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ALLIANCE CAPITAL MANAGEMENT HOLDING LP  
Form S-8 POS  
June 27, 2005

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON \_\_\_\_\_, 200\_

REGISTRATION NO. 33-52387

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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ALLIANCE CAPITAL MANAGEMENT HOLDING L.P.  
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE  
State or Other Jurisdiction of  
Incorporation or Organization)

13-3434400  
(I.R.S. Employer  
Identification Number)

1345 AVENUE OF THE AMERICAS  
NEW YORK, NY 10105  
(212) 969-1000

(Address, Including Zip Code, and Telephone Number, Including Area Code, of  
Registrant's Principal Executive Offices)

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PROFIT SHARING PLAN FOR EMPLOYEES OF  
ALLIANCE CAPITAL MANAGEMENT L.P.

(FULL TITLE OF THE PLANS)

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LAURENCE E. CRANCH, ESQ.  
ALLIANCE CAPITAL MANAGEMENT L.P.  
1345 AVENUE OF THE AMERICAS  
NEW YORK, NY 10105  
(212) 969-1000

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code,  
of Agent For Service)

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DEREGISTRATION OF SECURITIES

On July 13, 1994, Alliance Capital Management Holding L.P. (formerly known as Alliance Capital Management L.P., "Alliance") filed a registration statement on Form S-8, Registration No. 33-52387, for the purpose of registering 2,000,000

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Units Representing Assignments of Beneficial Ownership of Limited Partnership Interests in Alliance ("Units") to be issued under the Profit Sharing Plan For Employees of Alliance Capital Management L.P. (the "Plan"). Alliance is filing this Post-Effective Amendment No. 1 to that registration statement to deregister 2,978,700 (after giving effect to a Unit split that occurred since the filing of the initial Registration Statement) unsold Units covered by such registration statement as of the date hereof. Effective July 1, 2004, the Plan ceased holding, and permitting investment in, Units.

ITEM 8. EXHIBITS.

The following is a complete list of exhibits filed as part of this Post-Effective Amendment No. 1 to Registration No. 33-52387:

EXHIBIT NO.

24 Powers-of-Attorney

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE 1933 ACT, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-8 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF NEW YORK, STATE OF NEW YORK, ON THIS 27th DAY OF JUNE, 2005.

ALLIANCE CAPITAL MANAGEMENT HOLDING L.P.  
By: Alliance Capital Management Corporation,  
General Partner

By: /s/ Robert H. Joseph, Jr.

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Name: Robert H. Joseph, Jr.  
Title: Senior Vice President and  
Chief Financial Officer

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED ON THE 27th DAY OF JUNE, 2005 BY THE FOLLOWING PERSONS IN THEIR CAPACITIES AS DIRECTORS AND OFFICERS OF ALLIANCE CAPITAL MANAGEMENT CORPORATION, THE GENERAL PARTNER OF THE REGISTRANT.

SIGNATURE

TITLE

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/s/ Lewis A. Sanders

Chairman of the Board and  
Chief Executive Officer  
(Principal Executive Officer)

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Lewis A. Sanders

/s/ Robert H. Joseph, Jr.

Senior Vice President and  
Chief Financial Officer  
(Principal Financial Officer)

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----- Robert H. Joseph, Jr. -----	
/s/ Edward J. Farrell ----- Edward J. Farrell -----	Senior Vice President and Controller (Principal Accounting Officer)
----- Dominique Carrel-Billiard -----	Director
* ----- Henri de Castries -----	Director
* ----- Christopher M. Condron -----	Director
* ----- Denis Duverne -----	Director
* ----- Roger Hertog -----	Vice Chairman of the Board
SIGNATURE -----	TITLE -----
----- Benjamin D. Holloway -----	Director
----- W. Edwin Jarman -----	Director
* ----- Gerald M. Lieberman -----	Director, President and Chief Operating Officer
----- Nicolas Moreau -----	Director
/s/ Lorie A. Slutsky ----- Lorie A. Slutsky -----	Director
* -----	Director

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Peter J. Tobin

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Director

-----  
Stanley B. Tulin

\*By: /s/ Laurence E. Cranch

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Laurence E. Cranch, Esq., Attorney-in-fact

INDEX TO EXHIBITS

The following is a complete list of exhibits filed as part of this  
Registration Statement:

EXHIBIT NO.	EXHIBIT
24	Powers-of-Attorney