

ALLIANCEBERNSTEIN HOLDING L.P.  
Form SC 13D/A  
December 20, 2013

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 18)**

**ALLIANCEBERNSTEIN HOLDING L.P.**  
**(f/k/a Alliance Capital Management Holding L.P.)**  
**(Name of Issuer)**

**Units Representing Assignments of Beneficial Ownership of Limited Partnership Interests**

**(Title of Class of Securities)**

**01855A101**

**(CUSIP Number)**

**Allen J. Zabusky**

**Senior Vice President and Controller**

**AXA Financial, Inc.**

**1290 Avenue of the Americas**

**New York, New York 10104**

**(212) 314-3387**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**With a copy to:**

**George Stansfield, General Counsel**

**AXA, 25, avenue Matignon**

**75008 Paris, France**

**011-331-40-75-57-00**

**December 20, 2013**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**NOTE:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

AXA

98-0342809

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF 7 SOLE VOTING POWER

SHARES See Item 5

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

See Item 5

EACH

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON See Item 5

WITH

10 SHARED DISPOSITIVE POWER

See Item 5

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,444,356 - See Item 5

(Not to be construed as an admission of beneficial ownership)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(See Instructions)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.5% - See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

HC, CO

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

AXA Assurances I.A.R.D. Mutuelle

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF 7 SOLE VOTING POWER

SHARES

See Item 5

BENEFICIALLY

OWNED BY

8 SHARED VOTING POWER

EACH

REPORTING

See Item 5

PERSON

WITH

9 SOLE DISPOSITIVE POWER

See Item 5

10 SHARED DISPOSITIVE POWER

See Item 5

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(See Instructions)

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1.5% - See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

IC

CUSIP No. 01855A101

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4 SOURCE OF FUNDS (See Instructions)

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ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF 7 SOLE VOTING POWER  
SHARES See Item 5  
BENEFICIALLY

OWNED BY 8 SHARED VOTING POWER  
EACH See Item 5  
REPORTING PERSON

WITH 9 SOLE DISPOSITIVE POWER  
See Item 5

10 SHARED DISPOSITIVE POWER



See Item 5

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1,444,356 - See Item 5

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(See Instructions)

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1.5% - See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

IC

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Henri de Castries, as AXA Voting Trustee

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

ITEMS 2(d) or 2(e)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Citizen of the Republic of France

NUMBER OF 7 SOLE VOTING POWER

SHARES See Item 5

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

See Item 5

EACH

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON See Item 5

WITH

10 SHARED DISPOSITIVE POWER

See Item 5

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1,444,356 - See Item 5

(Not to be construed as an admission of beneficial ownership)

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(See Instructions)

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.5% - See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

IN

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Denis Duverne, as AXA Voting Trustee

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

ITEMS 2(d) or 2(e)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Citizen of the Republic of France

NUMBER OF 7 SOLE VOTING POWER

SHARES See Item 5

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

See Item 5

EACH

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON See Item 5

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See Item 5

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1,444,356 - See Item 5

(Not to be construed as an admission of beneficial ownership)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(See Instructions)

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.5% - See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

IN

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Mark Pearson, as AXA Voting Trustee

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)  
..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Citizen of the United Kingdom

NUMBER OF 7 SOLE VOTING POWER

SHARES See Item 5

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

See Item 5

EACH

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON See Item 5

WITH

10 SHARED DISPOSITIVE POWER

See Item 5

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,444,356 - See Item 5

(Not to be construed as an admission of beneficial ownership)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(See Instructions)

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.5% - See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

IN

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

AXA America Holdings, Inc.

90-0226248

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

ITEMS 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES See Item 5

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING See Item 5

PERSON

10 SHARED DISPOSITIVE POWER



WITH

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1,444,356 - See Item 5

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(See Instructions)

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.5% - See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

HC, CO

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

AXA Financial, Inc.

