

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Equitable Holdings, Inc.</u>  (Last) (First) (Middle) 1345 AVENUE OF THE AMERICAS  (Street) NEW YORK NY 10105  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ALLIANCEBERNSTEIN L.P.</u> [ NONE ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 04/02/2025	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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				

**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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Exchange Right <sup>(1)(2)</sup>	\$0	04/02/2025		J		4,788,806		12/19/2024	12/19/2026	Units	4,788,806	\$0	4,788,806 <sup>(3)</sup>	D	

1. Name and Address of Reporting Person* <u>Equitable Holdings, Inc.</u>  (Last) (First) (Middle) 1345 AVENUE OF THE AMERICAS  (Street) NEW YORK NY 10105  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Alpha Units Holdings, Inc.</u>  (Last) (First) (Middle) 1345 AVENUE OF THE AMERICAS  (Street) NEW YORK NY 10105  (City) (State) (Zip)

**Explanation of Responses:**

- On December 19, 2024, AllianceBernstein L.P. ("AB") entered into a Master Exchange Agreement ("Exchange Agreement") providing for the issuance by AB of up to 10,000,000 Units Representing Assignments of Beneficial Ownership of Limited Partnership Interests ("AB Units") of AB to Equitable Holdings, Inc. ("EQH") and any of its wholly-owned subsidiaries in exchange for an equal number of Assignments of Beneficial Ownership of Limited Partnership Interests ("Holding Units") in AllianceBernstein Holding L.P. ("Holding") owned by the EQH and such subsidiary, with such exchanges to occur from time to time until December 19, 2026. Each Holding Unit so exchanged will be retired following such exchange. At the time the Exchange Agreement was entered into,
- (Continued from footnote 1) AB and the EQH exchanged 3,766,838 AB Units and AB and Alpha Units Holdings, Inc. exchanged 1,444,356 AB Units, in each case for an equal number of Holding Units (thereby reducing the 10,000,000 AB Units available for future exchange), and the acquired Holding Units were retired.
- The securities disclosed in this row reflect the purchase of Holding Units by EQH pursuant to a tender offer that expired at 5:00 p.m., New York City time, on April 1, 2025. Although EQH purchased 19,766,878 Holding Units in the tender offer, only 4,788,806 Holding Units are exchangeable for AB Units under the Exchange Agreement. For more information on EQH's holdings of Holding Units, see its separate Form 4 filings with respect to Holding Units.

**Remarks:**

Affiliate of holder of general partnership units.

/s/ Michael Brudoley, Assistant 04/04/2025

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.**