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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 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) 06/11/2019 | |
| 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 | 06/11/2019 | | M | | 7,600 | A | \$0 | 7,600 | I | by Gillis Family Trust U/a/d 12/30/14 ⁽¹⁾ |
| Class A Common Shares | 06/11/2019 | | M | | 1,900 | A | \$0 | 1,900 | I | by The Anne E Fowler Foundation, Inc. ⁽²⁾ |
| Class A Common Shares | 06/11/2019 | | S ⁽³⁾ | | 10,000 | D | \$43.56 ⁽⁴⁾ | 187,817 | D | |
| Class A Common Shares | 06/11/2019 | | S ⁽³⁾ | | 7,600 | D | \$43.55 ⁽⁴⁾ | 0 | I | by Gillis Family Trust U/a/d 12/30/14 |
| Class A Common Shares | 06/11/2019 | | S ⁽³⁾ | | 1,900 | D | \$43.56 ⁽⁴⁾ | 0 | I | by The Anne E Fowler Foundation, Inc. ⁽²⁾ |
| Class A Common Shares | | | | | | | | 20,000 | I | By Ira |

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 | Amount or Number of Shares | | | | |
| Class M-1 Common Shares | \$10 ⁽⁵⁾ | 06/11/2019 | | M | | 7,600 | | (6) | (6) | Class A Common Shares | 7,600 | \$0 | 338,000 | I | By Gillis Family Trust U/a/d 12/30/14 |
| Class M-1 Common Shares | \$10 ⁽⁵⁾ | 06/11/2019 | | M | | 1,900 | | (6) | (6) | Class A Common Shares | 1,900 | \$0 | 9,500 | I | by The Anne E Fowler Foundation, Inc. ⁽²⁾ |

Explanation of Responses:

- Anne Marie Heiser is trustee of the Gillis Family Trust u/a/d 12/30/14.
- The Reporting Person disclaims beneficial ownership of the shares held by The Anne E. Fowler Foundation, Inc., and this report should not be deemed an admission that the Reporting Person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person, the Gillis Family Trust and The Anne E. Fowler Foundation, Inc. on December 13, 2018.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.34 to \$43.99 inclusive. The Reporting Person undertakes to provide to Athene Holding Ltd., any security holder of Athene Holding Ltd., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- These Class M-1 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).

6. These Class M-1 common shares are fully vested. These vested Class M-1 common shares can be converted at the holder's election into Class A common shares at any time.

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 06/13/2019

** 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.