (9) 7.8%		
Type of Reporting Person (See Instructions) CO		
	7	
0684D107		
Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Athene Asset Management, L.P.		
**	propriate Box if a Member of a Group (See Instructions)	
(0)		
SEC Use Only		
Citizenship or Place of Organization Delaware		
	I.R.S. Identific Apollo Princip Check the App (a) (b) SEC Use Only Citizenship or Cayman Island 5 6 7 8 Aggregate Am 14,766,602.58 Check Box if t Percent of Clast 7.8% Type of Report CO I.R.S. Identific Athene Asset Management of Apple (a) (b) SEC Use Only Citizenship or Citiz	

	5	Sole Voting Power	
Number of Shares	6	Shared Voting Power 1 Class A Common Share	
Beneficially Owned by Each Reporting Person With:	7	Sole Dispositive Power	
	8	Shared Dispositive Power 1 Class A Common Share	
9	Aggregate Amou 1 Class A Comm	ant Beneficially Owned by Each Reporting Person non Share	
10	Check Box if the	Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	
11	Percent of Class 0.0%	Represented by Amount in Row (9)	
12	Type of Reportin	ng Person (See Instructions)	
		8	
CINS No. G00	584D107		
1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). AAM GP Ltd.		
2	Check the Appro	opriate Box if a Member of a Group (See Instructions)	
	(a)		
	(b)		
3	SEC Use Only		
4	Citizenship or Place of Organization Cayman Island		
	5	Sole Voting Power	
Number of Shares Beneficially	6	Shared Voting Power 1 Class A Common Share	
Owned by Each Reporting Person With:	7	Sole Dispositive Power	
	8	Shared Dispositive Power 1 Class A Common Share	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1 Class A Common Share		
10	Check Box if the	Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ⊠	
11	Percent of Class Represented by Amount in Row (9) 0.0%		

		9	
CINS No. G06	584D107		
1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Life Asset Ltd.		
2	Check the Appropriate I	Box if a Member of a Group (See Instructions)	
	(a) <u></u>		
	(b) 🗵		
3	SEC Use Only		
4	Citizenship or Place of C Cayman Island	Organization	
	5	Sole Voting Power	
Number of Shares Beneficially	6	Shared Voting Power 1 Class A Common Share	
Owned by Each Reporting Person With:	7	Sole Dispositive Power	
	8	Shared Dispositive Power 1 Class A Common Share	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1 Class A Common Share		
10	Check Box if the Aggreg	gate Amount in Row (9) Excludes Certain Shares (See Instructions)	
11	Percent of Class Represented by Amount in Row (9) 0.0%		
12	Type of Reporting Person (See Instructions) CO		
		10	
CINS No. G06	584D107		
1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Palmetto Advisors, L.P.		
2	Check the Appropriate I	Box if a Member of a Group (See Instructions)	
	(a) \Box		
	(b) 🗵		
3	SEC Use Only		

Type of Reporting Person (See Instructions)

12

4	Citizenship or Place of Organization Delaware			
	5	Sole Voting Power		
Number of Shares Beneficially	6	Shared Voting Power 80,096.15 Class A Common Shares		
Owned by Each Reporting Person With:	7	Sole Dispositive Power		
	8	Shared Dispositive Power 80,096.15 Class A Common Shares		
9	Aggregate Amoun 80,096.15 Class A	t Beneficially Owned by Each Reporting Person Common Shares		
10	Check Box if the A	aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ⊠		
11	Percent of Class R 0.0%	epresented by Amount in Row (9)		
12	Type of Reporting PN	Person (See Instructions)		
		11		
CINS No. G00	Name of Reporting I.R.S. Identificatio	g Persons. n Nos. of Above Persons (Entities Only). loldings (Cayman), L.P.		
2		riate Box if a Member of a Group (See Instructions) □		
	_	X		
3	SEC Use Only			
4	Citizenship or Plac Cayman Islands	ee of Organization		
	5	Sole Voting Power		
Number of Shares Beneficially Owned by	6	Shared Voting Power 0 Class A Common Shares		
Each Reporting Person With:	7	Sole Dispositive Power		
	8	Shared Dispositive Power 0 Class A Common Shares		
9	Aggregate Amoun 0 Class A Commo	t Beneficially Owned by Each Reporting Person n Shares		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 区			

11	Percent of Class Represented by Amount in Row (9) 0.0%			
12	Type of Reporting Person (See Instructions) PN			
	12			
CINS No. G0	684D107			
1	Name of Reporting I.R.S. Identification Apollo Palmetto Ma	Nos. of Above Persons (Entities Only).		
2	Check the Appropri	ate Box if a Member of a Group (See Instructions)		
	(b) \(\big \)			
3	SEC Use Only			
4	Citizenship or Place Delaware	of Organization		
	5	Sole Voting Power		
Number of Shares Beneficially	6	Shared Voting Power 80,096.15 Class A Common Shares		
Owned by Each Reporting Person With:	7	Sole Dispositive Power		
	8	Shared Dispositive Power 80,096.15 Class A Common Shares		
9	Aggregate Amount Beneficially Owned by Each Reporting Person 80,096.15 Class A Common Shares			
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ⊠			
11	Percent of Class Represented by Amount in Row (9) 0.0%			
12	Type of Reporting Person (See Instructions) OO			
		13		
CINS No. G0	684D107			
1	Name of Reporting I.R.S. Identification Apollo Principal Ho	Nos. of Above Persons (Entities Only).		
2		ate Box if a Member of a Group (See Instructions)		
	(a) (b)			
	-			

