
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-1
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

ATHENE HOLDING LTD.

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction of
incorporation or organization)

6311
(Primary Standard Industrial
Classification Code Number)

98-0630022
(I.R.S. Employer
Identification Number)

96 Pitts Bay Road
Pembroke, HM08, Bermuda
(441) 279-8400
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

CT Corporation System
111 Eighth Avenue
New York, New York 10011
(212) 894-8940
(Name, address and telephone number, including area code, of agent for service)

Copies to:

Perry J. Shwachman
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Clarendon House, 2 Church
Street, PO Box HM 666
Hamilton, HM CX
Bermuda
Telephone: (441) 295-1422
Telecopy: (441) 292-4720

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (Registration No. 333-211243)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price ⁽¹⁾⁽²⁾⁽³⁾	Amount of Registration Fee ⁽⁴⁾
Class A Common Shares, \$0.001 par value	\$92,000,000	\$10,662.80

- (1) Estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rule 457(o) of the Securities Act of 1933, as amended.
- (2) Includes shares that the underwriters have the option to purchase.
- (3) The registrant is registering \$92,000,000 of the proposed maximum aggregate offering price pursuant to this Registration Statement, which is in addition to the amount registered pursuant to the Form S-1 Registration Statement (Registration No. 333-211243).
- (4) The registrant has an outstanding balance of \$223,252.00 in its SEC account in connection with previous filings of the Form S-1 Registration Statement (Registration No. 333-211243). In accordance with Rule 457(o), an additional \$10,662.80 is being paid with this Form S-1 Registration Statement.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

Explanatory Note and Incorporation By Reference

This Registration Statement on Form S-1 relating to the public offering of Class A common shares of Athene Holding Ltd. (the “shares”) contemplated by the Registration Statement on Form S-1 (File No. 333-211243) (as amended, the “Prior Registration Statement”), is filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, solely to increase the maximum aggregate offering price of the shares offered in the public offering by \$92,000,000, including shares that may be sold pursuant to an option to purchase additional shares granted to the underwriters. The contents of the Prior Registration Statement, including all exhibits thereto, which was declared effective by the Securities and Exchange Commission on December 8, 2016, are hereby incorporated by reference and are deemed to be a part of this Registration Statement.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended (the "Securities Act"), the registrant has duly caused this registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Pembroke, Bermuda, on the 8th day of December, 2016.

ATHENE HOLDING LTD.

By: /s/ Martin P. Klein

Martin P. Klein
Chief Financial Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated below as of December 8, 2016:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ *</u> James R. Belardi	Chairman and Chief Executive Officer (Principal Executive Officer)	December 8, 2016
<u>/s/ Martin P. Klein</u> Martin P. Klein	Chief Financial Officer (Principal Financial Officer)	December 8, 2016
<u>/s/ *</u> William Eckert	Controller (Principal Accounting Officer)	December 8, 2016
<u>/s/ *</u> Marc Beilinson	Director	December 8, 2016
<u>/s/ *</u> Robert Borden	Director	December 8, 2016
<u>/s/ *</u> Gernot Lohr	Director	December 8, 2016
<u>/s/ *</u> Matthew R. Michellini	Director	December 8, 2016
<u>/s/ *</u> Manfred Puffer	Director	December 8, 2016
<u>/s/ *</u> Marc Rowan	Director	December 8, 2016
<u>/s/ *</u> Lawrence J. Ruisi	Director	December 8, 2016
<u>/s/ *</u> Imran Siddiqui	Director	December 8, 2016

Signature	Title	Date
<u>/s/ *</u> Hope Scheffler Taitz	Director	December 8, 2016
<u>/s/ *</u> Brian Leach	Director	December 8, 2016
<u>/s/ *</u> H. Carl McCall	Director	December 8, 2016
<u>/s/ *</u> Arthur Wrubel	Director	December 8, 2016

* By: /s/ Martin P. Klein
Martin P. Klein
Attorney-in-fact

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
5.1	Opinion of Conyers Dill & Pearman Limited*
8.1	Opinion of Sidley Austin LLP*
16.1	Change in Auditor Letter of PricewaterhouseCoopers Ltd.*
23.1.1	Consent of Conyers Dill & Pearman Limited (included in the opinion filed as Exhibit 5.1 hereto)*
23.1.2	Consent of Sidley Austin LLP (included in the opinion filed as Exhibit 8.1 hereto)*
23.2.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm*
23.2.2	Consent of PricewaterhouseCoopers Ltd., Independent Registered Public Accounting Firm*
23.2.3	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm*
24.1	Power of Attorney ⁽¹⁾
24.2	Power of Attorney ⁽²⁾
99.1	Form F-N (to be filed concurrently with this registration statement)

*Filed herewith.

- (1) Previously filed on May 9, 2016 as an exhibit to the registrant's Registration Statement on Form S-1 (File No. 333-211243) and incorporated by reference herein.
- (2) Previously filed on October 25, 2016 as an exhibit to the registrant's Registration Statement on Form S-1 (File No. 333-211243) and incorporated by reference herein.

