

Gingrich James A
Form 4
February 21, 2019

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 *
Gingrich James A

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2019

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Chief Operating Officer

C/O ALLIANCEBERNSTEIN L.P., 1345 AVENUE OF THE AMERICAS

(Street)

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

NEW YORK, NY 10105

(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 Indirect Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| AB Holding Units ⁽¹⁾ | 01/31/2019 | | F | 30,277 ⁽²⁾ | D | \$ 30.49 ⁽³⁾ | 1,619,721 ⁽²⁾ I | by rabbi trust under employee incentive compensation award program |
| AB Holding Units ⁽¹⁾ | | | | | | | 134,909 ⁽²⁾ D | |

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| | | | | | | | |
|----------------------|------------|---|--------|---|------------|---------|---|
| AB | | | | | \$ | | |
| Holding | 02/19/2019 | S | 15,000 | D | 30.11 | 119,909 | D |
| Units ⁽¹⁾ | | | | | <u>(4)</u> | | |
| AB | | | | | \$ | | |
| Holding | 02/20/2019 | S | 25,000 | D | 30.15 | 94,909 | D |
| Units ⁽¹⁾ | | | | | <u>(5)</u> | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | |
|---|---------------|-----------|-------------------------|
| | Director | 10% Owner | Officer |
| Gingrich James A C/O ALLIANCEBERNSTEIN L.P. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105 | | | Chief Operating Officer |

Signatures

/s/ David M. Lesser, by pwr.
of att'y
02/21/2019
**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 in AllianceBernstein Holding L.P. ("AB Holding Units").

(2) On January 31, 2019, 75,495 AB Holding Units previously owned by Reporting Person through a rabbi trust under an employee incentive compensation award program were distributed. Of these AB Holding Units, 30,277 AB Holding Units were withheld for tax purposes and 45,218 AB Holding Units were delivered to him.

(3) The closing price of an AB Holding Unit for NYSE composite transactions on January 31, 2019.

(4) Reporting Person sold 15,000 AB Holding Units at prices ranging from \$29.75 to \$30.36 per Unit. The price set forth in the table is the weighted average of his sales at these prices.

(5) Reporting Person sold 25,000 AB Holding Units at prices ranging from \$30.08 to \$30.28 per Unit. The price set forth in the table is the weighted average of his sales at these prices.

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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