

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

**FORM S-8  
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)

**Amended and Restated Athene Holding Ltd. 2009 Share Incentive Plan  
Amended and Restated Athene Holding Ltd. 2012 Share Incentive Plan  
Athene Holding Ltd. 2014 Share Incentive Plan  
Athene Holding Ltd. 2016 Share Incentive Plan**  
(Full title of the plan)

**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  
Samir A. Gandhi  
Sidley Austin LLP  
One South Dearborn  
Chicago, Illinois 60603  
Telephone: (312) 853-7000  
Telecopy: (312) 853-7036**

**Charles G.R. Collis  
Conyers Dill & Pearman  
Clarendon House, 2 Church Street  
PO Box HM 666  
Hamilton, HM CX  
Bermuda  
Telephone: (441) 295-1422  
Telecopy: (441) 292-4720**

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 definitions 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 Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share <sup>(1)</sup>	Proposed Maximum Aggregate Offering Price <sup>(1)</sup>	Amount of Registration Fee <sup>(1)</sup>
Class A Common Shares, par value \$0.001 per share <sup>(2)</sup>	23,411,333 shares	\$44.57	\$1,043,443,112	\$120,935.06

(1) Pursuant to Rule 457(h) under the Securities Act of 1933, as amended (the "Securities Act") the registration fee was computed on the basis of the average of the high and low prices of the registrant's Class A common shares on the New York Stock Exchange on December 9, 2016.

- (2) The number of Class A common shares to be registered under the respective plans are as follows: 2009 Share Incentive Plan 4,321,428 Class A common shares, 2012 Share Incentive Plan 2,462,544 Class A common shares, 2014 Share Incentive Plan 13,127,361 Class A common shares and 2016 Share Incentive Plan 3,500,000 Class A common shares.
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**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS**

All information required by Part I to be contained in the prospectus is omitted from this Registration Statement in accordance with the explanatory note to Part I of Form S-8 and Rule 428 under the Securities Act. This Registration Statement on Form S-8 is filed by Athene Holding Ltd. (the “Company” or “Registrant”) regarding the Amended and Restated Athene Holding Ltd. 2009 Share Incentive Plan, the Amended and Restated Athene Holding Ltd. 2012 Share Incentive Plan, the Athene Holding Ltd. 2014 Share Incentive Plan and the Athene Holding Ltd. 2016 Share Incentive Plan (collectively, the “Plans”). Documents containing the information required by Part I of the Registration Statement will be sent or given to Plan Participants as specified by Rule 428(b)(1) under the Securities Act.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE**

The rules of the Securities and Exchange Commission (the “Commission”) allow the Registrant to “incorporate by reference” information into this Registration Statement. This means that the Registrant can disclose important information to you by referring you to another document.

The Registrant incorporates herein by reference the following documents which have been filed by the Registrant with the Commission:

1. Registration Statement on Form S-1 filed on May 9, 2016 (No. 333-211243) under the Securities Act and as amended (the “Form S-1 Registration Statement”); and
2. The description of the Registrant’s common shares contained in the Registrant’s Registration Statement on Form 8-A filed on December 9, 2016 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**ITEM 4. DESCRIPTION OF SECURITIES**

The Registrant’s common shares are registered under Section 12(b) of the Exchange Act.

**ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL**

Not applicable.

**ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Our bye-laws provide that our directors will not be liable for monetary damages for breach of fiduciary duty.

Our bye-laws provide that we will indemnify our directors and officers. Our bye-laws provide for the indemnification of officers and directors acting on our behalf if the director or officer acted in good faith and in a manner reasonably believed to be in and not opposed to our best interest, and, with respect to any criminal action or proceeding, the indemnified party had no reason to believe his or her conduct was unlawful. Our directors and officers will not be indemnified by us if they seek indemnification from us for any acts or omissions in their capacity as directors or officers of Athene Asset Management, L.P., our investment adviser.

We have entered into indemnification agreements with each of our executive officers and directors, in addition to the indemnification provided for in our charter documents, and we intend to enter into indemnification agreements with any new directors and executive officers in the future. The indemnification agreements provide that we will indemnify our directors and officers or any person appointed to any committee by the board of directors acting in their capacity as such for any loss arising or liability attaching to them by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which such person may be guilty in relation to us other than in respect of such person's own fraud or dishonesty. However, we are required to indemnify our directors and officers in any proceeding in which they are successful. The indemnification agreements are limited to those payments that are lawful under Bermuda law.