13-3623351

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

ITEMS 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES See Items 4 and 5

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING See Items 4 and 5

PERSON

10 SHARED DISPOSITIVE POWER

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,444,356 - See Item 5

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(See Instructions)

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.5% - See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

HC, CO

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

AXA Equitable Financial Services, LLC

52-2197822

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

ITEMS 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES See Items 4 and 5

BENEFICIALLY  
OWNED BY  
EACH  
REPORTING

8 SHARED VOTING POWER

9 SOLE DISPOSITIVE POWER

PERSON

See Items 4 and 5

WITH

10 SHARED DISPOSITIVE POWER

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,444,356 - See Item 5
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(See Instructions)  
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- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.5% - See Item 5
- 14 TYPE OF REPORTING PERSON (See Instructions)  
HC, OO

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

AXA Equitable Life Insurance Company

13-5570651

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

ITEMS 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF 7 SOLE VOTING POWER

SHARES See Items 4 and 5

BENEFICIALLY

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

See Items 4 and 5

WITH

10 SHARED DISPOSITIVE POWER

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,444,356 - See Item 5
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(See Instructions)  
..
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.5% - See Item 5
- 14 TYPE OF REPORTING PERSON (See Instructions)  
IC, CO

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

ACMC, LLC

13-2677213

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

ITEMS 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES 1,444,356 - See Items 4 and 5

BENEFICIALLY

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

1,444,356 - See Items 4 and 5

WITH

10 SHARED DISPOSITIVE POWER



- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,444,356 - See Item 5
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(See Instructions)  
..
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.5% - See Item 5
- 14 TYPE OF REPORTING PERSON (See Instructions)  
CO

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

AXA AMERICA CORPORATE SOLUTIONS, INC.

36-3044045

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

ITEMS 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES See Item 5

BENEFICIALLY

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

See Item 5

WITH

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Item 5

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(See Instructions)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

IC, CO

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

COLISEUM REINSURANCE COMPANY

36-2994662

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

ITEMS 2(d) OR 2(e)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES See Item 5

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

8 SHARED VOTING POWER

9 SOLE DISPOSITIVE POWER

WITH

See Item 5

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Item 5

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(See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

IC, CO

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

MONY Life Insurance Company of America

86-0222062

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

ITEMS 2(d) OR 2(e)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Arizona

NUMBER OF 7 SOLE VOTING POWER

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Item 5

8 SHARED VOTING POWER

9 SOLE DISPOSITIVE POWER

WITH  
See Item 5

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Item 5

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(See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

IC, CO

CUSIP No. 01855A101

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

AXA IM ROSE INC.

22-3624513

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

ITEMS 2(d) OR 2(e)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES See Item 5

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

8 SHARED VOTING POWER

9 SOLE DISPOSITIVE POWER

WITH

See Item 5

10 SHARED DISPOSITIVE POWER



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(See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

