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

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-215031
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-219352
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-232182
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)

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

**Second Floor, Washington House
16 Church Street
Hamilton, HM11, Bermuda**
(Address of 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
Athene Holding Ltd. 2017 Employee Stock Purchase Plan
Athene Holding Ltd. 2019 Share Incentive Plan**
(Full title of the plans)

**CT Corporation System
28 Liberty Street
New York, New York 10005
(212) 590-9070**
(Name, address and telephone number, including area code, of agent for service)

**John Golden
Executive Vice President and General Counsel
Second Floor, Washington House
16 Church Street
Hamilton HM 11, Bermuda
(441) 279-8400**
(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 Limited 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, anon-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment (the “*Post-Effective Amendment*”) relates to the following registration statements of Athene Holding Ltd., a Bermuda exempted company (the “*Registrant*”), on Form S-8 (the “*Registration Statements*”):

- Registration Statement No. 333-215031, filed with the Securities and Exchange Commission (the “*Commission*”) on December 9, 2016, registering 4,321,428 Class A Common Shares, par value \$0.001 per share (the “*Common Shares*”), reserved for issuance under the Amended and Restated Athene Holding Ltd. 2009 Share Incentive Plan, 2,462,544 Common Shares reserved for issuance under the Amended and Restated Athene Holding Ltd. 2012 Share Incentive Plan, 13,127,361 Common Shares reserved for issuance under the Athene Holding Ltd. 2014 Share Incentive Plan and 3,500,000 Common Shares reserved for issuance under the Athene Holding Ltd. 2016 Share Incentive Plan.
- Registration Statement No. 333-219352, filed with the Commission on July 19, 2017, registering 3,800,000 Common Shares reserved for issuance under the Athene Holding Ltd. 2017 Employee Stock Purchase Plan.
- Registration Statement No. 333-232182, filed with the Commission on June 18, 2019, registering 3,329,673 Common Shares reserved for issuance under the Athene Holding Ltd. 2019 Share Incentive Plan.

On January 1, 2022, pursuant to that certain Agreement and Plan of Merger, dated as of March 8, 2021 (the “*Merger Agreement*”), by and among the Registrant, Apollo Global Management, Inc. (“*AGM*”), Tango Holdings, Inc. (“*Tango Holdings*”), Blue Merger Sub, Ltd. and Green Merger Sub, Inc., (a) each of AGM and the Registrant became wholly-owned subsidiaries of Tango Holdings, (b) AGM was renamed Apollo Asset Management, Inc. and (c) Tango Holdings was renamed Apollo Global Management, Inc.

As a result of the transactions contemplated by the Merger Agreement, the Registrant has terminated all offerings of the Registrant’s securities pursuant to the Registration Statements.

Accordingly, the Registrant hereby terminates the effectiveness of the Registration Statements and, in accordance with undertakings made by the Registrant in the Registration Statements to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance but remain unsold at the termination of the offering, removes from registration any and all securities of the Registrant that had been registered for issuance but remain unsold under the Registration Statements. The Registration Statements are hereby amended to reflect the deregistration of such securities.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has authorized these Post-Effective Amendments to the Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in Hamilton, Bermuda on the 3rd day of January, 2022.

ATHENE HOLDING LTD.

By /s/ Martin P. Klein
Martin P. Klein
Chief Financial Officer

No other person is required to sign these Post-Effective Amendments in reliance upon Rule 478 under the Securities Act of 1933, as amended.