

SS&C Technologies Holdings Inc  
Form 424B3  
July 19, 2012  
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Filed pursuant to Rule 424(b)(3)  
Registration No. 333-182722

**PROSPECTUS SUPPLEMENT**

To Prospectus dated July 17, 2012

**7,000,000 Shares**  
**SS&C Technologies Holdings, Inc.**  
**Common Stock**

This prospectus supplement relates to the shares of common stock of SS&C Technologies Holdings, Inc. being sold by investment funds affiliated with The Carlyle Group (which we refer to in this prospectus supplement as "Carlyle" or the "selling stockholder"). We will not receive any proceeds from the sale of the shares. You should read this prospectus supplement and any applicable prospectus before you invest.

Our common stock is traded on The NASDAQ Global Select Market under the symbol "SSNC". On July 16, 2012, the closing sale price of the common stock on NASDAQ was \$26.08 per share.

**Investing in our common stock involves a high degree of risk. See "Risk Factors" beginning on page S-4.**

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

Citigroup will purchase the shares from the selling stockholder at the price of \$24.61 per share, resulting in aggregate proceeds of \$172,270,000 to the selling stockholder. The shares may be offered by the underwriter from time to time to purchasers directly or through agents, or through brokers in brokerage transactions on the Nasdaq Global Market, or to dealers in negotiated transactions or in a combination of such methods of sale, at a fixed price or prices, which may be changed, or at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices.

Citigroup expects to deliver the shares against payment in New York, New York on or about July 23, 2012.

# Citigroup

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We are responsible for the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus and in any free-writing prospectus we prepare or authorize. We have not authorized anyone to provide you with different information, and we take no responsibility for any other information others may give you. We are not, and the underwriter is not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained in or incorporated by reference into this prospectus supplement or the accompanying prospectus is accurate as of any date other than its date.

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

On July 17, 2012, we filed with the Securities and Exchange Commission, or SEC, a registration statement on Form S-3 (File No. 333-182722) utilizing a shelf registration process relating to the securities described in this prospectus supplement, which became effective upon filing. Under this shelf registration process, the selling stockholder named in a prospectus supplement may, from time to time, offer and sell our common stock in one or more offerings or resales.

We are providing information to you about this offering in two separate documents: (1) this prospectus supplement, which describes the specific details regarding this offering; and (2) the accompanying prospectus, which provides general information, some of which may not apply to this offering. Generally, when we refer to this prospectus, we are referring to both documents combined. To the extent information in this prospectus supplement is inconsistent with the accompanying prospectus, this prospectus supplement supersedes such information.

The rules of the SEC allow us to incorporate by reference information into this prospectus supplement. This information incorporated by reference is considered to be a part of this prospectus supplement, and information that we file later with the SEC, to the extent incorporated by reference, will automatically update and supersede this information. See Incorporation of Certain Documents by Reference. You should read both this prospectus supplement and the accompanying prospectus together with additional information described under the heading Where You Can Find More Information before investing in our common stock.

We have not authorized any dealer, salesman or other person to give any information or to make any representation other than those contained or incorporated by reference in this prospectus supplement, the accompanying prospectus, or any free writing prospectus prepared by us or any other information to which we have expressly referred you. You must not rely upon any information or representation not contained or incorporated by reference in this prospectus supplement or the accompanying prospectus. This prospectus supplement and the accompanying prospectus do not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.

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You should not assume that the information contained in this prospectus supplement and the accompanying prospectus or any free writing prospectus prepared by us is accurate on any date subsequent to the date set forth on the front of the document or that any information we have incorporated by reference is correct on any date

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subsequent to the date of the document incorporated by reference, even though this prospectus supplement and the accompanying prospectus is delivered or securities are sold on a later date. Our business, financial condition and results of operations may have changed materially since those dates.

Unless the context otherwise requires, in this prospectus supplement, (1) SS&C Holdings means SS&C Technologies Holdings, Inc., our top-level holding company, (2) SS&C means SS&C Technologies, Inc., our primary operating company and a direct wholly owned subsidiary of SS&C Holdings, (3) we, us and our mean SS&C Holdings and its consolidated subsidiaries, including SS&C, and (4) references to our common stock include both shares of our common stock and shares of our Class A non-voting common stock.

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**PROSPECTUS SUPPLEMENT SUMMARY**

*This summary highlights important features of this offering and the information included or incorporated by reference in this prospectus supplement and the accompanying prospectus. This summary does not contain all of the information that you should consider before investing in our common stock. You should read carefully the entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference, especially the risks of investing in our common stock discussed under Risk Factors.*

***SS&C Technologies Holdings, Inc.***

***Overview***

We are a leading provider of mission-critical, sophisticated software products and software-enabled services that allow financial services providers to automate complex business processes and effectively manage their information processing requirements. Our portfolio of software products and rapidly deployable software-enabled services allows our clients to automate and integrate front-office functions such as trading and modeling, middle-office functions such as portfolio management and reporting, and back-office functions such as accounting, performance measurement, reconciliation, reporting, processing and clearing. Our solutions enable our clients to focus on core operations, better monitor and manage investment performance and risk, improve operating efficiency and reduce operating costs. We provide our solutions globally to more than 5,000 clients, principally within the institutional asset management, alternative investment management and financial institutions vertical markets. In addition, our clients include commercial lenders, corporate treasury groups, insurance and pension funds, municipal finance groups and real estate property managers.