HC, CO

This Amendment No. 18 amends the Statement on Schedule 13D (Schedule 13D) initially filed on August 4, 1992 with the Securities and Exchange Commission by AXA, Midi Participations, Finaxa, the Mutuelles AXA (as herein defined) and the Trustees of a Voting Trust (established pursuant to the Voting Trust Agreement dated as of May 12, 1992 (the Original Voting Trust Agreement)), as amended by Amendment No. 1 to the Schedule 13D filed on July 29, 1993 (Amendment No. 1), Amendment No. 2 to the Schedule 13D filed on September 14, 1994 (Amendment No. 2), Amendment No. 3 to the Schedule 13D filed on October 22, 1996 (Amendment No. 3), Amendment No. 4 to the Schedule 13D filed on July 11, 1997 (Amendment No. 4), Amendment No. 5 to the Schedule 13D filed on September 4, 1997 (Amendment No. 5), Amendment No. 6 to the Schedule 13D filed on April 9, 1999 (Amendment No. 6), Amendment No. 7 to the Schedule 13D filed on November 4, 1999 (Amendment No. 7), Amendment No. 8 to the Schedule 13D filed on June 23, 2000 (Amendment No. 8), Amendment No. 9 to the Schedule 13D filed on November 27, 2002 (Amendment No. 9), and Amendment No. 10 to the Schedule 13D filed on March 9, 2004 (Amendment No. 10), Amendment No. 11 to the Schedule 13D filed on December 22, 2004 (Amendment No. 11), Amendment No. 12 to the Schedule 13D filed on March 7, 2007 (Amendment No. 12), Amendment No. 13 to the Schedule 13D filed on December 19, 2008 (Amendment No. 13), Amendment No. 14 to the Schedule 13D filed on January 8, 2009 (Amendment No. 14), Amendment No. 15 to the Schedule 13D filed on April 1, 2009 (Amendment No. 15), Amendment No. 16 to the Schedule 13D filed on December 16, 2011 (Amendment No. 16), and Amendment No. 17 to the Schedule 13D filed on September 23, 2013 (Amendment No. 17) each of which was filed by AXA, Midi Participations (through Amendment No. 2), Finaxa (through Amendment No. 11), the Mutuelles AXA, the Trustees, AXA Financial, Inc. (formerly known as The Equitable Companies Incorporated) (AXF), AXA Equitable Life Insurance Company (f/k/a The Equitable Life Assurance Society of the United States) (AXA Equitable), Equitable Holding Corporation (which was merged in 1997 into Equitable Holdings, LLC) (through Amendment No. 13), Equitable Investment Corporation (which was merged in November 1999 into Equitable Holdings, LLC) (through Amendment No. 13), ACMC, LLC and ECMC, LLC (through Amendment No. 13) (successor by merger to Equitable Capital Management Corporation), which Schedule 13D relates to units (Units) representing assignments of beneficial ownership of limited partnership interests of AllianceBernstein Holding L.P. (formerly known as Alliance Capital Management Holding L.P.), a Delaware limited partnership (AB Holding).

## ITEM 2. IDENTITY AND BACKGROUND

Item 2 of the Schedule 13D is hereby amended and restated in its entirety as follows.

This statement is being filed by (i) AXA, a company organized under the laws of France, (ii) AXA Assurances I.A.R.D. Mutuelle and AXA Assurances Vie Mutuelle, two mutual insurance companies organized under the laws of France (the Mutuelles AXA), (iii) Mark Pearson (President and Chief Executive Officer of AXF and a member of the Executive Committee of AXA), Henri de Castries (Chairman of the Board and Chief Executive Officer of AXA) and Denis Duverne (member of the Board and Deputy Chief Executive Officer of AXA), as Trustees (the Trustees) of a Voting Trust (the Voting Trust) established pursuant to the Original Voting Trust Agreement and currently governed by a Second Amended and Restated Voting Trust Agreement dated as of April 29, 2011, by and among AXA and the Trustees (the Amended Voting Trust Agreement and, together with the Original Voting Trust Agreement, the Voting Trust Agreement), (iv) AXA America Holdings, Inc., a Delaware corporation (AXA America), (v) AXF, a Delaware corporation, (vi) AXA Equitable Financial Services, LLC (formerly known as AXA Client Solutions, LLC and AXA Equitable Financial Services, LLC), a Delaware limited liability company whose sole member is AXF (AXFS), (vii) AXA Equitable, a New York stock life insurance company, which is wholly owned by AXFS (viii) ACMC, LLC, a Delaware limited liability company (ACMC), (ix) AXA America Corporate Solutions, Inc., a Delaware

corporation, which is a wholly owned subsidiary of AXA America ( AACS ), (x) Coliseum Reinsurance Company, a Delaware corporation, which is a wholly owned subsidiary of AACS ( Coliseum ), (xi) MONY Life Insurance Company of America, an Arizona stock life insurance company, which is a wholly owned subsidiary of AXFS ( MLOA ) and (xii) AXA IM Rose Inc., a Delaware corporation, which is a 95.535% indirectly owned subsidiary of AXA ( AXA IM Rose ). AXA, the Mutuelles AXA, the Trustees, AXA America, AXF, AXFS, AXA Equitable, APMC, AACS, Coliseum, MLOA and AXA IM Rose are hereinafter collectively referred to as the Reporting Persons.

