

**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):**

**March 9, 2007**

**ALLIANCEBERNSTEIN 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 issued on March 9, 2007, in which it announced AllianceBernstein L.P.'s preliminary assets under management as of February 28, 2007 ("News Release"). 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.

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**SIGNATURES**

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: March 12, 2007

By: /s/ Robert H. Joseph, Jr.  
Robert H. Joseph, Jr.  
Senior Vice President and  
Chief Financial Officer

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## News Release

### AllianceBernstein Announces February 28, 2007 Assets Under Management

**New York, NY, March 9, 2007** - AllianceBernstein Holding L.P. (NYSE: AB) and AllianceBernstein L.P. today reported that, during the month of February, preliminary assets under management increased by approximately \$4 billion, or 0.6%, to \$726 billion at February 28, 2007, as continued net in-flows in all distribution channels and positive investment returns in fixed income services were partially offset by negative investment returns in equity services.

**ALLIANCEBERNSTEIN L.P.**  
**(THE OPERATING PARTNERSHIP)**  
**ASSETS UNDER MANAGEMENT**

(\$ billions)

	At February 28, 2007 <i>(preliminary)</i>				At Jan 31, 2007	
	Institutional Investments	Retail	Private Client	Total	Total	
<b>Equity</b>						
Growth	\$ 103	\$ 47	\$ 23	\$ 173	\$ 175	
Value	215	78	48	341	339	
<b>Total Equity</b>	318	125	71	514	514	
<b>Fixed Income</b>	116	40	26	182	178	
<b>Index/Structured</b>	25	5	-	30	30	
<b>Total</b>	\$ 459	\$ 170	\$ 97	\$ 726	\$ 722	
	<b>At January 31, 2007</b>					
<b>Total</b>	\$ 456	\$ 169	\$ 97	\$ 722		

## About AllianceBernstein

AllianceBernstein is a leading global investment management firm providing investment management services for many of the largest U.S. public and private employee benefit plans, foundations, public employee retirement funds, pension funds, endowments, banks, insurance companies and high-net-worth individuals worldwide. AllianceBernstein is also one of the largest mutual fund sponsors, with a diverse family of globally distributed mutual fund portfolios. Through its subsidiary, Sanford C. Bernstein & Co., LLC, AllianceBernstein provides in-depth research, portfolio strategy and trade execution to the institutional investment community.

At December 31, 2006, AllianceBernstein Holding owned approximately 33.1% of the issued and outstanding AllianceBernstein Units. AXA Financial was the beneficial owner of approximately 59.9% of the AllianceBernstein Units at December 31, 2006 (including those held indirectly through its ownership of approximately 1.7% of the issued and outstanding Holding Units) which, including the general partnership interests in AllianceBernstein and Holding, represent an approximate 60.3% economic interest in AllianceBernstein. AXA Financial is a wholly-owned subsidiary of AXA, one of the largest global financial services organizations.

## Forward-Looking Statements

Certain statements in this news release are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These 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 we achieve for our clients, general economic conditions, future acquisitions, competitive conditions, and government regulations, including changes in tax rates. We caution readers to carefully consider our forward-looking statements in light of these factors. Further, these forward-looking statements speak only as of the date on which such statements are made; we undertake no obligation to update any forward-looking statements to reflect subsequent events or circumstances. For further information regarding these forward-looking statements and the factors that could cause actual results to differ, see “Risk Factors” in Item 1A of Form 10-K for the year ended December 31, 2006. Any or all of the forward-looking statements that we make in Form 10-K, this news release, or any other public statements we issue may turn out to be wrong. Of course, factors other than those listed in “Risk Factors” could also adversely affect our revenues, financial condition, results of operations, and business prospects.