

Gingrich James A  
Form 4  
August 22, 2017

**FORM 4**

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

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

**OMB APPROVAL**

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(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)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/18/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Chief Operating Officer

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

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3)                                                  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|----------------------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| units rep.<br>assignments<br>of beneficial<br>owner. of lp<br>interests <sup>(1)</sup> | 08/18/2017                              |                                                             | S <sup>(2)</sup>      | 3,500 D                                                             | \$ 23 178,159                                                                                                      | D                                                                       |                                                                   |
| units rep.<br>assignments<br>of beneficial<br>owner. of lp<br>interests <sup>(1)</sup> | 08/18/2017                              |                                                             | M                     | 3,500 A                                                             | \$ 17.05 181,659                                                                                                   | D                                                                       |                                                                   |

|                                                                                        |            |                  |       |   |             |         |   |
|----------------------------------------------------------------------------------------|------------|------------------|-------|---|-------------|---------|---|
| units rep.<br>assignments<br>of beneficial<br>owner. of lp<br>interests <sup>(1)</sup> | 08/18/2017 | S <sup>(2)</sup> | 3,500 | D | \$ 23       | 178,159 | D |
| units rep.<br>assignments<br>of beneficial<br>owner. of lp<br>interests <sup>(1)</sup> | 08/21/2017 | S <sup>(2)</sup> | 3,500 | D | \$<br>23.05 | 174,659 | D |
| units rep.<br>assignments<br>of beneficial<br>owner. of lp<br>interests <sup>(1)</sup> | 08/21/2017 | M                | 3,500 | A | \$<br>17.05 | 178,159 | D |
| units rep.<br>assignments<br>of beneficial<br>owner. of lp<br>interests <sup>(1)</sup> | 08/21/2017 | S <sup>(2)</sup> | 3,500 | D | \$<br>23.05 | 174,659 | D |
| units rep.<br>assignments<br>of beneficial<br>owner. of lp<br>interests <sup>(1)</sup> | 08/22/2017 | S <sup>(2)</sup> | 3,500 | D | \$ 23.2     | 171,159 | D |
| units rep.<br>assignments<br>of beneficial<br>owner. of lp<br>interests <sup>(1)</sup> | 08/22/2017 | M                | 3,500 | A | \$<br>17.05 | 174,659 | D |
| units rep.<br>assignments<br>of beneficial<br>owner. of lp<br>interests <sup>(1)</sup> | 08/22/2017 | S <sup>(2)</sup> | 3,500 | D | \$ 23.2     | 171,159 | 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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number<br>of Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>of Underlying<br>Securities |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|----------------------------------------------------|

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| (Instr. 3)                                           | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |       |     |                           | (Instr. 3 and 4)   |                        |                                        |
|------------------------------------------------------|------------------------------------|------------------|------------|---------------------------------------------------------------------|-------|-----|---------------------------|--------------------|------------------------|----------------------------------------|
|                                                      |                                    |                  | Code       | V                                                                   | (A)   | (D) | Date Exercisable          | Expiration<br>Date | Title                  | Amount<br>or<br>Number<br>of<br>Shares |
| AB<br>Holding<br>Unit<br>option<br>(right to<br>buy) | \$ 17.05                           | 08/18/2017       | M          |                                                                     | 3,500 |     | 01/23/2010 <sup>(3)</sup> | 01/23/2019         | AB<br>Holding<br>Units | 3,500                                  |
| AB<br>Holding<br>Unit<br>option<br>(right to<br>buy) | \$ 17.05                           | 08/21/2017       | M          |                                                                     | 3,500 |     | 01/23/2010 <sup>(3)</sup> | 01/23/2019         | AB<br>Holding<br>Units | 3,500                                  |
| AB<br>Holding<br>Unit<br>option<br>(right to<br>buy) | \$ 17.05                           | 08/22/2017       | M          |                                                                     | 3,500 |     | 01/23/2010 <sup>(3)</sup> | 01/23/2019         | AB<br>Holding<br>Units | 3,500                                  |

## Reporting Owners

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

## Signatures

/s/ David M. Lesser,  
attorney-in-fact 08/22/2017

                    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)

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

(2) Reporting Person sold AB Holding Units pursuant to a Rule 10b5-1 Plan.

(3) 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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