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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>WHEELER WILLIAM J</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>President</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2018</u>	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Shares	01/02/2018		M		3,682 <sup>(4)</sup>	A	(4)	369,403	D	
Class A Common Shares	01/02/2018		M		2,439 <sup>(4)</sup>	A	(4)	371,224 <sup>(1)</sup>	D	
Class A Common Shares	01/02/2018		F		2,077 <sup>(5)</sup>	D	\$51.71	369,147	D	
Class A Common Shares	01/02/2018		F		618 <sup>(6)</sup>	D	\$51.71	368,785	D	

**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					
Restricted Stock Units	(2)(4)	01/02/2018		M			3,682	(2)	(2)	Class A Common Shares	(4)	3,682	D	
Restricted Stock Units	(3)(4)	01/02/2018		M			2,439	(3)	(3)	Class A Common Shares	(4)	4,879	D	

**Explanation of Responses:**

- Of these Class A common shares, 4,793 were originally issued pursuant to restricted share awards which vest one third on each of the first three anniversaries of the vesting start date and immediately upon a sale or change in control of the Issuer. All such Class A common shares have vested as of the date of this report.
- Each restricted stock unit ("RSU") represents a contingent right to receive one Class A common share of the Issuer. The RSUs reported herein vest on each of the first three anniversaries of the January 1, 2016 vesting start date. An additional 22,092 RSUs not reported herein vest only if the Issuer satisfies certain performance criteria over the three fiscal year period from January 1, 2016 to December 31, 2018. In certain circumstances involving termination of the reporting person after a change in control of the Issuer, the award shall become immediately and fully vested as of the effective date of such termination of relationship.
- Each restricted stock unit represents a contingent right to receive one Class A common share of the Issuer. The RSUs reported herein vest on each of the first three anniversaries of the January 1, 2017 vesting start date. An additional 14,635 RSUs not reported herein vest only if the Issuer satisfies certain performance criteria over the three fiscal year period from January 1, 2017 to December 31, 2019. In certain circumstances involving termination of the reporting person after a change in control of the Issuer, the award shall become immediately and fully vested as of the effective date of such termination of relationship.
- This reported transaction represents vested RSUs that have been settled in Class A common shares. Vested RSUs are settled in Class A common shares on a one-for-one basis.
- This reported transaction represents shares withheld to satisfy tax withholding obligations in connection with the settlement of vested RSUs that settled in Class A common shares.
- This reported transaction represents shares withheld to satisfy tax withholding obligations in connection with the vesting of restricted share awards.

**Remarks:**

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 01/04/2018

\*\* 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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