

ALLIANCEBERNSTEIN HOLDING L.P.  
Form 8-K  
December 15, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 12, 2016

ALLIANCEBERNSTEIN HOLDING L.P.  
(Exact name of registrant as specified in its charter)

Delaware                                      001-09818                                      13-3434400  
(State or other jurisdiction of                                      (Commission File Number) (I.R.S. Employer Identification Number)  
incorporation or organization)

1345 Avenue of the Americas, New York, New York 10105  
(Address of principal executive offices)                                      (Zip Code)

Registrant's telephone number, including area code: 212-969-1000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events

On December 12, 2013, AllianceBernstein L.P. (“AB”) acquired W.P. Stewart & Co., Ltd. (“WPS”), an equity investment manager that managed, as of December 12, 2013, approximately \$2.1 billion in U.S., Global and EAFE concentrated growth equity strategies for its clients, primarily in the U.S. and Europe. On the date of this acquisition, each outstanding share of WPS common stock (other than certain specified shares, as previously disclosed in Amendment No. 2 to Form S-4 filed by AB with the U.S. Securities and Exchange Commission (“SEC”) on November 8, 2013) was converted into the right to receive \$12.00 per share and one transferable contingent value right (“CVRs”) entitling the holders to an additional \$4.00 per share cash payment if the Assets Under Management (as such term is defined in the Contingent Value Rights Agreement (“CVR Agreement”) dated as of December 12, 2013, a copy of which was filed as Exhibit 4.01 to the Form 10-K for the year ended December 31, 2013 filed by each of AB and AllianceBernstein Holding L.P. with the SEC) in the acquired WPS investment services business exceed \$5.0 billion on or before December 12, 2016, subject to certain measurement procedures and limitations set forth in the CVR Agreement. The foregoing description of the CVR Agreement does not purport to be complete and is qualified in its entirety by the full text of the CVR Agreement, which is incorporated herein by reference.

Based on AB’s periodic calculations pursuant to the CVR Agreement during the term of the CVR Agreement, AB has determined that the AUM Milestone was not achieved at any point during the term of the CVR Agreement. Accordingly, the CVR Agreement has terminated in accordance with its terms and the additional \$4.00 per share cash payment will not be made.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ALLIANCEBERNSTEIN HOLDING L.P.

Dated: December 15, 2016 By:

/s/ David M. Lesser  
David M. Lesser  
Corporate Secretary

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