

ALLIANCE CAPITAL MANAGEMENT HOLDING LP  
Form 8-K  
December 13, 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):

December 12, 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:

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

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☐ 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.

On December 7, 2005, the Compensation Committee of the Board of Directors of Alliance Capital Management Corporation ( Corporation ), general partner of Alliance Capital Management Holding L.P. ( Alliance Holding ), approved the following 2005 year-end compensation awards to the four individuals listed below, whom we expect to be Named Executive Officers (as such term is defined in Item 402 of Regulation S-K) of the Corporation in Alliance Holding's Annual Report on Form 10-K for the year ended December 31, 2005:

<u>Named Executive Officer</u>	<u>Cash Bonus</u>	<u>Partners Plan Award<sup>1</sup></u>
Gerald M. Lieberman	\$3,200,000	\$5,100,000
Marilyn G. Fedak	\$3,200,000	\$4,900,000
Sharon E. Fay	\$3,125,000	\$4,525,000
Paul C. Rissman	\$2,925,000	\$2,875,000

We expect Lewis A. Sanders to be the fifth Named Executive Officer. As previously disclosed in a Form 8-K/A filed on January 6, 2005, Mr. Sanders, Chairman and Chief Executive Officer of the Corporation, entered into an employment agreement with Alliance Capital Management L.P. ( Alliance Capital ) pursuant to which Mr. Sanders is entitled to receive, among other things, a deferred compensation award each calendar year of not less than one percent (1%) of Alliance Capital's consolidated operating income before incentive compensation (as defined with respect to the calculation of Alliance Capital's bonus pool) for such calendar year.

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.

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<sup>1</sup> Awards under the Amended and Restated Alliance Partners Compensation Plan, an employee deferred compensation award plan. These awards vest over the course of four years, beginning December 1, 2006.

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.

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.

**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.

**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: December 12, 2005

By: Alliance Capital Management  
Corporation, General Partner

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