3	3 SEC Use Only			
4	Citizenship or Place of Organization Delaware			
	5	Sole Voting Power		
Number of Shares Beneficially	6	Shared Voting Power 80,096.15 Class A Common Shares		
Owned by Each Reporting Person With:	7	Sole Dispositive Power		
	8	Shared Dispositive Power 80,096.15 Class A Common Shares		
9	Aggregate Amount l 80,096.15 Class A C	Beneficially Owned by Each Reporting Person Common Shares		
10	Check Box if the Ag	gregate Amount in Row (9) Excludes Certain Shares (See Instructions) ⊠		
11	Percent of Class Rep 0.0%	presented by Amount in Row (9)		
12	Type of Reporting P	Person (See Instructions)		
		14		
CINS No. G0	684D107			
1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Principal Holdings IV GP, Ltd.			
2		ate Box if a Member of a Group (See Instructions)		
	(a)			
3	SEC Use Only			
4	Citizenship or Place of Organization Delaware			
	5	Sole Voting Power		
Number of Shares Beneficially	6	Shared Voting Power 80,096.15 Class A Common Shares		
Owned by Each Reporting Person With:	7	Sole Dispositive Power		
	8	Shared Dispositive Power 80,096.15 Class A Common Shares		
9	Aggregate Amount I	Beneficially Owned by Each Reporting Person		

Aggregate Amount Beneficially Owned by Each Reporting Person 80,096.15 Class A Common Shares

10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
11	Percent of Class Represented by Amount in Row (9) 0.0%		
12	Type of Reporting Person (See Instructions) OO		
		15	
CINS No. G0	684D107		
1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Palmetto Athene Partnership, L.P.		
2	Check the Appropriate the Check the Appropriate the Appropriat	priate Box if a Member of a Group (See Instructions)	
	(a) (b)	<u> </u>	
3	SEC Use Only		
4		ace of Organization	
	5	Sole Voting Power	
Number of Shares Beneficially Owned by	6	Shared Voting Power 0 Class A Common Shares	
Each Reporting Person With:	7	Sole Dispositive Power	
	8	Shared Dispositive Power 0 Class A Common Shares	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0 Class A Common Shares		
10	Check Box if the	Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ⊠	
11	Percent of Class Represented by Amount in Row (9) 0.0%		
12	Type of Reporting Person (See Instructions) PN		
		16	
CINS No. G00	684D107		
1	Name of Reportin I.R.S. Identificati Apollo Palmetto	ng Persons. on Nos. of Above Persons (Entities Only). Athene Management, LLC	
2	Check the Approp	priate Box if a Member of a Group (See Instructions)	

	(b)	\boxtimes		
3	SEC Use Only			
4	Citizenship or Pl Delaware	ace of Organization		
	5	Sole Voting Power		
Number of Shares Beneficially	6	Shared Voting Power 0 Class A Common Shares		
Owned by Each Reporting Person With:	7	Sole Dispositive Power		
	8	Shared Dispositive Power 0 Class A Common Shares		
9	Aggregate Amou 0 Class A Comm	nt Beneficially Owned by Each Reporting Person on Shares		
10	Check Box if the	Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☑		
11	Percent of Class 0.0%	Represented by Amount in Row (9)		
12	Type of Reportin	g Person (See Instructions)		
		17		
CINS No. G00	684D107			
1				
2	Check the Appro	priate Box if a Member of a Group (See Instructions)		
	(b)	\boxtimes		
3	SEC Use Only			
4	Citizenship or Place of Organization Delaware			
	5	Sole Voting Power		
Number of Shares Beneficially	6	Shared Voting Power 1 Class A Common Share		
Owned by Each Reporting Person With:	7	Sole Dispositive Power		
	8	Shared Dispositive Power 1 Class A Common Shares		

9	Aggregate Amo 1 Class A Comr	unt Beneficially Owned by Each Reporting Person non Shares	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 区		
11	Percent of Class	s Represented by Amount in Row (9)	
12	Type of Reporti	ng Person (See Instructions)	
		18	
CINS No. G0	684D107		
1	Name of Report I.R.S. Identifica Apollo Capital 1	ting Persons. tion Nos. of Above Persons (Entities Only). Management GP, LLC	
2	Check the Appr	ropriate Box if a Member of a Group (See Instructions)	
	(b)		
3	SEC Use Only		
4	Citizenship or P Delaware	lace of Organization	
	5	Sole Voting Power	
Number of Shares Beneficially	6	Shared Voting Power 1 Class A Common Share	
Owned by Each Reporting Person With:	7	Sole Dispositive Power	
	8	Shared Dispositive Power 1Class A Common Shares	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1 Class A Common Shares		
10	Check Box if th	e Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	
11	Percent of Class Represented by Amount in Row (9) 0.0%		
12	Type of Reporting Person (See Instructions) OO		
		19	
CINS No. G0	684D107		
	007 D 107		

Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).
AAA Guarantor-Athene, L.P.

