

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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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

1. Name and Address of Reporting Person * <u>WHEELER WILLIAM J</u>  (Last) (First) (Middle) <u>C/O ATHENE HOLDING LTD.</u> <u>WASHINGTON HOUSE, 16 CHURCH STREET</u>  (Street) <u>HAMILTON D0 HM 11</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) <b>President</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/01/2022</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	01/01/2022		D		482,529	D	(1)(2)	35,345	D	
Class A Common Shares	01/01/2022		D		35,345	D	(1)(3)	0	D	
Class A Common Shares	01/01/2022		A <sup>(1)(22)</sup>		23,564	A	\$0	23,564	D	
Class A Common Shares	01/01/2022		D		23,564	D	(1)(23)	0	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
Employee Stock Option (Right to Buy)	\$46.64	01/01/2022		D			52,817	(4)	02/22/2031	Class A Common Shares	52,817	(1)(5)	0	D	
Employee Stock Option (Right to Buy)	\$49.71	01/01/2022		D			46,642	(6)	02/21/2030	Class A Common Shares	46,642	(1)(5)	0	D	
Employee Stock Option (Right to Buy)	\$42.44	01/01/2022		D			51,547	(7)	04/03/2029	Class A Common Shares	51,547	(1)(5)	0	D	
Employee Stock Option (Right to Buy)	\$48.05	01/01/2022		D			39,767	(8)	02/27/2028	Class A Common Shares	39,767	(1)(5)	0	D	
Employee Stock Option (Right to Buy)	\$51.25	01/01/2022		D			39,767	(9)	03/21/2027	Class A Common Shares	39,767	(1)(5)	0	D	
Employee Stock Option (Right to Buy)	\$33.95	01/01/2022		D			64,323	(10)	02/23/2025	Class A Common Shares	64,323	(1)(5)	0	D	
Warrants (Right to Buy)	\$27.83	01/01/2022		D			2,375,000	(11)	(11)	Class A Common Shares	2,375,000	(1)(12)	0	D	
Time-Based Restricted Stock Units	(13)	01/01/2022		D			12,061	(14)	(14)	Class A Common Shares	12,061	(1)(17)	0	D	
Time-Based Restricted Stock Units	(13)	01/01/2022		D			6,706	(15)	(15)	Class A Common Shares	6,706	(1)(17)	0	D	
Time-Based Restricted Stock Units	(13)	01/01/2022		D			3,928	(16)	(16)	Class A Common Shares	3,928	(1)(17)	0	D	
Performance-Based Restricted Stock Units	(13)	01/01/2022		A <sup>(1)(18)</sup>			24,121	(19)	(19)	Class A Common Shares	24,121	\$0	24,121	D	

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				
Performance-Based Restricted Stock Units	(13)	01/01/2022		A <sup>(1)(18)</sup>		20,117		(20)	(20)	Class A Common Shares	20,117	\$0	20,117	D	
Performance-Based Restricted Stock Units	(13)	01/01/2022		D			24,121	(19)	(19)	Class A Common Shares	24,121	(1)(21)	0	D	
Performance-Based Restricted Stock Units	(13)	01/01/2022		D			20,117	(20)	(20)	Class A Common Shares	20,117	(1)(21)	0	D	

**Explanation of Responses:**

- 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."
- 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.
- 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.
- This option vests ratably on each of the first three anniversaries of the January 1, 2021 vesting start date.
- 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.
- This option vests ratably on each of the first three anniversaries of the January 1, 2020 vesting start date.
- This option vests ratably on each of the first three anniversaries of the January 1, 2019 vesting start date.
- This option vested ratably on each of the first three anniversaries of the January 1, 2018 vesting start date.
- This option vested ratably on each of the first three anniversaries of the January 1, 2017 vesting start date.
- The option became exercisable in three equal installments on February 24, 2016, 2017, and 2018.
- These warrants can be exercised at any time and have no expiration date.
- 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.
- 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.
- These RSUs vest on each of the first three anniversaries of the January 1, 2021 vesting start date and have no expiration date.
- These RSUs vest on each of the first three anniversaries of the January 1, 2020 vesting start date and have no expiration date.
- These RSUs vest on each of the first three anniversaries of the January 1, 2019 vesting start date and have no expiration date.
- 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.
- 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%).
- These PSUs vest over the three fiscal year period from January 1, 2021 to December 31, 2023 and have no expiration date.
- These PSUs vest over the three fiscal year period from January 1, 2020 to December 31, 2022 and have no expiration date.
- 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.
- Pursuant to the Merger Agreement, these performance-based restricted share awards ("PSAs") vested to the extent of the applicable target level of performance (100%).
- 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.

**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 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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