AXA. AXA is a holding company for an international group of insurance and related financial service companies, including each of the Reporting Persons. The address of AXA's principal business and office is 25, avenue Matignon, 75008 Paris, France. As of December 31, 2012, the Mutuelles AXA, directly beneficially owned 14.35% of AXA's ordinary shares (representing 23.05% of the voting power). In addition, as of December 31, 2012, 0.69% of the ordinary shares of AXA without the power to vote were owned by certain subsidiaries of AXA.

Finaxa. Finaxa was a holding company, which was majority owned by the Mutuelles AXA. Finaxa was merged into AXA as of December 16, 2005.

The Mutuelles AXA. The Mutuelles AXA are AXA Assurances I.A.R.D. Mutuelle and AXA Assurances Vie Mutuelle. AXA Courtaige Assurance Mutuelle was merged into AXA Assurances I.A.R.D Mutuelle as of December 31, 2006. Each of the Mutuelles AXA is a mutual insurance company organized under the laws of France. The address of each of the Mutuelles AXA's principal place of business and office is 26, rue Drouot, 75009 Paris, France.

The Trustees. In order to ensure, for insurance regulatory purposes, that certain indirect minority shareholders of AXA are not able to exercise control over AXF and certain of its insurance subsidiaries, AXA has agreed pursuant to the Voting Trust Agreement to deposit in the Voting Trust the shares of capital stock of AXF having voting powers beneficially owned by AXA and certain of its affiliates. AXA or any such affiliate depositing capital stock in the Voting Trust will remain the beneficial owner of all capital stock deposited by it in the Voting Trust, but during the term of the Voting Trust the Trustees will exercise all voting rights with respect to such capital stock. Additional information relating to the Voting Trust Agreement is set forth in the Schedule 13D filed by AXA with respect to its ownership of the capital stock of AXF.

Information with respect to all of the Trustees is set forth on Exhibit 1 hereto since the Trustees are members of the Board and/or Executive Committee of AXA.

AXA America and Subsidiaries. AXA America is a holding company for a group of insurance and related financial service companies, including (i) AXF and its subsidiaries and (ii) AACS and its wholly owned subsidiary, Coliseum. The address of AXA America's principal place of business and office is 1290 Avenue of the Americas, New York, New York 10104. The address of each of AACS and Coliseum's principal place of business and office is 17 State Street, New York, New York 10004.

AXF and Subsidiaries. AXF is a holding company. As of December 20, 2013, 100% of the outstanding shares of common stock of AXF were beneficially owned indirectly by AXA. AXF and its subsidiaries (including AXA Equitable and MLOA, each an indirect wholly owned subsidiary) provide diversified financial services to a broad spectrum of financial advisory, insurance and investment management customers. AXFS, whose sole member is AXF, wholly owns (i) AXA Equitable, which in turn wholly owns APMC, and (ii) MLOA. APMC, AXFS and AXF are holding companies. The address of the principal place of business and office of AXF, AXFS, AXA Equitable, APMC and MLOA is 1290 Avenue of the Americas, New York, New York 10104.



MONY Holdings, LLC. MONY Holdings, LLC was a Delaware limited liability company, whose sole member was AXF. MONY Holdings, LLC was merged into AXFS as of November 30, 2007.

MONY Life Insurance Company. MONY Life Insurance Company was sold on October 1, 2013.

AXA IM Rose. AXA IM Rose is a holding company for a group of asset management companies. The address of AXA IM Rose's principal place of business and office is One Fawcett Place, Greenwich, Connecticut 06830.

