

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

1. Name and Address of Reporting Person* <u>SCHOEN SCOTT A</u>  (Last) (First) (Middle) <u>C/O ALLIANCEBERNSTEIN L.P.</u> <u>1345 AVENUE OF THE AMERICAS</u>  (Street) <u>NEW YORK</u> <u>NY</u> <u>10105</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ALLIANCEBERNSTEIN HOLDING L.P. [</u> <u>AB ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>05/19/2016</u>  4. If Amendment, Date of Original Filed (Month/Day/Year) <u>05/23/2016</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person
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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			
units rep. assignments of beneficial owner. of lp interests <sup>(1)</sup>	05/19/2016		A		6,626	A	\$22.64	68,112	D	
units rep. assignments of beneficial owner. of lp interests <sup>(1)</sup>	05/20/2016		P		11,500 <sup>(2)</sup>	A	\$23.09 <sup>(3)</sup>	77,612 <sup>(2)</sup>	D	

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				

Explanation of Responses:

1. Units representing assignments of beneficial ownership of limited partnership interests in AllianceBernstein Holding L.P. ("AB Holding Units").
2. Reporting Person disclaims beneficial ownership of 2,000 AB Holding Units purchased for the benefit of the Sheldon S. Schoen Irrevocable Trust DTD 01/07/80, of which trust Reporting Person serves as trustee. These 2,000 AB Holding Units are included in the 11,500 AB Holding Units set forth in this Form.
3. Reporting Person purchased 11,500 AB Holding Units at prices ranging from \$22.96 to \$23.30 per Unit. The price set forth in the table is the weighted average of his purchases at these prices.

Remarks:

/s/ David M. Lesser, by power 02/02/2017  
of attorney

\*\* 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.