

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): February 3, 2025



ATHENE HOLDING LTD.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-37963
(Commission file number)

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

**7700 Mills Civic Pkwy
West Des Moines, Iowa 50266
1 (515) 342-4678**

(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
Depository Shares, each representing a 1/1,000 th interest in a 6.35% Fixed-to-Floating Rate Perpetual Non-Cumulative Preferred Stock, Series A	ATHPrA	New York Stock Exchange
Depository Shares, each representing a 1/1,000 th interest in a 5.625% Fixed Rate Perpetual Non-Cumulative Preferred Stock, Series B	ATHPrB	New York Stock Exchange
Depository Shares, each representing a 1/1,000 th interest in a 6.375% Fixed-Rate Reset Perpetual Non-Cumulative Preferred Stock, Series C	ATHPrC	New York Stock Exchange
Depository Shares, each representing a 1/1,000 th interest in a 4.875% Fixed-Rate Perpetual Non-Cumulative Preferred Stock, Series D	ATHPrD	New York Stock Exchange
Depository Shares, each representing a 1/1,000 th interest in a 7.75% Fixed-Rate Reset Perpetual Non-Cumulative Preferred Stock, Series E	ATHPrE	New York Stock Exchange
7.250% Fixed-Rate Reset Junior Subordinated Debentures due 2064	ATHS	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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 3, 2025, former U.S. Senator Joseph Manchin III was appointed to the Board of Directors (“Board”) of Athene Holding Ltd. (the “Company”). Senator Manchin was also appointed to serve as a member of the Board’s Legal and Regulatory Committee.

Senator Manchin entered into a standard indemnification agreement with the Company, as more fully described under the caption “Other Related Party Transactions and Relationships” on page 228 of the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the U.S. Securities and Exchange Commission on February 27, 2024 (the “Annual Report”). He will be eligible to receive director compensation from the Company as more fully described under the caption “Director Compensation” on page 218 of the Annual Report.

There are no arrangements or understandings between Senator Manchin and any person pursuant to which Senator Manchin was selected as a director.

Item 7.01 Regulation FD Disclosure.

On February 6, 2025, the Company issued a press release announcing the appointment of Senator Manchin to the Board. The press release is attached hereto as Exhibit 99.1.

The foregoing information, including the Exhibit referenced in Item 7.01, is being furnished pursuant to Item 7.01 and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing or other document pursuant to the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing or document, except as shall be expressly set forth by specific reference in such a filing or document.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press release dated February 6, 2025 \(furnished and not filed\).](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: February 6, 2025

/s/ Joseph B. Cohen
Joseph B. Cohen
Executive Vice President and General Counsel



Former U.S. Senator Joe Manchin to Serve as Adviser to Apollo and Appointed to Athene Board of Directors

WEST DES MOINES, Iowa, Feb. 6, 2025 -- Apollo (NYSE: APO) and Athene Holding Ltd. ("Athene"), today announced that former U.S. Senator Joseph Manchin III has been named an adviser to Apollo and appointed to the Athene Board of Directors, effective February 3, 2025. Senator Manchin will provide advisory services to Apollo on various matters including energy markets, given the firm's leading role in providing capital to enable the global industrial renaissance.

Senator Manchin served as a United States Senator for West Virginia from 2010 to 2025. He was Chair of the Senate Energy and Natural Resources Committee, as well as a member of the Appropriations, Armed Services, and Veterans' Affairs Committees. Prior to his tenure in the Senate, he served as the 34th Governor of West Virginia from 2005 to 2010 and as West Virginia Secretary of State from 2001 to 2005. He graduated from West Virginia University with a degree in business administration.

Marc Rowan, CEO of Apollo, said, "Senator Manchin's distinguished career experience and expertise will be incredibly valuable to Apollo and our clients and partners. We look forward to his contributions to help meet the unprecedented capital need required to drive the global industrial renaissance and support the significant retirement needs of Americans and families around the globe."

Jim Belardi, CEO of Athene, said, "Senator Manchin is a great addition to Athene's Board as we address the significant need for next generation retirement products. His public sector experience, expertise on a broad range of issues, and track record of independent thinking make him a valuable member of our Board."

Senator Manchin said, "Apollo is a forward-thinking financial services firm that has been able to offer capital at scale to drive the American economy forward. Athene provides critical retirement services to millions of Americans and is the leading innovator in tackling modern retirement challenges. I look forward to bringing a unique perspective to both the team at Apollo and the Athene Board, contributing to the firm's continued success in retirement services and providing capital to enable energy accretion and transition."

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About Athene

Athene is a leading retirement services company with over \$350 billion of total assets as of September 30, 2024, and operations in the United States, Bermuda, Canada, and Japan. Athene is focused on providing financial security to individuals by offering an attractive suite of retirement income and savings products and also serves as a solutions provider to corporations. For more information, please visit www.athene.com.

About Apollo

Apollo is a high-growth, global alternative asset manager. In our asset management business, we seek to provide our clients excess return at every point along the risk-reward spectrum from

investment grade credit to private equity. For more than three decades, our investing expertise across our fully integrated platform has served the financial return needs of our clients and provided businesses with innovative capital solutions for growth. Through Athene, our retirement services business, we specialize in helping clients achieve financial security by providing a suite of retirement savings products and acting as a solutions provider to institutions. Our patient, creative, and knowledgeable approach to investing aligns our clients, businesses we invest in, our employees, and the communities we impact, to expand opportunity and achieve positive outcomes. As of December 31, 2024, Apollo had approximately \$751 billion of assets under management. To learn more, please visit www.apollo.com.

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