

ALLIANCEBERNSTEIN HOLDING L.P.  
Form SC 13G/A  
February 16, 2016

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

**AllianceBernstein Holding L.P.**

(Name of Issuer)

**Limited Partnership Units**

(Title of Class of Securities)

**01881G106**

(CUSIP Number)

**December 31, 2015**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*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 the disclosures provided in a prior cover page.

The information required in 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).

**CUSIP No. 01881G106**

**1** NAME OF REPORTING PERSON

Manulife Financial Corporation

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

N/A

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

**5** SOLE VOTING POWER

-0-

**6** SHARED VOTING POWER

-0-

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

**7** SOLE DISPOSITIVE POWER

-0-

**8** SHARED DISPOSITIVE POWER

-0-

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiaries, Manulife Asset Management (North America) Limited and Manulife Asset Management (US) LLC

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

N/A

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

See line 9 above.

**12** TYPE OF REPORTING PERSON\*

HC

**\*SEE INSTRUCTIONS**

**CUSIP No. 01881G106**

**1** NAME OF REPORTING PERSON

Manulife Asset Management (North America) Limited

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

N/A

**3** SEC USE ONLY



**4** CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

**5** SOLE VOTING POWER

2,820

**6** SHARED VOTING POWER

-0-

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

**7** SOLE DISPOSITIVE POWER

2,820

**8** SHARED DISPOSITIVE POWER

-0-

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,820

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

N/A

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.00%

**12** TYPE OF REPORTING PERSON\*

IA

**\*SEE INSTRUCTIONS**

**CUSIP No. 01881G106**

**1** NAME OF REPORTING PERSON

Manulife Asset Management (US) LLC

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

N/A

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

**5** SOLE VOTING POWER

5,572,918

**6** SHARED VOTING POWER

-0-

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

**7** SOLE DISPOSITIVE POWER

5,572,918

**8** SHARED DISPOSITIVE POWER

-0-

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,572,918

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

N/A

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.70%

**12** TYPE OF REPORTING PERSON\*

IA

**\*SEE INSTRUCTIONS**

Edgar Filing: ALLIANCEBERNSTEIN HOLDING L.P. - Form SC 13G/A

- Item 1(a) Name of Issuer:  
AllianceBernstein Holding L.P.
- Item 1(b) Address of Issuer's Principal Executive Offices:  
1345 Avenue of the Americas  
New York, NY, 10105
- Item 2(a) Name of Person Filing:  
This filing is made on behalf of Manulife Financial Corporation ("MFC") and MFC's indirect, wholly-owned subsidiaries, Manulife Asset Management (North America) Limited ("MAM (NA)") and Manulife Asset Management (US) LLC ("MAM (US)").
- Item 2(b) Address of Principal Business Office:  
The principal business offices of MFC and MAM (NA) are located at 200 Bloor Street East, Toronto, Ontario, Canada, M4W 1E5.  
The principal business office of MAM (US) is located at 197 Clarendon Street, Boston, Massachusetts 02116.
- Item 2(c) Citizenship:  
MFC and MAM (NA) are organized and exist under the laws of Canada.  
MAM (US) is organized and exists under the laws of the State of Delaware.
- Item 2(d) Title of Class of Securities:  
Limited Partnership Units
- Item 2(e) CUSIP Number:  
01881G106
- Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
- |           |         |  |
|-----------|---------|--|
| MFC:      | (g) (X) | a parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G). |
| MAM (NA): | (e) (X) | an investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).                      |
| MAM (US): | (e) (X) | an investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).                      |
- Item 4 Ownership:
- (a) Amount Beneficially Owned: MAM (NA) has beneficial ownership of 2,820 shares of Limited Partnership Units and MAM (US) has beneficial ownership of 5,572,918 shares of Limited Partnership Units. Through its parent-subsidiary relationship to MAM (NA) and MAM (US), MFC may be deemed to have beneficial ownership of these same shares.
- (b) Percent of Class: Of the 97,772,578 units outstanding as of September 30, 2015 according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on October 22, 2015, MAM (NA) held 0.00% and MAM (US) held 5.71%.



(c) Number of shares as to which the person has:

- (i) sole power to vote or to direct the vote:  
MAM (NA) and MAM (US) each has sole power to vote or to direct the voting of the shares of Limited Partnership Units beneficially owned by each of them.
- (ii) shared power to vote or to direct the vote: -0-
- (iii) sole power to dispose or to direct the disposition of:  
MAM (NA) and MAM (US) each has sole power to dispose or to direct the disposition of the shares of Limited Partnership Units beneficially owned by each of them.
- (iv) shared power to dispose or to direct the disposition of: -0-

Item 5 Ownership of Five Percent or Less of a Class:  
Not applicable.