Our principal executive offices are located at 80 Lambertson Road, Windsor, Connecticut 06095, our telephone number at that address is (860) 298-4500 and our Internet address is <http://www.ssctech.com>. The information contained on, or accessible through, our website is not incorporated by reference into, and should not be considered a part of, this prospectus supplement.

***Recent Developments***

On May 31, 2012, we acquired GlobeOp Financial Services S.A., a Luxembourg société anonyme, or GlobeOp, for £4.85 per share (approximately £572 million in the aggregate). On July 9, 2012, we completed a squeeze-out procedure under Luxembourg law, after the completion of which we became the owner of 100% of the issued share capital of GlobeOp.

***About GlobeOp.*** GlobeOp is a financial administrator specializing in middle and back office services and integrated risk reporting to hedge funds, managed accounts and fund of funds. GlobeOp also provides expertise to asset management firms and other sectors, including family wealth offices, insurance companies, pension plans, corporate treasuries and private/regional banks. GlobeOp offers a wide spectrum of specialized, integrated web-based financial products to the financial services industry through three categories of services: Middle and Back Office/Fund Administration (MBA); Transaction Solutions; and Risk Analysis and Reporting.

***Middle and Back Office/Fund Administration (MBA).*** MBA services interact with those primarily provided by prime brokers to facilitate trade processing and related trade data acquisition and processing for clients. MBA supports many post-trade activities, from trade entry through accounting, on a highly automated basis. Due to its scale, technology and expertise, GlobeOp is able to provide faster, more reliable and less expensive MBA services than hedge fund managers could achieve on their own. In 2011, approximately 92% of GlobeOp's revenues were generated from its MBA services.

***Transaction Solutions.*** Transaction Solutions, such as GlobeOp's GoOT<sup>™</sup> and Independent Valuation Services products, drive business opportunities that target an emerging client base of traditional asset managers, long/short equity funds, mutual funds, regional and custodial banking institutions, pension funds, endowments and insurance companies.

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***Risk Analysis and Reporting.*** Risk Analysis and Reporting Services, designed for both fund managers and investors, are based on leading-edge analytics and delivered via a full Application Service Provider platform. For MBA clients, the service is fully integrated with the GlobeOp platform to ensure position data integrity; services are also available on a stand-alone basis. Extensive metrics, analytics and report customization are possible.

GlobeOp was incorporated on January 22, 2000. Prior to our acquisition of GlobeOp, GlobeOp was serving approximately 200 clients from its 11 offices in 5 countries with over 2,300 employees. Its assets under administration were approximately \$187 billion as of March 31, 2012. We plan to grant options to purchase an aggregate of approximately 1.0 to 1.5 million shares of our common stock to our current employees who were employed by GlobeOp prior to our acquisition of GlobeOp.

### ***About SS&C Holdings***

As a result of our GlobeOp acquisition, we are one of the market's leading fund service providers with the ability to provide complete lifecycle capabilities for hedge funds, fund of funds, private equity and managed account managers. We provide a comprehensive array of product offerings and complementary services under a single platform. As a result of our GlobeOp acquisition, we:

are one of the largest hedge fund administrators in the world based on assets under administration;

have a substantial base across a number of fund strategies, including fixed income, volatility and active trading;

provide multiple offerings, including derivatives processing, valuations agent, securitized bank loans processing, managed services and business process outsourcing, on a stand-alone basis to institutional clients;

have added GlobeOp's complementary middle-office offerings to SS&C's core portfolio of accounting and management products and tax services for hedge funds, fund of funds and private equity funds; and

have strong cloud-based computing, mobility and sophisticated portal capabilities, backed by a combined development organization of approximately 500 individuals and 3,000 fund services personnel.

After giving effect to the GlobeOp acquisition and our May 10, 2012 acquisition of the PORTIA business from Thomson Reuters, as of June 30, 2012, we had more than 3,800 employees operating in 43 offices including New York, Boston, Chicago, London, Amsterdam, Hong Kong, Kuala Lumpur, Singapore, Sydney, Bangalore and Mumbai. We service funds with \$424 billion in assets under administration.

