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

**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

1. Name and Address of Reporting Person * <u>Belardi James Richard</u>  (Last) (First) (Middle) <u>C/O ATHENE HOLDING LTD., CHESNEY HOUSE, 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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, CEO and CIO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/21/2020</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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Shares	02/21/2020		A		19,216 <sup>(1)</sup>	A	\$0.001	1,103,031	I	By James And Leslie Belardi Family Trust
Class A Common Shares	02/24/2020		M		28,387 <sup>(5)</sup>	A	<sup>(5)</sup>	1,131,418	I	By James And Leslie Belardi Family Trust
Class A Common Shares	02/24/2020		F		14,075 <sup>(6)</sup>	D	\$49.71	1,117,343	I	By James And Leslie Belardi Family Trust
Class A Common Shares								1,750	I	By Belardi Family Irrevocable Trust

**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				
Employee Stock Option (Right to Buy)	\$49.71	02/21/2020		A		58,303		<sup>(2)</sup>	02/21/2030	Class A Common Shares	58,303	\$0	58,303	I	by James and Leslie Belardi Family Trust
Restricted Stock Units	<sup>(3)</sup>	02/21/2020		A		12,573		<sup>(3)</sup>	<sup>(3)</sup>	Class A Common Shares	12,573	\$0	12,573	I	by James and Leslie Belardi Family Trust
Restricted Stock Units	<sup>(4)(5)</sup>	02/24/2020		M		28,387		<sup>(4)</sup>	<sup>(4)</sup>	Class A Common Shares	28,387	<sup>(5)</sup>	0	I	by James and Leslie Belardi Family Trust
Restricted Stock Units	<sup>(7)</sup>							<sup>(7)</sup>	<sup>(7)</sup>	Class A Common Shares	4,336		4,336	I	By James and Leslie Belardi Family Trust

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	(8)							(8)	(8)	Class A Common Shares	9,818		9,818	I	By James And Leslie Belardi Family Trust

**Explanation of Responses:**

- This reported transaction represents an award of restricted shares which vest ratably on the first and second anniversaries of the vesting start date provided, however, in the event of death or disability, the award shall become immediately and fully vested; and provided, further, that in the event of a termination of relationship due to (i) an involuntary termination by the Issuer without cause or (ii) resignation by the reporting person for good reason and, in each case, such termination of relationship occurs within eighteen (18) months following a change in control, the award shall become immediately and fully vested as of the effective date of such termination of relationship.
- This option vests ratably on each of the first three anniversaries of the January 1, 2020 vesting start date.
- 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, 2020 vesting start date. An additional 25,146 RSUs not reported herein vest only if the Issuer satisfies certain performance criteria over the three fiscal year period from January 1, 2020 to December 31, 2022. 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.
- These performance-based restricted stock units ("PRsUs") were granted on March 21, 2017, but were conditional upon the Issuer satisfying certain performance criteria over the three fiscal year period from January 1, 2017 to December 31, 2019 (the "Performance Period"). On February 18, 2020, the Compensation Committee of the Issuer's Board of Directors determined the extent to which the Issuer met the performance goals for the Performance Period and the number of PRsUs that vested for the Reporting Person. Each PRSU represents a contingent right to receive one Class A common share of the Issuer. The PRsUs vested on January 15, 2019.
- This reported transaction represents vested PRsUs that have been settled in Class A common shares. Vested PRsUs 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 PRsUs that settled in Class A common shares.
- Each 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.
- Each 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, 2019 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.

**Remarks:**

Mr. Belardi also serves as Chief Executive Officer of Apollo Insurance Solutions Group, LLC ("ISG"), a subsidiary of Apollo Global Management, Inc. ("Apollo"). Certain of Apollo's affiliates manage investment funds (the "Apollo Funds") that hold Class B common shares of the Issuer and may be deemed to beneficially own the common shares of the Issuer held by the Apollo Funds. This report does not include any securities of the Issuer held by ISG or any of the Apollo Funds or that may be deemed to be beneficially owned by ISG or any Apollo investment managers or investment advisors affiliated with the Apollo Funds, and Mr. Belardi disclaims beneficial ownership of all such securities. This report shall not be deemed an admission that Mr. Belardi is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose. 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 02/25/2020

\*\* 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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