2	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a)			
	(b)			
3	SEC Use Only			
4	Citizenship or Place of Organization Delaware			
	5	Sole Voting Power		
Number of Shares Beneficially	6	Shared Voting Power 26,630,754.76 Class A Common Shares		
Owned by Each Reporting Person With:	7	Sole Dispositive Power		
	8	Shared Dispositive Power 26,630,754.76 Class A Common Shares		
9	Aggregate Amo 26,630,754.76 (nt Beneficially Owned by Each Reporting Person ass A Common Shares		
10	Check Box if th	Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
11	Percent of Class Represented by Amount in Row (9) 14.0%			
12	Type of Reporting Person (See Instructions) PN			
		20		
CINS No. G0	684D107			
1	Name of Report I.R.S. Identifica AAA Investmen	on Nos. of Above Persons (Entities Only).		
2	Check the Appr	priate Box if a Member of a Group (See Instructions)		
	(a)			
	(b)			
3	SEC Use Only			
4	Citizenship or Place of Organization Delaware			
	5	Sole Voting Power		
Number of Shares	6	Shared Voting Power 26,630,754.76 Class A Common Shares		
Beneficially Owned by Each Reporting	7	Sole Dispositive Power		
Person With:				

8

Shared Dispositive Power

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). AAA MIP Limited				
2	Check the Appr	Check the Appropriate Box if a Member of a Group (See Instructions) (a) □			
	(b)	<u>-</u> ⊠			
3	SEC Use Only				
4	Citizenship or Place of Organization Guernsey				
	5	Sole Voting Power			
Number of Shares Beneficially	6	Shared Voting Power 26,661,797.76 Class A Common Shares			
Owned by Each Reporting Person With:	7	Sole Dispositive Power			
	8	Shared Dispositive Power 26,661,797.76 Class A Common Shares			
9	Aggregate Amount Beneficially Owned by Each Reporting Person 26,661,797.76 Class A Common Shares				
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 区				
11	Percent of Class Represented by Amount in Row (9) 14.0%				
12	Type of Reporting Person (See Instructions) CO				
		23			
CINS No. G0	684D107				
1	Name of Report I.R.S. Identifica Apollo Alternat	tion Nos. of Above Persons (Entities Only).			
2	Check the Appr	opriate Box if a Member of a Group (See Instructions)			
	(a)				
	(b)				
3	SEC Use Only				
4	Citizenship or P Cayman Islands	lace of Organization			
	5	Sole Voting Power			
Number of Shares Beneficially Owned by	6	Shared Voting Power 26,661,797.76 Class A Common Shares			

