

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

May 12, 2010

ALLIANCE BERNSTEIN HOLDING L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-09818
(Commission File Number)

13-3434400
(I.R.S. Employer Identification Number)

1345 Avenue of the Americas, New York, New York
(Address of principal executive offices)

10105
(Zip Code)

Registrant's telephone number, including area code:

212-969-1000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 7. Regulation FD

Item 7.01. Regulation FD Disclosure.

AllianceBernstein Holding L.P. is furnishing a news release (“News Release”) issued on May 12, 2010, in which it announced AllianceBernstein L.P.’s preliminary assets under management as of April 30, 2010 and the record date for a Special Meeting of Unitholders to be held on June 30, 2010. The News Release is attached hereto as Exhibit 99.01.

Section 9. Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

[99.01](#) News Release.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ALLIANCEBERNSTEIN HOLDING L.P.

Dated: May 13, 2010

By: /s/ John B. Howard
John B. Howard
Chief Financial Officer

News Release



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AllianceBernstein Announces April 30, 2010 Assets Under Management

Declares Record and Meeting Date for 2010 Special Meeting of Unitholders

New York, NY, May 12, 2010 – AllianceBernstein Holding L.P. (NYSE: AB) and AllianceBernstein L.P. today reported that during the month of April, preliminary assets under management were unchanged at \$501 billion at April 30, 2010, as positive investment performance was offset by modest net outflows, primarily in the Institutions channel.

The firm also announced that it will convene a special meeting of Unitholders to seek approval of its 2010 Long Term Incentive Plan on June 30, 2010 at its corporate headquarters in New York City. AllianceBernstein Holding Unitholders of record as of May 17, 2010 will be eligible to vote on the plan in person or by proxy. The company anticipates filing a proxy statement on or about May 20, 2010.

AllianceBernstein L.P. (The Operating Partnership) ASSETS UNDER MANAGEMENT

\$ billions	At April 30, 2010 Preliminary				At Mar. 31, 2010
	Institutions	Retail	Private Client	Total	Total
Equity					
Value	\$ 104	\$ 36	\$ 26	\$ 166	\$ 169
Growth	47	24	17	88	91
	<u>151</u>	<u>60</u>	<u>43</u>	<u>254</u>	<u>260</u>
Fixed Income	117	47	33	197	192
Other⁽¹⁾	29	21	-	50	49
Total	<u>\$ 297</u>	<u>\$ 128</u>	<u>\$ 76</u>	<u>\$ 501</u>	<u>\$ 501</u>
	At March 31, 2010				
Total	<u>\$ 297</u>	<u>\$ 128</u>	<u>\$ 76</u>	<u>\$ 501</u>	

(1) Includes index, structured, asset allocation services and other non-actively managed AUM.

Cautions regarding Forward-Looking Statements

Certain statements provided by management in this news release are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are subject to risks, uncertainties, and other factors that could cause actual results to differ materially from future results expressed or implied by such forward-looking statements. The most significant of these factors include, but are not limited to, the following: the performance of financial markets, the investment performance of sponsored investment products and separately-managed accounts, general economic conditions, industry trends, future acquisitions, competitive conditions, and current and proposed government regulations, including changes in tax regulations and rates and the manner in which the earnings of publicly-traded partnerships are taxed. AllianceBernstein cautions readers to carefully consider such factors. Further, such forward-looking statements speak only as of the date on which such statements are made; AllianceBernstein undertakes no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements. For further information regarding these forward-looking statements and the factors that could cause actual results to differ, see “Risk Factors” and “Cautions Regarding Forward-Looking Statements” in AllianceBernstein’s Form 10-K for the year ended December 31, 2009 and Form 10-Q for the quarter ended March 31, 2010. Any or all of the forward-looking statements made in this news release, Form 10-K, Form 10-Q, other documents AllianceBernstein files with or furnishes to the SEC, and any other public statements issued by AllianceBernstein, may turn out to be wrong. It is important to remember that other factors besides those listed in “Risk Factors” and “Cautions Regarding Forward-Looking Statements”, and those listed below, could also adversely affect AllianceBernstein’s financial condition, results of operations and business prospects.

About AllianceBernstein

AllianceBernstein is a leading global investment management firm that offers high-quality research and diversified investment services to institutional clients, individuals and private clients in major markets around the world. AllianceBernstein employs more than 500 investment professionals with expertise in growth equities, value equities, fixed income securities, blend strategies and alternative investments and, through its subsidiaries and joint ventures, operates in more than 20 countries. AllianceBernstein’s research disciplines include fundamental research, quantitative research, economic research and currency forecasting capabilities. Through its integrated global platform, AllianceBernstein is well-positioned to tailor investment solutions for its clients. AllianceBernstein also offers high-quality, in-depth research, portfolio strategy and brokerage-related services to institutional investors, and equity capital markets services to issuers of publicly-traded securities.

At March 31, 2010, AllianceBernstein Holding L.P. owned approximately 36.6% of the issued and outstanding AllianceBernstein Units and AXA, one of the largest global financial services organizations, owned an approximate 62.3% economic interest in AllianceBernstein.