Item 6 Ownership of More than Five Percent on Behalf of Another Person:  
Not applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:  
See Items 3 and 4 above.

Item 8 Identification and Classification of Members of the Group:  
Not applicable.

Item 9 Notice of Dissolution of Group:  
Not applicable.

Item 10 Certification:  
By signing below the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

**Manulife Financial Corporation**

Dated: February 8, 2016

By: /s/ Graham A. Miller  
Name: Graham A. Miller  
Title: Agent\*

**Manulife Asset Management (North America) Limited**

Dated: February 8, 2016

By: /s/ Joshua Margolian  
Name: Joshua Margolian  
Title: Assistant Secretary

**Manulife Asset Management (US) LLC**

Dated: February 8, 2016

By: /s/ Paul Donahue  
Name: Paul Donahue  
Title: Chief Compliance Officer

\* Signed pursuant to a Power of Attorney dated June 10, 2014 included as Exhibit A to Schedule 13F- NT filed with the Securities and Exchange Commission by Manulife Financial Corporation on August 27, 2014.

**EXHIBIT A**

**JOINT FILING AGREEMENT**

Manulife Financial Corporation, Manulife Asset Management (North America) Limited and Manulife Asset Management (US) LLC agree that the Schedule 13G (Amendment No. 1) to which this Agreement is attached, relating to the Limited Partnership Units of AllianceBernstein Holding L.P., is filed on behalf of each of them.

**Manulife Financial Corporation**

Dated: February 8, 2016

By: /s/ Graham A. Miller  
Name: Graham A. Miller  
Title: Agent\*

**Manulife Asset Management (North America) Limited**

Dated: February 8, 2016

By: /s/ Joshua Margolian  
Name: Joshua Margolian  
Title: Assistant Secretary

**Manulife Asset Management (US) LLC**

Dated: February 8, 2016

By: /s/ Paul Donahue  
Name: Paul Donahue  
Title: Chief Compliance Officer

\* Signed pursuant to a Power of Attorney dated June 10, 2014 included as Exhibit A to Schedule 13F- NT filed with the Securities and Exchange Commission by Manulife Financial Corporation on August 27, 2014.

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nk, broker or other nominee record holder, or you may contact us at the above address or telephone number.

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**INCORPORATION OF DOCUMENTS BY REFERENCE**

The following information is incorporated by reference from Penn Treaty's Annual Report on Form 10-K/A for the fiscal year ended December 31, 2001 (File No. 001-14681): Financial Statements and Notes to Consolidated Financial Statements at pages [F-1 to F-30]; Our Selected Financial Data at pages [31 to 33]; Management's Discussion and Analysis of Financial Condition and Results of Operations at pages [34 to 47]; Quantitative and Qualitative Disclosures About Market Risk at pages [47 to 48]; and Changes in and Disagreements With Accountants on Accounting and Financial Disclosure at page [48]. The following information is incorporated by reference from Penn Treaty's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2002 (File No. 001-14681): Financial Statements and Notes to Consolidated Financial Statements at pages 2 to 10; Management's Discussion and Analysis of Financial Condition and Results of Operations at pages 11 to 23; and Quantitative and Qualitative Disclosures About Market Risk at pages 23 to 24. The following information is incorporated by reference from Penn Treaty's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2002 (File No. 001-14681): Financial Statements and Notes to Consolidated Financial Statements at pages 2 to 12; Management's Discussion and Analysis of Financial Condition and Results of Operations at pages 13 to 30; and Quantitative and Qualitative Disclosures About Market Risk at pages 30 to 31. The following information is incorporated by reference from Penn Treaty's Quarterly Report on Form 10-Q/A for the fiscal quarter ended September 30, 2002 (File No. 001-14681): Financial Statements and Notes to Consolidated Financial Statements at pages [2 to 18]; Management's Discussion and Analysis of Financial Condition and Results of Operations at pages [18 to 32]; and Quantitative and Qualitative Disclosures About Market Risk at pages [32 to 33].

**OTHER MATTERS**

At the date of this Proxy Statement, the only business that the Board of Directors intends to present or knows that others will present at the Special Meeting is that which is presented above. If any other matter or matters are properly brought before the Special Meeting, or any adjournment or postponement, it is the intention of the persons named in the accompanying proxy card to vote proxies on such matters in accordance with their judgment.