The (i) name, (ii) residence or business address, (iii) present principal occupation or employment and the name, principal place of business and address of any corporation or other organization in which such employment is conducted and (iv) citizenship of each of the executive officers and directors of each of the Reporting Persons are set forth on Exhibits 1 through 7 and 14 through 18 hereto. None of the Reporting Persons nor, to the knowledge of any Reporting Person, any natural person named in Exhibits 1 through 7 and 14 through 18 hereto has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of which any such Reporting Person or person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

#### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 of the Schedule 13D is hereby amended by inserting the following paragraph at the end thereof.

See Item 4.

#### ITEM 4. PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is hereby amended by inserting the following paragraph at the end thereof.

On December 20, 2013, APMC transferred 10,914,179 AB Capital Units to its sole member, AXA Equitable. Upon receipt of the 10,914,179 AB Capital Units, AXA Equitable immediately transferred these AB Capital Units to its sole shareholder, AXFS. Upon receipt of the 10,914,179 AB Capital Units, AXFS immediately transferred these AB Capital Units to its sole member, AXF.

The transfers of the AB Capital Units described above are internal transfers within AXA and its affiliates (the AXA Group) for capital management purposes that do not change the aggregate holdings of Units and/or AB Capital Units by the AXA Group.

Except as set forth in this statement, none of the Reporting Persons has any plans or proposals described in Item 4(a)-(j) of Schedule 13D.

#### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Items 5(a), (b) and (c) are hereby amended and restated in their entirety as set forth below.

(a) & (b) At the close of business on December 20, 2013 and immediately following the transactions described in Item 4 above, AXA America did not beneficially own directly any Units or AB



Capital Units; AXF did not beneficially own directly any Units and beneficially owned directly 33,032,758 AB Capital Units representing approximately 12.3% of the AB Capital Units outstanding; AXA Equitable did not beneficially own directly any Units or AB Capital Units; ACMC beneficially owned directly 1,444,356 Units representing approximately 1.5% of the Units outstanding and 84,406,933 AB Capital Units representing approximately 31.5% of the AB Capital Units outstanding; AACS did not beneficially own directly any Units or AB Capital Units; Coliseum did not beneficially own directly any Units and beneficially owned directly 8,160,000 AB Capital Units representing approximately 3.0% of the AB Capital Units outstanding; MLOA did not beneficially own directly any Units and beneficially owned directly 2,587,472 AB Capital Units representing approximately 1.0% of the AB Capital Units outstanding; and AXA IM Rose did not beneficially own directly any Units and beneficially owned directly 41,934,582 AB Capital Units representing approximately 15.6% of the AB Capital Units outstanding. ACMC, AXF, AACS, Coliseum, MLOA and AXA IM Rose have the sole power to vote or direct the vote and the sole power to dispose or direct the disposition of each of their respective directly owned Units and AB Capital Units. By reason of its ownership interest in AXF, AXFS, ACMC, AXA Equitable, MLOA and Coliseum, AXA America may be deemed to beneficially own indirectly, and to have voting and dispositive power with respect to the 1,444,356 Units owned directly by ACMC representing approximately 1.5% of the Units outstanding, and the 84,406,933 AB Capital Units owned directly by ACMC, the 33,032,758 AB Capital Units owned directly by AXF, the 8,160,000 AB Capital Units owned directly by Coliseum and the 2,587,472 AB Capital Units owned directly by MLOA, which collectively represent approximately 47.8% of the AB Capital Units outstanding. By reason of its ownership interest in AXFS, ACMC and MLOA, AXF may be deemed to beneficially own indirectly, and to have voting and dispositive power with respect to the 1,444,356 Units owned directly by ACMC representing approximately 1.5% of the Units outstanding, and the 84,406,933 AB Capital Units owned directly by ACMC and the 2,587,472 AB Capital Units owned directly by MLOA, which, together with the 33,032,758 AB Capital Units owned directly by AXF, represent approximately 44.7% of the AB Capital Units outstanding. By reason of its ownership interest in ACMC, AXA Equitable may be deemed to beneficially own indirectly, and to have voting and dispositive power with respect to, the 1,444,356 Units owned directly by ACMC representing approximately 1.5% of the Units outstanding, and the 84,406,933 AB Capital Units owned directly by ACMC representing 31.5% of the AB Capital Units outstanding. By reason of its ownership interest in ACMC, AXA Equitable and MLOA, AXFS may be deemed to beneficially own indirectly, and to have voting and dispositive power with respect to, the 1,444,356 Units owned directly by ACMC representing approximately 1.5% of the Units outstanding, and the 84,406,933 AB Capital Units owned directly by ACMC, and the 2,587,472 AB Capital Units owned directly by MLOA which collectively represent approximately 32.4% of the AB Capital Units outstanding.

