

ALLIANCEBERNSTEIN HOLDING L.P.  
Form 10-K  
February 12, 2015

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2014

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-09818

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ALLIANCEBERNSTEIN HOLDING L.P.  
(Exact name of registrant as specified in its charter)

Delaware 13-3434400  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

1345 Avenue of the Americas, New York, N.Y. 10105  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (212) 969-1000

Securities registered pursuant to Section 12(b) of the Act:

Title of Class	Name of each exchange on which registered
units representing assignments of beneficial ownership of limited partnership interests	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "accelerated filer", "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

(Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the units representing assignments of beneficial ownership of limited partnership interests held by non-affiliates computed by reference to the price at which such units were last sold on the New York Stock Exchange as of June 30, 2014 was approximately \$2.3 billion.

The number of units representing assignments of beneficial ownership of limited partnership interests outstanding as of December 31, 2014 was 100,756,999. (This figure includes 100,000 units of general partnership interest having economic interests equivalent to the economic interests of the units representing assignments of beneficial ownership of limited partnership interests.)

DOCUMENTS INCORPORATED BY REFERENCE

This Form 10-K does not incorporate any document by reference.

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Glossary of Certain Defined Terms

“AB” – AllianceBernstein L.P. (Delaware limited partnership formerly known as Alliance Capital Management L.P., “Alliance Capital”), the operating partnership, and its subsidiaries and, where appropriate, its predecessors, AB Holding and APMC, Inc. and their respective subsidiaries.

“AB Holding” – AllianceBernstein Holding L.P. (Delaware limited partnership).

“AB Holding Partnership Agreement” – the Amended and Restated Agreement of Limited Partnership of AB Holding, dated as of October 29, 1999 and as amended February 24, 2006.

“AB Holding Units” – units representing assignments of beneficial ownership of limited partnership interests in AB Holding.

“AB Partnership Agreement” – the Amended and Restated Agreement of Limited Partnership of AB, dated as of October 29, 1999 and as amended February 24, 2006.

“AB Units” – units of limited partnership interest in AB.

“AXA” – AXA (société anonyme organized under the laws of France), the holding company for an international group of insurance and related financial services companies engaged in the financial protection and wealth management businesses. AXA’s operations are diverse geographically, with major operations in Europe, North America and the Asia/Pacific regions and, to a lesser extent, in other regions including the Middle East, Africa and Latin America. AXA has five operating business segments: life and savings, property and casualty, international insurance, asset management and banking.

“AXA Equitable” – AXA Equitable Life Insurance Company (New York stock life insurance company), a subsidiary of AXA Financial, and its subsidiaries other than AB and its subsidiaries.

“AXA Financial” – AXA Financial, Inc. (Delaware corporation), a subsidiary of AXA.

“Bernstein Transaction” – on October 2, 2000, AB’s acquisition of the business and assets of SCB Inc., formerly known as Sanford C. Bernstein Inc., and assumption of the liabilities of that business.

“Exchange Act” – the Securities Exchange Act of 1934, as amended.

“ERISA” – the Employee Retirement Income Security Act of 1974, as amended.

“General Partner” – AllianceBernstein Corporation (Delaware corporation), the general partner of AB and AB Holding and a subsidiary of AXA Equitable, and, where appropriate, APMC, LLC, its predecessor.

“Investment Advisers Act” – the Investment Advisers Act of 1940, as amended.

“Investment Company Act” – the Investment Company Act of 1940, as amended.

“NYSE” – the New York Stock Exchange, Inc.

“Partnerships” – AB and AB Holding together.

“SEC” – the United States Securities and Exchange Commission.

“Securities Act” – the Securities Act of 1933, as amended.

“WPS Acquisition” – on December 12, 2013, AB acquired W.P. Stewart & Co., Ltd. (“WPS”), a concentrated growth equity investment manager.

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PART I

Item 1. Business

The words “we” and “our” in this Form 10-K refer collectively to AB Holding and AB and its subsidiaries, or to their officers and employees. Similarly, the words “company” and “firm” refer to both AB Holding and AB. Where the context requires distinguishing between AB Holding and AB, we identify which company is being discussed.