By Order of the Board of Directors,

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Sandra A. Kotsch, Secretary

Allentown, Pennsylvania  
February , 2003

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**REVOCABLE PROXY**

**PENN TREATY AMERICAN CORPORATION SPECIAL MEETING  
OF SHAREHOLDERS**

This Proxy is solicited on Behalf of the Board of Directors. A.J. Carden and Irving Levit, each with the power of substitution and with all the powers and discretion the undersigned would have if personally present, are hereby appointed the Proxy Agents to represent the undersigned at the Special Meeting of Shareholders of Penn Treaty American Corporation ("Penn Treaty") to be held at 9:30 a.m., prevailing local time at the Brookside Country Club, 901 Willow Lane, Macungie, Pennsylvania on March 28, 2003 (the "Special Meeting"), including any adjournments and postponements thereof, and to vote all shares of stock of Penn Treaty which the undersigned is entitled to vote on all matters that properly come before the Special Meeting, subject to any directions indicated in the boxes below. Indicate your vote by placing an (X) in the appropriate box.

1. Proposal to approve an amendment to Penn Treaty's Restated Articles of Incorporation, as amended, to increase the aggregate number of authorized shares of Common Stock, par value \$.10 a share, from 40 million shares to 150 million shares:

FOR       AGAINST       ABSTAIN

2. Proposal to ratify and approve the issuance of \$63,343,000 principal amount of 6<sup>1</sup>/<sub>4</sub>% Convertible Subordinated Notes due 2008 (the "Exchange Notes") and underlying shares of Common Stock:

FOR       AGAINST       ABSTAIN

3. Proposal to ratify and approve the issuance of up to \$45,000,000 principal amount of 6<sup>1</sup>/<sub>4</sub>% Convertible Subordinated Notes due 2008 (the "Rights Notes") and underlying shares of Common Stock:

FOR       AGAINST       ABSTAIN

4. In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the Special Meeting or any adjournment(s) or postponement(s) thereof.

FOR       AGAINST       ABSTAIN

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**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS, WHICH RECOMMENDS A VOTE "FOR" APPROVAL TO THE AMENDMENT TO PENN TREATY'S RESTATED ARTICLES OF INCORPORATION, A VOTE "FOR" RATIFICATION AND APPROVAL OF ISSUANCE OF THE EXCHANGE NOTES AND A VOTE "FOR" RATIFICATION AND APPROVAL OF ISSUANCE OF THE RIGHTS NOTES.**

**SHARES REPRESENTED BY ALL PROPERLY EXECUTED PROXIES WILL BE VOTED AT THE SPECIAL MEETING IN THE MANNER SPECIFIED. IF PROPERLY EXECUTED AND RETURNED, AND NO SPECIFICATION IS MADE, VOTES WILL BE CAST "FOR" ALL ITEMS ON THE PROXY.** Receipt of the Notice of the Special Meeting of Shareholders and the Proxy Statement dated February , 2003 is hereby acknowledged.

IMPORTANT: When signing as attorney, executor, administrator, trustee or guardian, please give your full title as such. In the case of JOINT HOLDERS, all should sign.

Dated: , 2003

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(Signature)

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(Signature)

PLEASE ACT PROMPTLY. SIGN, DATE & MAIL YOUR PROXY CARD TODAY.

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#### QuickLinks

[PENN TREATY AMERICAN CORPORATION 3440 Lehigh Street Allentown, PA 18103 \(610\) 965-2222](#)

[NOTICE OF SPECIAL MEETING OF SHAREHOLDERS To be held March 28, 2003](#)

[PROXY STATEMENT SPECIAL MEETING OF SHAREHOLDERS to be held March 28, 2003](#)

[INTRODUCTORY STATEMENT](#)

[THE SPECIAL MEETING](#)

[PROPOSAL I AMENDMENT TO PENN TREATY'S RESTATED ARTICLES OF INCORPORATION, AS AMENDED](#)

[PROPOSAL II RATIFICATION AND APPROVAL OF ISSUANCE OF EXCHANGE NOTES AND UNDERLYING SHARES OF COMMON STOCK](#)

[PROPOSAL III RATIFICATION AND APPROVAL OF ISSUANCE OF RIGHTS NOTES AND UNDERLYING SHARES OF COMMON STOCK](#)

[PRINCIPAL SHAREHOLDERS](#)

[INDEPENDENT AUDITORS](#)

[HOUSEHOLDING OF SPECIAL MEETING MATERIALS](#)

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[REVOCABLE PROXY PENN TREATY AMERICAN CORPORATION SPECIAL MEETING OF SHAREHOLDERS](#)