

ALLIANCEBERNSTEIN HOLDING L.P.
Form SC 13D/A
March 25, 2019

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 28)

ALLIANCEBERNSTEIN HOLDING L.P.
(f/k/a Alliance Capital Management Holding L.P.)

(Name of Issuer)

Units Representing Assignments of Beneficial Ownership of Limited Partnership Interests
(Title of Class of Securities)

01855A101

(CUSIP Number)

Anders Malmström

Senior Executive Vice President and Chief Financial Officer

AXA Equitable Holdings, Inc.

1290 Avenue of the Americas

New York, New York 10104

(212) 554-1234

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

With a copy to:

Helen Browne, General Counsel

AXA, 25, avenue Matignon

75008 Paris, France

011-331-40-75-57-00

March 25, 2019

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

AXA S.A.

98-0342809

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY See Item 5
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING See Item 5
9 SOLE DISPOSITIVE POWER

PERSON

WITH

See Item 5

10 SHARED DISPOSITIVE POWER

See Item 5

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 - See Item 5

(Not to be construed as an admission of beneficial ownership)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0% - See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

HC, CO

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

AXA Assurances I.A.R.D. Mutuelle

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY See Item 5

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING See Item 5

9 SOLE DISPOSITIVE POWER

PERSON

WITH

See Item 5
10 SHARED DISPOSITIVE POWER

See Item 5

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 - See Item 5

(Not to be construed as an admission of beneficial ownership)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0% - See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

IC

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

AXA Assurances Vie Mutuelle

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY See Item 5

8 SHARED VOTING POWER

OWNED BY

EACH

See Item 5

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

See Item 5

10 SHARED DISPOSITIVE POWER

See Item 5

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 - See Item 5

(Not to be construed as an admission of beneficial ownership)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0% - See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

IC

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

AXA Equitable Holdings, Inc.

90-0226248

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware	
NUMBER OF	7 SOLE VOTING POWER
SHARES	
BENEFICIALLY	2,566,838 - See Item 5
OWNED BY	8 SHARED VOTING POWER
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	
PERSON	2,566,838 - See Item 5
	10 SHARED DISPOSITIVE POWER

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,011,194 - See Item 5

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.2% - See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

HC, CO

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

AXA Equitable Financial Services, LLC

52-2197822

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware	
NUMBER OF	7 SOLE VOTING POWER
SHARES	
BENEFICIALLY	See Item 5
OWNED BY	8 SHARED VOTING POWER
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	
PERSON	See Item 5
	10 SHARED DISPOSITIVE POWER

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Item 5

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

HC, OO

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Alpha Units Holdings, Inc.

83-2796390

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware	
NUMBER OF	7 SOLE VOTING POWER
SHARES	
BENEFICIALLY	1,444,356 - See Items 4 and 5
OWNED BY	8 SHARED VOTING POWER
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	
PERSON	1,444,356 - See Items 4 and 5
	10 SHARED DISPOSITIVE POWER

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,444,356 - See Item 5

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.5% - See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

HC, OO

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

AXA-IM HOLDING U.S. INC.

68-0461436

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware	
NUMBER OF	7 SOLE VOTING POWER
SHARES	
BENEFICIALLY	See Item 5
OWNED BY	8 SHARED VOTING POWER
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	
PERSON	See Item 5
	10 SHARED DISPOSITIVE POWER

