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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>Klein Martin P</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 Executive VP and CFO
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2020</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Shares	02/28/2020		A		3,714	A	(2)	138,449	D	

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-4 Prime Common Shares	\$27.83	02/28/2020		F			48,011.6	(2)	(2)	Class A Common Shares	48,011.6	\$18.44 ⁽¹⁾	139,912.21	D	
Class M-4 Prime Common Shares	\$27.83	02/28/2020		D			139,912.21	(2)	(2)	Class A Common Shares	139,912.21	(2)	0	D	
Warrants (Right to Buy)	\$27.83	02/28/2020		A			132,916	(3)	(3)	Class A Common Shares	132,916	(2)	132,916	D	

Explanation of Responses:

- This reported transaction represents shares withheld to satisfy tax withholding obligations in connection with the vesting of Class M-4 Prime common shares. The price of derivative security represents the per share value of the Class M-4 Prime common shares used to calculate the number of shares withheld.
- 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, unvested Class M common shares held by the Reporting Person were vested prior to the exchange and 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.

Remarks:

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.

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.