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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 11)**

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**ALLIANCEBERNSTEIN L.P.**

**(f/k/a Alliance Capital Management L.P.)  
(Name of Issuer)**

**Units of Limited Partnership Interest  
(Title of Class of Securities)**

**N/A  
(CUSIP Number)**

**Anders Malmström  
Senior Executive Vice President and Chief Financial Officer  
AXA Financial, Inc.  
1290 Avenue of the Americas  
New York, New York 10104  
(212) 554-1234  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

*With a copy to:*

**George Stansfield, General Counsel  
AXA, 25, avenue Matignon  
75008 Paris, France  
011-331-40-75-57-00**

**December 31, 2015  
(Date of Event which Requires Filing of this Statement)**

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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**NOTE:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)  AXA 98-0342809	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  France	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  See Item 5
	8	SHARED VOTING POWER  See Item 5
	9	SOLE DISPOSITIVE POWER  See Item 5
	10	SHARED DISPOSITIVE POWER  See Item 5
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  170,121,745 - See Item 5 (Not to be construed as an admission of beneficial ownership)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  62.5% - See Item 5	
14	TYPE OF REPORTING PERSON (See Instructions)  HC, CO	

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  AXA Assurances I.A.R.D. Mutuelle	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  France	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  See Item 5
	8	SHARED VOTING POWER  See Item 5
	9	SOLE DISPOSITIVE POWER  See Item 5
	10	SHARED DISPOSITIVE POWER  See Item 5
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  170,121,745 - See Item 5 (Not to be construed as an admission of beneficial ownership)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  62.5% - See Item 5	
14	TYPE OF REPORTING PERSON (See Instructions)  IC	

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  AXA Assurances Vie Mutuelle	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  France	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  See Item 5
	8	SHARED VOTING POWER  See Item 5
	9	SOLE DISPOSITIVE POWER  See Item 5
	10	SHARED DISPOSITIVE POWER  See Item 5
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  170,121,745 - See Item 5 (Not to be construed as an admission of beneficial ownership)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  62.5% - See Item 5	
14	TYPE OF REPORTING PERSON (See Instructions)  IC	

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  Henri de Castries, as AXA Voting Trustee	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Citizen of the Republic of France	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  See Item 5
	8	SHARED VOTING POWER  See Item 5
	9	SOLE DISPOSITIVE POWER  See Item 5
	10	SHARED DISPOSITIVE POWER  See Item 5
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  170,121,745 - See Item 5 (Not to be construed as an admission of beneficial ownership)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  62.5% - See Item 5	
14	TYPE OF REPORTING PERSON (See Instructions)  IN	

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  Denis Duverne, as AXA Voting Trustee	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Citizen of the Republic of France	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  See Item 5
	8	SHARED VOTING POWER  See Item 5
	9	SOLE DISPOSITIVE POWER  See Item 5
	10	SHARED DISPOSITIVE POWER  See Item 5
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  170,121,745 - See Item 5 (Not to be construed as an admission of beneficial ownership)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  62.5% - See Item 5	
14	TYPE OF REPORTING PERSON (See Instructions)  IN	

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  Mark Pearson, as AXA Voting Trustee	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Citizen of the United Kingdom	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  See Item 5
	8	SHARED VOTING POWER  See Item 5
	9	SOLE DISPOSITIVE POWER  See Item 5
	10	SHARED DISPOSITIVE POWER  See Item 5
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  170,121,745 - See Item 5 (Not to be construed as an admission of beneficial ownership)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  62.5% - See Item 5	
14	TYPE OF REPORTING PERSON (See Instructions)  IN	

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  AXA America Holdings, Inc. 90-0226248	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  See Item 5
	8	SHARED VOTING POWER
	9	SOLE DISPOSITIVE POWER  See Item 5
	10	SHARED DISPOSITIVE POWER
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  128,187,163 - See Item 5	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  47.1% - See Item 5	
14	TYPE OF REPORTING PERSON (See Instructions)  HC, CO	

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  AXA Financial, Inc. 13-3623351	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  120,027,163 - See Items 4 and 5
	8	SHARED VOTING POWER
	9	SOLE DISPOSITIVE POWER  120,027,163 - See Items 4 and 5
	10	SHARED DISPOSITIVE POWER
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  120,027,163 – See Items 4 and 5	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  44.1% - See Item 5	
14	TYPE OF REPORTING PERSON (See Instructions)  HC, CO	

