

Alpha Units Holdings, Inc.
Form 3
January 03, 2019

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)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Alpha Units Holdings, Inc.			(Month/Day/Year)	ALLIANCEBERNSTEIN HOLDING L.P. [AB]	
(Last)	(First)	(Middle)	12/31/2018	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1290 AVENUE OF THE AMERICAS				(Check all applicable)	
(Street)				☐ Director ☐ 10% Owner ☐ Officer ☒ Other (give title below) (specify below) See Remarks	6. Individual or Joint/Group Filing(Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
NEW YORK, NY					
(City)	(State)	(Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Units ⁽¹⁾	1,444,356 ⁽²⁾	D ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ <u>(6)</u>	^

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

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

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Alpha Units Holdings, Inc. 1290 AVENUE OF THE AMERICAS NEW YORK, NY	Â	Â	Â	See Remarks

Signatures

/s/ Anders B. Malmstrom, Chairman
of the Board, President and Chief
Executive Officer

01/03/2019

**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 ("Holding Units") in AllianceBernstein Holding L.P.

On December 31, 2018, APMC, LLC ("APMC") distributed 1,444,356 Holding Units and 74,406,933 units of limited partnership interests of AllianceBernstein L.P. ("AB Capital Units") to its sole member, AXA Equitable Life Insurance Company ("AXA Equitable"). Upon receipt of the 1,444,356 Holding Units and 74,406,933 AB Capital Units, AXA Equitable immediately contributed the 1,444,356 Holding Units and 74,406,933 AB Capital Units to its wholly owned subsidiary, Alpha Units Holdings, Inc.

AXA S.A. ("AXA") owns approximately 59.2% of the outstanding common stock of AXA Equitable Holdings, Inc. ("EQH"), a holding company for a group of insurance and related financial services companies. EQH is the sole member of AXA Equitable Financial Services, LLC, which wholly owns (i) AXA Equitable, which in turn owns APMC and (ii) MONY Life Insurance Company of America ("MLOA"). EQH also wholly owns AXA-IM Holding U.S. Inc. ("AXA-IM Holding").

As of December 31, 2017, AXA Assurances I.A.R.D. Mutuelle and AXA Assurances Vie Mutuelle (collectively, "Mutuelles AXA"), directly beneficially owned approximately 14.13% of the issued ordinary shares (representing approximately 23.97% of the voting power) of AXA. The Mutuelles AXA and AXA expressly declare that the filing of this Form 3 shall not be construed as an admission that either of them is, for purposes of Section 16 of the Securities Exchange Act of 1934, the beneficial owner of any securities covered by this Form 3.

In addition to the Holding Units reported in this Form 3, the Reporting Person and its affiliates beneficially own additional Holding Units and AB Capital Units as follows. As of the close of business on December 31, 2018, EQH beneficially owned directly 2,566,838 Holding Units and 51,192,758 AB Capital Units; AXA-IM Holding beneficially owned directly 41,934,582 AB Capital Units; MLOA beneficially owned directly 2,587,472 AB Capital Units; Alpha Units Holdings, Inc. beneficially owned directly 74,406,933 AB Capital Units; and AllianceBernstein Corporation, a wholly owned subsidiary of Alpha Units Holdings, Inc., owned a 1% general partnership interest in AllianceBernstein L.P. and 100,000 units of general partnership interest in AllianceBernstein Holding L.P.

The AB Capital Units are highly illiquid, and the ability of a holder of AB Capital Units to exchange them in the future for Holding Units if it so desires is substantially limited. In general, transfers of AB Capital Units will be allowed only with the written consent of both AXA Equitable and the general partner of AllianceBernstein. AXA Equitable and the general partner of AllianceBernstein have stated that they intend to refuse to consent to any transfer that is not described in the safe harbors set forth in the United States Treasury regulations.

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Remarks:

Affiliate of holder of general partnership units.

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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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