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**THE OFFERING**

Common stock offered by the selling	
stockholder	7,000,000 shares
Common stock to be outstanding after	
this offering	78,451,723 shares(1)
Common stock to be owned by the	
selling stockholder after the offering	21,469,799 shares
Selling stockholder	Investment funds affiliated with Carlyle. For more information, see the section of this prospectus supplement entitled <i>Selling Stockholder</i> .
Use of Proceeds	We will not receive any proceeds from the sale of any shares of our common stock offered by the selling stockholder.
Risk Factors	See <i>Risk Factors</i> on page S-4 of this prospectus supplement and other information included in or incorporated by reference in this prospectus supplement and the accompanying prospectus, including the section entitled <i>Risk Factors</i> beginning on page 23 of our annual report on Form 10-K for the year ended December 31, 2011, and Exhibit 99.2 to our current report on Form 8-K filed with the SEC on June 27, 2012 for a discussion of factors you should carefully consider before deciding to invest in our common stock.
NASDAQ Global Select Market Symbol	SSNC

(1) Based on the number of shares outstanding as of July 16, 2012.



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Investing in our common stock involves a high degree of risk. You should carefully consider the specific risks set forth under the caption "Risk Factors" in any of our filings with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), which are incorporated by reference herein, before making an investment decision. For more information, see "Where You Can Find More Information."

**SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION**

This prospectus supplement and any accompanying prospectus include and incorporate forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Exchange Act. The words "believes," "anticipates," "plans," "expects," "should" and similar expressions are intended to identify forward-looking statements. The important factors included in this prospectus supplement and any accompanying prospectus, particularly under the heading "Risk Factors," among others, could cause actual results to differ materially from those indicated by forward-looking statements. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments made herein and presented elsewhere by management from time to time. We do not undertake an obligation to update any forward-looking statements to reflect future events or circumstances.

**USE OF PROCEEDS**

All shares of our common stock offered by this prospectus supplement will be sold by the selling stockholder. We will not receive any of the proceeds from the sale of these shares.

**SELLING STOCKHOLDER**

The following table presents information concerning the beneficial ownership of the shares of our common stock by the selling stockholder assuming 78,451,723 shares of common stock outstanding as of July 16, 2012, which includes 7,000,000 shares to be sold by the selling stockholder in connection with this offering.

The information in the table below with respect to the selling stockholder has been obtained from the selling stockholder. When we refer to the selling stockholder in this prospectus supplement, we mean the selling stockholder listed in the table below as offering shares, as well as the pledgees, donees, assignees, transferees, successors and others who may hold any of the selling stockholder's interest.

	Shares beneficially owned prior to the offering		Shares Offered	Shares beneficially owned after the offering	
	Number	Percent		Number	Percentage
TC Group IV, L.P. (1)	28,469,799	36.29%	7,000,000	21,469,799	27.37%

(1) Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P. (collectively, the Carlyle Funds) are the record holders of 27,364,630 and 1,105,169 shares of our common stock, respectively. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the managing member of TC Group IV, L.L.C., which is the general partner of TC Group IV, L.P., which is the general partner of each of the Carlyle Funds. Accordingly, each of Carlyle Group Management L.L.C., The Carlyle Group L.P., Carlyle Holdings II GP L.L.C., Carlyle Holdings II L.P., TC Group Cayman Investment Holdings, L.P., TC Group Cayman Investment Holdings Sub L.P., TC Group IV, L.L.C. and TC Group IV, L.P. (collectively, the Carlyle Entities) may be deemed to share beneficial ownership of the shares of our common stock owned of record by each of the Carlyle Funds. The business address of TC Group Cayman Investment Holdings, L.P. and TC Group Cayman Investment Holdings Sub L.P. is Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9002, Cayman Islands. The business address of each of the other Carlyle Entities and the Carlyle Funds is c/o The Carlyle Group, 1001 Pennsylvania Avenue, N.W., Suite 220 South, Washington, D.C. 20004-2505.

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**UNDERWRITING**

Citigroup Global Markets Inc. is acting as sole book-running manager of the offering. Subject to the terms and conditions stated in the underwriting agreement dated the date of this prospectus supplement, the underwriter named below has agreed to purchase and the selling stockholder has agreed to sell to that underwriter, the number of shares set forth opposite the underwriter's name.

<b>Underwriter</b>	<b>Number of Shares</b>
Citigroup Global Markets Inc.	7,000,000
Total	7,000,000

The underwriting agreement provides that the obligations of the underwriter to purchase the shares included in this offering are subject to approval of legal matters by counsel and to other conditions. The underwriter is obligated to purchase all the shares if it purchases any of the shares.

We and the selling stockholder have agreed that, without the prior written consent of the underwriter, we and it will not, during the period ending 60 days after the date of this prospectus supplement:

offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of, directly or indirectly, any shares of our common stock or any securities convertible into or exercisable or exchangeable for common stock; or

enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of our common stock,

whether any transaction described above is to be settled by delivery of our common stock or such other securities, in cash or otherwise. In addition, we and each such person agrees that, without the prior written consent of the underwriter, it will not, during the period ending 60 days after the date of this prospectus supplement, make any demand for, or exercise any right with respect to, the registration of any shares of common stock or any security convertible into or exercisable or exchangeable for common stock, other than with respect to this offering.