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  AXA Equitable Financial Services, LLC 52-2197822	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  See Items 4 and 5
	8	SHARED VOTING POWER
	9	SOLE DISPOSITIVE POWER  See Items 4 and 5
	10	SHARED DISPOSITIVE POWER
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  76,994,405 - See Items 4 and 5	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  28.3% - See Item 5	
14	TYPE OF REPORTING PERSON (See Instructions)  HC, CO	

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  AXA Equitable Life Insurance Company 13-5570651	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  New York	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  See Items 4 and 5
	8	SHARED VOTING POWER
	9	SOLE DISPOSITIVE POWER  See Items 4 and 5
	10	SHARED DISPOSITIVE POWER
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  74,406,933 - See Items 4 and 5	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  27.3% - See Item 5	
14	TYPE OF REPORTING PERSON (See Instructions)  IC, CO	

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  ACMC, LLC 13-2677213	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  74,406,933 - See Items 4 and 5
	8	SHARED VOTING POWER
	9	SOLE DISPOSITIVE POWER  74,406,933 - See Items 4 and 5
	10	SHARED DISPOSITIVE POWER
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  74,406,933 - See Items 4 and 5	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  27.3% - See Item 5	
14	TYPE OF REPORTING PERSON (See Instructions)  CO	

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  AXA AMERICA CORPORATE SOLUTIONS, INC. 36-3044045	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  See Item 5
	8	SHARED VOTING POWER
	9	SOLE DISPOSITIVE POWER  See Item 5
	10	SHARED DISPOSITIVE POWER
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  8,160,000 - See Item 5	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  3.0% - See Item 5	
14	TYPE OF REPORTING PERSON (See Instructions)  IC, CO	

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  COLISEUM REINSURANCE COMPANY 36-2994662	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  8,160,000 - See Item 5
	8	SHARED VOTING POWER
	9	SOLE DISPOSITIVE POWER  8,160,000 - See Item 5
	10	SHARED DISPOSITIVE POWER
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  8,160,000 - See Item 5	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  3.0% - See Item 5	
14	TYPE OF REPORTING PERSON (See Instructions)  IC, CO	

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)  MONY Life Insurance Company of America 86-0222062	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Arizona	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  2,587,472 - See Item 5
	8	SHARED VOTING POWER
	9	SOLE DISPOSITIVE POWER  2,587,472 - See Item 5
	10	SHARED DISPOSITIVE POWER
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,587,472 - See Item 5	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  1.0% - See Item 5	
14	TYPE OF REPORTING PERSON (See Instructions)  IC, CO	

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  AXA-IM HOLDING U.S. INC. 68-0461436	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  41,934,582 - See Items 4 and 5
	8	SHARED VOTING POWER
	9	SOLE DISPOSITIVE POWER  41,934,582 - See Items 4 and 5
	10	SHARED DISPOSITIVE POWER
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  41,934,582 - See Items 4 and 5	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  15.4% - See Item 5	
14	TYPE OF REPORTING PERSON (See Instructions)  HC, CO	

