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

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) or (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

ATHENE HOLDING LTD.

(Exact name of registrant as specified in its charter)

Bermuda
(Jurisdiction of Incorporation or Organization)

98-0630022
(I.R.S. Employer Identification No.)

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

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-211243 (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: None

Securities to be registered pursuant to Section 12(b) of the Act:

<u>Title of each class to be so registered</u>	<u>Name of each exchange on which each class is to be registered</u>
Class A Common Shares, par value \$0.001 per share	New York Stock Exchange

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

For a description of the securities of Athene Holding Ltd. (the "Registrant") being registered hereunder, reference is made to the information set forth under the heading "Description Of Share Capital" contained in the Registrant's Registration Statement on Form S-1 (File No.: 333-211243), as originally filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on May 9, 2016, as amended (the "Registration Statement"). Any subsequent registration statement pursuant to Rule 462(b) under the Securities Act or form of prospectus pursuant to Rule 424(b) under the Securities Act filed by the Registrant with the Commission that constitutes part of the Registration Statement and that includes such description shall be deemed to be incorporated herein by reference.

Item 2. Exhibits.

Under the "Instructions as to Exhibits" section of Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are to be registered on the New York Stock Exchange and the securities to be registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

ATHENE HOLDING LTD.

Date: December 9, 2016

By: /s/ Martin P. Klein
Name: Martin P. Klein
Title: Chief Financial Officer