The restrictions described in the immediately preceding paragraph do not apply to:

the sale of shares to the underwriter;

transactions by any person other than us relating to shares of common stock or other securities acquired in open market transactions after the completion of the offering of the shares;

transfers of shares of common stock or any security convertible into our common stock as a bona fide gift;

transfers to family members or to trusts for the benefit of the stockholder or family members of the stockholder, in each case, for estate planning purposes;

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distributions of shares of common stock or any security convertible into or exercisable for common stock to partners, members or equityholders of the stockholder;

a stockholder's entry into, or amendment of, a written trading plan designed to comply with Rule 10b5-1 under the Exchange Act, provided that no sales are made pursuant to such trading plan during the restricted period and that the establishment of such plan will not result in any public filing or other public announcement of such plan by the locked-up party or us during the restricted period;

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the exercise of an option to purchase shares of common stock granted under a stock incentive plan or stock purchase plan described in this prospectus or the acceptance of restricted stock awards from us and the disposition of shares of restricted stock to us pursuant to the terms of such plan; or

the issuance by us of shares or options to purchase shares of common stock pursuant to our equity plans disclosed in the prospectus. The shares may be offered by the underwriter from time to time to purchasers directly or through agents, or through brokers in brokerage transaction on the Nasdaq Global Select Market, or to dealers in negotiated transactions or in a combination of such methods of sale, at a fixed price or prices, which may be changed, or at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices. The difference between the price, at which the underwriter purchases shares from the selling stockholder and the price at which the underwriter resells such shares may be deemed underwriting compensation.

We will pay all of the expenses of the offering, excluding any underwriting discounts and commissions of the selling stockholder. We estimate that our total expenses with respect to the offering, excluding underwriting discounts and commissions, will be approximately \$531,451.

In connection with the offering, the underwriter may purchase and sell shares in the open market. Purchases and sales in the open market may include short sales, purchases to cover short positions, and stabilizing purchases.

Purchases to cover short positions and stabilizing purchases, as well as other purchases by the underwriter for their own accounts, may have the effect of preventing or retarding a decline in the market price of the shares. The underwriter may also cause the price of the shares to be higher than the price that would otherwise exist in the open market in the absence of these transactions. The underwriter may conduct these transactions on the Nasdaq Global Market, in the over-the-counter market or otherwise. If the underwriter commences any of these transactions, it may discontinue them at any time.

The underwriter has advised us that, pursuant to Regulation M of the Securities Act of 1933, it may also engage in other activities that stabilize, maintain or otherwise affect the price of the common stock, including the imposition of penalty bids.

These activities may have the effect of raising or maintaining the market price of the common stock or preventing or retarding a decline in the market price of the common stock, and, as a result, the price of the common stock may be higher than the price that otherwise might exist in the open market. If the underwriter commences these activities, it may discontinue them at any time. The underwriter may carry out these transactions on The NASDAQ Global Select Market, in the over-the-counter market or otherwise under the symbol SSNC.

Other than in the United States, no action has been taken by us or the underwriter that would permit a public offering of the securities offered by this prospectus supplement in any jurisdiction where action for that purpose is required. The securities offered by this prospectus supplement may not be offered or sold, directly or indirectly, nor may this prospectus supplement or any other offering material or advertisements in connection with the offer and sale of any such securities be distributed or published in any jurisdiction, except under circumstances that will result in compliance with the applicable rules and regulations of that jurisdiction. Persons into whose possession this prospectus supplement comes are advised to inform themselves about and to observe any restrictions relating to the offering and the distribution of this prospectus supplement. This prospectus supplement does not constitute an offer to sell or a solicitation of an offer to buy any securities offered by this prospectus supplement in any jurisdiction in which such an offer or a solicitation is unlawful.

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The underwriter is a full service financial institution engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities. The underwriter and its affiliates have in the past performed commercial banking, investment banking and advisory services for us from time to time for which they have received customary fees and reimbursement of expenses and may, from time to time, engage in transactions with and perform services for us in the ordinary course of their business for which they may receive customary fees and reimbursement of expenses. In the ordinary course of their various business activities, the underwriter and its affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (which may include bank loans and/or credit default swaps) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve our securities and instruments. In addition, affiliates of the underwriter are lenders, and in some cases agents or managers for the lenders, under our credit facility.

We, the selling stockholder and the underwriter have agreed to indemnify each other against certain liabilities, including liabilities under the Securities Act.

### **Notice to Prospective Investors in the European Economic Area**

In relation to each member state of the European Economic Area that has implemented the Prospectus Directive (each, a relevant member state), with effect from and including the date on which the Prospectus Directive is implemented in that relevant member state (the relevant implementation date), an offer of shares described in this prospectus supplement may not be made to the public in that relevant member state other than:

to any legal entity which is a qualified investor as defined in the Prospectus Directive;

to fewer than 100 or, if the relevant member state has implemented the relevant provision of the 2010 PD Amending Directive, 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by us for any such offer; or

in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of shares shall require us or any underwriter to publish a prospectus pursuant to Article 3 of the Prospectus Directive.