(This excludes Units acquired by the Reporting Persons and their affiliates solely for investment purposes on behalf of client discretionary accounts.)

AXA, by reason of its indirect ownership of 100% of the outstanding shares of common stock of AXA America and its indirect ownership of 95.535% of the outstanding shares of common stock of AXA IM Rose, may be deemed to beneficially own all of the Units and AB Capital Units owned directly and indirectly by AXA America and AXA IM Rose. By reason of the Voting Trust Agreement and their relationship with AXA and the Mutuelles AXA, the Trustees individually may also be deemed to be beneficial owners of such Units and AB Capital Units. In addition, the Mutuelles AXA, as a group, may be deemed to be beneficial owners of such Units and AB Capital Units. Each of AXA, the Mutuelles AXA and the Trustees expressly declares that the filing of this Schedule 13D shall not be construed as an admission that it is, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owner of such Units or AB Capital Units.

To the knowledge of the Reporting Persons, the following directors and executive officers of the Reporting Persons listed in Exhibits 1 through 7 and 14 through 18 hereto beneficially own the following number of outstanding Units and options or other rights to acquire Units presently or within 60 days:

Henri de Castries	2,000 Units
Denis Duverne	2,000 Units
Peter S. Kraus	4,337,643 Units
Lorie A. Slutsky	58,811 Units (includes 41,981 Units which Ms. Slutsky may acquire within 60 days under AllianceBernstein Option Plans)

To the knowledge of the Reporting Persons, none of the Directors and Executive officers listed in Exhibits 1 through 7 and 14 through 18 own any AB Capital Units.

Other than as described above and in Item 4 above, none of the Reporting Persons beneficially owns any Units or AB Capital Units or options or other rights to acquire Units or AB Capital Units presently or within 60 days and, to the knowledge of the Reporting Persons, none of the natural persons listed in Exhibits 1 through 7 and 14 through 18 hereto beneficially owns any Units or options and other rights to acquire Units within 60 days.

(c) Other than as described in Item 4 above, during the 60 days preceding the filing of this Amendment, no transactions in Units or AB Units were made by the Reporting Persons, or, to the knowledge of the Reporting Persons, any natural person named in Exhibits 1 through 7 and 14 through 18 hereto.

#### ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

See response to Item 4

#### ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

- |           |   |
|-----------|---|
| Exhibit 1 | Information with respect to the Executive Officers and Directors of AXA   |
| Exhibit 2 | Information with respect to the Executive Officers and Directors of AXA Assurances I.A.R.D. Mutuelle  |
| Exhibit 3 | Information with respect to the Executive Officers of AXA Assurances Vie Mutuelle and Members of AXA Assurances Vie Mutuelle s Conseil d Administration     |
| Exhibit 4 | Information with respect to the Executive Officers and Directors of AXA Financial, Inc. (which is the sole member of AXA Equitable Financial Services, LLC) |
| Exhibit 5 | Information with respect to the Executive Officers and Directors of AXA Equitable Financial Services, LLC   |
| Exhibit 6 | Information with respect to the Executive Officers and Directors of AXA Equitable Life Insurance  |



