

ALLIANCEBERNSTEIN HOLDING L.P.  
 Form 3  
 February 22, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|  |   |   |  |   |
|--|---|---|--|---|
| <p>1. Name and Address of Reporting Person<br/>                 *<br/>                 ^ Burke Kate C<br/>                 (Last) (First) (Middle)</p> <p>C/O<br/>                 ALLIANCEBERNSTEIN, ^ 1345<br/>                 AVENUE OF THE AMERICAS<br/>                 (Street)</p> <p>NEW YORK, ^ NY ^ 10105<br/>                 (City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement<br/>                 (Month/Day/Year)<br/>                 02/14/2017</p> | <p>3. Issuer Name and Ticker or Trading Symbol<br/>                 ALLIANCEBERNSTEIN HOLDING L.P. [AB]</p> | <p>4. Relationship of Reporting Person(s) to Issuer<br/><br/>                 (Check all applicable)<br/><br/> <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/> <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>                 (give title below) (specify below)<br/>                 Head of Human Capital and CTO</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> |
|  |   |   | <p>6. Individual or Joint/Group Filing(Check Applicable Line)<br/> <input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p>   |   |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)   | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5)  |
|--|--|---|---|
| units rep. assignments of beneficial owner. of lp interests <sup>(1)</sup> | 6,795  | D   | ^   |
| AB Holding Units   | 25,033   | I   | by rabbi trust under employee incentive compensation plan |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date   | Title  | Amount or<br>Number of<br>Shares   |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                 |       |
|--|---------------|-----------|---------------------------------|-------|
|  | Director      | 10% Owner | Officer                         | Other |
| Burke Kate C<br>C/O ALLIANCEBERNSTEIN<br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105 | Â             | Â         | Â Head of Human Capital and CTO | Â     |

## Signatures

/s/ Kate C.  
Burke

02/22/2017

\*\*Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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")

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.