For purposes of this provision, the expression an offer of securities to the public in any relevant member state means the communication in any form and by any means of sufficient information on the terms of the offer and the shares to be offered so as to enable an investor to decide to purchase or subscribe for the shares, as the expression may be varied in that member state by any measure implementing the Prospectus Directive in that member state, and the expression Prospectus Directive means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the relevant member state) and includes any relevant implementing measure in the relevant member state. The expression 2010 PD Amending Directive means Directive 2010/73/EU.

The sellers of the shares have not authorized and do not authorize the making of any offer of shares through any financial intermediary on their behalf, other than offers made by the underwriter with a view to the final placement of the shares as contemplated in this prospectus supplement. Accordingly, no purchaser of the shares, other than the underwriter, is authorized to make any further offer of the shares on behalf of the sellers or the underwriter.

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### **Notice to Prospective Investors in the United Kingdom**

This prospectus supplement and the accompanying prospectus are only being distributed to, and is only directed at, persons in the United Kingdom that are qualified investors within the meaning of Article 2(1)(e) of the Prospectus Directive that are also (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the Order) or (ii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (each such person being referred to as a relevant person). This prospectus supplement and its contents are confidential and should not be distributed, published or reproduced (in whole or in part) or disclosed by recipients to any other persons in the United Kingdom. Any person in the United Kingdom that is not a relevant person should not act or rely on this document or any of its contents.

### **Notice to Prospective Investors in France**

Neither this prospectus supplement nor any other offering material relating to the shares described in this prospectus supplement has been submitted to the clearance procedures of the *Autorité des Marchés Financiers* or of the competent authority of another member state of the European Economic Area and notified to the *Autorité des Marchés Financiers*. The shares have not been offered or sold and will not be offered or sold, directly or indirectly, to the public in France. Neither this prospectus supplement nor any other offering material relating to the shares has been or will be:

released, issued, distributed or caused to be released, issued or distributed to the public in France; or

used in connection with any offer for subscription or sale of the shares to the public in France.

Such offers, sales and distributions will be made in France only:

to qualified investors (*investisseurs qualifiés*) and/or to a restricted circle of investors (*cercle restreint d investisseurs*), in each case investing for their own account, all as defined in, and in accordance with articles L.411-2, D.411-1, D.411-2, D.734-1, D.744-1, D.754-1 and D.764-1 of the French *Code monétaire et financier*;

to investment services providers authorized to engage in portfolio management on behalf of third parties; or

in a transaction that, in accordance with article L.411-2-II-1°-or-2°-or 3° of the French *Code monétaire et financier* and article 211-2 of the General Regulations (*Règlement Général*) of the *Autorité des Marchés Financiers*, does not constitute a public offer (*appel public à l'épargne*).

The shares may be resold directly or indirectly, only in compliance with articles L.411-1, L.411-2, L.412-1 and L.621-8 through L.621-8-3 of the French *Code monétaire et financier*.

### **Notice to Prospective Investors in Hong Kong**

The shares may not be offered or sold in Hong Kong by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap. 32, Laws of Hong Kong), or (ii) to professional investors within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a prospectus within the meaning of the Companies Ordinance (Cap. 32, Laws of Hong Kong) and no advertisement, invitation or document relating to the shares may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to shares which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.



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### **Notice to Prospective Investors in Japan**

The shares offered in this prospectus supplement have not been registered under the Securities and Exchange Law of Japan. The shares have not been offered or sold and will not be offered or sold, directly or indirectly, in Japan or to or for the account of any resident of Japan, except (i) pursuant to an exemption from the registration requirements of the Securities and Exchange Law and (ii) in compliance with any other applicable requirements of Japanese law.

### **Notice to Prospective Investors in Singapore**

This prospectus supplement has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus supplement and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the shares may not be circulated or distributed, nor may the shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the SFA), (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA, in each case subject to compliance with conditions set forth in the SFA.

Where the shares are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,  
shares, debentures and units of shares and debentures of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the shares pursuant to an offer made under Section 275 of the SFA except:

to an institutional investor (for corporations, under Section 274 of the SFA) or to a relevant person defined in Section 275(2) of the SFA, or to any person pursuant to an offer that is made on terms that such shares, debentures and units of shares and debentures of that corporation or such rights and interest in that trust are acquired at a consideration of not less than S\$200,000 (or its equivalent in a foreign currency) for each transaction, whether such amount is to be paid for in cash or by exchange of securities or other assets, and further for corporations, in accordance with the conditions specified in Section 275 of the SFA;

where no consideration is or will be given for the transfer; or

where the transfer is by operation of law.

### **LEGAL MATTERS**

The validity of the common stock offered by this prospectus supplement will be passed upon by Wilmer Cutler Pickering Hale and Dorr LLP, Boston, Massachusetts.

