

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Niemann Douglas Bartlett</u>  (Last) (First) (Middle) C/O ATHENE HOLDING LTD. WASHINGTON HOUSE, 16 CHURCH STREET  (Street) HAMILTON DO HM 11  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Athene Holding Ltd [ ATH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP and Chief Risk Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/23/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Shares	12/23/2021		M		1,378 <sup>(3)</sup>	A	(3)	3,328 <sup>(5)</sup>	D	
Class A Common Shares	12/23/2021		M		1,161 <sup>(3)</sup>	A	(3)	4,489 <sup>(5)</sup>	D	
Class A Common Shares	12/23/2021		F		539 <sup>(4)</sup>	D	\$78.71	3,950 <sup>(5)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)(3)	12/23/2021		M			1,378	(1)	(1)	Class A Common Shares	1,378	\$0	1,378	D	
Restricted Stock Units	(2)(3)	12/23/2021		M			1,161	(2)	(2)	Class A Common Shares	1,161	\$0	2,324	D	

**Explanation of Responses:**

- Each RSU represents a contingent right to receive one Class A common share of the Issuer. The original grant of these RSUs was scheduled to vest in equal parts on each of the first three anniversaries of the January 1, 2020 vesting start date. The vesting of the 1,378 RSUs scheduled to vest on January 1, 2022 was accelerated and these RSUs settled on December 23, 2021. An additional 8,265 RSUs not reported herein vest only if the Issuer satisfies certain performance criteria over the three fiscal year period from January 1, 2020 to December 31, 2022. Vested RSUs are settled in Class A common shares on a one-for-one basis. In certain circumstances involving termination of the reporting person after a change in control of the Issuer, the award shall become immediately and fully vested as of the effective date of such termination of relationship.
- Each RSU represents a contingent right to receive one Class A common share of the Issuer. The original grant of these RSUs was scheduled to vest in equal parts on each of the first three anniversaries of the January 1, 2021 vesting start date. The vesting of the 1,161 RSUs scheduled to vest on January 1, 2022 was accelerated and these RSUs settled on December 23, 2021. An additional 6,969 RSUs not reported herein vest only if the Issuer satisfies certain performance criteria over the three fiscal year period from January 1, 2021 to December 31, 2023. Vested RSUs are settled in Class A common shares on a one-for-one basis. In certain circumstances involving termination of the reporting person after a change in control of the Issuer, the award shall become immediately and fully vested as of the effective date of such termination of relationship.
- This reported transaction represents vested RSUs that have been settled in Class A common shares. Vested RSUs are settled in Class A common shares on a one-for-one basis.
- This reported transaction represents shares withheld to satisfy tax withholding obligations in connection with the settlement of vested RSUs that settled in Class A common shares.
- Includes an aggregate of 1,078 Class A common shares of the Issuer that were acquired under the Issuer's stock purchase plan in multiple lots on October 1, 2020, April 1, 2021, and January 4, 2021.

**Remarks:**

Exhibit 24.1 - Power of Attorney (incorporated by reference to the Power of Attorney filed as Exhibit 24.1 to the Form 3 filed by the Reporting Person on December 16, 2020)

/s/ Ira Rosenblatt, attorney-in-fact 12/28/2021

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.