

**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.

<b>1. Name and Address of Reporting Person*</b> <u>Equitable Holdings, Inc.</u>  (Last) (First) (Middle) <u>1345 AVENUE OF THE AMERICAS</u>  (Street) <u>NEW YORK NY 10105</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>ALLIANCEBERNSTEIN L.P. [ NONE ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>See Remarks</b>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>12/19/2024</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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 <sup>(1)</sup>	12/19/2024		p <sup>(2)</sup>		4,215,140	A	\$35.59	57,995,370	D <sup>(3)(4)</sup>	
Units <sup>(1)</sup>	12/19/2024		j <sup>(5)</sup>		3,766,838	A	\$0	61,762,208	D <sup>(3)(4)</sup>	
Units <sup>(1)</sup>								75,851,289	I <sup>(3)(4)</sup>	Held by affiliate
Units <sup>(1)</sup>								41,934,582	I <sup>(3)(4)</sup>	Held by additional affiliate

**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					

**Explanation of Responses:**

- Units Representing Assignments of Beneficial Ownership of Limited Partnership Interests ("AB Units") in AllianceBernstein L.P. ("AB").
- On December 19, 2024, AB entered into an agreement providing for, and consummated, the sale by AB of 4,215,140 AB Units to Equitable Holdings, Inc. ("EQH") for a cash purchase price per AB Units of \$35.59.
- Prior to the Sale and Exchange, EQH beneficially owned directly 53,780,230 AB Units and beneficially owned indirectly 74,406,933 AB Units beneficially owned directly by Alpha Units Holdings, Inc., a wholly-owned subsidiary of EQH, and beneficially owned indirectly 41,934,582 AB Units beneficially owned directly by Alpha Units Holdings II, Inc, also a wholly-owned subsidiary of EQH.
- In addition to the AB Units reported in this Form 4, the Reporting Person and its affiliates beneficially own AB Units as follows. As of December 19, 2024, Alpha Units Holdings, Inc. beneficially owned 75,851,289 AB Units and Alpha Units Holdings II, Inc. beneficially owned directly 41,934,582 AB Units. For more information on the Reporting Person and its affiliates' holdings of AB Units, see their separate Form 4 filings with respect to AB Units.
- On December 19, 2024, AB entered into a Master Exchange Agreement ("Exchange Agreement") providing for the issuance by AB of up to 10,000,000 AB Units to EQH and any of its wholly-owned subsidiaries in exchange for an equal number of units ("Holding Units") representing assignments of beneficial ownership of limited partnership interests in AllianceBernstein Holding L.P. owned by EQH and such subsidiary, with such exchanges to occur from time to time over the next two years. Each Holding Unit so exchanged will be retired following such exchange. At the time the Exchange Agreement was entered into, AB and 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.

**Remarks:**

Affiliate of holder of general partnership units.

/s/ Michael Brudoley,  
Assistant Secretary, Equitable 12/19/2024  
Holdings, Inc.

\*\* 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.

