

Leibowitz Shelley  
Form 3  
November 24, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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)

|   |   |  |  |   |  |
|---|---|--|--|---|--|
| <p>1. Name and Address of Reporting Person<br/>*<br/>^ Leibowitz Shelley<br/>(Last) (First) (Middle)</p> <p>C/O<br/>ALLIANCEBERNSTEIN,^ 1345<br/>AVENUE OF THE AMERICAS<br/>(Street)</p> <p>NEW YORK,^ NY^ 10105<br/>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement<br/>(Month/Day/Year)<br/>11/14/2017</p> | <p>3. Issuer Name and Ticker or Trading Symbol<br/>ALLIANCEBERNSTEIN HOLDING L.P. [AB]</p> | <p>4. Relationship of Reporting Person(s) to Issuer<br/><br/>(Check all applicable)<br/><br/> <input checked="" type="checkbox"/> Director    <input type="checkbox"/> 10% Owner<br/> <input type="checkbox"/> Officer    <input type="checkbox"/> Other<br/>                 (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)<br/> <input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| AB Holding Units <sup>(1)</sup>    | 9,825 <sup>(2)</sup>                                     | D   | ^  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Leibowitz Shelley<br>C/O ALLIANCEBERNSTEIN<br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105 | X             | ^         | ^       | ^     |

## Signatures

/s/ Shelley B. Leibowitz 11/24/2017

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Includes 3,025 restricted AB Holding Units granted to the Reporting Person by the Board of Directors of AllianceBernstein Corporation, general partner of AB Holding, during a meeting of the Board held on November 14, 2017, the date on which the Reporting Person joined the Board. The AB Holding Units will vest and be delivered in equal 25% increments on each of November 14, 2018, 2019, 2020 and 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.