Company

- Exhibit 7 Information with respect to the Executive Officers and Directors of ACMC, LLC
- Exhibit 8 Filing Agreement with respect to the Schedule 13D among the Reporting Persons (incorporated by reference to Exhibit 17 of the Schedule 13D filed on August 4, 1992)
- Exhibit 9 Second Amended and Restated Voting Trust Agreement, dated as of April 29, 2011 (incorporated by reference to Exhibit 9 filed with Amendment No. 17 to the Schedule 13D filed on September 23, 2013)
- Exhibit 10 Powers of Attorney for the Voting Trustees, dated July 5, 2002 with respect to Henri de Castries (incorporated by reference to Exhibit 19 filed with Amendment No. 9 to the Schedule 13D filed on November 27, 2002)
- Exhibit 11 Power of Attorney for the Voting Trustee, Denis Duverne, dated March 5, 2007 (incorporated by reference to Exhibit 23 filed with Amendment No. 12 to the Schedule 13D filed on March 7, 2007)
- Exhibit 12 Power of Attorney for the Voting Trustee, Mark Pearson, dated November 29, 2011 (incorporated by reference to Exhibit 12 filed with Amendment No. 16 to the Schedule 13D filed on December 16, 2011)
- Exhibit 13 Powers of Attorney with respect to AXA, Finaxa and the Mutuelles AXA (incorporated by reference to Exhibit 11 to the Schedule 13D filed with the Securities and Exchange Commission on June 30, 2000 with respect to the AB Capital Units)
- Exhibit 14 Information with respect to the Executive Officers and Directors of MONY Life Insurance Company of America
- Exhibit 15 Information with respect to the Executive Officers and Directors of AXA America Holdings, Inc.
- Exhibit 16 Information with respect to the Executive Officers and Directors of AXA America Corporate Solutions, Inc.
- Exhibit 17 Information with respect to the Executive Officers and Directors of Coliseum Reinsurance Company
- Exhibit 18 Information with respect to the Executive Officers and Directors of AXA IM Rose Inc.
- Exhibit 19 Powers of Attorney with respect to AXA America Corporate Solutions, Inc., Coliseum Reinsurance Company and AXA IM Rose Inc. (incorporated by reference to Exhibit 21 filed with Amendment No. 16 to the Schedule 13D filed on December 16, 2011)

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 20, 2013

AXA

AXA ASSURANCES I.A.R.D. MUTUELLE

AXA ASSURANCES VIE MUTUELLE

HENRI DE CASTRIES, DENIS DUVERNE,  
AND

MARK PEARSON AS AXA VOTING  
TRUSTEES

UNDER THE VOTING TRUST  
AGREEMENT

AXA AMERICA CORPORATE  
SOLUTIONS, INC.

COLISEUM REINSURANCE COMPANY

AXA IM ROSE INC.

By: /s/ Allen J. Zabusky  
Name: Allen J. Zabusky  
Title: Attorney-in-Fact

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 20, 2013

AXA AMERICA HOLDINGS, INC.

By: /s/ Anders Malmström  
Name: Anders Malmström  
Title: Senior Executive Vice President

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 20, 2013

AXA FINANCIAL, INC.

By: /s/ Anders Malmström

Name: Anders Malmström

Title: Senior Executive Vice President and  
Chief

Financial Officer

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 20, 2013

AXA EQUITABLE FINANCIAL SERVICES, LLC

By: /s/ Anders Malmström

Name: Anders Malmström

Title: Senior Executive Director and Chief

Accounting Officer

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 20, 2013

AXA EQUITABLE LIFE INSURANCE  
COMPANY

By: /s/ Anders Malmström  
Name: Anders Malmström  
Title: Senior Executive Director and Chief  
Financial Officer

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 20, 2013

ACMC, LLC

By: /s/ Anders Malmström  
Name: Anders Malmström  
Title: Chairman, President and Chief  
Executive

Officer



After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 20, 2013

MONY LIFE INSURANCE COMPANY OF  
AMERICA

By /s/ Anders Malmström  
Name: Anders Malmström  
Title: Senior Executive Vice President and  
Chief

Financial Officer