### **WHERE YOU CAN FIND MORE INFORMATION**

We file reports, proxy statements and other documents with the SEC. You may read and copy any document we file at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. You should call 1-800-SEC-0330 for more information on the public reference room. Our SEC filings are also available to you on the SEC's Internet site at <http://www.sec.gov>.





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This prospectus supplement is part of a registration statement that we filed with the SEC. The registration statement contains more information than this prospectus supplement regarding us and our common stock, including certain exhibits and schedules. You can obtain a copy of the registration statement from the SEC at the address listed above or from the SEC's Internet site.

### **INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE**

The SEC requires us to incorporate into this prospectus supplement information that we file with the SEC in other documents. This means that we can disclose important information to you by referring to other documents that contain that information. The information incorporated by reference is considered to be part of this prospectus supplement. Information contained in this prospectus supplement and information that we file with the SEC in the future and incorporate by reference in this prospectus supplement automatically updates and supersedes previously filed information. We incorporate by reference the documents listed below and any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus supplement and prior to the sale of all the shares covered by this prospectus supplement, in each case other than any documents or portions thereof that are furnished and not deemed filed with the SEC, including any information furnished pursuant to Item 2.02 or Item 7.01 of our Current Reports on Form 8-K or Form 8-K/A unless, and except to the extent, specified in such Current Report:

- (1) Our Annual Report on Form 10-K for the year ended December 31, 2011, as filed with the SEC on March 12, 2012;
- (2) Our Quarterly Report on Form 10-Q for the quarter ended March 31, 2012, as filed with the SEC on May 10, 2012;
- (3) Our Current Reports on Form 8-K and Form 8-K/A, as filed with the SEC on March 14, 2012, March 19, 2012, April 24, 2012, May 9, 2012, May 15, 2012, May 24, 2012, May 31, 2012, June 1, 2012, June 27, 2012 and July 17, 2012; and
- (4) The description of our common stock contained in our Registration Statement on Form 8-A dated March 23, 2010.

You should read the information relating to us in this prospectus supplement together with the information in the documents incorporated by reference. Nothing contained herein shall be deemed to incorporate information furnished to, but not filed with, the SEC.

You may request a copy of these documents, which will be provided to you at no cost, by writing or telephoning us using the following contact information:

SS&C Technologies Holdings, Inc.

80 Lamberton Road

Windsor, Connecticut 06095

Attention: Investor Relations

Telephone: (860) 298-4500

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**PROSPECTUS**

**SS&C Technologies Holdings, Inc.**  
**7,000,000 SHARES OF COMMON STOCK**

This prospectus relates to the resale from time to time of up to 7,000,000 shares of common stock (which we refer to as the shares ) of SS&C Technologies Holdings, Inc. by the selling stockholder identified in this prospectus. We will not receive any proceeds from the sale of the shares. You should read this prospectus and any applicable prospectus supplement before you invest.

We have agreed to bear all of the expenses incurred in connection with the registration of these shares. Investment funds affiliated with The Carlyle Group (which we refer to as Carlyle or the selling stockholder ) will pay or assume brokerage commissions and similar charges incurred for the sale of shares of our common stock.

The selling stockholder identified in this prospectus, or its pledgees, donees, transferees or other successors-in-interest, may offer the shares from time to time through public or private transactions at prevailing market prices, at prices related to prevailing market prices or at privately negotiated prices.

Our common stock is traded on The NASDAQ Global Select Market under the symbol SSNC. On July 16, 2012, the closing sale price of the common stock on NASDAQ was \$26.08 per share. You are urged to obtain current market quotations for the common stock.

**Investing in our common stock involves a high degree of risk. See Risk Factors beginning on page 3.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus is July 17, 2012.

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Our principal executive offices are located at 80 Lambertson Road, Windsor, Connecticut 06095, our telephone number at that address is (860) 298-4500 and our Internet address is <http://www.ssctech.com>. The information on our Internet website is not incorporated by reference in this prospectus, and you should not consider it to be a part of this document. Our website address is included as an inactive textual reference only.

Unless the context otherwise requires, in this prospectus, (1) **SS&C Holdings** means SS&C Technologies Holdings, Inc., our top-level holding company, (2) **SS&C** means SS&C Technologies, Inc., our primary operating company and a direct wholly owned subsidiary of SS&C Holdings, (3) **we, us and our** mean SS&C Holdings and its consolidated subsidiaries, including SS&C, and (4) references to our **common stock** include both shares of our common stock and shares of our Class A non-voting common stock.

This prospectus is a part of a registration statement that we filed with the Securities and Exchange Commission, or SEC, using a shelf registration process. Under this shelf registration process, the selling stockholder may sell shares of our common stock. This prospectus provides you with a general description of the securities the selling stockholder may offer. Each time the selling stockholder sells securities under this shelf registration statement, we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add, update or change information contained in this prospectus. You should read both this prospectus and any prospectus supplement together with additional information described under the heading **Where You Can Find More Information**.