This Amendment No. 11 amends the Statement on Schedule 13D ("Schedule 13D") initially filed on June 30, 2000 with the Securities and Exchange Commission, as amended by Amendment No. 1 to the Schedule 13D filed on November 27, 2002, Amendment No. 2 to the Schedule 13D filed on March 9, 2004, Amendment No. 3 to the Schedule 13D filed on December 22, 2004, Amendment No. 4 to the Schedule 13D filed on March 7, 2007, Amendment No. 5 to the Schedule 13D filed on December 19, 2008, Amendment No. 6 to the Schedule 13D filed on January 8, 2009, Amendment No.7 to the Schedule 13D filed on April 1, 2009, Amendment No. 8 to the Schedule 13D filed on December 16, 2011, Amendment No. 9 to the Schedule 13D filed on September 23, 2013 and Amendment No. 10 to the Schedule 13D filed on December 20, 2013, each of which was filed by (i) AXA, a company organized under the laws of France, (ii) Finaxa, a holding company organized under the laws of France (through Amendment No. 3), (iii) the Mutuelles AXA (as herein defined), (iv) the Trustees of a Voting Trust (established pursuant to the Voting Trust Agreement dated as of May 12, 1992 (the "Original Voting Trust Agreement")), (v) AXA Financial, Inc., a Delaware corporation ("AXF"), (vi) AXA Equitable Financial Services, LLC (formerly known as AXA Client Solutions, LLC and AXA Financial Services LLC), a Delaware limited liability company whose sole member is AXF ("AXFS"), (vii) AXA Equitable Life Insurance Company (formerly known as The Equitable Life Assurance Society of the United States), a New York stock life insurance company ("AXA Equitable"), (viii) Equitable Holdings, LLC, a New York limited liability company whose sole member is AXA Equitable (through Amendment No. 5), (ix) APMC, LLC, a Delaware limited liability company whose sole member is AXA Equitable ("APMC"), and (x) ECMC, LLC, a Delaware limited liability company (through Amendment No. 5), which Schedule 13D relates to the units of limited partnership interest ("AB Capital Units") of AllianceBernstein L.P. (formerly known as Alliance Capital Management L.P.), a Delaware limited partnership ("AllianceBernstein").

## ITEM 2. Identity and Background

Item 2 of the Schedule 13D is hereby amended and restated in its entirety as follows.

This statement is being filed by (i) AXA, (ii) the Mutuelles AXA, (iii) Mark Pearson (President and Chief Executive Officer of AXF and a member of the Executive Committee of AXA), Henri de Castries (Chairman of the Board and Chief Executive Officer of AXA) and Denis Duverne (a member of the Board and Deputy Chief Executive Officer of AXA), as Trustees (the "Trustees") of a Voting Trust (the "Voting Trust") established pursuant to the Original Voting Trust Agreement and currently governed by a Second Amended and Restated Voting Trust Agreement dated as of April 29, 2011, by and among AXA and the Trustees (the "Amended Voting Trust Agreement" and, together with the Original Voting Trust Agreement, the "Voting Trust Agreement"), (iv) AXA America Holdings, Inc., a Delaware corporation ("AXA America"), (v) AXF, (vi) AXFS, (vii) AXA Equitable, (viii) APMC, (ix) AXA America Corporate Solutions, Inc., a Delaware corporation, which is a wholly owned subsidiary of AXA America ("AACS"), (x) Coliseum Reinsurance Company, a Delaware corporation, which is a wholly owned subsidiary of AACS ("Coliseum"), (xi) MONY Life Insurance Company of America, an Arizona stock life insurance company, which is a wholly owned subsidiary of AXFS ("MLOA"), and (xii) AXA-IM Holding U.S. Inc., a Delaware corporation, which is a 96.23% indirectly owned subsidiary of AXA ("AXA-IM Holding"). AXA, the Mutuelles AXA, the Trustees, AXA America, AXF, AXFS, AXA Equitable, APMC, AACS, Coliseum, MLOA, and AXA-IM Holding are hereinafter collectively referred to as the "Reporting Persons."

AXA. AXA is a holding company for an international group of insurance and related financial service companies, including each of the Reporting Persons. The address of AXA's principal business and office is 25, avenue Matignon, 75008 Paris, France. As of December 31, 2014, the Mutuelles AXA, directly beneficially owned 14.03% of AXA's ordinary shares (representing 23.61% of the voting power). In addition, as of December 31, 2014, 0.02% of the ordinary shares of AXA without the power to vote were owned by certain subsidiaries of AXA.

Finaxa. Finaxa was a holding company, which was majority owned by the Mutuelles AXA. Finaxa was merged into AXA as of December 16, 2005.

The Mutuelles AXA. The Mutuelles AXA are AXA Assurances I.A.R.D. Mutuelle and AXA Assurances Vie Mutuelle. AXA Courtage Assurance Mutuelle was merged into AXA Assurances I.A.R.D Mutuelle as of December 31, 2006. Each of the Mutuelles AXA is a mutual insurance company organized under the laws of France. The address of each of the Mutuelles AXA's principal place of business and office is 313 Terrasses de l'Arche, 92727 Natterre Cedex, France.

