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

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**FORM 8-A**

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

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**ATHENE HOLDING LTD.**

(Exact name of registrant as specified in its charter)

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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)

**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>
Depository Shares, Each Representing a 1/1,000th Interest in a 7.750% Fixed-Rate Reset Perpetual Non-Cumulative Preference Share, Series E, par value \$1.00 per share	New York Stock Exchange

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: **333-261531**

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

(Title of class)

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**Item 1. Description of Registrant’s Securities to be Registered.**

The securities to be registered hereby are the Depositary Shares (the “Depositary Shares”), each of which represents a 1/1,000th interest in a share of the 7.750% Fixed-Rate Reset Perpetual Non-Cumulative Preference Shares, Series E, par value \$1.00 and \$25,000 liquidation preference per share (equivalent to \$25.00 per depositary share) (the “Preference Shares”), of Athene Holding Ltd. (the “Registrant”). For a description of the Depositary Shares to be registered hereunder and the underlying Preference Shares of the Registrant, reference is made to the information set forth under the headings “Description of Securities” and “Description of Depositary Shares” in the Registrant’s Prospectus, dated December 8, 2021, which constitutes a part of the Registrant’s Registration Statement on Form S-3 (File No. 333-261531), filed under the Securities Act of 1933, as amended and under the headings “Description of the Series E Preference Shares” and “Description of the Depositary Shares” in the Registrant’s Prospectus Supplement, dated December 5, 2022, which information is hereby incorporated herein by reference.

**Item 2. Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
3.1	Memorandum of Association of Athene Holding Ltd. (Incorporated by reference to the filing of such exhibit with the Registrant’s Registration Statement on Form S-1 filed with the Securities and Exchange Commission (the “SEC”) on May 9, 2016 (FileNo. 333-211243).
3.2	Fourteenth Amended and Restated Bye-laws of Athene Holding Ltd. (Incorporated by reference to the Current Report onForm 8-K of Athene Holding Ltd. (File No. 001-37963), as filed with the SEC on January 3, 2022).
3.3	Certificate of Designations of 7.750% Fixed-Rate Reset Perpetual Non-Cumulative Preference Shares, Series E (Incorporated by reference to the Current Report on Form 8-K of Athene Holding Ltd. (File No. 001-37963), as filed with the SEC on December 12, 2022).
4.1	Form of Share Certificate evidencing 7.750% Fixed-Rate Reset Perpetual Non-Cumulative Preference Shares, Series E (Incorporated by reference to the Current Report on Form 8-K of Athene Holding Ltd. (File No. 001-37963), as filed with the SEC on December 12, 2022).
4.2	Depositary Agreement, dated December 12, 2022, between the Company and Computershare Inc. and Computershare Trust Company, N.A., collectively, and the holders from time to time of the Depositary Receipts (Incorporated by reference to the Current Report on Form 8-K of Athene Holding Ltd. (File No. 001-37963), as filed with the SEC on December 12, 2022).
4.3	Form of Depositary Receipt (Incorporated by reference to the Current Report onForm 8-K of Athene Holding Ltd. (File No. 001-37963), as filed with the SEC on December 12, 2022).

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**SIGNATURE**

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

Dated: December 13, 2022

Athene Holding Ltd.

By: /s/ Martin P. Klein  
Martin P. Klein  
Executive Vice President and Chief Financial Officer