We have not authorized any dealer, salesman or other person to give any information or to make any representation other than those contained or incorporated by reference in this prospectus and the accompanying supplement to this prospectus. You must not rely upon any information or representation not contained or incorporated by reference in this prospectus or the accompanying prospectus supplement. This prospectus and the accompanying supplement to this prospectus do not constitute an offer to sell or the solicitation of an offer to buy any securities other than the registered securities to which they relate, nor do this prospectus and the accompanying supplement to this prospectus constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. You should not assume that the information contained in this prospectus and the accompanying prospectus supplement is accurate on any date subsequent to the date set forth on the front of the document or that any information we have incorporated by reference is correct on any date subsequent to the date of the document incorporated by reference, even though this prospectus and any accompanying prospectus supplement is delivered or securities are sold on a later date.

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**PROSPECTUS SUMMARY**

*This summary highlights important features of this offering and the information included or incorporated by reference in this prospectus. This summary does not contain all of the information that you should consider before investing in our common stock. You should read the entire prospectus carefully, especially the risks of investing in our common stock discussed under Risk Factors.*

**SS&C Technologies Holdings, Inc.**

***Overview***

We are a leading provider of mission-critical, sophisticated software products and software-enabled services that allow financial services providers to automate complex business processes and effectively manage their information processing requirements. Our portfolio of software products and rapidly deployable software-enabled services allows our clients to automate and integrate front-office functions such as trading and modeling, middle-office functions such as portfolio management and reporting, and back-office functions such as accounting, performance measurement, reconciliation, reporting, processing and clearing. Our solutions enable our clients to focus on core operations, better monitor and manage investment performance and risk, improve operating efficiency and reduce operating costs. We provide our solutions globally to more than 5,000 clients, principally within the institutional asset management, alternative investment management and financial institutions vertical markets. In addition, our clients include commercial lenders, corporate treasury groups, insurance and pension funds, municipal finance groups and real estate property managers.

***Recent Developments***

On May 31, 2012, we acquired GlobeOp Financial Services S.A., a Luxembourg société anonyme, or GlobeOp, for £4.85 per share (approximately £572 million in the aggregate). On July 9, 2012, we completed a squeeze-out procedure under Luxembourg law, after the completion of which we became the owner of 100% of the issued share capital of GlobeOp.

***About GlobeOp***

GlobeOp is a financial administrator specializing in middle and back office services and integrated risk reporting to hedge funds, managed accounts and fund of funds. GlobeOp also provides expertise to asset management firms and other sectors, including family wealth offices, insurance companies, pension plans, corporate treasuries and private/regional banks. GlobeOp offers a wide spectrum of specialized, integrated web-based financial products to the financial services industry through three categories of services: Middle and Back Office/Fund Administration (MBA); Transaction Solutions; and Risk Analysis and Reporting.

*Middle and Back Office/Fund Administration (MBA).* MBA services interact with those primarily provided by prime brokers to facilitate trade processing and related trade data acquisition and processing for clients. MBA supports many post-trade activities, from trade entry through accounting, on a highly automated basis. Due to its scale, technology and expertise, GlobeOp is able to provide faster, more reliable and less expensive MBA services than hedge fund managers could achieve on their own. In 2011, approximately 92% of GlobeOp's revenues were generated from its MBA services.

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*Transaction Solutions.* Transaction Solutions, such as GlobeOp's GoOT<sup>™</sup> and Independent Valuation Services products, drive business opportunities that target an emerging client base of traditional asset managers, long/short equity funds, mutual funds, regional and custodial banking institutions, pension funds, endowments and insurance companies.

*Risk Analysis and Reporting.* Risk Analysis and Reporting Services, designed for both fund managers and investors, are based on leading-edge analytics and delivered via a full Application Service Provider platform. For MBA clients, the service is fully integrated with the GlobeOp platform to ensure position data integrity; services are also available on a stand-alone basis. Extensive metrics, analytics and report customization are possible.

GlobeOp was incorporated on January 22, 2000. Prior to our acquisition of GlobeOp, GlobeOp was serving approximately 200 clients from its 11 offices in 5 countries with over 2,300 employees. Its assets under administration were approximately \$187 billion as of March 31, 2012. We plan to grant options to purchase an aggregate of approximately 1.0 to 1.5 million shares of our common stock to our current employees who were employed by GlobeOp prior to our acquisition of GlobeOp.

### *About SS&C Holdings*

As a result of our GlobeOp acquisition, we are one of the market's leading fund service providers with the ability to provide complete lifecycle capabilities for hedge funds, fund of funds, private equity and managed account managers. We provide a comprehensive array of product offerings and complementary services under a single platform. As a result of our GlobeOp acquisition, we:

are one of the largest hedge fund administrators in the world based on assets under administration;

have a substantial base across a number of fund strategies, including fixed income, volatility and active trading;

provide multiple offerings, including derivatives processing, valuations agent, securitized bank loans processing, managed services and business process outsourcing, on a stand-alone basis to institutional clients;

have added GlobeOp's complementary middle-office offerings to SS&C's core portfolio of accounting and management products and tax services for hedge funds, fund of funds and private equity funds; and

have strong cloud-based computing, mobility and sophisticated portal capabilities, backed by a combined development organization of approximately 500 individuals and 3,000 fund services personnel.

