

Gingrich James A
 Form 4
 July 27, 2017

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 *
 Gingrich James A

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Operating Officer

(Last) (First) (Middle)

C/O ALLIANCEBERNSTEIN L.P., 1345 AVENUE OF THE AMERICAS

3. Date of Earliest Transaction (Month/Day/Year)
 07/25/2017

(Street)

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

NEW YORK, NY 10105

(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 Indirect Beneficial Ownership (Instr. 4)
units rep. assignments of beneficial owner. of lp interests ⁽¹⁾	07/25/2017		S ⁽²⁾	10,000 D	\$ 24.9125 ⁽³⁾ 255,581	D	
units rep. assignments of beneficial owner. of lp interests ⁽¹⁾	07/25/2017		M	10,000 A	\$ 17.05 265,581	D	

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units rep. assignments of beneficial owner. of lp interests ⁽¹⁾	07/25/2017	S ⁽²⁾	10,000	D	\$ <u>(3)</u>	24,9125	255,581	D
units rep. assignments of beneficial owner. of lp interests ⁽¹⁾	07/26/2017	S ⁽²⁾	10,000	D	\$ 25		245,581	D
units rep. assignments of beneficial owner. of lp interests ⁽¹⁾	07/26/2017	M	10,000	A	\$ 17.05		255,581	D
units rep. assignments of beneficial owner. of lp interests ⁽¹⁾	07/26/2017	S ⁽²⁾	10,000	D	\$ 25		245,581	D
units rep. assignments of beneficial owner. of lp interests ⁽¹⁾	07/27/2017	S ⁽²⁾	10,000	D	\$ 25		235,581	D
units rep. assignments of beneficial owner. of lp interests ⁽¹⁾	07/27/2017	M	10,000	A	\$ 17.05		245,581	D
units rep. assignments of beneficial owner. of lp interests ⁽¹⁾	07/27/2017	S ⁽²⁾	10,000	D	\$ 25		235,581	D

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

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 control number.

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(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Instr. 3 and 4)		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
AB Holding Unit option (right to buy)	\$ 17.05	07/25/2017	M		10,000		01/23/2010 ⁽⁴⁾	01/23/2019	AB Holding Units	10,000
AB Holding Unit option (right to buy)	\$ 17.05	07/26/2017	M		10,000		01/23/2010 ⁽⁴⁾	01/23/2019	AB Holding Units	10,000
AB Holding Unit option (right to buy)	\$ 17.05	07/27/2017	M		10,000		01/23/2010 ⁽⁴⁾	01/23/2019	AB Holding Units	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gingrich James A C/O ALLIANCEBERNSTEIN L.P. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105			Chief Operating Officer	

Signatures

/s/ David M. Lesser,
attorney-in-fact

07/27/2017

**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 in AllianceBernstein Holding L.P. ("AB Holding Units").

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- (2) Reporting Person sold AB Holding Units pursuant to a Rule 10b5-1 Plan.
- (3) Reporting Person sold 3,500 AB Holding Units at \$24.75 per Unit and 6,500 AB Holding Units at \$25.00 per Unit. The price set forth in the table is the weighted average of his sales at these prices.
- (4) The option vested in equal annual increments on each of January 23, 2010, 2011, 2012, 2013 and 2014.

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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