

ALLIANCEBERNSTEIN HOLDING L.P.

Form 8-K

December 13, 2006

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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 11, 2006

**ALLIANCEBERNSTEIN HOLDING L.P.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

001-09818  
(Commission File Number)

13-3434400  
(I.R.S. Employer Identification  
Number)

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

10105  
(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))



**Section 7.**

**Regulation FD**

Item 7.01.

**Regulation FD Disclosure.**

AllianceBernstein Holding L.P. is furnishing a news release issued on December 11, 2006, in which it announced AllianceBernstein L.P.'s preliminary assets under management as of November 30, 2006 ("News Release"). The News Release is attached hereto as Exhibit 99.33.

**Section 9.**

**Financial Statements and Exhibits**

Item 9.01.

**Financial Statements and Exhibits.**

(d)

Exhibits.

99.33

News Release.

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**SIGNATURES**

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 12, 2006

By:

/s/ Robert H. Joseph, Jr.  
Robert H. Joseph, Jr.  
Senior Vice President and  
Chief Financial Officer

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