

Gingrich James A  
Form 4  
July 19, 2017

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gingrich James A

2. Issuer Name **and** Ticker or Trading  
Symbol  
ALLIANCEBERNSTEIN  
HOLDING L.P. [AB]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/17/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Chief Operating Officer

C/O ALLIANCEBERNSTEIN  
L.P., 1345 AVENUE OF THE  
AMERICAS

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

NEW YORK, NY 10105

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
units rep. assignments of beneficial owner. of lp interests <sup>(1)</sup>	07/17/2017		S <sup>(2)</sup>	3,500 D	\$ 24.3 283,081	D	
units rep. assignments of beneficial owner. of lp interests <sup>(1)</sup>	07/17/2017		M	3,500 A	\$ 17.05 286,581	D	

units rep. assignments of beneficial owner. of lp interests <sup>(1)</sup>	07/17/2017	S <sup>(2)</sup>	3,500	D	\$ 24.3	283,081	D
units rep. assignments of beneficial owner. of lp interests <sup>(1)</sup>	07/18/2017	S <sup>(2)</sup>	3,500	D	\$ 24.5	279,581	D
units rep. assignments of beneficial owner. of lp interests <sup>(1)</sup>	07/18/2017	M	3,500	A	\$ 17.05	283,081	D
units rep. assignments of beneficial owner. of lp interests <sup>(1)</sup>	07/18/2017	S <sup>(2)</sup>	3,500	D	\$ 24.5	279,581	D
units rep. assignments of beneficial owner. of lp interests <sup>(1)</sup>	07/19/2017	S <sup>(2)</sup>	3,500	D	\$ 24.65	276,081	D
units rep. assignments of beneficial owner. of lp interests <sup>(1)</sup>	07/19/2017	M	3,500	A	\$ 17.05	279,581	D
units rep. assignments of beneficial owner. of lp interests <sup>(1)</sup>	07/19/2017	S <sup>(2)</sup>	3,500	D	\$ 24.65	276,081	D

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

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

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(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Instr. 3 and 4)		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
AB Holding Unit option (right to buy)	\$ 17.05	07/17/2017	M		3,500		01/23/2010 <sup>(3)</sup>	01/23/2019	AB Holding Units	3,500
AB Holding Unit option (right to buy)	\$ 17.05	07/18/2017	M		3,500		01/23/2010 <sup>(3)</sup>	01/23/2019	AB Holding Units	3,500
AB Holding Unit option (right to buy)	\$ 17.05	07/19/2017	M		3,500		01/23/2010 <sup>(3)</sup>	01/23/2019	AB Holding Units	3,500

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Gingrich James A C/O ALLIANCEBERNSTEIN L.P. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	Chief Operating Officer

## Signatures

/s/ David M. Lesser,  
attorney-in-fact

07/19/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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)

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Units representing assignments of beneficial ownership of limited partnership interests in AllianceBernstein Holding L.P. ("AB Holding Units").

(2) Reporting Person sold AB Holding Units pursuant to a Rule 10b5-1 Plan.

(3) The option vested in equal annual increments on each of January 23, 2010, 2011, 2012, 2013 and 2014.

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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