

☐ 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<p>1. Name and Address of Reporting Person*</p> <p><u>BERNSTEIN SETH P</u></p> <p>(Last) (First) (Middle)</p> <p><u>C/O ALLIANCEBERNSTEIN</u></p> <p><u>501 COMMERCE STREET</u></p> <p>(Street)</p> <p><u>NASHVILLE TN 37203</u></p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>ALLIANCEBERNSTEIN HOLDING L.P.</u></p> <p>[ AB ]</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p><u>President and CEO</u></p>
	<p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>12/10/2021</u></p>	
	<p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>

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. Transaction 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)
			Code	V	Amount	(A) or (D)	Price			
<u>AB Holding Units<sup>(1)</sup></u>	<u>12/10/2021</u>		<u>A<sup>(2)</sup></u>		<u>102,572<sup>(2)</sup></u>	<u>A</u>	<u>\$50.94<sup>(3)</sup></u>	<u>441,476</u>	<u>I</u>	<u>by rabbi trust under employee incentive compensation plan</u>

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)	Title	Amount or Number of Shares			

Explanation of Responses:

- Units representing assignments of beneficial ownership of limited partnership interests in AllianceBernstein Holding L.P. ("AB Holding Units")
- Reporting Person's 2021 long-term incentive compensation award, which was approved by the Compensation and Workplace Practices Committee of the Board as of December 10, 2021, was made in the form of AB Holding Units. Reporting Person therefore may be deemed to have acquired 102,572 AB Holding Units. These AB Holding Units are held in a rabbi trust under AllianceBernstein's incentive compensation award program until they vest and are delivered to the Reporting Person. The award vests, subject to various agreements and covenants set forth in the applicable award agreement, in equal annual increments on each of December 1, 2022, 2023 and 2024.
- Closing price of an AB Holding Unit (NYSE: AB) on the grant date (December 10, 2021).

Remarks:

/s/ Seth P. Bernstein 12/14/2021  
/s/ David Lesser, by pwr. of att'y 12/14/2021  
\*\* Signature of Reporting Person 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.