

ALLIANCE CAPITAL MANAGEMENT HOLDING LP  
 Form 8-K  
 March 15, 2005

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):

March 15, 2005

ALLIANCE CAPITAL MANAGEMENT HOLDING L.P.

(Exact name of registrant as specified in its charter)

Delaware		001-09818		13-3434400
(State or other jurisdiction of incorporation or organization)		(Commission File Number)		(I.R.S. Employer Identification Number)
1345 Avenue of the Americas, New York, New York				10105
(Address of principal executive offices)				(Zip Code)
Registrant's telephone number, including area code:				<u>212-969-1000</u>

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)

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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 1. Registrant's Business and Operations**

Item 1.01. Entry into a Material Definitive Agreement.

Not applicable.

Item 1.02. Termination of a Material Definitive Agreement.

Not applicable.

Item 1.03. Bankruptcy or Receivership.

Not applicable.

**Section 2. Financial Information**

Item 2.01. Completion of Acquisition or Disposition of Assets.

Not applicable.

Item 2.02. Results of Operations and Financial Condition.

Alliance Capital Management Holding L.P. ( Alliance Holding ) is furnishing a News Release it issued on March 15, 2005, in which it announced the commencement of settlement discussions with the National Association of Securities Dealers, Inc. ( NASD ) concerning directed brokerage commissions. Alliance Capital Management L.P. ( Alliance Capital ) recorded a \$5 million charge against 2004 earnings in connection with the anticipated settlement. The News Release is attached hereto as Exhibit 99.07.

Item 2.03.        Creation of a Direct Financial Obligation or  
an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

Not applicable.

Item 2.04.        Triggering Events that Accelerate or Increase a Direct Financial Obligation or  
an Obligation under an Off-Balance Sheet Arrangement.

Not applicable.

Item 2.05.        Costs Associated with Exit or Disposal Activities.

Not applicable.

Item 2.06. Material Impairments.

Not applicable.

**Section 3. Securities and Trading Markets**

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

Not applicable.

Item 3.02. Unregistered Sales of Equity Securities.

Not applicable.

Item 3.03. Material Modification to Rights of Security Holders.

Not applicable.

**Section 4. Matters Relating to Accountants and Financial Statements**

Item 4.01. Changes in Registrant's Certifying Accountant.

Not applicable.

Item 4.02. Non-Reliance on Previously Issued Financial Statements or

a Related Audit Report or Completed Interim Review.

Not applicable.

**Section 5. Corporate Governance and Management**

Item 5.01. Changes in Control of Registrant.

Not applicable.

Item 5.02. Departure of Directors or Principal Officers;

Election of Directors; Appointment of Principal Officers.

Not applicable.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year.

Not applicable.

Item 5.04. Temporary Suspension of Trading under Registrant's Employee Benefit Plans.

Not applicable.

Item 5.05. Amendments to Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.

Not applicable.

**Section 6. [Reserved]**

**Section 7. Regulation FD**

Item 7.01. Regulation FD Disclosure.

Alliance Holding is furnishing a News Release it issued on March 15, 2005, in which it announced the commencement of settlement discussions with the NASD concerning directed brokerage commissions. Alliance Capital recorded a \$5 million charge against 2004 earnings in connection with the anticipated settlement. The News Release is attached hereto as Exhibit 99.07.

**Section 8. Other Events**

Item 8.01. Other Events.

Not applicable.

**Section 9. Financial Statements and Exhibits**

Item 9.01. Financial Statements and Exhibits.

(a) Financial statements of businesses acquired.

None.

(b) Pro forma financial information.

None.

(c) Exhibits.

99.07 Alliance Holding is furnishing the News Release it issued on March 15, 2005.



**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.

ALLIANCE CAPITAL MANAGEMENT HOLDING L.P.

Dated: March 15, 2005

By: Alliance Capital Management  
Corporation, General Partner

By: /s/ Adam R. Spilka  
Adam R. Spilka  
Senior Vice President,  
Counsel and Secretary