

ALLIANCEBERNSTEIN HOLDING L.P.
Form SC 13D/A
December 21, 2018

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 26)

ALLIANCEBERNSTEIN HOLDING L.P.
(f/k/a Alliance Capital Management Holding L.P.)

(Name of Issuer)

Units Representing Assignments of Beneficial Ownership of Limited Partnership Interests

(Title of Class of Securities)

01855A101

(CUSIP Number)

Anders Malmström

Senior Executive Vice President and Chief Financial Officer

AXA Equitable Holdings, Inc.

1290 Avenue of the Americas

New York, New York 10104

(212) 554-1234

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

With a copy to:

Helen Browne, General Counsel

AXA, 25, avenue Matignon

75008 Paris, France

011-331-40-75-57-00

December 20, 2018

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

PERSON

WITH

See Item 5

10 SHARED DISPOSITIVE POWER

See Item 5

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,011,194 - See Item 5

(Not to be construed as an admission of beneficial ownership)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.2% - See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

HC, CO

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

AXA Assurances I.A.R.D. Mutuelle

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY See Item 5
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING See Item 5
9 SOLE DISPOSITIVE POWER

PERSON

WITH

See Item 5

10 SHARED DISPOSITIVE POWER

See Item 5

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4,011,194 - See Item 5

(Not to be construed as an admission of beneficial ownership)

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.2% - See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

IC

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

AXA Assurances Vie Mutuelle

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(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY See Item 5
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING See Item 5
9 SOLE DISPOSITIVE POWER

PERSON

WITH

See Item 5

10 SHARED DISPOSITIVE POWER

See Item 5

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4,011,194 - See Item 5

(Not to be construed as an admission of beneficial ownership)

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.2% - See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

IC

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

AXA Equitable Holdings, Inc.

90-0226248

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
NUMBER OF 7 SOLE VOTING POWER

SHARES
BENEFICIALLY
OWNED BY 2,566,838 - See Items 4 and 5
8 SHARED VOTING POWER

EACH
REPORTING

PERSON

9 SOLE DISPOSITIVE POWER

WITH

2,566,838 - See Items 4 and 5

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,011,194 - See Item 5

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.2% - See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

HC, CO

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

AXA Equitable Financial Services, LLC

52-2197822

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
NUMBER OF 7 SOLE VOTING POWER

SHARES
BENEFICIALLY
OWNED BY See Item 5
8 SHARED VOTING POWER

EACH
REPORTING

PERSON

9 SOLE DISPOSITIVE POWER

WITH

See Item 5

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,444,356 - See Item 5

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.5% - See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

HC, OO

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

AXA Equitable Life Insurance Company

13-5570651

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York
NUMBER OF 7 SOLE VOTING POWER

SHARES
BENEFICIALLY
OWNED BY

See Item 5
8 SHARED VOTING POWER

EACH
REPORTING

PERSON

9 SOLE DISPOSITIVE POWER

WITH

See Item 5

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,444,356 - See Item 5

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.5% - See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

IC, CO

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

ACMC, LLC

13-2677213

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
NUMBER OF 7 SOLE VOTING POWER

SHARES
BENEFICIALLY
OWNED BY 1,444,356 - See Item 5
EACH 8 SHARED VOTING POWER

REPORTING

PERSON 9 SOLE DISPOSITIVE POWER

WITH

1,444,356 - See Item 5

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,444,356 - See Item 5

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.5% - See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

HC, OO

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

AXA-IM HOLDING U.S. INC.

68-0461436

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
NUMBER OF 7 SOLE VOTING POWER

