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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

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

1. Name and Address of Reporting Person * <u>Kvalheim Grant</u> (Last) (First) (Middle) C/O ATHENE HOLDING LTD., CHESNEY HOUSE, FIRST FLOOR, 96 PITTS BAY ROAD (Street) PEMBROKE D0 HM08 (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 10% Owner Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 11/29/2017	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Shares	11/29/2017		M		44,000	A	\$13.46	1,559,401 ⁽¹⁾	D	
Class A Common Shares	11/29/2017		F		11,897 ⁽²⁾	D	\$49.78 ⁽²⁾	1,547,504	D	
Class A Common Shares								37,150	I	By Grant Kvalheim 2009 Children's Gst Exempt Trust - Dk
Class A Common Shares								37,150	I	By Grant Kvalheim 2009 Children's Gst Exempt Trust - Lk
Class A Common Shares								37,150	I	By Grant Kvalheim 2009 Children's Gst Exempt Trust - Mk
Class A Common Shares								517,194 ⁽¹⁾	I	By Grant Kvalheim April 2014 Grat

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					
Class M-3 Common Shares	\$13.46 ⁽³⁾	11/29/2017		M		44,000		(3)(4)	(3)(4)	Class A Common Shares	\$0	0	D	

Explanation of Responses:

- 59,968 Class A common shares were transferred from Grant Kvalheim April 2014 GRAT to Grant Kvalheim, in his individual capacity, on April 28, 2017. Such transfer is an exempt change in form of beneficial ownership under Rule 16a-13.
- This reported transaction represents shares withheld to pay the conversion price in connection with the conversion of Class M-3 common shares. The price represents the closing market value of the Company's Class A common shares as of November 29, 2017.
- These Class M-3 common shares are exchangeable into Class A common shares, on a one-to-one basis, once vested and upon payment of the conversion price (which can be paid in cash or shares).

4. These Class M-3 common shares vested on October 30, 2017. Once vested, the reporting person has 30 days during which he can elect to convert these Class M-3 common shares into Class A common shares. These Class M-3 common shares automatically convert into Class A common shares 30 days after vesting.

Remarks:

Chief Executive Officer - Athene USA Corporation 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 12/01/2017

** 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.