

ALLIANCEBERNSTEIN HOLDING L.P.  
Form 8-K  
March 01, 2006

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):**

**February 25, 2006**

**ALLIANCEBERNSTEIN HOLDING L.P.**

(Exact name of registrant as specified in its charter)

Delaware  
(State of other jurisdiction of  
incorporation or organization)

001-09818  
(Commission File Number)

13-3434400  
(I.R.S. Employer Identification Number)

1345 Avenue of the Americas, New York, New York  
(Address of principal executive offices)

10105  
(Zip Code)

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Registrant's telephone number, including area code:

212-969-1000

**Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:**

**Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)**

**Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)**

**Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))**

**Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))**

**Section 1. Registrant's Business and Operations**

Item 1.01. Entry into a Material Definitive Agreement.

Not applicable.

Item 1.02. Termination of a Material Definitive Agreement.

Not applicable.

Item 1.03. Bankruptcy or Receivership.

Not applicable.

**Section 2. Financial Information**

Item 2.01. Completion of Acquisition or Disposition of Assets.

Not applicable.

Item 2.02. Results of Operations and Financial Condition.

Not applicable.

Item 2.03. Creation of a Direct Financial Obligation or  
an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

Not applicable.

Item 2.04. Triggering Events that Accelerate or Increase a Direct Financial Obligation or  
an Obligation under an Off-Balance Sheet Arrangement.

Not applicable.

Item 2.05. Costs Associated with Exit or Disposal Activities.

Not applicable.

Item 2.06. Material Impairments.

Not applicable.

**Section 3. Securities and Trading Markets**

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

Not applicable.

Item 3.02. Unregistered Sales of Equity Securities.

Not applicable.

Item 3.03. Material Modification to Rights of Security Holders.

Not applicable.

**Section 4. Matters Relating to Accountants and Financial Statements**

Item 4.01. Changes in Registrant's Certifying Accountant.

Not applicable.

Item 4.02. Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.

Not applicable.

**Section 5. Corporate Governance and Management**

Item 5.01. Changes in Control of Registrant.

Not applicable.

Item 5.02. Election of Directors; Appointment of Principal Officers.

(a) Not applicable.

(b) Effective February 25, 2006, W. Edwin Jarmain resigned from the Board of Directors of AllianceBernstein Corporation ( Corporation ), general partner of AllianceBernstein Holding L.P.

(c) Not applicable.

(d) Not applicable.

- Item 5.03. Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year.  
Not applicable.
- Item 5.04. Temporary Suspension of Trading under Registrant's Employee Benefit Plans.  
Not applicable.
- Item 5.05. Amendments to Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.  
Not applicable.
- Item 5.06. Change in Shell Company Status.  
Not applicable.
- Section 6. Asset-Backed Securities**
- Item 6.01. ABS Informational and Computational Material.  
Not applicable.
- Item 6.02. Change of Servicer or Trustee.  
Not applicable.
- Item 6.03. Change in Credit Enhancement or Other External Support.  
Not applicable.
- Item 6.04. Failure to Make a Required Distribution.  
Not applicable.
- Item 6.05. Securities Act Updating Disclosure.  
Not applicable.
- Section 7. Regulation FD**
- Item 7.01. Regulation FD Disclosure.  
Not applicable.
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**Section 8.**            **Other Events**

Item 8.01.            Other Events.

Not applicable.

**Section 9.**            **Financial Statements and Exhibits**

Item 9.01.            Financial Statements and Exhibits.

(a)    Financial statements of businesses acquired.

None

(b)    Pro forma financial information.

None

(c)    Shell company transactions.

None.

(d)    Exhibits.

None.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ALLIANCEBERNSTEIN HOLDING L.P.

Dated: February 28, 2006

By:

/s/ Adam R. Spilka  
Adam R. Spilka  
Senior Vice President,  
Counsel and Secretary