After giving effect to the GlobeOp acquisition and our May 10, 2012 acquisition of the PORTIA business from Thomson Reuters, as of June 30, 2012, we had more than 3,800 employees operating in 43 offices including New York, Boston, Chicago, London, Amsterdam, Hong Kong, Kuala Lumpur, Singapore, Sydney, Bangalore and Mumbai. We service funds with \$424 billion in assets under administration.

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**RISK FACTORS**

Investing in our common stock involves a high degree of risk. You should carefully consider the following factors, in addition to the other risk factors set forth under the caption "Risk Factors" in the applicable prospectus supplement and under the caption "Risk Factors" in any of our filings with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") incorporated by reference herein, before making an investment decision. For more information, see "Where You Can Find More Information."

**Risks Relating to GlobeOp**

*As a result of our acquisition of GlobeOp, our business is more focused on the hedge fund industry, and we are subject to a greater extent to the variations and fluctuations of that industry.*

With the acquisition of GlobeOp, a higher percentage of our clients are hedge funds or funds of hedge funds. These clients and our business relating to them are affected by trends, developments and risks associated with the international hedge fund industry overall. The market environment for hedge funds has suffered significant turmoil in recent years, including substantial changes in global economies, stock market declines, credit crises, failures of financial institutions, government bail-out plans and new regulatory initiatives. These changes could significantly and adversely affect some or all of our clients, which could negatively affect our results and financial condition. In addition, market forces have negatively impacted liquidity for many of the financial instruments in which hedge fund clients trade which, in turn, could negatively impact our ability to access independent pricing sources for valuing those instruments.

*Our business is subject to evolving and continuing regulation.*

Our business is, and following the GlobeOp acquisition continues to be, subject to evolving and increasing regulation, and our relationships with our clients may subject us to increasing scrutiny from a number of regulators, including the Commodity Futures Trading Commission (CFTC), Federal Trade Commission (FTC), Cayman Islands Monetary Authority (CIMA), Commission de Surveillance du Secteur Financier (CSSF), Financial Industry Regulatory Authority (FINRA), Financial Services Authority (FSA), National Futures Association (NFA), the SEC and other agencies that regulate the financial services, hedge fund and hedge fund services industry in the United States, the United Kingdom and other jurisdictions in which we operate. These regulations may have the effect of limiting or curtailing our activities, including activities that might be profitable. As a result of the changes in the global economy and the turmoil in global financial markets in recent years, the risk of additional government regulation has increased.

The European Union's Alternative Investment Fund Managers Directive (AIFMD) and the United States' Dodd-Frank Wall Street Reform and Consumer Protection Act, among other initiatives, pose significant changes to the regulatory environment. The ramifications of these regulatory changes remain uncertain. If we fail to comply with any applicable laws, rules or regulations, we may be subject to censure, fines or other



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sanctions, including revocation of our licenses and/or registrations with various regulatory agencies, criminal penalties and civil lawsuits. Such a failure to comply with these laws, rules or regulations, or allegations of such noncompliance, could have a material adverse effect on our business, financial condition and results of operations and could cause the market price of our common stock to decline.

### **Risks Relating to the Integration of GlobeOp**

*Our acquisition of GlobeOp involves a number of integration risks. The occurrence of any of the events described in these risks could cause a material adverse effect on our business, financial position and results of operations and could cause the market price of our common stock to decline.*

Successful integration of GlobeOp is critical to our business and strategic plans. Integration may not be smooth or successful. If we are unable to successfully integrate GlobeOp into our business in an efficient and effective manner, or at all, we could fail to realize some or all of the anticipated benefits of the GlobeOp acquisition, such as increased revenue, cost savings, synergies and growth opportunities, within the anticipated time frame or at all. The integration process could disrupt our business, and a failure to successfully integrate the two businesses could have a material adverse effect on our business, financial condition and results of operations. In addition, the integration of two formerly unaffiliated companies could result in unanticipated problems, expenses, liabilities, competitive responses and diversion of management's attention and may cause the market price of our common stock to decline. The potential difficulties of integrating GlobeOp include, among others:

the inability to successfully integrate the operations, technologies, products, personnel and business systems of GlobeOp;

unanticipated issues in integrating information, communications and other systems;

maintaining employee morale and retaining key employees;

retaining customers of GlobeOp;

preserving important strategic and other relationships;

integrating legal and financial controls in multiple jurisdictions;

the diversion of management's attention from ongoing business concerns;

integrating geographically separate organizations;