

**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):**

**May 9, 2012**

**ALLIANCEBERNSTEIN L.P.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

000-29961  
(Commission File Number)

13-4064930  
(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))**
- 
-

**Item 7.01. Regulation FD Disclosure.**

AllianceBernstein L.P. (“**AllianceBernstein**”) and AllianceBernstein Holding L.P. are furnishing a news release issued on May 9, 2012 announcing AllianceBernstein’s preliminary assets under management as of April 30, 2012 (“**AUM Release**”). The AUM Release is attached hereto as Exhibit 99.01.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

[99.01](#) AUM Release.

---

**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 L.P.

Dated: May 10, 2012

By: /s/ Mona Bhalla  
Mona Bhalla  
Corporate Secretary

---

## News Release

**Andrea Prochniak, Investors**  
212.756.4542  
andrea.prochniak@alliancebernstein.com

**John Meyers, Media**  
212.969.2301  
john.meyers@alliancebernstein.com



### AllianceBernstein Announces April 30, 2012 Assets Under Management

New York, NY, May 9, 2012 – AllianceBernstein L.P. and AllianceBernstein Holding L.P. (NYSE: AB) today announced that preliminary assets under management decreased to \$418 billion from \$419 billion during April 2012. The 0.3% decline was due to market depreciation and net outflows in Institutions and Private Client, partially offset by Retail net inflows.

#### AllianceBernstein L.P. (The Operating Partnership) Assets Under Management (\$ in billions)

	At April 30, 2012 (preliminary)				At Mar 31 2012
	Institutions	Retail	Private Client	Total	Total
<b>Equity</b>					
Value	\$ 42	\$ 18	\$ 18	\$ 78	\$ 82
Growth	9	19	15	43	44
<b>Total Equity</b>	<b>51</b>	<b>37</b>	<b>33</b>	<b>121</b>	<b>126</b>
<b>Fixed Income</b>	<b>133</b>	<b>60</b>	<b>34</b>	<b>227</b>	<b>224</b>
<b>Other<sup>(1)</sup></b>	<b>38</b>	<b>28</b>	<b>4</b>	<b>70</b>	<b>69</b>
<b>Total</b>	<b>\$ 222</b>	<b>\$ 125</b>	<b>\$ 71</b>	<b>\$ 418</b>	<b>\$ 419</b>
	<b>At March 31, 2012</b>				
<b>Total</b>	<b>\$ 222</b>	<b>\$ 124</b>	<b>\$ 73</b>	<b>\$ 419</b>	

(1) Includes Index, Structured, Asset Allocation services, and certain other alternative investments

[www.alliancebernstein.com](http://www.alliancebernstein.com)

## **Cautions Regarding Forward-Looking Statements**

Certain statements provided by management in this news release are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such 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 of sponsored investment products and separately-managed accounts, general economic conditions, industry trends, future acquisitions, competitive conditions, and current and proposed government regulations, including changes in tax regulations and rates and the manner in which the earnings of publicly-traded partnerships are taxed. AllianceBernstein cautions readers to carefully consider such factors. Further, such forward-looking statements speak only as of the date on which such statements are made; AllianceBernstein undertakes no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements. For further information regarding these forward-looking statements and the factors that could cause actual results to differ, see “Risk Factors” and “Cautions Regarding Forward-Looking Statements” in AllianceBernstein’s Form 10-K for the year ended December 31, 2011 and Form 10-Q for the quarter ended March 31, 2012. Any or all of the forward-looking statements made in this news release, Form 10-K, Forms 10-Q, other documents AllianceBernstein files with or furnishes to the SEC, and any other public statements issued by AllianceBernstein, may turn out to be wrong. It is important to remember that other factors besides those listed in “Risk Factors” and “Cautions Regarding Forward-Looking Statements,” and those listed above, could also adversely affect AllianceBernstein’s financial condition, results of operations and business prospects.

## **About AllianceBernstein**

AllianceBernstein is a leading global investment management firm that offers high-quality research and diversified investment services to institutional investors, individuals and private clients in major world markets.

At March 31, 2012 AllianceBernstein Holding L.P. owned approximately 37.9% of the issued and outstanding AllianceBernstein Units and AXA, one of the largest global financial services organizations, owned an approximate 63.5% economic interest in AllianceBernstein.

Additional information about AllianceBernstein may be found on our internet site, [www.alliancebernstein.com](http://www.alliancebernstein.com).

**[www.alliancebernstein.com](http://www.alliancebernstein.com)**