

ALLIANCEBERNSTEIN HOLDING L.P.
Form 4
December 16, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ACMC, LLC

2. Issuer Name and Ticker or Trading Symbol
ALLIANCEBERNSTEIN HOLDING L.P. [AB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1290 AVENUE OF THE AMERICAS
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2011

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
See Remarks

NEW YORK, NY 10104

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|----------------|-----------|---|---|
| | | | | (A) or (D) | Price | | | | | | |
| | | | | Code | V | Amount | | | | | |
| Units ⁽¹⁾ | 12/14/2011 | | J ⁽²⁾ | | | 722,178 | A | ⁽³⁾ | 1,444,356 | D | ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾ ⁽⁷⁾ ⁽⁸⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Amount or Number of Shares |
|--|---------------|-----------|---------|-------|----------------------------|
| | Director | 10% Owner | Officer | Other | |
| ACMC, LLC 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104 | | | | | See Remarks |

Signatures

/s/ Richard S. Dziadzio, Chairman, President and Chief Executive Officer
 12/14/2011

Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Units Representing Assignments of Beneficial Ownership of Limited Partnership Interests ("Holding Units") in AllianceBernstein Holding L.P. ("Holding").
- (2) On December 14, 2011, these Holding Units were contributed by AXA Equitable Life Insurance Company ("AXA Equitable") to ACMC, LLC ("ACMC"), its wholly-owned subsidiary.
- (3) Not applicable.
- (4) AXA indirectly owns all of the common stock of (i) AXA America Holdings, Inc. ("AXA America"), a holding company for a group of insurance and related financial services companies, including AXA Financial, Inc. ("AXF") and its subsidiaries and AXA America Corporate Solutions, Inc. ("AACS") and its wholly owned subsidiary, Coliseum Reinsurance Company ("Coliseum Reinsurance") and (ii) AXA IM Rose, Inc. ("AXA IM Rose"), a holding company for a group of asset management companies. AXF is the sole member of AXA Equitable Financial Services LLC ("AXFS") which wholly owns (i) AXA Equitable which in turn owns ACMC, (ii) AXA Finacial (Bermuda) Ltd. ("AXA Bermuda"), and (iii) MONY Life Insurance Company ("MONY Life") which in turn owns MONY Life Insurance Company of America ("MLOA").
- (5) As of December 31, 2010, AXA Assurances I.A.R.D. Mutuelle and AXA Assurances Vie Mutuelle (collectively, "Mutuelles AXA"), directly beneficially owned approximately 13.94% of the issued ordinary shares (representing approximately 21.88% of the voting power) of AXA. The Mutuelles AXA and AXA expressly declare that the filing of this Form 4 shall not be construed as an admission that either of them is, for purposes of Section 16 of the Securities Exchange Act of 1934, the beneficial owner of any securities covered by this Form 4.
- (6)

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AXA has deposited its shares of common stock ("Common Stock") of AXF into a voting trust. AXA will remain the indirect beneficial owner of such Common Stock, but during the term of the voting trust, the AXA Voting Trustees (Mark Pearson, Henri de Castries and Denis Duverne) will exercise all voting rights with respect to the Common Stock. By reason of the voting trust and their relationship with AXA and the Mutuelles AXA, the AXA Voting Trustees may be deemed to beneficially own the securities covered by this Form 4. The AXA Voting Trustees expressly declare that the filing of this Form 4 shall not be construed as an admission that any of them is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of any securities covered by this Form 4.

In addition to the Holding Units reported in this Form 4, the Reporting Person and its affiliates beneficially own units of limited partnership interests ("AB Capital Units") in AllianceBernstein L.P. ("AllianceBernstein") as follows. As of December 14, 2011, ACMC beneficially owned directly 95,321,112 AB Capital Units; AXA Bermuda, 15,276,937 AB Capital Units; AXA IM Rose, 41,934,582 AB Capital Units; Coliseum Reinsurance, 8,160,000 AB Capital Units; MONY Life, 6,841,642 AB Capital Units; MLOA, 2,587,472 AB Capital Units; and AllianceBernstein Corporation, a wholly-owned subsidiary of AXA Equitable, owned a 1% general partnership interest in AllianceBernstein and 100,000 units of general partnership interest in Holding. For more information on the Reporting Person and its affiliates' holdings of AB Capital Units, see their separate Form 4 filings with respect to AB Capital Units.

(8) The AB Capital Units are highly illiquid, and the ability of a holder of AB Capital Units to exchange them in the future for AB Units if it so desires is substantially limited. In general, transfers of AB Capital Units will be allowed only with the written consent of both AXA Equitable and the general partner of AllianceBernstein. AXA Equitable and the general partner of AllianceBernstein have stated that they intend to refuse to consent to any transfer that is not described in the safe harbors set forth in the United States Treasury regulations.

Remarks:

Affiliate of holder of general partnership units

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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