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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>Belardi James Richard</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman, CEO and CIO
	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2020	
	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	02/28/2020		A		28,005	A	(1)	28,005	I	by Belardi 2018 GRAT
Class A Common Shares	02/28/2020		A		131,691	A	(1)	131,691	I	by Belardi 2019 GRAT
Class A Common Shares	02/28/2020		A		14,907	A	(1)	16,657	I	By Belardi Family Irrevocable Trust
Class A Common Shares								1,117,343	I	By James And Leslie Belardi Family 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				
Warrants (Right to Buy)	\$10.78	02/28/2020		A		181,299		(2)	(2)	Class A Common Shares	181,299	(1)	181,299	I	by Belardi 2018 GRAT
Warrants (Right to Buy)	\$10.78	02/28/2020		A		617,661		(2)	(2)	Class A Common Shares	617,661	(1)	617,661	I	by Belardi 2019 GRAT
Warrants (Right to Buy)	\$13.46	02/28/2020		A		475,000		(2)	(2)	Class A Common Shares	475,000	(1)	475,000	I	by Belardi 2019 GRAT
Warrants (Right to Buy)	\$13.46	02/28/2020		A		475,000		(2)	(2)	Class A Common Shares	475,000	(1)	475,000	I	by Belardi 2018 GRAT
Warrants (Right to Buy)	\$10	02/28/2020		A		1,894,522		(2)	(2)	Class A Common Shares	1,894,522	(1)	1,894,522	I	by Belardi 2019 GRAT
Warrants (Right to Buy)	\$10	02/28/2020		A		334,325		(2)	(2)	Class A Common Shares	334,325	(1)	334,325	I	by Belardi Family Irrevocable Trust
Class M-1 Common Shares	\$10	02/28/2020		D		351,922		(1)	(1)	Class A Common Shares	351,922	(1)	0	I	By Belardi Family Irrevocable 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				
Class M-1 Common Shares	\$10	02/28/2020		D			1,994,233	(1)	(1)	Class A Common Shares	1,994,233	(1)	0	I	By Belardi 2019 GRAT <sup>(3)</sup>
Class M-2 Common Shares	\$10.78	02/28/2020		D			190,841	(1)	(1)	Class A Common Shares	190,841	(1)	0	I	By Belardi 2018 GRAT <sup>(4)</sup>
Class M-2 Common Shares	\$10.78	02/28/2020		D			650,169.76	(1)	(1)	Class A Common Shares	650,169.76	(1)	0	I	By Belardi 2019 GRAT <sup>(3)</sup>
Class M-3 Common Shares	\$13.46	02/28/2020		D			500,000	(1)	(1)	Class A Common Shares	500,000	(1)	0	I	By Belardi 2018 GRAT <sup>(4)</sup>
Class M-3 Common Shares	\$13.46	02/28/2020		D			500,000	(1)	(1)	Class A Common Shares	500,000	(1)	0	I	By Belardi 2019 GRAT <sup>(3)</sup>

**Explanation of Responses:**

- In connection with the elimination of the Issuer's multi-class share structure, and pursuant to an exchange that was approved by the Compensation Committee of the Issuer's board of directors on December 3, 2019 for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, the Class M common shares held by the Reporting Person were exchanged for (i) a number of Class A common shares with an aggregate value (based on the volume weighted average trading price of the Class A common shares over the previous 60 calendar days and rounded up to the next whole Class A common share in the event of any fractional shares) equal to 5% of the fair market value of the exchanged Class M common shares and (ii) a number of warrants to purchase Class A common shares with an exercise price equal to the exercise price of the Class M shares being exchanged and with an aggregate fair market value (based on the Black-Scholes option pricing methodology) equal to 95% of the fair market value of the exchanged Class M common shares.
- These warrants can be exercised at any time and have no expiration date.
- These Class M common shares were previously held by the James and Leslie Belardi Family Trust and were transferred to the Belardi 2019 GRAT in one or more transactions that were exempt from Section 16 by Rule 16a-13.
- These Class M common shares were previously held by the James and Leslie Belardi Family Trust and were transferred to the Belardi 2018 GRAT in one or more transactions that were exempt from Section 16 by Rule 16a-13.

**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 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 03/03/2020

\*\* 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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