8 Shared Dispositive Power 26.661,797.76 Class A Common Shares 9 Aggregate Amount Beneficially Owned by Fach Reporting Person 26.661,797.76 Class A Common Shares 10 Check Ros if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [25] 11 Parcel of Class Reported by Amount in Row (9) 14 Offs 12 Type of Reporting Person (See Instructions) 18 Name of Reporting Persons 18. S. Identification New, of Above Persons (Traities Only), Apollo International Management, L.P. 2 Check the Appropriate Box if a Member of a Group (See Instructions) (a) Check the Appropriate Box if a Member of a Group (See Instructions) (b) Citizonship or Place of Organization Delivours 5 Sole Voting Power Shared Voting Power 25.661,797.76 Class A Common Shares 9 Aggregate Amount Mentifically Owned by Each Reporting Person 30 Check Box if the Aggregate Amount in Row (9) Each Reporting Person 30 Check Box if the Aggregate Amount in Row (9) Textudes Certain Shares (See Instructions) [8] 10 Check Box if the Aggregate Amount in Row (9) Textudes Certain Shares (See Instructions) [8] 11 Percent of Class Reporting Person (See Instructions) [8] 12 Present of Class Reporting Person (See Instructions) [8] 13 Percent of Class Reporting Person (See Instructions) [8] 14 Percent of Class Reporting Person (See Instructions) [8] 15 Percent of Class Reporting Person (See Instructions) [8]	Each Reporting Person With:	7	Sole Dispositive Power	
26,061,797.76 Class A Common Shares Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) Percent of Class Represented by Amount in Row (9) 14,075 12 Typs of Reporting Person (See Instructions) Nurse of Reporting Person LR.S. Identification Nos. of Above Persons (Untities Only). Apollo International Minagement, L.P. Check the Appropriate Ross if a Member of a Group (See Instructions) (a)		8	Shared Dispositive Power 26,661,797.76 Class A Common Shares	
11 Percent of Class Represented by Amount in Row (9) 12 Type of Reporting Person (See Instructions) 24 CDNS No. 00084D107 1 Name of Reporting Persons 1 LRS. Identification Nos. of Above Persons (Entities Only). Apollo International Management, L.P. 2 Check the Appropriate Box if a Member of a Group (See Instructions) (a) □ (b) □ 3 SEC Use Only 4 Chicaechip or Place of Organization Delaware 5 Sole Voting Power 5 Sole Voting Power 26,661,797.76 Class A Common Shares Sole Dispositive Power Person Walt: 8 Shared Dispositive Power 26,661,797.76 Class A Common Shares 10 Check Box if the Aggregate Amount Beneficially. Owned by Leach Reporting Person 26,661,797.76 Class A Common Shares 11 Percent of Class Represented by Amount in Row (9) Excludes Certain Shares (See Instructions) □ 12 Type of Reporting Person (See Instructions)	9	Aggregate Amount B 26,661,797.76 Class	eneficially Owned by Each Reporting Person A Common Shares	
14.0% Type of Reporting Person (See Instructions) 24 CINS No. 0084D107 1 Name of Reporting Persons. LR.S. Identification Nos. of Above Persons (Entities Only). Apollo International Management, L.P. 2 Check the Appropriate Box if a Member of a Group (See Instructions) (a)	10	Check Box if the Agg	gregate Amount in Row (9) Excludes Certain Shares (See Instructions)	
PN CINS No. G0684D107 1 Name of Reporting Persons. LR.S. Identification Nos. of Above Persons (Entities Only). Apollo International Management, L.P. 2 Check the Appropriate Box if a Member of a Group (See Instructions) (a) □ □ 3 SEC Use Only 4 Citzenship or Place of Organization Delaware 5 Sole Voting Power 5 Sole Voting Power 5 Sole Voting Power 5 Sole Origing Power Shares Reporting Reporting Person With: 8 Shared Dispositive Power Person With: 8 Shared Dispositive Power 26.661,797.76 Class A Common Shares 9 Aggregate Amount Beneficially Owned by Each Reporting Person 26.661,797.76 Class A Common Shares 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □ 11 Percent of Class Represented by Amount in Row (9) 14.0%	11		resented by Amount in Row (9)	
CENS No. G0684D107 Name of Reporting Persons. I.R. S. Identification Nos. of Above Persons (Entities Only). Apollo International Management, L.P. Check the Appropriate Box if a Member of a Group (See Instructions) (a)	12		erson (See Instructions)	
1 Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo International Management, L.P. 2 Check the Appropriate Box if a Member of a Group (See Instructions) (a) □ (b) ☑ 3 SEC Use Only 4 Citizenship or Place of Organization Delaware 5 Sole Voting Power 5 Sole Voting Power Shares Beneficially Owned by Fach Reporting Person With: 8 Shared Dispositive Power 26,661,797.76 Class A Common Shares 9 Aggregate Amount Beneficially Owned by Each Reporting Person 26,661,797.76 Class A Common Shares 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☑ 11 Percent of Class Represented by Amount in Row (9) 12 Type of Reporting Person (See Instructions)			24	
LK.S. Identification Nos. of Above Persons (Entities Only). Apollo International Management, L.P. Check the Appropriate Box if a Member of a Group (See Instructions) (a) □ (b) ☑ SEC Use Only Citizenship or Place of Organization Delaware 5 Sole Voting Power 5 Sole Voting Power Shares Beneficially Owned by Each Reporting Person With: 8 Shared Voting Power 8 Shared Dispositive Power 26,661,797.76 Class A Common Shares 9 Aggregate Amount Beneficially Owned by Each Reporting Person 26,661,797.76 Class A Common Shares 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☑ 11 Percent of Class Represented by Amount in Row (9) 14.0%	CINS No. G0	684D107		
SEC Use Only SEC Use Only	1	I.R.S. Identification N	Nos. of Above Persons (Entities Only).	
3 SEC Use Only 4 Citizenship or Place of Organization Delaware 5 Sole Voting Power 5 Sole Voting Power 6 Shares Meneficially Owned by Each Reporting Person With: 8 Shared Dispositive Power 8 Shared Dispositive Power 26,661,797.76 Class A Common Shares 9 Aggregate Amount Beneficially Owned by Each Reporting Person 26,661,797.76 Class A Common Shares 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 11 Percent of Class Represented by Amount in Row (9) 12 Type of Reporting Person (See Instructions)	2			
4 Citizenship or Place of Organization Delaware 5 Sole Voting Power 5 Sole Voting Power 5 Shared Voting Power 26,661,797.76 Class A Common Shares 8 Shared Dispositive Power Person With: 8 Shared Dispositive Power 26,661,797.76 Class A Common Shares 9 Aggregate Amount Beneficially Owned by Each Reporting Person 26,661,797.76 Class A Common Shares 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □ Percent of Class Represented by Amount in Row (9) 14.0%		(b) 🗵		
Delaware Sole Voting Power	3	SEC Use Only		
Number of Shares Beneficially Owned by Each Reporting Person With: 8 Shared Dispositive Power 26,661,797.76 Class A Common Shares Shared Dispositive Power 26,661,797.76 Class A Common Shares 9 Aggregate Amount Beneficially Owned by Each Reporting Person 26,661,797.76 Class A Common Shares 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 11 Percent of Class Represented by Amount in Row (9) 12 Type of Reporting Person (See Instructions)	4	Citizenship or Place of Organization Delaware		
Shares Beneficially Owned by Each Reporting Person With: 8 Shared Dispositive Power 26,661,797.76 Class A Common Shares Shared Dispositive Power 26,661,797.76 Class A Common Shares 9 Aggregate Amount Beneficially Owned by Each Reporting Person 26,661,797.76 Class A Common Shares 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 11 Percent of Class Represented by Amount in Row (9) 14.0% 12 Type of Reporting Person (See Instructions)		5	Sole Voting Power	
Each Reporting Person With: 8 Shared Dispositive Power 26,661,797.76 Class A Common Shares 9 Aggregate Amount Beneficially Owned by Each Reporting Person 26,661,797.76 Class A Common Shares 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 11 Percent of Class Represented by Amount in Row (9) 12 Type of Reporting Person (See Instructions)	Shares Beneficially	6	Shared Voting Power 26,661,797.76 Class A Common Shares	
26,661,797.76 Class A Common Shares 9 Aggregate Amount Beneficially Owned by Each Reporting Person 26,661,797.76 Class A Common Shares 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 11 Percent of Class Represented by Amount in Row (9) 14.0% 12 Type of Reporting Person (See Instructions)	Each Reporting	7	Sole Dispositive Power	
26,661,797.76 Class A Common Shares Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) Percent of Class Represented by Amount in Row (9) 14.0% Type of Reporting Person (See Instructions)		8	Shared Dispositive Power 26,661,797.76 Class A Common Shares	
Percent of Class Represented by Amount in Row (9) 14.0% Type of Reporting Person (See Instructions)	9	Aggregate Amount B 26,661,797.76 Class	eneficially Owned by Each Reporting Person A Common Shares	
14.0% Type of Reporting Person (See Instructions)	10	Check Box if the Agg	gregate Amount in Row (9) Excludes Certain Shares (See Instructions)	
	11		resented by Amount in Row (9)	
	12		erson (See Instructions)	