Cross-references are in italics.

We use “global” in this Form 10-K to refer to all nations, including the United States; we use “international” or “non-U.S.” to refer to nations other than the United States.

We use “emerging markets” in this Form 10-K to refer to countries included in the Morgan Stanley Capital International (“MSCI”) emerging markets index, which are, as of December 31, 2014, Brazil, Chile, China, Colombia, Czech Republic, Egypt, Greece, Hungary, India, Indonesia, Malaysia, Mexico, Peru, the Philippines, Poland, Russia, South Africa, South Korea, Taiwan, Thailand and Turkey.

Clients

We provide research, diversified investment management and related services globally to a broad range of clients through three buy-side distribution channels, Institutions, Retail and Private Wealth Management, and our sell-side business, Bernstein Research Services. See “Distribution Channels” in this Item 1 for additional information.

As of December 31, 2014, 2013 and 2012, our client assets under management (“AUM”) were \$474 billion, \$450 billion and \$430 billion, respectively, and our net revenues for the years ended December 31, 2014, 2013 and 2012 were \$3.0 billion, \$2.9 billion and \$2.7 billion, respectively. AXA, our parent company, and its subsidiaries, whose AUM consist primarily of fixed income investments, together constitute our largest client. Our affiliates represented approximately 23%, 23% and 25% of our AUM as of December 31, 2014, 2013 and 2012, respectively, and we earned approximately 5%, 5% and 4% of our net revenues from services we provided to our affiliates in 2014, 2013 and 2012, respectively. See “Distribution Channels” below and “Assets Under Management” and “Net Revenues” in Item 7 for additional information regarding our AUM and net revenues.

Generally, we are compensated for our investment services on the basis of investment advisory and services fees calculated as a percentage of AUM. For additional information about our investment advisory and services fees, including performance-based fees, see “Risk Factors” in Item 1A and “Net Revenues – Investment Advisory and Services Fees” in Item 7.

Research

Our high-quality, in-depth research is the foundation of our business. We believe that our global team of research professionals, whose disciplines include economic, fundamental equity, fixed income and quantitative research, gives us a competitive advantage in achieving investment success for our clients. We also have experts focused on multi-asset strategies, wealth management and alternative investments.

Investment Services

Our broad range of investment services includes:

Actively managed equity strategies with global and regional portfolios across capitalization ranges and investment strategies, including value, growth and core equities;

~~Actively managed traditional and unconstrained fixed income strategies, including taxable and tax-exempt strategies;~~  
~~Passive management, including index and enhanced index strategies;~~  
~~Alternative investments, including hedge funds, fund of funds and private equity (e.g., direct real estate investing);~~  
~~and~~  
~~Multi-asset services and solutions, including dynamic asset allocation, customized target-date funds and target-risk funds.~~

Our services span various investment disciplines, including market capitalization (e.g., large-, mid- and small-cap equities), term (e.g., long-, intermediate- and short-duration debt securities), and geographic location (e.g., U.S., international, global, emerging markets, regional and local), in major markets around the world.

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Our AUM by client domicile and investment service as of December 31, 2014, 2013 and 2012 were as follows:

By Client Domicile (\$ in billions):

By Investment Service (\$ in billions):

Distribution Channels

Institutions

To these clients, which include private and public pension plans, foundations and endowments, insurance companies, central banks and governments worldwide, and various of our affiliates, we offer separately-managed accounts, sub-advisory relationships, structured products, collective investment trusts, mutual funds, hedge funds and other investment vehicles (“Institutional Services”).

We manage the assets of our institutional clients pursuant to written investment management agreements or other arrangements, which generally are terminable at any time or upon relatively short notice by either party. In general, our written investment management agreements may not be assigned without client consent. For information about our institutional investment advisory and services fees, including performance-based fees, see “Risk Factors” in Item 1A and “Net Revenues – Investment Advisory and Services Fees” in Item 7.

