

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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. WASHINGTON HOUSE, 16 CHURCH STREET  (Street) HAMILTON D0 HM 11  (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) 02/22/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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 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	02/22/2021		A		53,604 <sup>(1)</sup>	A	\$0.001	948,819	I	By James And Leslie Belardi Family Trust
Class A Common Shares	02/22/2021		A		21,064 <sup>(2)</sup>	A	\$0.001	969,883	I	By James And Leslie Belardi Family Trust
Class A Common Shares								200,000	I	by Belardi 2020 GRAT
Class A Common Shares								16,657	I	By Belardi Family Irrevocable Trust
Class A Common Shares								159,696	I	JB Athene Investments, LLC

**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					
Restricted Stock Units	(3)	02/22/2021		A		13,401		(3)	(3)	Class A Common Shares	\$0	13,401	I	by James and Leslie Belardi Family Trust
Employee Stock Option (Right to Buy)	\$46.64	02/22/2021		A		58,686		(4)	02/22/2031	Class A Common Shares	\$0	58,686	I	by James and Leslie Belardi Family Trust
Restricted Stock Units	(5)							(5)	(5)	Class A Common Shares		8,382	I	by James and Leslie Belardi Family Trust
Restricted Stock Units	(6)							(6)	(6)	Class A Common Shares		4,909	I	By James And Leslie Belardi Family Trust

**Explanation of Responses:**

1. This reported transaction represents an award of performance-based restricted shares issued at the maximum possible payout amount. The shares vest only if the Issuer satisfies certain performance criteria over the three fiscal year period from January 1, 2021 to December 31, 2023 and are subject to forfeiture in the event that maximum performance levels are not achieved. 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 at the target level of performance as of the effective date of such termination of relationship.
2. 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.
3. 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, 2021 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.
4. This option vests ratably on each of the first three anniversaries of the January 1, 2021 vesting start date.
5. 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, 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.
6. 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, LP ("ISG"), a subsidiary of Apollo Global Management, Inc. ("Apollo"). Certain of Apollo's affiliates hold common shares of the Issuer. In addition, 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 Apollo, ISG, any other Apollo affiliate or any of the Apollo Funds or that may be deemed to be beneficially owned by Apollo, ISG, any other Apollo affiliate 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 02/24/2021

\*\* 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.**