We have purchased and intend to maintain insurance on behalf of us and any person who is or was a director or officer against any loss arising from any claim asserted against him or her and incurred by him or her in that capacity, subject to certain exclusions and limits of the amount of coverage.

**ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED**

Not applicable.

**ITEM 8. EXHIBITS**

The exhibits are listed in the Exhibit Index below.

**ITEM 9. UNDERTAKINGS**

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement;
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

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The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act and each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted against the Registrant by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

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**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-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in Pembroke, Bermuda, on the 9<sup>th</sup> 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 9, 2016:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ James R. Belardi</u> James R. Belardi	Chairman and Chief Executive Officer (Principal Executive Officer)	December 9, 2016
<u>/s/ Martin P. Klein</u> Martin P. Klein	Chief Financial Officer (Principal Financial Officer)	December 9, 2016
<u>/s/ William Eckert</u> William Eckert	Controller (Principal Accounting Officer)	December 9, 2016
<u>/s/ Marc Beilinson</u> Marc Beilinson	Director	December 9, 2016
<u>/s/ Robert Borden</u> Robert Borden	Director	December 9, 2016
<u>/s/ Matthew R. Michelini</u> Matthew R. Michelini	Director	December 9, 2016
<u>/s/ Lawrence J. Ruisi</u> Lawrence J. Ruisi	Director	December 9, 2016

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Hope Scheffler Taitz</u> Hope Scheffler Taitz	Director	December 9, 2016
<u>/s/ Brian Leach</u> Brian Leach	Director	December 9, 2016
<u>/s/ H. Carl McCall</u> H. Carl McCall	Director	December 9, 2016
<u>/s/ Arthur Wrubel</u> Arthur Wrubel	Director	December 9, 2016

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## EXHIBIT INDEX

### **Exhibit Number**

- 4.1 Certificate of Incorporation of Athene Holding Ltd. (incorporated by reference to Exhibit 3.1 to the Form S-1 Registration Statement, filed by the Registrant on May 9, 2016)
- 4.2 Memorandum of Association of Athene Holding Ltd. (incorporated by reference to Exhibit 3.2 to the Form S-1 Registration Statement, filed by the Registrant on May 9, 2016)
- 4.3 Form of Certificate of Deposit of Memorandum of Increase of Share Capital (incorporated by reference to Exhibit 3.2.1 to Amendment No. 4 to the Form S-1 Registration Statement, filed by the Registrant on November 10, 2016)
- 4.4 Ninth Amended and Restated By-Laws of Athene Holding Ltd. (incorporated by reference to Exhibit 3.3 to Amendment No. 5 to the Form S-1 Registration Statement, filed by the Registrant on November 21, 2016)
- 4.5 Form of Athene Holding Ltd. Class A common share certificate (incorporated by reference to Exhibit 3.3 to Amendment No. 4 to the Form S-1 Registration Statement, filed by the Registrant on November 10, 2016)
- 4.6 Amended and Restated Athene Holding Ltd. 2009 Share Incentive Plan (incorporated by reference to Exhibit 10.16.1 to Amendment No. 3 to the Form S-1 Registration Statement, filed by the Registrant on October 25, 2016)
- 4.7 Amended and Restated Athene Holding Ltd. 2012 Share Incentive Plan (incorporated by reference to Exhibit 10.16.2 to Amendment No. 3 to the Form S-1 Registration Statement, filed by the Registrant on October 25, 2016)
- 4.8 Athene Holding Ltd. 2014 Share Incentive Plan (incorporated by reference to Exhibit 10.16.3 to Amendment No. 3 to the Form S-1 Registration Statement, filed by the Registrant on October 25, 2016)
- 4.9 Amendment No. 1 to 2014 Share Incentive Plan (incorporated by reference to Exhibit 10.16.4 to Amendment No. 3 to the Form S-1 Registration Statement, filed by the Registrant on October 25, 2016)
- 4.10 Form of Amended and Restated Restricted Share Award Agreement (Class M-1 common shares) (incorporated by reference to Exhibit 10.17 to Amendment No. 3 to the Form S-1 Registration Statement, filed by the Registrant on October 25, 2016)
- 4.11 Form of Amended and Restated Restricted Share Award Agreement (Class M-2 common shares) (incorporated by reference to Exhibit 10.18 to Amendment No. 3 to the Form S-1 Registration Statement, filed by the Registrant on October 25, 2016)
- 4.12 Form of Amended and Restated Restricted Share Award Agreement (Class M-3 common shares) (incorporated by reference to Exhibit 10.19 to Amendment No. 3 to the Form S-1 Registration Statement, filed by the Registrant on October 25, 2016)
- 4.13 Form of Amended and Restated Restricted Share Award Agreement (Class M-4 common shares) (incorporated by reference to Exhibit 10.20 to Amendment No. 3 to the Form S-1 Registration Statement, filed by the Registrant on October 25, 2016)
- 4.14 Form of Amended and Restated Restricted Share Unit Award Agreement (similar to Class M-4 common shares) (incorporated by reference to Exhibit 10.21 to Amendment No. 3 to the Form S-1 Registration Statement, filed by the Registrant on October 25, 2016)



