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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) 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) 01/01/2022	
	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	01/01/2022		D		1.89	D	(1)(2)	0	I	By James and Leslie Belardi Family Trust
Class A Common Shares	01/01/2022		D		176,790	D	(1)(2)	0	I	by Belardi 2020 GRAT
Class A Common Shares	01/01/2022		D		16,657	D	(1)(2)	0	I	By Belardi Family Irrevocable Trust
Class A Common Shares	01/01/2022		D		159,696	D	(1)(2)	0	I	JB Athene Investments, LLC
Class A Common Shares	01/01/2022		D		856,288	D	(1)(2)	0	I	JB Athene Investments II, LLC
Class A Common Shares	01/01/2022		D		30,672	D	(1)(3)	0	I	By James and Leslie Belardi Family Trust
Class A Common Shares	01/01/2022		A ⁽¹⁾⁽⁴⁾		56,256	A		56,256	I	By James and Leslie Belardi Family Trust
Class A Common Shares	01/01/2022		D		56,256	D	(1)(5)	0	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
Employee Stock Option (Right to Buy)	\$46.64	01/01/2022		D			58,686	(6)	02/22/2031	Class A Common Shares	58,686	(1)(7)	0	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				
Employee Stock Option (Right to Buy)	\$48.05	01/01/2022		D			66,278	(8)	02/27/2028	Class A Common Shares	66,278	(1)(7)	0	I	By James and Leslie Belardi Family Trust
Employee Stock Option (Right to Buy)	\$42.44	01/01/2022		D			64,433	(9)	04/03/2029	Class A Common Shares	64,433	(1)(7)	0	I	By James and Leslie Belardi Family Trust
Employee Stock Option (Right to Buy)	\$49.71	01/01/2022		D			58,303	(10)	02/21/2030	Class A Common Shares	58,303	(1)(7)	0	I	By James and Leslie Belardi Family Trust
Employee Stock Option (Right to Buy)	\$51.25	01/01/2022		D			66,278	(11)	03/21/2027	Class A Common Shares	66,278	(1)(7)	0	I	By James and Leslie Belardi Family Trust
Employee Stock Option (Right to Buy)	\$33.95	01/01/2022		D			128,645	(12)	06/06/2026	Class A Common Shares	128,645	(1)(7)	0	I	By James and Leslie Belardi Family Trust
Warrants (Right to Buy)	\$10.78	01/01/2022		D			617,661	(13)	(13)	Class A Common Shares	617,661	(1)(14)	0	I	By Belardi 2019 GRAT
Warrants (Right to Buy)	\$13.46	01/01/2022		D			475,000	(13)	(13)	Class A Common Shares	475,000	(1)(14)	0	I	By Belardi 2019 GRAT
Warrants (Right to Buy)	\$10	01/01/2022		D			433,978	(13)	(13)	Class A Common Shares	433,978	(1)(14)	0	I	By Belardi 2019 GRAT
Warrants (Right to Buy)	\$10.78	01/01/2022		D			181,299	(13)	(13)	Class A Common Shares	181,299	(1)(14)	0	I	By JB Athene Investments, LLC
Warrants (Right to Buy)	\$13.46	01/01/2022		D			475,000	(13)	(13)	Class A Common Shares	475,000	(1)(14)	0	I	By JB Athene Investments, LLC
Warrants (Right to Buy)	\$10	01/01/2022		D			951,110	(13)	(13)	Class A Common Shares	951,110	(1)(14)	0	I	By JB Athene Investments, LLC
Warrants (Right to Buy)	\$10	01/01/2022		D			334,325	(13)	(13)	Class A Common Shares	334,325	(1)(14)	0	I	By Belardi Family Irrevocable Trust
Warrants (Right to Buy)	\$10	01/01/2022		D			509,434	(13)	(13)	Class A Common Shares	509,434	(1)(14)	0	I	By JB Athene Investments II, LLC
Time-Based Restricted Stock Units	(15)	01/01/2022		D			13,401	(16)	(16)	Class A Common Shares	13,401	(1)(19)	0	I	By James and Leslie Belardi Family Trust
Time-Based Restricted Stock Units	(15)	01/01/2022		D			8,382	(17)	(17)	Class A Common Shares	8,382	(1)(19)	0	I	By James and Leslie Belardi Family Trust
Time-Based Restricted Stock Units	(15)	01/01/2022		D			4,909	(18)	(18)	Class A Common Shares	4,909	(1)(19)	0	I	By James and Leslie Belardi Family Trust
Performance-Based Restricted Stock Units	(15)	01/01/2022		A ⁽¹⁾⁽²⁰⁾			25,146	(21)	(21)	Class A Common Shares	25,146	\$0	25,146	I	By James and Leslie Belardi Family Trust
Performance-Based Restricted Stock Units	(15)	01/01/2022		D			25,146	(21)	(21)	Class A Common Shares	25,146	(1)(22)	0	I	By James and Leslie Belardi Family Trust

Explanation of Responses:

1. Pursuant to the Agreement and Plan of Merger, dated March 8, 2021 (the "Merger Agreement") by and among the Issuer, Apollo Global Management, Inc., a Delaware corporation ("AGM"), Tango Holdings, Inc., a Delaware corporation and a direct wholly owned subsidiary of AGM ("HoldCo"), Blue Merger Sub, Ltd., a Bermuda exempted company and a direct wholly owned subsidiary of HoldCo ("Company Merger Sub"), and Green Merger Sub, Inc., a Delaware corporation and a direct, wholly owned subsidiary of HoldCo ("AGM Merger Sub"), effective January 1, 2022 (the "Effective Time"): (i) AGM merged with AGM Merger Sub, with AGM surviving such merger as a direct wholly owned subsidiary of HoldCo (the "AGM Merger"), (ii) the Issuer merged with Company Merger Sub, with the Issuer surviving such merger as a direct, wholly owned subsidiary of HoldCo (the "Company Merger" and, together with the AGM Merger, the "Mergers"), and (iii) the name of HoldCo was changed to "Apollo Global Management, Inc."

