

ALLIANCE CAPITAL MANAGEMENT HOLDING LP  
Form 8-K  
April 19, 2005

**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):

**April 17, 2005**

**ALLIANCE CAPITAL MANAGEMENT HOLDING L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or 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)

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:

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

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 1. Registrant's Business and Operations**

Item 1.01. Entry into a Material Definitive Agreement.

On April 17, 2005, Alliance Capital Management L.P. ( Alliance Capital ) and the Florida State Board of Administration ( SBA ) entered into an Agreement Regarding Litigation pursuant to which, among other things, a jury verdict in favor of Alliance Capital on all claims would prevent both parties from seeking to retry or appeal the case and from seeking costs or attorneys fees, and would prevent Alliance Capital from seeking to recover its claim for unpaid investment management fees.

On April 18, 2005, the jury found in favor of Alliance Capital on all claims. The News Release describing the verdict is attached hereto as Exhibit 99.10.

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. Departure of Directors or Principal Officers;  
Election of Directors; Appointment of Principal Officers.

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.

**Section 6. [Reserved]**

**Section 7. Regulation FD**

Item 7.01. Regulation FD Disclosure.

Alliance Capital Management Holding L.P. ( Alliance Holding ) is furnishing two News Releases it issued on April 18, 2005. In one News Release, Alliance Holding announced a time change for its first quarter 2005 results conference call ( Time Change Release ). In the other News Release, it announced a favorable verdict in the Florida trial ( Florida Release ). The Time Change Release and Florida Release are attached hereto as Exhibits 99.09 and 99.10, respectively.

**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) Exhibits.

99.09 Alliance Holding is furnishing the Time Change Release.

99.10 Alliance Holding is furnishing the Florida Release.

**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.

ALLIANCE CAPITAL MANAGEMENT HOLDING L.P.

Dated: April 19, 2005

By: Alliance Capital Management  
Corporation, General Partner

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