The Trustees. In order to ensure, for insurance regulatory purposes, that certain indirect minority shareholders of AXA are not able to exercise control over AXF and certain of its insurance subsidiaries, AXA has agreed pursuant to the Voting Trust Agreement to deposit in the Voting Trust the shares of capital stock of AXF having voting powers beneficially owned by AXA and certain of its affiliates. AXA or any such affiliate depositing capital stock in the Voting Trust will remain the beneficial owner of all capital stock deposited by it in the Voting Trust, but during the term of the Voting Trust the Trustees will exercise all voting rights with respect to such capital stock. Additional information relating to the Voting Trust Agreement is set forth in the Schedule 13D filed by AXA with respect to its ownership of the capital stock of AXF.

Information with respect to all of the Trustees is set forth on Exhibit 1 hereto since the Trustees are members of the Board and/or Executive Committee of AXA.

AXA America and Subsidiaries. AXA America is a holding company for a group of insurance and related financial service companies, including (i) AXF and its subsidiaries and (ii) AACS and its wholly owned subsidiary, Coliseum. The address of AXA America's principal place of business and office is 1290 Avenue of the Americas, New York, New York 10104. The address of each of AACS' and Coliseum's principal place of business and office is 17 State Street, New York, New York 10004.

AXF and Subsidiaries. AXF is a holding company. As of December 31, 2015, 100% of the outstanding shares of common stock of AXF were beneficially owned indirectly by AXA. AXF and its subsidiaries (including AXA Equitable and MLOA, each an indirect wholly owned subsidiary) provide diversified financial services to a broad spectrum of financial advisory, insurance and investment management customers. AXFS, whose sole member is AXF, wholly owns (i) AXA Equitable, which in turn wholly owns APMC, and (ii) MLOA. APMC, AXFS and AXF are holding companies. The address of the principal place of business and office of AXF, AXFS, AXA Equitable and APMC is 1290 Avenue of the Americas, New York, New York 10104 and of MLOA is 525 Washington Boulevard, Jersey City, New Jersey 07310.

AXA-IM Rose Inc. AXA-IM Rose Inc. ("AXA-IM Rose") was merged into AXA-IM Holding as of January 1, 2016.

AXA-IM Holding. AXA-IM Holding is a holding company for a group of asset management companies. The address of AXA-IM Holding's principal place of business and office is 100 West Putnam Avenue, Greenwich, Connecticut 06830.

The (i) name, (ii) residence or business address, (iii) present principal occupation or employment and the name, principal place of business and address of any corporation or other organization in which such employment is conducted and (iv) citizenship of each of the executive officers and directors of each

of the Reporting Persons are set forth on Exhibits 1 through 7 and 17 through 21 hereto. None of the Reporting Persons nor, to the knowledge of any Reporting Person, any natural person named in Exhibits 1 through 7 and 17 through 21 hereto has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of which any such Reporting Person or person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. Source and Amount of Funds or other Consideration

Item 3 of the Schedule 13D is hereby amended by inserting the following paragraph at the end thereof.

See Item 4.

ITEM 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended by inserting the following paragraph at the end thereof.

On December 31, 2015, APMC transferred 10,000,000 AB Capital Units to its sole member, AXA Equitable. Upon receipt of the 10,000,000 AB Capital Units, AXA Equitable immediately transferred these AB Capital Units to its sole shareholder, AXFS. Upon receipt of the 10,000,000 AB Capital Units, AXFS immediately transferred these AB Capital Units to its sole member, AXF.

Additionally, on January 1, 2016, AXA-IM Rose was merged with and into AXA-IM Holding as part of an internal corporate reorganization. As a result of the merger, 41,934,582 AB Capital Units were transferred from AXA-IM Rose to AXA-IM Holding.

The transfers of the AB Capital Units described above are internal transfers within AXA and its affiliates (the "AXA Group") that do not change the aggregate holdings of Units and/or AB Capital Units by the AXA Group.

Except as set forth in this statement, none of the Reporting Persons has any plans or proposals described in Item 4(a)-(j) of Schedule 13D.

ITEM 5. Interest in Securities of the Issuer

Items 5(a), (b) and (c) are hereby amended and restated in their entirety as set forth below.

