## FORM 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** 

Wa	ashingto	n, D.C.	20549

washington, D.C. 2004

OMB APP	ROVAL
OMB Number:	3235-0362
Estimated average	burden
hours per response	1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 3 Holdings Reported.

Derivative Security (Instr. 3)  Instr. 3)  Date (Month/Day/Year)  Date (Month/Day/Year)  Instr. 3)  Instr. 4)  Derivative Securities (Month/Day/Year)  Instr. 4)  Instr. 4)  Derivative Securities (Month/Day/Year)  Instr. 4)  In	Form 4	1 Transactions	Reported.	Filed	d pursuant to S or Section 3								34					
(Cry Alliancebernstein Solicommerce Street)  NASHVILLE TN 37203  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  AB Holding Units(1)  12/31/2023  3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  4. If Amendment, Date of Original Filled (Month/Day/Year)  4. If Amendment, Date of Original Filled (Month/Day/Year)  4. If Amendment, Date of Original Filled (Month/Day/Year)  5. Acquired (A) or Disposed of, or Beneficially Owned  5. Amount (A) or Price (Month/Day/Year) (Month/Day/Year)  6. Ownership Execution Date, If Transaction Date (Month/Day/Year) (Month/Day/Year)  6. Ownership Indirect (Porm: Direct (Day Owned at end of Verre (Instr. 3) (Instr. 4) (Instr. 4)  6. Ownership Indirect (Porm: Direct (Day Owned (Instr. 4))  6. Ownership Indirect (Porm: Direct (Day Owned (Instr. 4))  6. Ownership Indirect (Porm: Direct (Day Owned (Instr. 4))  7. Title of Derivative Securities (Month/Day/Year)  8. Ownership Indirect (Pollowing (Instr. 4))  8. Ownership Code (Instr. 4)  8. Price of Derivative Securities (Month/Day/Year)  8. Ownership Indirect (Pollowing (Instr. 4))  8. Ownership I				ALLIANCEBERNSTEIN HOLDING L.P.					(Che	(Check all applicable)  Director  10% Owner  Officer (give title  Other (specification)								
(Street) NASHVILLE TN 37203  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Mont	C/O ALI	LIANCEBE	RNSTEIN	Middle)						L	,							
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. A. Deemed Execution Date (Month/Day/Year)  2. Deemed (Month/Day/Year)  2. Deemed Execution Date (Instr. 4)  2. Deemed Execution Date (Month/Day/Year)  2. Deemed Execution Date (Instr. 4)  2. Deemed Execution Date (Month/Day/Year)  2. Deemed Execution Date (Instr. 4)  3. Transaction Code (Instr. 4)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Indirect (Demership (Instr. 4)  6. Ownership (Instr. 4)  7. Nature of Of (D) (Instr. 4)  8. Wownership (Instr. 4)  7. Nature of Indirect (Demership (Instr. 4)  8. Price of Derivative Securities  8. Price of Derivative Securities (Month/Day/Year)  8. Deemed Execution Date (Month/Day/Year)  9. Number of Derivative Securities (Month/Day/Year)  1. Title of Derivative Security (Instr. 3)  1. Title and Amount of Securities Security (Instr. 4)  1. Title and Amount of Securities Security (Instr. 4)  1. Title and Amount of Securities Security (Instr. 5)  1. Title and Amount of Securities Security (Instr. 4)  1. Nature of Of (D) (Instr. 4)  1. Nature of Indirect (Demership (Instr. 4)  2. Amount of Sec	. ,	ILLE TN	N 3	37203	If Amendment, Date of Original Filed (Month/Day/Year)						Line	Form filed by One Reporting Person Form filed by More than One Reporting						
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  3. Transaction (Code (Instr. 3)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  3. Transaction Date (D) (Instr. 3, 4 and 5)  4. Securities Beneficially Owned (A) or Disposed Of (D) (Instr. 4)  5. Amount of Securities Beneficially Owned (Securities Beneficial Ownership Securities Beneficial Ownership Securities (Securities Beneficial Ownership Securities Beneficial Ownership Securities Beneficial Ownership Securities Beneficial Ownership Securities (Securities Beneficial Ownership Securities Securities Beneficial Ownership Securities Beneficial Ownershi	(City)	(St		.,														
Date (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   Indirect (instr. 4)   Amount   (A) or (D) or (			Table	I - Non-Deriva	ative Secur	rities	Acqu	uired	d, Dis	posed	of, or	Bene	eficia	ly Own	ed			
AB Holding Units(1)  12/31/2023  12/31/2023  12/31/2023  12/31/2023  12/31/2023  12/31/2023  12/31/2023  12/31/2023  13/2 800  13/2 800  15/2 800	Date		Date	Execution Date, if any		Transaction Code (Instr.					posed	Securitie Benefici	es Own ially Forn		rship : Direct	ndirect Beneficial		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security Secur								Amoun	t	(A) or (D)	N) or Price		Issuer's Fiscal Year (Instr. 3 and		Indirect (I)			
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  Price of Derivative Security (Instr. 3)  Amount  (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (Month/Day/Year)  Transaction Code (Instr. 8)  4. Transaction Date (Month/Day/Year)  Ownership Form: Derivative Security (Instr. 5)  Derivative Security (Instr. 5)  Derivative Security (Instr. 5)  Amount	AB Holding Units <sup>(1)</sup>		12/31/2023			<b>J</b> (2)		80	00	D	\$	0 73,300			D			
Derivative Security (Instr. 3)  Instr. 3)  Date (Month/Day/Year)  Date (Month/Day/Year)  Instr. 3)  Instr. 4)  Derivative Securities (Month/Day/Year)  Instr. 4)  Instr. 4)  Derivative Securities (Month/Day/Year)  Instr. 4)  In																		
	Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution Date, if any	Transaction Code (Instr.	of Deriv Secu Acqu (A) or Dispo of (D) (Instr	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			ount of curities derlying ivative curity (In and 4)	nstr.	erivative ecurity	derivative Securitie Beneficia Owned Following Reported Transact	e s ally g	Ownersh Form: Direct (D or Indire	Beneficial Ownership (Instr. 4)		

## **Explanation of Responses:**

- 1. Units representing assignments of beneficial ownership of limited partnership interests in AllianceBernstein Holding L.P. ("AB Holding Units")
- 2. The reporting person had ownership of 800 AB Holding Units for the benefit of the reporting person's children in Uniform Gifts to Minors Act ("UGMA") accounts. In 2023, the children became owners of the 800 AB Holding Units when the UGMA accounts converted to individual accounts owned by the children.

(D)

Date

## Remarks:

/s/ Mark R. Manley

Title

01/26/2024

\*\* Signature of Reporting Person

Expiration Date

Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.