December 8, 2016

Matter No.:352773
Tel: 441 299 4918
charles.collis@conyersdill.com

Athene Holding Ltd
96 Pitts Bay Road
Hamilton HM09
Bermuda

Dear Sirs

Re: **Athene Holding Ltd (the "Company")**

We have acted as special Bermuda legal counsel to the Company in connection with a registration statement on Form S-1, filed with the U.S. Securities and Exchange Commission (the "**Commission**") pursuant to Rule 462(b) of the U.S. Securities Act of 1933, as amended (the "**Securities Act**") (the "**Registration Statement**", which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) relating to the registration under the Securities Act of Class A Common Shares, par value US\$0.001, including Class A Common Shares issued by the Company in connection with the conversion of any Class B Common Shares in accordance with the Company's Bye-laws prior to the consummation of the offering contemplated by the Registration Statement (the "**Original Shares**"), which are being offered by certain selling shareholders of the Company (the "**Selling Shareholders**"), and in addition thereto the Selling Shareholders will offer certain additional Class A Common Shares, par value US\$0.001 each (the "**Over-Allotment Shares**", and together with the Original Shares, the "**Sale Shares**"), subject, in the case of the additional shares, to an option to purchase additional Class A Common Shares granted by the Selling Shareholders to those persons listed in Schedule I (the "**Underwriters**") to the Underwriting Agreement by and among the Company, the Selling Shareholders and the Underwriters (the "**Underwriting Agreement**").

For the purposes of giving this opinion, we have examined a copy of the Registration Statement. We have also reviewed the memorandum of association and the bye-laws of the Company, each certified by the Secretary of the Company on November 17, 2016, minutes of meetings of the Company's board of directors held on April 20, 2016 and August 10, 2016 respectively, in each case as certified by the Secretary on November 17, 2016 (the "**Resolutions**"), and such other documents and made such enquiries as to questions of law

as we have deemed necessary in order to render the opinion set forth below. For the purposes of our opinion paragraph 2 below, we have reviewed and relied upon a copy of the register of Class A and Class B shareholders of the Company as at November 21, 2016 (the "**Share Register**"), as certified by the Secretary of the Company on November 30, 2016.

We have assumed (a) the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) examined by us and the authenticity and completeness of the originals from which such copies were taken, (b) that where a document has been examined by us in draft form, it will be or has been executed and/or filed in the form of that draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention, (c) the accuracy and completeness of all factual representations made in the Registration Statement and other documents reviewed by us, (d) that the Resolutions were passed at one or more duly convened, constituted and quorate meetings, or by unanimous written resolutions, remain in full force and effect and have not been rescinded or amended, (e) that the Selling Shareholders selling Class B Common Shares convertible into Class A Common Shares have notified the Company in writing of such sale, (f) that none of the Sale Shares are Class A Common Shares issued upon the conversion of Class M Common Shares, and (g) that there is no provision of the law of any jurisdiction, other than Bermuda, which would have any implication in relation to the opinions expressed herein.

We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than Bermuda. This opinion is to be governed by and construed in accordance with the laws of Bermuda and is limited to and is given on the basis of the current law and practice in Bermuda. This opinion is issued solely for the purposes of the filing of the Registration Statement and the offering of the Common Shares by the Selling Shareholders and is not to be relied upon in respect of any other matter.

On the basis of and subject to the foregoing, we are of the opinion that:

1. The Company is duly incorporated and existing under the laws of Bermuda in good standing (meaning solely that it has not failed to make any filing with any Bermuda government authority or to pay any Bermuda government fees or tax which would make it liable to be struck off the Register of Companies and thereby cease to exist under the laws of Bermuda).
2. The Sale Shares are validly issued, fully paid and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue of such shares).

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we

are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Yours faithfully

/s/ Conyers Dill & Pearman Limited

Conyers Dill & Pearman Limited



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FOUNDED 1866

December 8, 2016

Athene Holding Ltd.
 96 Pitts Bay Road
 Pembroke, HM08, Bermuda

Re: U.S. Federal Income Tax Considerations to Investors

Ladies and Gentlemen:

We have acted as United States tax counsel to Athene Holding Ltd., a Bermuda limited company (the "Company") in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), by the Company of (i) a Registration Statement on Form S-1 (File No. 333-211243) (such registration statement, as amended as of the effective date thereof, together with the registration statement filed by the Company on the date hereof pursuant to Rule 462(b) promulgated under the Act, collectively referred to herein as the "Registration Statement") and (ii) the form of prospectus, dated May 9, 2016, as amended, relating to the Class A Common Shares of the Company (the "Common Shares"), filed as part of the Registration Statement (the "Prospectus"). Capitalized terms not otherwise defined herein shall have the meanings given to them in the Registration Statement.

