

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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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>Gillis Frank Lauren</u>  (Last) (First) (Middle) C/O ATHENE HOLDING LTD., CHESNEY HOUSE, FIRST FLOOR, 96 PITTS BAY ROAD  (Street) PEMBROKE DO HM08  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/09/2016	3. Issuer Name and Ticker or Trading Symbol <u>Athene Holding Ltd [ ATH ]</u>	
		4. 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;">See Remarks</p>	5. If Amendment, Date of Original Filed (Month/Day/Year) 12/09/2016  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class M-4 Common Shares	(1)(2)	(1)(2)	Class A Common Shares	9,282.48 <sup>(3)</sup>	26 <sup>(2)</sup>	D	

**Explanation of Responses:**

- One half of these Class M-4 common shares vest ratably on each of the first five anniversaries of the April 4, 2014 vesting start date; the other half of these Class M-4 common shares vest based on the trading price of the Class A common shares achieving applicable performance hurdles on certain dates after the initial public offering of the Class A common shares ("IPO"). Once vested, these Class M-4 common shares have no expiration date and can be converted at the holder's election into Class A common shares at any time. Any remaining unvested Class M-4 common shares expire 5.25 years after the IPO.
- These Class M-4 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).
- This Form 3 amendment is being filed to correct the number of Class M-4 common shares held as of the date of the original Form 3.

**Remarks:**

EVP - ATH and Chief Executive Officer - ALRe; 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 11/27/2018

\*\* 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 5 (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.