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo International Management GP, LLC		
2	Check the Annr	ropriate Box if a Member of a Group (See Instructions)	
2	(a)		
	(b)		
	(*)		
3	SEC Use Only		
4	Citizenship or Place of Organization Delaware		
	5	Sole Voting Power	
Number of chares Beneficially	6	Shared Voting Power 26,661,797.76 Class A Common Shares	
Owned by Each Reporting Person With:	7	Sole Dispositive Power	
	8	Shared Dispositive Power 26,661,797.76 Class A Common Shares	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 26,661,797.76 Class A Common Shares		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 区		
11	Percent of Class Represented by Amount in Row (9) 14.0%		
12	Type of Reporting Person (See Instructions) OO		
		26	
CINS No. G00	684D107		
1	Name of Report I.R.S. Identifica AAA Holdings,	tion Nos. of Above Persons (Entities Only).	
2	Check the Appr	ropriate Box if a Member of a Group (See Instructions)	
	(a)		
	(b)		
3	SEC Use Only		
4	Citizenship or P Guernsey	Place of Organization	

	5	Sole Voting Power	
Number of Shares Beneficially	6	Shared Voting Power 1,124,673 Class A Common Shares	
Owned by Each Reporting Person With:	7	Sole Dispositive Power	
	8	Shared Dispositive Power 1,124,673 Class A Common Shares	
9	Aggregate Amou 1,124,673 Class	nt Beneficially Owned by Each Reporting Person A Common Shares	
10	Check Box if the	Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ⊠	
11	Percent of Class 0.6%	Represented by Amount in Row (9)	
12	Type of Reportin	g Person (See Instructions)	
		27	
CINS No. G06	584D107		
1	Name of Reporting I.R.S. Identification AAA Holdings C	ion Nos. of Above Persons (Entities Only).	
2	Check the Appropriate Box if a Member of a Group (See Instructions)		
	(a) (b)		
3	SEC Use Only		
4	Citizenship or Pla Guernsey	ace of Organization	
	5	Sole Voting Power	
Number of Shares Beneficially	6	Shared Voting Power 1,124,673 Class A Common Shares	
Owned by Each Reporting Person With:	7	Sole Dispositive Power	
	8	Shared Dispositive Power 1,124,673 Class A Common Shares	
9	Aggregate Amou	ant Beneficially Owned by Each Reporting Person A Common Shares	
10	Check Box if the	Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ⊠	
11	Percent of Class 0.6%	Represented by Amount in Row (9)	

	СО		
		28	
CINS No. G00	584D107		
1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Management Holdings, L.P.		
2	Check the Appropr	iate Box if a Member of a Group (See Instructions)	
	(a) [
	(b)		
3	SEC Use Only		
4	Citizenship or Plac Delaware	e of Organization	
	5	Sole Voting Power	
Number of chares Beneficially Owned by	6	Shared Voting Power 27,918,601.76 Class A Common Shares	
Each Reporting Person With:	7	Sole Dispositive Power	
	8	Shared Dispositive Power 27,786,471.76 Class A Common Shares	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 27,918,601.76 Class A Common Shares		
10	Check Box if the A	ggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ⊠	
11	Percent of Class Represented by Amount in Row (9) 14.7%		
12	Type of Reporting Person (See Instructions) PN		
		29	
CINS No. G00	684D107		
1	Name of Reporting I.R.S. Identification Apollo Managemen	Persons. n Nos. of Above Persons (Entities Only). nt Holdings GP, LLC	
2	Check the Appropr	iate Box if a Member of a Group (See Instructions)	
	_	$oldsymbol{\mathbb{Z}}$	
3	SEC Use Only		

