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ALLIANCE CAPITAL MANAGEMENT HOLDING LP
Form S-8 POS
June 27, 2005

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON _____, 200_

REGISTRATION NO. 33-52387

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ALLIANCE CAPITAL MANAGEMENT HOLDING L.P.
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
State or Other Jurisdiction of
Incorporation or Organization)

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

1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105
(212) 969-1000

(Address, Including Zip Code, and Telephone Number, Including Area Code, of
Registrant's Principal Executive Offices)

PROFIT SHARING PLAN FOR EMPLOYEES OF
ALLIANCE CAPITAL MANAGEMENT L.P.

(FULL TITLE OF THE PLANS)

LAURENCE E. CRANCH, ESQ.
ALLIANCE CAPITAL MANAGEMENT L.P.
1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105
(212) 969-1000

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code,
of Agent For Service)

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DEREGISTRATION OF SECURITIES

On July 13, 1994, Alliance Capital Management Holding L.P. (formerly known as Alliance Capital Management L.P., "Alliance") filed a registration statement on Form S-8, Registration No. 33-52387, for the purpose of registering 2,000,000

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Units Representing Assignments of Beneficial Ownership of Limited Partnership Interests in Alliance ("Units") to be issued under the Profit Sharing Plan For Employees of Alliance Capital Management L.P. (the "Plan"). Alliance is filing this Post-Effective Amendment No. 1 to that registration statement to deregister 2,978,700 (after giving effect to a Unit split that occurred since the filing of the initial Registration Statement) unsold Units covered by such registration statement as of the date hereof. Effective July 1, 2004, the Plan ceased holding, and permitting investment in, Units.

ITEM 8. EXHIBITS.

The following is a complete list of exhibits filed as part of this Post-Effective Amendment No. 1 to Registration No. 33-52387:

EXHIBIT NO.

24 Powers-of-Attorney

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE 1933 ACT, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-8 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF NEW YORK, STATE OF NEW YORK, ON THIS 27th DAY OF JUNE, 2005.

ALLIANCE CAPITAL MANAGEMENT HOLDING L.P.
By: Alliance Capital Management Corporation,
General Partner

By: /s/ Robert H. Joseph, Jr.

Name: Robert H. Joseph, Jr.
Title: Senior Vice President and
Chief Financial Officer

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED ON THE 27th DAY OF JUNE, 2005 BY THE FOLLOWING PERSONS IN THEIR CAPACITIES AS DIRECTORS AND OFFICERS OF ALLIANCE CAPITAL MANAGEMENT CORPORATION, THE GENERAL PARTNER OF THE REGISTRANT.

SIGNATURE

TITLE

/s/ Lewis A. Sanders

Chairman of the Board and
Chief Executive Officer
(Principal Executive Officer)

Lewis A. Sanders

/s/ Robert H. Joseph, Jr.

Senior Vice President and
Chief Financial Officer
(Principal Financial Officer)

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Peter J. Tobin

*

Director

Stanley B. Tulin

*By: /s/ Laurence E. Cranch

Laurence E. Cranch, Esq., Attorney-in-fact

INDEX TO EXHIBITS

The following is a complete list of exhibits filed as part of this
Registration Statement:

EXHIBIT NO.	EXHIBIT
24	Powers-of-Attorney