2. Pursuant to the Merger Agreement, these Class A common shares, par value \$0.001 per share, of the Issuer ("Class A Common Shares") converted automatically into the right to receive 1.149 shares of common stock, par value \$0.00001 per share, of HoldCo ("HoldCo Shares"), with fractional shares paid out in cash. As of December 31, 2021, the closing market price of the Issuer's Class A Common Shares was \$83.33 and the closing market price of AGM's Class A common stock was \$72.43.

3. Pursuant to the Merger Agreement, these time-based restricted share awards ("RSAs") converted into a number of restricted HoldCo Shares, rounded down to the nearest whole HoldCo Share, equal to (i) 1.149 multiplied by (ii) the number of Class A Common Shares subject to such RSA immediately prior to the Effective Time. These RSAs are otherwise subject to the same terms and conditions as were applicable immediately prior to the Effective Time.
4. Pursuant to the Merger Agreement, these performance-based restricted share awards ("PSAs") vested to the extent of the applicable target level of performance (100%).
5. Pursuant to the Merger Agreement, these PSAs converted into a number of restricted HoldCo Shares, rounded down to the nearest whole HoldCo Share, equal to (i) 1.149 multiplied by (ii) the number of Class A Common Shares subject to such PSA to the extent of the applicable target level of performance immediately prior to the Effective Time. The PSAs continue to be subject to time-based vesting conditions and will vest at the end of the applicable performance period. These PSAs are otherwise subject to the same terms and conditions as were applicable immediately prior to the Effective Time.
6. This option vests ratably on each of the first three anniversaries of the January 1, 2021 vesting start date.
7. Pursuant to the Merger Agreement, these options converted into an option to purchase a number of HoldCo Shares, rounded down to the nearest whole HoldCo Share, equal to the product of (i) 1.149 multiplied by (ii) the number of Class A Common Shares subject to such option immediately prior to the Effective Time, rounded down to the nearest whole share, with an exercise price equal to the quotient of (x) the exercise price of such option divided by (y) 1.149, rounded up to the nearest whole cent. These options are otherwise subject to the same terms and conditions as were applicable immediately prior to the Effective Time.
8. This option vested ratably on each of the first three anniversaries of the January 1, 2018 vesting start date.
9. This option vests ratably on each of the first three anniversaries of the January 1, 2019 vesting start date.
10. This option vests ratably on each of the first three anniversaries of the January 1, 2020 vesting start date.
11. This option vested ratably on each of the first three anniversaries of the January 1, 2017 vesting start date.
12. This option vested ratably on each of the first three anniversaries of the January 1, 2016 vesting start date.
13. These warrants can be exercised at any time and have no expiration date.
14. Pursuant to the Merger Agreement, these Warrants were automatically exchanged for an amount of HoldCo Shares equal to the fair value of the Company Warrant as of immediately prior to the Effective Date, as determined utilizing the Black-Scholes Option Pricing Model.
15. Each restricted stock unit ("RSU") represents a contingent right to receive one Class A Common Share of the Issuer. 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.
16. These RSUs vest on each of the first three anniversaries of the January 1, 2021 vesting start date and have no expiration date.
17. These RSUs vest on each of the first three anniversaries of the January 1, 2020 vesting start date and have no expiration date.
18. These RSUs vest on each of the first three anniversaries of the January 1, 2019 vesting start date and have no expiration date.
19. Pursuant to the Merger Agreement, these time-based RSUs converted into an award of restricted share units with respect to a number of HoldCo Shares, rounded down to the nearest whole HoldCo Share, equal to (i) 1.149 multiplied by (ii) the number of Class A Common Shares subject to such RSU immediately prior to the Effective Time. These RSUs are otherwise subject to the same terms and conditions as were applicable immediately prior to the Effective Time.
20. Pursuant to the terms of the Merger Agreement, these performance-based RSUs ("PSUs") vested to the extent of the applicable target level of performance (100%).
21. These PSUs vest over the three fiscal year period from January 1, 2020 to December 31, 2022 and have no expiration date.
22. Pursuant to the Merger Agreement, these PSUs converted into an award of restricted share units with respect to a number of HoldCo Shares, rounded down to the nearest whole HoldCo Share, equal to (i) 1.149 multiplied by (ii) the number of Class A Common Shares subject to such PSU immediately prior to the Effective Time. The PSUs continue to be subject to time-based vesting conditions and will vest at the end of the applicable performance period. These PSUs are otherwise subject to the same terms and conditions as were applicable immediately prior to the Effective Time.

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 01/03/2022

** 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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