12

Type of Reporting Person (See Instructions)

- 4 Citizenship or Place of Organization Delaware 5 Sole Voting Power Number of Shared Voting Power Shares 27,918,601.76 Class A Common Shares Beneficially Owned by Each Sole Dispositive Power Reporting Person With: 8 Shared Dispositive Power 27,786,471.76 Class A Common Shares 9 Aggregate Amount Beneficially Owned by Each Reporting Person 27,918,601.76 Class A Common Shares 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 11 Percent of Class Represented by Amount in Row (9) 14.7% 12 Type of Reporting Person (See Instructions) 00 30
- Item 1.
- (a) Name of Issuer Athene Holding Ltd.
- (b) Address of Issuer's Principal Executive Offices
 96 Pitts Bay Road
 Pembroke, HM08, Bermuda

Item 2.

(a) Name of Person Filing

This Schedule 13G is filed by: (i) Stanhope Life Advisors, L.P. ("Stanhope Life Advisors"), (ii) Apollo Administration GP Ltd. ("Administration GP"), (iii) AHL 2014 Investor II, L.P. ("AHL Investor II"), (iv) AHL 2014 Investor GP, Ltd. ("AHL Investor GP"), (v) Apollo Principal Holdings III, L.P. ("Principal Holdings III"), (vi) Apollo Principal Holdings III GP, Ltd. ("Principal Holdings III GP"), (vii) Athene Asset Management, L.P. ("Athene Management"), (viii) AAM GP Ltd. ("AAM GP"), (ix) Apollo Life Asset Ltd. ("Apollo Life"), (x) Apollo Palmetto Advisors, L.P. ("Palmetto Advisors"), (xi) Palmetto Athene Holdings (Cayman), L.P. ("Palmetto Cayman"), (xii) Apollo Palmetto Management, LLC ("Palmetto Management"), (xiii) Apollo Principal Holdings IV, L.P., ("Principal Holdings IV") (xiv) Apollo Principal Holdings IV GP"), (xv) Apollo Palmetto Athene Partnership, L.P. ("Apollo Palmetto LP"), (xvi) Apollo Palmetto Athene Management, LLC ("Palmetto Athene Management"), (xvii) Apollo Capital Management, L.P. ("Capital Management"), (xvii) Apollo Capital Management GP"), (xix) AAA Guarantor-Athene, L.P. ("AAA Guarantor"), (xx) AAA Investments, L.P. ("AAA Investments"), (xxi) AAA Associates, L.P. ("AAA Associates"), (xxii) AAA MIP Limited ("AAA MIP"), (xxiii) Apollo Alternative Assets, L.P. ("AAA"), (xxiv) Apollo International Management GP, LLC ("Int'l Management GP"), (xxvi) AAA Holdings, L.P. ("AAA Holdings"), (xxvii) AAA Holdings GP Limited ("AAA Holdings GP"), (xxviii) Apollo Management Holdings, L.P. ("Management Holdings"), and (xxix) Apollo Management Holdings, GP, LLC ("Management Holdings GP"). The foregoing are collectively referred to herein as the "Reporting Persons."

AHL Investor II, Principal Holdings III, Athene Management, Palmetto Advisors, Palmetto Cayman, AAA Guarantor, AAA Associates and AAA Holdings each hold shares of the Class B common shares, par value \$0.001 (the "Class B Shares"), of Athene Holding Ltd. (the "Issuer"). The Class A common shares, par value \$0.001 (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 Shares. Stanhope Life, L.P. ("Stanhope"), Stanhope Life II, L.P. ("Stanhope II"), and AHL 2014 Investor, L.P. ("AHL Investor") were reporting persons on the initial Schedule 13G filing but no longer hold any of the Issuer's shares and have been dissolved.

Stanhope Life Advisors was the general partner of each of Stanhope and Stanhope II. Administration GP is the general partner of Stanhope Life Advisors. 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. Principal Holdings III GP is the general partner of Principal Holdings III.

The general partner of Athene Management is AAM GP. The sole shareholder of AAM GP is Apollo Life. Palmetto Management is the general partner of Palmetto Cayman, Palmetto Advisors and Apollo Palmetto LP. Principal Holdings IV is the sole member of Palmetto Management, and Principal Holdings IV GP is the general partner of Principal Holdings IV. Apollo Palmetto LP is the limited partner of Palmetto Cayman and as such holds the right to approve of the acquisition or disposition of shares of the Issuer that are held by Palmetto Cayman. Palmetto Athene Management is the investment manager for Apollo Palmetto LP. 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 Capital Management GP.