(a) & (b) At the close of business on January 1, 2016 and immediately following the transactions described in Item 4 above, AXA America did not beneficially own directly any Units or AB Capital Units; AXF did not beneficially own directly any Units and beneficially owned directly 43,032,758 AB Capital Units representing approximately 15.8% of the AB Capital Units outstanding; AXA Equitable did not beneficially own directly any Units or AB Capital Units; APMC beneficially owned directly 1,444,356 Units representing approximately 1.4% of the Units outstanding and 74,406,933 AB Capital Units representing approximately 27.3% of the AB Capital Units outstanding; AACS did not beneficially own directly any Units or AB Capital Units; Coliseum did not beneficially own directly any Units and beneficially owned directly 8,160,000 AB Capital Units representing approximately 3.0% of the AB Capital Units outstanding; MLOA did not beneficially own directly any Units and beneficially owned

directly 2,587,472 AB Capital Units representing approximately 1.0% of the AB Capital Units outstanding; and AXA-IM Holding did not beneficially own directly any Units and beneficially owned directly 41,934,582 AB Capital Units representing approximately 15.4% of the AB Capital Units outstanding. ACMC, AXF, AACCS, Coliseum, MLOA and AXA-IM Holding have the sole power to vote or direct the vote and the sole power to dispose or direct the disposition of each of their respective directly owned Units and AB Capital Units. By reason of its ownership interest in AXF, AXFS, ACMC, AXA Equitable, MLOA and Coliseum, AXA America may be deemed to beneficially own indirectly, and to have voting and dispositive power with respect to the 1,444,356 Units owned directly by ACMC representing approximately 1.4% of the Units outstanding, and the 74,406,933 AB Capital Units owned directly by ACMC, the 43,032,758 AB Capital Units owned directly by AXF, the 8,160,000 AB Capital Units owned directly by Coliseum and the 2,587,472 AB Capital Units owned directly by MLOA, which collectively represent approximately 47.1% of the AB Capital Units outstanding. By reason of its ownership interest in AXFS, ACMC and MLOA, AXF may be deemed to beneficially own indirectly, and to have voting and dispositive power with respect to the 1,444,356 Units owned directly by ACMC representing approximately 1.4% of the Units outstanding, and the 74,406,933 AB Capital Units owned directly by ACMC and the 2,587,472 AB Capital Units owned directly by MLOA, which, together with the 43,032,758 AB Capital Units owned directly by AXF, represent approximately 44.1% of the AB Capital Units outstanding. By reason of its ownership interest in ACMC, AXA Equitable may be deemed to beneficially own indirectly, and to have voting and dispositive power with respect to, the 1,444,356 Units owned directly by ACMC representing approximately 1.4% of the Units outstanding, and the 74,406,933 AB Capital Units owned directly by ACMC representing 27.3% of the AB Capital Units outstanding. By reason of its ownership interest in ACMC, AXA Equitable and MLOA, AXFS may be deemed to beneficially own indirectly, and to have voting and dispositive power with respect to, the 1,444,356 Units owned directly by ACMC representing approximately 1.4% of the Units outstanding, and the 74,406,933 AB Capital Units owned directly by ACMC, and the 2,587,472 AB Capital Units owned directly by MLOA which collectively represent approximately 28.3% of the AB Capital Units outstanding.

(This excludes Units acquired by the Reporting Persons and their affiliates solely for investment purposes on behalf of client discretionary accounts.)

AXA, by reason of its indirect ownership of 100% of the outstanding shares of common stock of AXA America and its indirect ownership of 96.23% of the outstanding shares of common stock of AXA-IM Holding, may be deemed to beneficially own all of the Units and AB Capital Units owned directly and indirectly by AXA America and AXA-IM Holding. By reason of the Voting Trust Agreement and their relationship with AXA and the Mutuelles AXA, the Trustees individually may also be deemed to be beneficial owners of such Units and AB Capital Units. In addition, the Mutuelles AXA, as a group, may be deemed to be beneficial owners of such Units and AB Capital Units. Each of AXA, the Mutuelles AXA and the Trustees expressly declares that the filing of this Schedule 13D shall not be construed as an admission that it is, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owner of such Units or AB Capital Units.