SHARES
BENEFICIALLY
OWNED BY See Item 5
8 SHARED VOTING POWER

EACH
REPORTING

PERSON

9 SOLE DISPOSITIVE POWER

WITH

See Item 5

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Item 5

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

HC, CO

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

MONY Life Insurance Company of America

86-0222062

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Arizona

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY

OWNED BY

See Item 5

8 SHARED VOTING POWER

EACH

REPORTING

PERSON

9 SOLE DISPOSITIVE POWER

WITH

See Item 5

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Item 5

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

IC, CO

This Amendment No. 26 amends the Statement on Schedule 13D (Schedule 13D) initially filed on August 4, 1992 with the Securities and Exchange Commission by AXA, Midi Participations, Finaxa (which merged in AXA as of December 16, 2005), the Mutuelles AXA (as herein defined) and the Trustees of a Voting Trust (which was dissolved on June 30, 2017), as amended by Amendment No. 1 to the Schedule 13D filed on July 29, 1993, Amendment No. 2 to the Schedule 13D filed on September 14, 1994, Amendment No. 3 to the Schedule 13D filed on October 22, 1996, Amendment No. 4 to the Schedule 13D filed on July 11, 1997, Amendment No. 5 to the Schedule 13D filed on September 4, 1997, Amendment No. 6 to the Schedule 13D filed on April 9, 1999, Amendment No. 7 to the Schedule 13D filed on November 4, 1999, Amendment No. 8 to the Schedule 13D filed on June 23, 2000, Amendment No. 9 to the Schedule 13D filed on November 27, 2002, and Amendment No. 10 to the Schedule 13D filed on March 9, 2004, Amendment No. 11 to the Schedule 13D filed on December 22, 2004, Amendment No. 12 to the Schedule 13D filed on March 7, 2007, Amendment No. 13 to the Schedule 13D filed on December 19, 2008, Amendment No. 14 to the Schedule 13D filed on January 8, 2009, Amendment No. 15 to the Schedule 13D filed on April 1, 2009, Amendment No. 16 to the Schedule 13D filed on December 16, 2011, Amendment No. 17 to the Schedule 13D filed on September 23, 2013, Amendment No. 18 to the Schedule 13D filed on December 20, 2013, Amendment No. 19 to the Schedule 13D filed on January 5, 2016, Amendment No. 20 to the Schedule 13D filed on May 1, 2017, Amendment No. 21 to the Schedule 13D filed on July 3, 2017, Amendment No. 22 to the Schedule 13D filed on December 13, 2017, Amendment No. 23 to the Schedule 13D filed on March 6, 2018, Amendment No. 24 to the Schedule 13D filed on April 25, 2018 and Amendment No. 25 to the Schedule 13D filed on October 1, 2018, which Schedule 13D relates to units representing assignments of beneficial ownership of limited partnership interests (Units) of AllianceBernstein Holding L.P. (formerly known as Alliance Capital Management Holding L.P.), a Delaware limited partnership (AB Holding).

This Amendment No. 26 is being filed to amend Items 3, 4 and 5 of the Schedule 13D as follows:

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 of the Schedule 13D is hereby amended by inserting the following paragraph at the end thereof:

AXA Equitable Holdings, Inc. (EQH) will use available cash to purchase the units representing assignments of beneficial ownership of limited partnership interests (Units) of AllianceBernstein Holding L.P. described in Item 4 below.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is hereby amended by inserting the following paragraphs at the end thereof.

Exercise of Call Right pursuant to AXA Unit Purchase Agreement

On April 30, 2017, EQH entered into a unit purchase agreement (the Unit Purchase Agreement) with Peter S. Kraus covering all of the Units beneficially owned by Mr. Kraus. Pursuant to the Unit Purchase Agreement, EQH and Mr. Kraus agreed to call and put options, respectively, covering certain Units delivered in accordance with the terms of Mr. Kraus' s employment agreement or with respect to which he had deferred delivery, at specified future market prices if the Units are trading within a specified trading price range, as further described in the Unit Purchase Agreement.

On December 20, 2018, EQH exercised its option to purchase 254,675 Units owned by Mr. Kraus as of the close of business on December 20, 2018 at a purchase price of \$24.95. A copy of the Unit Purchase Agreement is attached to this report as Exhibit 5 and is incorporated herein by reference.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Items 5(a) and (b) are hereby amended by replacing the first paragraph thereof with the below paragraph:

(a) & (b) At the close of business on December 20, 2018 and immediately following the transactions described in Item 4 above, EQH beneficially owned directly 2,566,838 Units representing approximately 2.7% of the Units outstanding and 51,192,758 units of limited partnership interests of AllianceBernstein L.P. (AB Capital Units) representing approximately 19.1% of the AB Capital Units outstanding; AXA Equitable did not beneficially own directly any Units or AB Capital Units; ACMC beneficially owned directly 1,444,356 Units representing approximately 1.5% of the Units outstanding and 74,406,933 AB Capital Units representing approximately 27.7% of the AB Capital Units outstanding; MLOA did not beneficially own directly any Units and beneficially owned directly 2,587,472 AB Capital Units representing approximately 1.0% of the AB Capital Units outstanding; and AXA-IM Holding did not beneficially own directly any Units and beneficially owned directly 41,934,582 AB Capital Units representing approximately 15.6% of the AB Capital Units outstanding. EQH, ACMC, AXA-IM Holding and MLOA have the sole power to vote or direct the vote and the sole power to dispose or direct the disposition of each of their respective directly owned Units and AB Capital Units. By reason of its ownership interest in AXAFS, ACMC, AXA Equitable, AXA-IM Holding and MLOA, EQH may be deemed to beneficially own indirectly, and to have voting and dispositive power with respect to the 1,444,356 Units owned directly by ACMC which, together with the 2,566,838 Units owned directly by EQH, represent approximately 4.2% of the Units outstanding, and the 74,406,933 AB Capital Units owned directly by ACMC, the 41,934,582 AB Capital Units owned directly by AXA-IM Holding and the 2,587,472 AB Capital Units owned directly by MLOA, which, together with the 51,192,758 AB Capital Units owned directly by EQH, represent approximately 63.3% of the AB Capital Units outstanding. By reason of its ownership interest in ACMC, AXA Equitable and MLOA, AXAFS may be deemed to beneficially own indirectly, and to have voting and dispositive power with respect to, the 1,444,356 Units owned directly by ACMC representing approximately 1.5% of

the Units outstanding, and the 74,406,933 AB Capital Units owned directly by APMC, and the 2,587,472 AB Capital Units owned directly by MLOA which collectively represent approximately 28.7% of the AB Capital Units outstanding. By reason of its ownership interest in APMC, AXA Equitable may be deemed to beneficially own indirectly, and to have voting and dispositive power with respect to, the 1,444,356 Units owned directly by APMC representing approximately 1.5% of the Units outstanding, and the 74,406,933 AB Capital Units owned directly by APMC representing 27.7% of the AB Capital Units outstanding.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

- Exhibit 1 Filing Agreement with respect to the Schedule 13D among the Reporting Persons (incorporated by reference to Exhibit 17 to the Schedule 13D filed with the Securities and Exchange Commission on August 4, 1992)
- Exhibit 2 Power of Attorney with respect to AXA (incorporated by reference to Exhibit 13 filed with Amendment No. 19 to the Schedule 13D filed with the Securities and Exchange Commission on January 5, 2016)
- Exhibit 3 Power of Attorney with respect to AXA Assurances I.A.R.D. Mutuelle (incorporated by reference to Exhibit 14 filed with Amendment No. 19 to the Schedule 13D filed with the Securities and Exchange Commission on January 5, 2016)
- Exhibit 4 Power of Attorney with respect to AXA Assurances VIE Mutuelle (incorporated by reference to Exhibit 15 filed with Amendment No. 19 to the Schedule 13D filed with the Securities and Exchange Commission on January 5, 2016)
- Exhibit 5 Unit Purchase Agreement between Peter S. Kraus and AXA Equitable Holdings, Inc. (incorporated by reference to Exhibit 10.4 to AllianceBernstein L.P.'s Current Report on Form 8-K filed on May 1, 2017)

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 21, 2018

AXA S.A.

AXA ASSURANCES I.A.R.D. MUTUELLE

AXA ASSURANCES VIE MUTUELLE

By: /s/ Anders Malmström
Name: Anders Malmström
Title: Attorney-in-Fact

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 21, 2018

AXA EQUITABLE HOLDINGS, INC.

By: /s/ Anders Malmström
Name: Anders Malmström
Title: Senior Executive Vice President
and Chief Financial Officer

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 21, 2018

AXA EQUITABLE FINANCIAL SERVICES,
LLC

By: /s/ Anders Malmström
Name: Anders Malmström
Title: Senior Executive Director and

Chief Financial Officer

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 21, 2018

AXA EQUITABLE LIFE INSURANCE
COMPANY

By: /s/ Anders Malmström
Name: Anders Malmström
Title: Senior Executive Director and

Chief Financial Officer

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 21, 2018

ACMC, LLC

By: /s/ Anders Malmström

Name: Anders Malmström

Title: Chairman of the Board, President

and Chief Executive Officer

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 21, 2018

AXA-IM HOLDING U.S. INC.

By /s/ Anders Malmström

Name: Anders Malmström

Title: Chairman of the Board, President

and Chief Executive Officer

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 21, 2018

MONY LIFE INSURANCE COMPANY OF
AMERICA

By /s/ Anders Malmström
Name: Anders Malmström
Title: Senior Executive Vice President

and Chief Financial Officer