AAA Investments is the General Partner of AAA Guarantor. AAA Associates is the general partner of AAA Investments. AAA MIP is the general partner of AAA Associates. AAA provides investment services to AAA Guarantor, AAA Investments, AAA Associates and AAA MIP. Int'l Management is the managing general partner of AAA. Int'l Management GP is the general partner of Int'l Management.

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. Management Holdings GP is the general partner of Management Holdings.

(b) Address of Principal Business Office or, if none, Residence

The address of each of Stanhope Life Advisors, Administration GP, AHL Investor II, AHL Investor GP, Principal Holdings III, Principal Holdings III GP, Principal Holdings IV, Principal Holdings IV GP, AAM GP, Apollo Life, AAA, and Palmetto Cayman is c/o Walkers Corporate Limited, Cayman Corporate Center, 27 Hospital Road,, George Town, KY1-9008 Grand Cayman, Cayman Islands. The address of each of Athene Management, Palmetto Advisors, Palmetto Athene Management, Int'l Management, Int'l Management GP, Capital Management, Capital Management Holdings and Management Holdings GP is 9 West 57th Street, New York, NY 10019. The address of AAA Investments, Apollo Palmetto LP, Palmetto Management, and is One Manhattanville Road, Suite 201, Purchase, New York 10577. The principal 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.

(c) Citizenship

Stanhope Advisors, AHL Investor II, Principal Holdings III, Palmetto Cayman, Principal Holdings IV and AAA are each exempted limited partnerships registered in the Cayman Islands. Administration GP, AHL Investor GP, Principal Holdings III GP, Principal Holdings IV GP, Apollo Life and AAM GP are each exempted companies registered in the Cayman Islands. Athene Management, Palmetto Advisors,

32

Apollo Palmetto LP, Capital Management, AAA Guarantor, AAA Investments, Int'l Management and Management Holdings are each Delaware limited partnerships. Palmetto Management, Palmetto Athene Management, Capital Management GP, Int'l Management GP and Management Holdings GP are each Delaware limited liability companies. AAA Associates, AAA Holdings and AAA Holdings GP are each Guernsey limited partnerships. AAA MIP is a limited company incorporated in Guernsey.

- (d) Title of Class of Securities Class A common shares, par value \$0.001.
- (e) CINS Number G0684D107

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

Stanhope Life Advisors	0.00
Administration GP	0.00
AHL Investor II	0.23
AHL Investor GP	0.23
Principal Holdings III	14,766,602.58
Principal Holdings III GP	14,766,602.58
Athene Management	1.00
AAM GP	1.00
Apollo Life	1.00
Palmetto Advisors	80,096.15
Palmetto Cayman	0.00
Palmetto Management	80,096.15
Principal Holdings IV	80,096.15
Principal Holdings IV GP	80,096.15
Apollo Palmetto LP	0.00
Palmetto Athene Management	0.00
Capital Management	1.00
Capital Management GP	1.00
AAA Guarantor	26,630,754.76
AAA Investments	26,630,754.76
AAA Associates	26,661,797.76
AAA MIP	26,661,797.76
AAA	26,661,797.76
Int'l Management	26,661,797.76
Int'l Management GP	26,661,797.76
AAA Holdings	1,124,673.00

The Class A Shares of the Issuer reported as beneficially owned are obtainable upon conversion of the Class B Shares of the Issuer at the election of the holder on a one-for-one basis. The number of shares reported as beneficially owned by Management Holdings and Management Holdings GP include 132,130 shares of Class B Shares that have been granted to employees and are held by Management Holdings as custodian, and which Management Holdings has the authority to vote.

AHL Investor II, Principal Holdings III, Athene Management, Palmetto Advisors, Palmetto Cayman, AAA Guarantor, AAA Associates and AAA Holdings each disclaims beneficial ownership of all of the Class A Shares included in this report other than the Class A Shares issuable upon conversion of the Class B Shares held of record by such Reporting Person, and the filing of this report shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose. Administration GP, AHL Investor GP, Principal Holdings III GP, AAM GP, Apollo Life, Palmetto Management, Principal Holdings IV, Principal Holdings IV GP, Apollo Palmetto LP, Palmetto Athene Management, Capital Management, Capital Management GP, AAA Investments, AAA Associates, AAA MIP, AAA, Int'l Management, Int'l Management GP, AAA Holdings GP, Management Holdings and Management Holdings GP, and Messrs. Leon Black, Joshua Harris and Marc Rowan, the managers, as well as executive officers, of Management Holdings GP, and the directors, as well as executive officers, of Principal Holdings III GP and Principal Holdings IV GP, each disclaim beneficial ownership of all Class A Shares included in this report, and the filing of this report shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(b) Percent of class:

Stanhope Life Advisors	0.0 %
Administration GP	0.0 %
AHL Investor II	0.0 %
AHL Investor GP	0.0 %
Principal Holdings III	7.8 %
Principal Holdings III GP	7.8 %
Athene Management	0.0 %
AAM GP	0.0 %
Apollo Life	0.0 %
Palmetto Advisors	0.0 %
Palmetto Cayman	0.0 %
Palmetto Management	0.0 %
Principal Holdings IV	0.0 %
Principal Holdings IV GP	0.0 %
Apollo Palmetto LP	0.0 %
Palmetto Athene Management	0.0%