To the knowledge of the Reporting Persons, the following directors and executive officers of the Reporting Persons listed in Exhibits 1 through 7 and 17 through 21 hereto beneficially own the following number of outstanding Units and options or other rights to acquire Units presently or within 60 days:

Henri de Castries	2,000 Units
Denis Duverne	2,000 Units
Peter S. Kraus	4,337,643 Units
Lorie A. Slutsky	68,029 Units (includes 41,826 Units which Ms. Slutsky may acquire within 60 days under AllianceBernstein Option Plans)

To the knowledge of the Reporting Persons, none of the Directors and Executive officers listed in Exhibits 1 through 7 and 17 through 21 own any AB Capital Units.

Other than as described above and in Item 4 above, none of the Reporting Persons beneficially owns any Units or AB Capital Units or options or other rights to acquire Units or AB Capital Units presently or within 60 days and, to the knowledge of the Reporting Persons, none of the natural persons listed in Exhibits 1 through 7 and 17 through 21 hereto beneficially owns any Units or options and other rights to acquire Units within 60 days.

(c) Other than as described in Item 4 above, during the 60 days preceding the filing of this Amendment, no transactions in Units or AB Units were made by the Reporting Persons, or, to the knowledge of the Reporting Persons, any natural person named in Exhibits 1 through 7 and 17 through 21 hereto.

ITEM 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

See response to Item 4.

ITEM 7. Material to be Filed as Exhibits

- Exhibit 1 Information with respect to the Executive Officers and Directors of AXA (incorporated by reference to Exhibit 1 filed with Amendment No. 19 to the Statement on Schedule 13D filed with the Securities and Exchange Commission on January 5, 2016 by the Reporting Persons with respect to the Units Representing Assignments of Beneficial Ownership of Limited Partnership Interests of AB Holding (“Amendment No. 19 to the AllianceBernstein Holding L.P. (“AB Holding”) Schedule 13D”))
- Exhibit 2 Information with respect to the Executive Officers and Directors of AXA Assurances I.A.R.D. Mutuelle (incorporated by reference to Exhibit 2 filed with Amendment No. 19 to the AB Holding Schedule 13D)
- Exhibit 3 Information with respect to the Executive Officers of AXA Assurances Vie Mutuelle and Members of AXA Assurances Vie Mutuelle’s Conseil d’Administration (incorporated by reference to Exhibit 3 filed with Amendment No. 19 to the AB Holding Schedule 13D)
- Exhibit 4 Information with respect to the Executive Officers and Directors of AXA Financial, Inc. (which is the sole member of AXA Equitable Financial Services, LLC) (incorporated by reference to Exhibit 4 filed with Amendment No. 19 to the AB Holding Schedule 13D)
- Exhibit 5 Information with respect to the Executive Officers and Directors of AXA Equitable Financial Services, LLC (Incorporated by reference to Exhibit 5 filed with Amendment No. 19 to the AB Holding Schedule 13D)

- Exhibit 6 Information with respect to the Executive Officers and Directors of AXA Equitable Life Insurance Company (incorporated by reference to Exhibit 6 filed with Amendment No. 19 to the AB Holding Schedule 13D)
- Exhibit 7 Information with respect to the Executive Officers and Directors of APMC, LLC (incorporated by reference to Exhibit 7 filed with Amendment No. 19 to the AB Holding Schedule 13D)
- Exhibit 8 Filing Agreement with respect to the Schedule 13D among the Reporting Persons (incorporated by reference to Exhibit 17 to the Schedule 13D filed with the Securities and Exchange Commission on August 4, 1992)
- Exhibit 9 Second Amended and Restated Voting Trust Agreement, dated as of April 29, 2011 (incorporated by reference to Exhibit 9 filed with Amendment No. 17 to the AB Holding Schedule 13D)
- Exhibit 10 Power of Attorney for the Voting Trustees, dated October 16, 2014 with respect to Henri de Castries (incorporated by reference to Exhibit 10 filed with Amendment No. 19 to the AB Holding Schedule 13D)
- Exhibit 11 Power of Attorney for the Voting Trustee, Denis Duverne, dated October 16, 2014 (Incorporated by reference to Exhibit 11 filed with Amendment No. 19 to the AB Holding Schedule 13D)
- Exhibit 12 Power of Attorney for the Voting Trustee, Mark Pearson, dated December 3, 2014 (Incorporated by reference to Exhibit 12 filed with Amendment No. 19 to the AB Holding Schedule 13D)
- Exhibit 13 Power of Attorney with respect to AXA (incorporated by reference to Exhibit 13 filed with Amendment No. 19 to the AB Holding Schedule 13D)
- Exhibit 14 Power of Attorney with respect to AXA Assurances I.A.R.D. Mutuelle (incorporated by reference to Exhibit 14 filed with Amendment No. 19 to the AB Holding Schedule 13D)
- Exhibit 15 Power of Attorney with respect to AXA Assurances VIE Mutuelle (incorporated by reference to Exhibit 15 filed with Amendment No. 19 to the AB Holding Schedule 13D)
- Exhibit 16 Power of Attorney with respect to AXA America Holdings, Inc. (incorporated by reference to Exhibit 16 filed with Amendment No. 19 to the AB Holding Schedule 13D)
- Exhibit 17 Information with respect to the Executive Officers and Directors of MONY Life Insurance Company of America (incorporated by reference to Exhibit 17 filed with Amendment No. 19 to the AB Holding Schedule 13D)
- Exhibit 18 Information with respect to the Executive Officers and Directors of AXA America Holdings, Inc. (incorporated by reference to Exhibit 18 filed with Amendment No. 19 to the AB Holding Schedule 13D)
- Exhibit 19 Information with respect to the Executive Officers and Directors of AXA America Corporate Solutions, Inc. (incorporated by reference to Exhibit 19 filed with Amendment No. 19 to the AB Holding Schedule 13D)