In rendering our opinion, we have examined and relied on the Registration Statement and all such agreements, certificates and other statements of corporate officers and other representatives of the Company and such other documents, records and instruments as we have deemed necessary in order to enable us to render the opinion referred to in this letter (collectively, the "Documents").

In our examination of the Documents, we have assumed, with your consent, that all Documents reviewed by us are originals, or true and accurate copies of the originals, and have not been subsequently amended; the signatures on each original document are genuine; each party who executed the document had proper authority and capacity; all representations and statements regarding factual matters set forth in such documents are true and correct; and all obligations imposed by any such documents on the parties thereto have been or will be performed or satisfied in accordance with their terms.

Based upon and subject to the foregoing, we confirm that the discussion in the Registration Statement under the caption "Tax Considerations—U.S. Federal Income Tax Considerations," to the extent it consists of statements of U.S. federal income tax law and legal conclusions, and subject to the limitations, qualifications and assumptions set forth therein, constitutes our opinion as to the material U.S. federal income tax considerations relating to the ownership and disposition of the Common Shares purchased in the offering to which the Registration Statement relates.

Sidley Austin LLP is a limited liability partnership practicing in affiliation with other Sidley Austin partnerships.

Our opinion is based on the Internal Revenue Code of 1986, as amended (the "Code"), U.S. Treasury regulations, judicial decisions, administrative pronouncements and the income tax treaty between the United States and Bermuda, all as currently in effect. Such authorities are subject to change, possibly with retroactive effect. Our opinion is not binding on the Internal Revenue Service ("IRS") and no assurance can be given that the conclusions expressed in our opinion will not be challenged by the IRS or will be sustained by a court.

Our opinion represents our conclusions as to the application of the U.S. federal income tax laws existing as of the date of this letter. We assume no obligation to update our opinion for events or changes in the law occurring after the effective date of the Registration Statement. Further, our opinion is based upon the Documents, facts and assumptions referred to above. Any material amendments to such Documents, changes in such facts or inaccuracy of such assumptions could affect the accuracy of our opinion. Although we have made such inquiries and performed such investigations as we have deemed necessary to fulfill our professional responsibilities as counsel, we have not undertaken an independent investigation of all of the facts referred to in this letter and the certificates and other statements of corporate officers and other representatives of the Company.

We consent to the filing of this letter as an exhibit to the Registration Statement and to the use of our name under the headings "Tax Considerations – U.S. Federal Income Tax Considerations" and "Legal Matters" in the Prospectus forming a part thereof. In giving such consent, we do not thereby concede that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Sidley Austin LLP



Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

December 8, 2016

Commissioners:

We have read the statements made by Athene Holding Ltd., which we understand will be filed with the Securities and Exchange Commission, pursuant to Item 304 of Regulation S-K, as part of the Form S-1 of Athene Holding Ltd. dated December 8, 2016. We agree with the statements concerning our Firm in such Form S-1.

Very truly yours,

/s/ PricewaterhouseCoopers Ltd.
Chartered Professional Accountants

*PricewaterhouseCoopers Ltd., Chartered Professional Accountants, P.O. Box HM 1171, Hamilton HM EX, Bermuda
T: +1 (441) 295 2000, F: +1 (441) 295 1242, www.pwc.com/bermuda*

*"PwC" refers to PricewaterhouseCoopers Ltd. (a Bermuda limited company), which is a member firm of PricewaterhouseCoopers International Limited, each member firm of which is a separate legal entity. "Partner" is a title referring to a shareholder, managing director or employee of equivalent standing of PricewaterhouseCoopers Ltd.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated May 9, 2016, except as it relates to the effects of the revision discussed in Note 2 to the consolidated financial statements, as to which the date is October 25, 2016, relating to the financial statements and financial statement schedules of Athene Holding Ltd., which appears in Amendment No. 6 to the Registration Statement on Form S-1 (No. 333-211243). We also consent to the reference to us under the heading "Experts" in Amendment No. 6 to the Registration Statement on Form S-1 (No. 333-211243).

/s/ PricewaterhouseCoopers LLP
Des Moines, Iowa
December 8, 2016

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated May 6, 2016, except as it relates to the effects of the revision discussed in Note 2 to the consolidated financial statements, as to which the date is October 25, 2016, relating to the financial statements and financial statement schedules of Athene Holding Ltd., which appears in Amendment No. 6 to the Registration Statement on Form S-1 (No. 333-211243). We also consent to the reference to us under the heading "Experts" in Amendment No. 6 to the Registration Statement on Form S-1 (No. 333-211243).

/s/ PricewaterhouseCoopers Ltd.
Chartered Professional Accountants
December 8, 2016

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated February 19, 2016 relating to the financial statements and financial schedules of Athene Holding Ltd., which appears in Amendment No. 6 to the Registration Statement on Form S-1 (No. 333-211243). We also consent to the reference to us under the heading "Experts" in Amendment No. 6 to the Registration Statement on Form S-1 (No. 333-211243).

/s/ PricewaterhouseCoopers LLP
Des Moines, Iowa
December 8, 2016