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- 4.15 Form of Amended and Restated Restricted Share Award Agreement (Class M-4 Prime common shares) (incorporated by reference to Exhibit 10.22 to Amendment No. 4 to the Form S-1 Registration Statement, filed by the Registrant on November 10, 2016)
  - 4.16 Form of Amended and Restated Restricted Share Unit Award Agreement (similar to Class M-4 Prime common shares) (incorporated by reference to Exhibit 10.23 to Amendment No. 4 to the Form S-1 Registration Statement, filed by the Registrant on November 10, 2016)
  - 4.17 Form of Amended and Restated Class A Share Award Agreement (Class A common shares issued at \$13.46 per share) (incorporated by reference to Exhibit 10.24.1 to Amendment No. 4 to the Form S-1 Registration Statement, filed by the Registrant on November 10, 2016)
  - 4.18 Form of Amendment Letter to the Amended and Restated Class A Share Award Agreement (Class A common shares issued at \$13.46 per share) (incorporated by reference to Exhibit 10.24.2 to Amendment No. 4 to the Form S-1 Registration Statement, filed by the Registrant on November 10, 2016)
  - 4.19 Form of Restricted Share Award Agreement (Class A common shares) (incorporated by reference to Exhibit 10.25.1 to Amendment No. 4 to the Form S-1 Registration Statement, filed by the Registrant on November 10, 2016)
  - 4.20 Form of Amendment Letter to the Restricted Share Award Agreement (Class A common shares) (incorporated by reference to Exhibit 10.25.2 to Amendment No. 4 to the Form S-1 Registration Statement, filed by the Registrant on November 10, 2016)
  - 4.21 Form of Class A Share Award Agreement (Class A common shares issued at fair market value) (incorporated by reference to Exhibit 10.26.1 to Amendment No. 4 to the Form S-1 Registration Statement, filed by the Registrant on November 10, 2016)
  - 4.22 Form of Amendment Letter to Class A Share Award Agreement (Class A common shares issued at fair market value) (incorporated by reference to Exhibit 10.26.2 to Amendment No. 4 to the Form S-1 Registration Statement, filed by the Registrant on November 10, 2016)
  - 4.23 Form of Nonqualified Stock Option Award Notice and Nonqualified Stock Option Agreement (incorporated by reference to Exhibit 10.27 to Amendment No. 3 to the Form S-1 Registration Statement, filed by the Registrant on October 25, 2016)
  - 4.24 Form of Restricted Share Unit Award Notice (Performance-Based Vesting) and Restricted Share Unit Award Agreement (incorporated by reference to Exhibit 10.28 to Amendment No. 3 to the Form S-1 Registration Statement, filed by the Registrant on October 25, 2016)
  - 4.25 Form of Restricted Share Unit Award Notice (Time-Based Vesting) and Restricted Share Unit Award Agreement (incorporated by reference to Exhibit 10.29 to Amendment No. 3 to the Form S-1 Registration Statement, filed by the Registrant on October 25, 2016)
  - 4.26 Form of Amended and Restated Restricted Share Award Agreement (2014 awards to certain nonemployee directors) (incorporated by reference to Exhibit 10.30 to Amendment No. 4 to the Form S-1 Registration Statement, filed by the Registrant on November 10, 2016)
  - 4.27 Form of Restricted Share Award Agreement (2015 awards to certain non-employee directors) (incorporated by reference to Exhibit 10.31 to Amendment No. 4 to the Form S-1 Registration Statement, filed by the Registrant on November 10, 2016)
  - 5.1 Form of Opinion of Conyers Dill & Pearman Limited

