

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): August 31, 2021



**ATHENE HOLDING LTD.**

(Exact name of registrant as specified in its charter)

**Bermuda**  
(State or other jurisdiction of  
incorporation or organization)

**001-37963**  
(Commission file number)

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

**Second Floor, Washington House  
16 Church Street  
Hamilton, HM 11, Bermuda  
(441) 279-8400**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbols	Name of each exchange on which registered
Class A common shares, par value \$0.001 per share	ATH	New York Stock Exchange
Depository Shares, each representing a 1/1,000 <sup>th</sup> interest in a 6.35% Fixed-to-Floating Rate Perpetual Non-Cumulative Preference Share, Series A	ATHPrA	New York Stock Exchange
Depository Shares, each representing a 1/1,000 <sup>th</sup> interest in a 6.625% Fixed Rate Perpetual Non-Cumulative Preference Share, Series B	ATHPrB	New York Stock Exchange
Depository Shares, each representing a 1/1,000 <sup>th</sup> interest in a 6.375% Fixed-Rate Reset Perpetual Non-Cumulative Preference Share, Series C	ATHPrC	New York Stock Exchange
Depository Shares, each representing a 1/1,000 <sup>th</sup> interest in a 4.875% Fixed-Rate Perpetual Non-Cumulative Preference Share, Series D	ATHPrD	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

## Item 5.07 Submission of Matters to a Vote of Security Holders

On August 31, 2021, Athene Holding Ltd. (the "Company") held its annual general meeting (the "AGM") of holders of Class A common shares (the "Shareholders"). The following proposals were submitted to the Shareholders at the AGM:

1. The election of directors to serve as Class III directors of the Company
2. The appointment of the Company's independent auditor PricewaterhouseCoopers LLP ("PwC")
3. The referral of the remuneration of PwC to the audit committee of the board of directors
4. The non-binding advisory vote to approve the compensation paid to the Company's named executive officers

Each of the foregoing proposals is described in the Company's definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on July 22, 2021.

The Company's Class A common shares collectively represent 100% of the total votes attributable to all shares of the Company issued and outstanding, and subject to certain voting restrictions and adjustments set forth in the Company's by-laws, each Class A common share is entitled to one vote.

The Shareholders voted as follows on the matters presented for a vote.

### 1. The nominees for election to the board of directors of the Company were elected, for the terms specified, based upon the following votes:

<u>Nominee</u>	<u>Term</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Marc Beilinson	2024 AGM	144,008,368	9,674,494	48,581	9,873,076
Robert Borden	2024 AGM	144,803,226	8,910,381	17,836	9,873,076
H. Carl McCall	2024 AGM	121,002,171	32,656,847	72,425	9,873,076
Manfred Puffer	2024 AGM	142,367,661	11,345,546	18,236	9,873,076
Mitra Hormozi	2024 AGM	144,923,970	8,784,595	22,878	9,873,076
Lynn Swann	2024 AGM	149,131,495	4,546,823	53,125	9,873,076

### 2. The proposal to ratify the appointment of PwC, an independent registered public accounting firm, as the Company's independent auditor to serve until the close of the Company's next annual general meeting in 2022, was approved based on the following votes:

Votes for approval: 163,551,644  
Votes against: 18,849  
Abstentions: 34,026

### 3. The proposal to refer the remuneration of PwC to the audit committee of the board of directors of the Company was approved based on the following votes:

Votes for approval: 163,551,644  
Votes against: 18,849  
Abstentions: 34,026

### 4. The proposal requesting a non-binding advisory vote on the compensation of the Company's named executive officers received the following votes:

Votes for approval: 150,720,726  
Votes against: 2,954,913  
Abstentions: 55,804  
Broker non-votes: 9,873,076

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ATHENE HOLDING LTD.**

Date: September 1, 2021

/s/ John L. Golden

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John L. Golden  
Executive Vice President and General Counsel