34

Capital Management	0.0 %
Capital Management GP	0.0 %
AAA Guarantor	14.0 %
AAA Investments	14.0 %
AAA Associates	14.0 %
AAA MIP	14.0 %
AAA	14.0 %
Int'l Management	14.0 %
Int'l Management GP	14.0 %
AAA Holdings	0.6 %
AAA Holdings GP	0.6 %
Management Holdings	14.7 %
Management Holdings GP	14.7 %

The percentage amounts are based on a total of 189,835,837 shares of Class A common stock, comprising the sum of 142,347,674 outstanding shares of Class A common stock and 47,488,163 shares of Class A common stock issuable upon conversion of shares of Class B common stock, in each case outstanding as of as of December 15, 2017, and as reported on the Issuer's Rule 424(b) prospectus supplement filed with the Securities and Exchange Commission on January 11, 2018. Shares of Class B common stock are convertible into shares of Class A common stock at any time at the option of the holder, with prior notice to the company, on a one-for-one basis. The percentage of beneficial ownership does not give effect to certain provisions of the Issuer's bylaws that would limit or otherwise adjust the Reporting Persons' voting rights. The percentage of beneficial ownership assumes the conversion of all of the Class B Shares held by the Reporting Persons, but does not give effect to certain provisions of the Issuer's bylaws that would limit the Reporting Persons' voting rights upon conversion.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:0 for all Reporting Persons

(ii) Shared power to vote or to direct the vote:

Stanhope Life Advisors	0.00
Administration GP	0.00

AHL Investor II	0.23
AHL Investor GP	0.23
Principal Holdings III	14,766,602.58
Principal Holdings III GP	14,766,602.58
Athene Management	1.00
AAM GP	1.00
Apollo Life	1.00
Palmetto Advisors	80,096.15
Palmetto Cayman	0.00
Palmetto Management	80,096.15

35

Principal Holdings IV	80,096.15
Principal Holdings IV GP	80,096.15
Apollo Palmetto LP	0.00
Palmetto Athene Management	0.00
Capital Management	1.0
Capital Management GP	1.0
AAA Guarantor	26,630,754.76
AAA Investments	26,630,754.76
AAA Associates	26,661,797.76
AAA MIP	26,661,797.76
AAA	26,661,797.76
Int'l Management	26,661,797.76
Int'l Management GP	26,661,797.76
AAA Holdings	1,124,673.00
AAA Holdings GP	1,124,673.00
Management Holdings	27,918,601.76
Management Holdings GP	27,918,601.76

(iii) Sole power to dispose or to direct the disposition of: 0 for all Reporting Persons

(iv) Shared power to dispose or to direct the disposition of:

Stanhope Life Advisors Administration GP AHL Investor II AHL Investor GP	0.00 0.00 0.23
AHL Investor II	0.23
AIII Investor CD	0.00
AHL IIIvestor GP	0.23
Principal Holdings III	14,766,602.58
Principal Holdings III GP	14,766,602.58
Athene Management	1.00
AAM GP	1.00
Apollo Life	1.00
Palmetto Advisors	80,096.15
Palmetto Cayman	0.00
Palmetto Management	80,096.15
Principal Holdings IV	80,096.15
Principal Holdings IV GP	00.006.15
4	80,096.15
Apollo Palmetto LP	0.00
Palmetto Athene Management	0.00
Capital Management	1.00
Capital Management GP	1.00
AAA Guarantor	26,630,754.76
AAA Investments	26,630,754.76
AAA Associates	26,661,797.76
AAA MIP	26,661,797.76
AAA	26,661,797.76
Int'l Management	26,661,797.76
Int'l Management GP	26,661,797.76
AAA Holdings	1,124,673.00
AAA Holdings GP	1,124,673.00
Management Holdings	27,786,471.76
Management Holdings GP	27,786,471.76

36

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following \Box

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

37

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 6, 2018

STANHOPE LIFE ADVISORS, L.P.

By: Apollo Administration GP, Ltd.

its general partner

By: /s/ Shari Verschell

Shari Verschell Vice President

APOLLO ADMINISTRATION GP LTD.

By: /s/ Shari Verschell

Shari Verschell Vice President

AHL 2014 INVESTOR II, L.P.

By: AHL 2014 Investor GP, Ltd.

its general partner

By: /s/ Shari Verschell

Shari Verschell Vice President

AHL 2014 INVESTOR GP, LTD.

By: /s/ Shari Verschell

Shari Verschell 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

38

APOLLO PRINCIPAL HOLDINGS III 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, Counsel and Secretary

AAM GP LTD.

By: /s/ Angelo Lombardo

Angelo Lombardo

Senior Vice President, Counsel and Secretary

APOLLO LIFE ASSET LTD.

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

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 MANAGEMENT, LLC

By: /s/ William B. Kuesel

William B. Kuesel

Vice President

39

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

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

40

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

41

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

42

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

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