AXA and its subsidiaries together constitute our largest institutional client. Their AUM accounted for approximately 32%, 31% and 35% of our institutional AUM as of December 31, 2014, 2013 and 2012, respectively, and approximately 22%, 22% and 17% of our institutional revenues for 2014, 2013 and 2012, respectively. No single institutional client other than AXA and its subsidiaries accounted for more than approximately 1% of our net revenues for the year ended December 31, 2014.



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As of December 31, 2014, 2013 and 2012, Institutional Services represented approximately 50%, 50% and 51%, respectively, of our AUM, and the fees we earned from providing these services represented approximately 14%, 15% and 18% of our net revenues for 2014, 2013 and 2012, respectively. Our AUM and revenues are as follows:

Institutional Services Assets Under Management  
(by Investment Service)

	December 31,			% Change	
	2014	2013	2012	2014-13	2013-12
	(in millions)				
Equity Actively Managed:					
U.S.	\$9,631	\$8,438	\$5,748	14.1	% 46.8
Global & Non-US	19,522	21,100	25,797	(7.5	) (18.2
Total	29,153	29,538	31,545	(1.3	) (6.4
Equity Passively Managed <sup>(1)</sup> :					
U.S.	16,196	14,111	11,494	14.8	22.8
Global & Non-US	5,818	6,555	6,131	(11.2	) 6.9
Total	22,014	20,666	17,625	6.5	17.3
Total Equity	51,167	50,204	49,170	1.9	2.1
Fixed Income Taxable:					
U.S.	84,079	81,823	90,727	2.8	(9.8
Global & Non-US	64,086	58,647	53,841	9.3	8.9
Total	148,165	140,470	144,568	5.5	(2.8
Fixed Income Tax-Exempt:					
U.S.	1,796	1,611	1,385	11.5	16.3
Global & Non-US	—	—	—	—	—
Total	1,796	1,611	1,385	11.5	16.3
Fixed Income Passively Managed <sup>(1)</sup> :					
U.S.	67	63	62	6.3	1.6
Global & Non-US	185	194	334	(4.6	) (41.9
Total	252	257	396	(1.9	) (35.1
Total Fixed Income	150,213	142,338	146,349	5.5	(2.7
Other <sup>(2)</sup> :					
U.S.	2,268	1,211	471	87.3	157.1
Global & Non-US	33,393	32,237	23,829	3.6	35.3
Total	35,661	33,448	24,300	6.6	37.6
Total:					
U.S.	114,037	107,257	109,887	6.3	(2.4
Global & Non-US	123,004	118,733	109,932	3.6	8.0
Total	\$237,041	\$225,990	\$219,819	4.9	2.8

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Affiliated	\$75,241	\$69,619	\$77,569	8.1	(10.2 )
Non-affiliated	161,800	156,371	142,250	3.5	9.9
Total	\$237,041	\$225,990	\$219,819	4.9	2.8

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(1)Includes index and enhanced index services.

(2)Includes multi-asset solutions and services and certain alternative investments.

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(by Investment Service)

	Years Ended December 31,			% Change	
	2014	2013	2012	2014-13	2013-12
	(in thousands)				
Equity Actively Managed:					
U.S.	\$54,176	\$48,328	\$43,400	12.1	% 11.4
Global & Non-US	88,777	98,552	143,108	(9.9	) (31.1 )
Total	142,953	146,880	186,508	(2.7	) (21.2 )
Equity Passively Managed <sup>(1)</sup> :					
U.S.	2,841	2,720	2,334	4.4	16.5
Global & Non-US	4,333	5,359	5,533	(19.1	) (3.1 )
Total	7,174	8,079	7,867	(11.2	) 2.7
Total Equity	150,127	154,959	194,375	(3.1	) (20.3 )
Fixed Income Taxable:					
U.S.	92,250	96,125	94,679	(4.0	) 1.5
Global & Non-US	125,596	117,041	104,803	7.3	11.7
Total					