- Exhibit 20 Information with respect to the Executive Officers and Directors of Coliseum Reinsurance Company (incorporated by reference to Exhibit 20 filed with Amendment No. 19 to the AB Holding Schedule 13D)
- Exhibit 21 Information with respect to the Executive Officers and Directors of AXA-IM Holding U.S. Inc. (incorporated by reference to Exhibit 21 filed with Amendment No. 19 to the AB Holding Schedule 13D)
- Exhibit 22 Power of Attorney with respect to AXA America Corporate Solutions, Inc. (incorporated by reference to Exhibit 22 filed with Amendment No. 19 to the AB Holding Schedule 13D)
- Exhibit 23 Power of Attorney with respect to Coliseum Reinsurance Company (incorporated by reference to Exhibit 23 filed with Amendment No. 19 to the AB Holding Schedule 13D)
- Exhibit 24 Power of Attorney with respect to AXA-IM Holding U.S. Inc. (incorporated by reference to Exhibit 24 filed with Amendment No. 19 to the AB Holding Schedule 13D)

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 5, 2016

AXA

AXA ASSURANCES I.A.R.D. MUTUELLE

AXA ASSURANCES VIE MUTUELLE

HENRI DE CASTRIES, DENIS DUVERNE, AND MARK  
PEARSON AS AXA VOTING TRUSTEES UNDER THE  
VOTING TRUST AGREEMENT

AXA AMERICA CORPORATE SOLUTIONS, INC.

COLISEUM REINSURANCE COMPANY

AXA-IM HOLDING U.S. INC.

By: /s/ Anders Malmström

Name: Anders Malmström

Title: Attorney-in-Fact

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 5, 2016

AXA AMERICA HOLDINGS, INC.

By: /s/ Anders Malmström

Name: Anders Malmström

Title: Senior Executive Vice President

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 5, 2016

AXA FINANCIAL, INC.

By: /s/ Anders Malmström

Name: Anders Malmström

Title: Senior Executive Vice President and Chief Financial Officer

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 5, 2016

AXA EQUITABLE FINANCIAL SERVICES, LLC

By: /s/ Anders Malmström

Name: Anders Malmström

Title: Senior Executive Director and Chief Financial Officer

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 5, 2016

AXA EQUITABLE LIFE INSURANCE COMPANY

By: /s/ Anders Malmström

Name: Anders Malmström

Title: Senior Executive Director and Chief Financial Officer

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 5, 2016

ACMC, LLC

By: /s/ Anders Malmström

Name: Anders Malmström

Title: Chairman, President and Chief Executive Officer

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 5, 2016

MONY LIFE INSURANCE COMPANY OF AMERICA

By: /s/ Anders Malmström

Name: Anders Malmström

Title: Senior Executive Vice President and Chief Financial Officer