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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) <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 Officer (give title below) Other (specify below) X See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/27/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Shares	02/27/2018		A		13,268 ⁽¹⁾	A	\$0.001	1,554,013	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	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						Title
Employee Stock Option (Right to Buy)	\$48.05	02/27/2018		A		22,535		(2)	02/27/2028	Class A Common Shares	22,535	\$0	22,535	D	
Restricted Stock Units	(3)	02/27/2018		A		4,423		(3)	(3)	Class A Common Shares	4,423	\$0	4,423	D	
Restricted Stock Units	(4)							(4)	(4)	Class A Common Shares	2,765		2,765	D	

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	Title	Amount or Number of Shares				
Restricted Stock Units	(5)							(5)	(5)	Class A Common Shares	2,087		2,087	D	

Explanation of Responses:

1. This reported transaction represents an award of performance-based restricted shares issued at the maximum payout amount. The shares vest only if the Issuer satisfies certain performance criteria over the three fiscal year period from January 1, 2018 to December 31, 2020 and are subject to forfeiture in the event that maximum performance levels are not achieved. 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 at the target level of performance as of the effective date of such termination of relationship.

2. This option vests ratably on each of the first three anniversaries of the January 1, 2018 vesting start date.

3. 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, 2018 vesting start date. Vested RSUs are settled in Class A common shares on a one-for-one basis. 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.

4. 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 8,293 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. Vested RSUs are settled in Class A common shares on a one-for-one basis. 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.

5. 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, 2016 vesting start date. An additional 12,519 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. Vested RSUs are settled in Class A common shares on a one-for-one basis. 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.

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 03/01/2018

** 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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