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- 16.1 Change in Auditor Letter of PricewaterhouseCoopers Ltd.
  - 23.1 Consent of PricewaterhouseCoopers LLP regarding Athene Holding Ltd. financial statements
  - 23.2 Consent of PricewaterhouseCoopers Ltd. regarding Athene Holding Ltd. financial statements
  - 23.3 Consent of PricewaterhouseCoopers LLP regarding Aviva USA Corporation financial statements
  - 23.4 Consent of Conyers Dill & Pearman Limited (included as part of Exhibit 5.1)
  - 99.1 Form F-N (to be filed concurrently with this registration statement)

December 9, 2016

441 299 4918  
charles.collis@conyersdill.com

Athene Holding Ltd  
96 Pitts Bay Road  
Hamilton, HM 09  
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-8 filed with the Securities and Exchange Commission (the “Commission”) on December 9, 2016 (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 United States Securities Act of 1933, as amended, (the “Securities Act”) of 23,411,333 Class A common shares, par value US\$0.001 per share (the “Class A Common Shares”), issuable pursuant to the Company’s (i) Amended and Restated 2009 Share Incentive Plan, (ii) Amended and Restated 2012 Share Incentive Plan, (iii) 2014 Share Incentive Plan as amended, and (iv) 2016 Share Incentive Plan (together the “Plans”, 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).

For the purposes of giving this opinion, we have examined copies of the Registration Statement and the Plans. We have also reviewed the memorandum of association and the bye-laws of the Company, each certified by the Assistant Secretary of the Company on December 9, 2016, minutes of a meeting of its directors held July 15, 2009, September 19, 2012, January 25, 2013, February 5, 2014, August 5, 2014, December 5, 2014 and August 10, 2016 and minutes of a meeting of the shareholders held on November 14, 2016 (together, the “Resolutions”) and such other documents and made such enquires as to questions of law as we have deemed necessary in order to render the opinion set forth below.

We have assumed (a) the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) of all documents 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, the Plans 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 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, (f) the validity and binding effect under the laws of the State of Delaware of the Plans in accordance with its terms; (g) that there is no provision of any award agreement which would have any implication in relation to the opinions expressed herein; (h) that, upon the issue of any Common Shares, the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof, (i) that on the date of issuance of any of the Common Shares the Company will have sufficient authorised but unissued common shares, (j) that the Company's shares will be listed on an appointed stock exchange, as defined in the Companies Act 1981, as amended, and the consent to the issue and free transfer of the Common Shares given by the Bermuda Monetary Authority in its notice to the public dated June 1, 2005 will not have been revoked or amended at the time of issuance of any Common Shares.

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 issuance of the Common Shares by the Company pursuant to the Plans 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. When issued and paid for in accordance with the terms of the Plans, the Common Shares will be 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).

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

/s/ Conyers Dill & Pearman Limited

Charles Collis



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

December 9, 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-8 of Athene Holding Ltd. dated December 9, 2016. We agree with the statements concerning our Firm in such Form S-8.

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](http://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-8 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 of Athene Holding Ltd., which appears in Amendment No. 6 to the Registration Statement on Form S-1 (No. 333-211243) filed on November 28, 2016.

/s/ PricewaterhouseCoopers LLP  
Des Moines, Iowa  
December 9, 2016

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 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 of Athene Holding Ltd., which appears in Amendment No. 6 to the Registration Statement on Form S-1 (No. 333-211243) filed on November 28, 2016.

/s/ PricewaterhouseCoopers Ltd.  
Chartered Professional Accountants  
December 9, 2016



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 19, 2016, relating to the financial statements of Athene Holding Ltd., which appears in Amendment No. 6 to the Registration Statement on Form S-1 (No. 333-211243) filed on November 28, 2016.

/s/ PricewaterhouseCoopers LLP  
Des Moines, Iowa  
December 9, 2016