

Gingrich James A
Form 4
August 01, 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)
07/28/2017

(Street)
NEW YORK, NY 10105

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 Indirect Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| units rep. assignments of beneficial owner. of lp interests ⁽¹⁾ | 07/28/2017 | | S ⁽²⁾ | 3,500 D | \$ 24.15 232,081 | D | |
| units rep. assignments of beneficial owner. of lp interests ⁽¹⁾ | 07/28/2017 | | M | 3,500 A | \$ 17.05 235,581 | D | |

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| | | | | | | | |
|--|------------|------------------|-------|---|---------------------------|---------|---|
| units rep. assignments of beneficial owner. of lp interests ⁽¹⁾ | 07/28/2017 | S ⁽²⁾ | 3,500 | D | \$ 24.15 | 232,081 | D |
| units rep. assignments of beneficial owner. of lp interests ⁽¹⁾ | 07/31/2017 | S ⁽²⁾ | 3,500 | D | \$ 24.25 | 228,581 | D |
| units rep. assignments of beneficial owner. of lp interests ⁽¹⁾ | 07/31/2017 | M | 3,500 | A | \$ 17.05 | 232,081 | D |
| units rep. assignments of beneficial owner. of lp interests ⁽¹⁾ | 07/31/2017 | S ⁽²⁾ | 3,500 | D | \$ 24.25 | 228,581 | D |
| units rep. assignments of beneficial owner. of lp interests ⁽¹⁾ | 08/01/2017 | S ⁽²⁾ | 4,922 | D | \$ 24.8222 ⁽³⁾ | 223,659 | D |
| units rep. assignments of beneficial owner. of lp interests ⁽¹⁾ | 08/01/2017 | M | 8,499 | A | \$ 17.05 | 232,158 | D |
| units rep. assignments of beneficial owner. of lp interests ⁽¹⁾ | 08/01/2017 | S ⁽²⁾ | 8,499 | D | \$ 24.897 ⁽⁴⁾ | 223,659 | 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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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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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) Reporting Person sold 3,500 AB Holding Units at \$24.75 per Unit and 1,422 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) Reporting Person sold 3,500 AB Holding Units at \$24.75 per Unit and 4,999 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.
- (5) 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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