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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>Belardi James Richard</u>  (Last) (First) (Middle) <u>C/O ATHENE HOLDING LTD., CHESNEY HOUSE,</u> <u>FIRST FLOOR, 96 PITTS BAY ROAD</u>  (Street) <u>PEMBROKE D0 HM08</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Athene Holding Ltd [ ATH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, CEO and CIO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/21/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>03/23/2017</u>	

**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	03/21/2017		A		13,971 <sup>(1)</sup>	A	\$0.001	13,971	D	
Class A Common Shares								1,750	I	By Belardi Family Irrevocable Trust
Class A Common Shares								919,655	I	By James And Leslie Belardi Family Trust

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. This amendment to Form 4 is being filed to report a restricted share award of 13,971 Class A common shares which vest ratably on the first and second anniversaries of the vesting start date provided, however, in the event of death or disability, the award shall become immediately and fully vested; and provided, further, that in the event of a termination of relationship due to (i) an involuntary termination by the Issuer without cause or (ii) resignation by the reporting person for good reason and, in each case, such termination of relationship occurs within eighteen (18) months following a change in control, the award shall become immediately and fully vested as of the effective date of such termination of relationship. This award was inadvertently omitted from the reporting person's Form 4 filed March 23, 2017.

**Remarks:**

Mr. Belardi also serves as Chief Executive Officer of Athene Asset Management, L.P. ("AAM"), a subsidiary of Apollo Global Management, LLC ("Apollo"). Certain of Apollo's affiliates manage investment funds (the "Apollo Funds") that hold Class B common shares of the Issuer and may be deemed to beneficially own the common shares of the Issuer held by the Apollo Funds. This report does not include any securities of the Issuer held by AAM or any of the Apollo Funds or that may be deemed to be beneficially owned by AAM or any Apollo investment managers or investment advisors affiliated with the Apollo Funds, and Mr. Belardi disclaims beneficial ownership of all such securities. This report shall not be deemed an admission that Mr. Belardi is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose. Exhibit 24.1 - Power of Attorney (incorporated by reference to the Power of Attorney filed as Exhibit 24.1 to the Form 3 filed by the Reporting Person on December 9, 2016)

/s/ Ira Rosenblatt, attorney-in-fact 04/28/2017

\*\* 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.

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