

AXA Equitable Holdings, Inc.
 Form 4
 December 21, 2018

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 AXA Equitable Holdings, Inc.

2. Issuer Name and Ticker or Trading Symbol
 ALLIANCEBERNSTEIN HOLDING L.P. [AB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1290 AVENUE OF THE AMERICAS
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/21/2018

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 See Remarks

NEW YORK, NY 10104

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Units ⁽¹⁾	12/21/2018		P ⁽²⁾	254,675 A \$ 24.95	2,566,838	D ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾	
Units ⁽¹⁾					1,444,356	I ⁽⁵⁾	By affiliate

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

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

AXA Equitable Holdings, Inc.
1290 AVENUE OF THE AMERICAS
NEW YORK, NY 10104

See Remarks

Signatures

/s/ Ralph Petruzzo, Vice President and Associate General Counsel

12/21/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Units representing assignments of beneficial ownership of limited partnership interests ("Holding Units") in AllianceBernstein Holding L.P. ("Holding").

On April 30, 2017, AXA Equitable Holdings Inc. ("Equitable Holdings"), entered into a unit purchase agreement (the "Unit Purchase Agreement") with Peter S. Kraus covering all of the Holding Units beneficially owned by Mr. Kraus. Pursuant to the Unit Purchase

(2) Agreement, Equitable Holdings and Mr. Kraus agreed to call and put options, respectively, covering certain restricted Holding Units delivered in accordance with the terms of Mr. Kraus's employment agreement or with respect to which he had deferred delivery, at specified future market prices if the Holding Units are trading at or between \$22.90 and \$32.90 per Holding Unit. On December 20, 2018, Equitable Holdings exercised its call option for all units owned by Mr. Kraus as of the close of business on such date.

(3) AXA S.A. ("AXA") indirectly owns 59.2% the common stock of Equitable Holdings, a holding company for a group of insurance and related financial services companies. Equitable Holdings is the sole member of AXA Equitable Financial Services, LLC, which wholly owns (i) AXA Equitable Life Insurance Company ("AXA Equitable") which in turn owns ACMC, LLC ("ACMC") and (ii) MONY Life Insurance Company of America ("MLOA"). Equitable Holdings also wholly owns AXA-IM Holding U.S. Inc. ("AXA-IM Holding").

(4) As of December 31, 2017, AXA Assurances I.A.R.D. Mutuelle and AXA Assurances Vie Mutuelle (collectively, "Mutuelles AXA"), directly beneficially owned approximately 14.13% of the issued ordinary shares (representing approximately 23.97% of the voting power) of AXA. The Mutuelles AXA and AXA expressly declare that the filing of this Form 4 shall not be construed as an admission that either of them is, for purposes of Section 16 of the Securities Exchange Act of 1934, the beneficial owner of any securities covered by this Form

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4.

- (5) Equitable Holdings beneficially owns directly 2,566,838 Holding Units and beneficially owns indirectly 1,444,356 Holding Units beneficially owned directly by APMC.

In addition to the Holding Units reported in this Form 4, the Reporting Person and its affiliates beneficially own units of limited partnership interests ("AB Capital Units") in AllianceBernstein L.P. ("AllianceBernstein") as follows. As of December 21, 2018,

- (6) Equitable Holdings beneficially owned directly 51,192,758 AB Capital Units; APMC beneficially owned directly 74,406,933 AB Capital Units; AXA-IM Holding beneficially owned directly 41,934,582 AB Capital Units; MLOA beneficially owned directly 2,587,472 AB Capital Units; and AllianceBernstein Corporation, a wholly-owned subsidiary of AXA Equitable, owned a 1% general partnership interest in AllianceBernstein and 100,000 units of general partnership interest in Holding. For more information on the Reporting Person and its affiliates' holdings of AB Capital Units, see their separate Form 4 filings with respect to AB Capital Units.

Remarks:

Affiliate of holder of general partnership units.

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

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