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Item 5

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

HC, CO

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

MONY Life Insurance Company of America

86-0222062

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Arizona

NUMBER OF

7 SOLE VOTING POWER

SHARES

BENEFICIALLY

See Item 5

8 SHARED VOTING POWER

OWNED BY

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

See Item 5

10 SHARED DISPOSITIVE POWER

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Item 5

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

IC, CO

This Amendment No. 28 amends the Statement on Schedule 13D (Schedule 13D) initially filed on August 4, 1992 with the Securities and Exchange Commission by AXA, Midi Participations, Finaxa (which merged in AXA as of December 16, 2005), the Mutuelles AXA (as herein defined) and the Trustees of a Voting Trust (which was dissolved on June 30, 2017), as amended by Amendment No. 1 to the Schedule 13D filed on July 29, 1993, Amendment No. 2 to the Schedule 13D filed on September 14, 1994, Amendment No. 3 to the Schedule 13D filed on October 22, 1996, Amendment No. 4 to the Schedule 13D filed on July 11, 1997, Amendment No. 5 to the Schedule 13D filed on September 4, 1997, Amendment No. 6 to the Schedule 13D filed on April 9, 1999, Amendment No. 7 to the Schedule 13D filed on November 4, 1999, Amendment No. 8 to the Schedule 13D filed on June 23, 2000, Amendment No. 9 to the Schedule 13D filed on November 27, 2002, and Amendment No. 10 to the Schedule 13D filed on March 9, 2004, Amendment No. 11 to the Schedule 13D filed on December 22, 2004, Amendment No. 12 to the Schedule 13D filed on March 7, 2007, Amendment No. 13 to the Schedule 13D filed on December 19, 2008, Amendment No. 14 to the Schedule 13D filed on January 8, 2009, Amendment No. 15 to the Schedule 13D filed on April 1, 2009, Amendment No. 16 to the Schedule 13D filed on December 16, 2011, Amendment No. 17 to the Schedule 13D filed on September 23, 2013, Amendment No. 18 to the Schedule 13D filed on December 20, 2013, Amendment No. 19 to the Schedule 13D filed on January 5, 2016, Amendment No. 20 to the Schedule 13D filed on May 1, 2017, Amendment No. 21 to the Schedule 13D filed on July 3, 2017, Amendment No. 22 to the Schedule 13D filed on December 13, 2017, Amendment No. 23 to the Schedule 13D filed on March 6, 2018, Amendment No. 24 to the Schedule 13D filed on April 25, 2018, Amendment No. 25 to the Schedule 13D filed on October 1, 2018, Amendment No. 26 to the Schedule 13D filed on December 21, 2018 and Amendment No. 27 to the Schedule 13D filed on January 3, 2019, which Schedule 13D relates to units representing assignments of beneficial ownership of limited partnership interests (Units) of AllianceBernstein Holding L.P. (formerly known as Alliance Capital Management Holding L.P.), a Delaware limited partnership (AB Holding).

This Amendment No. 28 is being filed to amend Items 4 and 5 of the Schedule 13D as follows:

ITEM 4. PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is hereby amended by inserting the following paragraph at the end thereof:

On March 25, 2019, AXA S.A. (AXA) completed a secondary public offering of 46,000,000 shares (the Offering) of AXA Equitable Holdings Inc. s (EQH) common stock and the sale to EQH of 30,000,000 shares (the Share Buyback) of EQH s common stock. Following completion of the Offering and the Share Buyback, AXA owns less than 50% of the outstanding shares of common stock of EQH.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Items 5(a) and (b) are hereby amended by replacing the first paragraph thereof with the below paragraph:

(a) & (b) At the close of business on March 25, 2019 and immediately following the transactions described in Item 4 above, EQH beneficially owned directly 2,566,838 Units representing approximately 2.7% of the Units outstanding and 51,192,758 AB Capital Units representing approximately 19.0% of the AB Capital Units outstanding; Alpha Units Holdings beneficially owned directly 1,444,356 Units representing approximately 1.5% of the Units outstanding and 74,406,933 AB Capital Units representing approximately 27.7% of the AB Capital Units outstanding; AXA-IM Holding did not beneficially own directly any Units and beneficially owned directly 41,934,582 AB Capital Units representing approximately 15.6% of the AB Capital Units outstanding; and MLOA did not beneficially own directly any Units and beneficially owned directly 2,587,472 AB Capital Units representing approximately 1.0% of the AB Capital Units outstanding. EQH, Alpha Units Holdings, AXA-IM Holding, and MLOA have the sole power to vote or direct the vote and the sole power to dispose or direct the disposition of each of their respective directly owned Units and AB Capital Units. By reason of its ownership interest in Alpha Units Holdings, AXA-IM Holding, AXAFS and MLOA, EQH may be deemed to beneficially own indirectly, and to have voting and dispositive power with respect to the 1,444,356 Units owned directly by Alpha Units Holdings which, together with the 2,566,838 Units owned directly by EQH, represent approximately 4.2% of the Units outstanding, and the 74,406,933 AB Capital Units owned directly by Alpha Units Holdings, the 41,934,582 AB Capital Units owned directly by AXA-IM Holding and the 2,587,472 AB Capital Units owned directly by MLOA, which, together with the 51,192,758 AB Capital Units owned directly by EQH, represent approximately 63.3% of the AB Capital Units outstanding. By reason of its ownership interest in MLOA, AXAFS may be deemed to beneficially own indirectly, and to have voting and dispositive power with respect to the 2,587,472 AB Capital Units owned directly by MLOA which represents approximately 1.0% of the AB Capital Units outstanding.

(This excludes Units acquired by the Reporting Persons and their affiliates solely for investment purposes on behalf of client discretionary accounts.)

(c) Other than as described in Item 4 above during the 60 days preceding the filing of this Amendment, no transactions in Units or AB Capital Units were made by the Reporting Persons.

(e) As a result of the Offering and Share Buyback, AXA owns less than 50% of the outstanding shares of common stock of EQH, and, accordingly, this Amendment No. 28 constitutes an exit filing for AXA and the Mutuelles AXA.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

- | | |
|-----------|---|
| Exhibit 1 | Filing Agreement with respect to the Schedule 13D among the Reporting Persons (incorporated by reference to Exhibit 17 to the Schedule 13D filed with the Securities and Exchange Commission on August 4, 1992) |
| Exhibit 2 | Power of Attorney with respect to AXA (incorporated by reference to Exhibit 13 filed with Amendment No. 19 to the Schedule 13D filed with the Securities and Exchange Commission on January 5, 2016) |
| Exhibit 3 | Power of Attorney with respect to AXA Assurances I.A.R.D. Mutuelle (incorporated by reference to Exhibit 14 filed with Amendment No. 19 to the Schedule 13D filed with the Securities and Exchange Commission on January 5, 2016) |
| Exhibit 4 | Power of Attorney with respect to AXA Assurances VIE Mutuelle (incorporated by reference to Exhibit 15 filed with Amendment No. 19 to the Schedule 13D filed with the Securities and Exchange Commission on January 5, 2016) |

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 25, 2019

AXA S.A.

AXA ASSURANCES I.A.R.D.
MUTUELLE

AXA ASSURANCES VIE MUTUELLE

By: /s/ Anders Malmström

Name: Anders Malmström

Title: Attorney-in-Fact

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 25, 2019

AXA EQUITABLE HOLDINGS, INC.

By: /s/ Anders Malmström

Name: Anders Malmström

Title: Senior Executive Vice
President and Chief Financial
Officer

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 25, 2019

ALPHA UNITS HOLDINGS, INC.

By: /s/ Anders Malmström

Name: Anders Malmström

Title: Chairman of the Board,
President and Chief Executive
Officer

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 25, 2019

AXA-IM HOLDING U.S. INC.

By /s/ Anders Malmström

Name: Anders Malmström

Title: Chairman of the Board,
President and Chief Executive
Officer

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 25, 2019

AXA EQUITABLE FINANCIAL

SERVICES, LLC

By: /s/ Anders Malmström

Name: Anders Malmström

Title: Senior Executive Director and
Chief Financial Officer

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 25, 2019

MONY LIFE INSURANCE COMPANY
OF

AMERICA

By /s/ Anders Malmström

Name: Anders Malmström

Title: Senior Executive Vice

President and Chief Financial Officer