SS&C Technologies Holdings Inc
Form DEF 14A
April 22, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the Registrant x Filed by a Party other than the Registrant ¨

Check the appropriate box:

o Preliminary Proxy Statement

¨ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to §240.14a-12

SS&C Technologies Holdings, Inc.
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if Other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

SS&C TECHNOLOGIES HOLDINGS, INC.

80 Lamberton Road

Windsor, Connecticut 06095

April 22, 2016

Dear Stockholder:

You are cordially invited to attend the 2016 Annual Meeting of Stockholders of SS&C Technologies Holdings, Inc. to be held at 9:00 a.m., local time, on Wednesday, May 25, 2016 at our offices located at 80 Lamberton Road, Windsor, Connecticut 06095.

At the 2016 annual meeting, you will be asked to (i) elect three Class III Directors to our Board of Directors for the ensuing three years; (ii) approve an amendment to our Amended and Restated Certificate of Incorporation to increase the number of authorized shares of our common stock from 200,000,000 to 400,000,000; (iii) approve our Amended and Restated 2014 Stock Incentive Plan; and (iv) ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm. The Board recommends that you vote for each of the director nominees nominated by our Board, that you approve the increase in our authorized common stock, that you approve our Amended and Restated 2014 Stock Incentive Plan, and that you ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm.

We hope you will be able to attend the 2016 annual meeting. Whether or not you plan to attend the 2016 annual meeting, it is important that your shares are represented. Therefore, we urge you to promptly vote your shares by completing, signing, dating and returning the enclosed proxy card in accordance with the instructions provided or by completing the voting instruction form provided to you by your bank, broker or other nominee.

Sincerely,

WILLIAM C. STONE
Chairman of the Board & Chief Executive Officer

YOUR VOTE IS IMPORTANT

We urge you to promptly vote your shares by completing, signing, dating and returning the enclosed proxy card or by completing the voting instruction form provided to you by your bank, broker or other nominee.

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SS&C TECHNOLOGIES HOLDINGS, INC.

80 Lamberton Road

Windsor, Connecticut 06095

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held on May 25, 2016

The 2016 Annual Meeting of Stockholders of SS&C Technologies Holdings, Inc. will be held on Wednesday, May 25, 2016 at 9:00 a.m., local time, at our offices located at 80 Lamberton Road, Windsor, Connecticut 06095, to consider and act upon the following matters:

1. To elect three Class III Directors to our Board of Directors, each to serve for a term ending at the 2019 annual meeting and until her/his successor has been duly elected and qualified;
2. To approve an amendment to our Amended and Restated Certificate of Incorporation to increase the number of authorized shares of our common stock from 200,000,000 to 400,000,000;
3. To approve our Amended and Restated 2014 Stock Incentive Plan;
4. To ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016; and
5. To transact such other business as may properly come before the 2016 annual meeting and any adjournment thereof.

Stockholders of record at the close of business on April 1, 2016, the record date for the 2016 annual meeting, are entitled to notice of and to vote at the meeting.

Your vote is important, regardless of the number of shares you own. Whether or not you plan to attend the 2016 annual meeting personally, we hope you will take the time to vote your shares. If you are a stockholder of record, you may vote by completing, signing, dating and returning the enclosed proxy card in the envelope provided. If your shares are held in "street name," meaning they are held for your account by a bank, broker or other nominee, you will receive instructions from the holder of record that you must follow for your shares to be voted. Even if you plan to attend the 2016 annual meeting, please vote now using one of the above methods. You can change your vote at the meeting if you choose to do so.

By Order of the Board of Directors,

PAUL G. IGOE
Senior Vice President, General Counsel & Secretary

Dated: April 22, 2016

SS&C TECHNOLOGIES HOLDINGS, INC.
80 Lamberton Road
Windsor, Connecticut 06095

Proxy Statement for the 2016 Annual Meeting of Stockholders

To Be Held on May 25, 2016

Our 2016 Annual Meeting of Stockholders will be held on Wednesday, May 25, 2016, at 9:00 a.m., local time, at our offices located at 80 Lamberton Road, Windsor, Connecticut 06095. For directions to our offices, please visit the 2016 annual meeting page on our website at http://www.ssctech.com/2016annualmeeting. If you have any questions about the 2016 annual meeting, please contact Paul G. Igoe, our Corporate Secretary, by telephone at (860) 298-4832 or by sending a written request for information addressed to Paul G. Igoe at our principal executive offices located at 80 Lamberton Road, Windsor, Connecticut 06095.

See the section of this proxy statement entitled "Information About the 2016 Annual Meeting" beginning on page 40 for details on the voting process and how to attend the 2016 annual meeting.

Information About this Proxy Statement

You have received this proxy statement because the Board of Directors of SS&C Technologies Holdings, Inc., which we refer to as SS&C Holdings, SS&C or the Company, is soliciting your proxy to vote your shares at the 2016 annual meeting and at any adjournment or postponement of the 2016 annual meeting. This proxy statement includes information we are required to provide to you under the rules of the Securities and Exchange Commission, or SEC, and is designed to assist you in voting your shares. Only stockholders of record at the close of business on April 1, 2016 are entitled to receive notice of, and to vote at, the 2016 annual meeting.

Important Notice Regarding Availability of
Proxy Materials for the 2016 Annual Meeting of Stockholders to be Held on May 25, 2016

We are first mailing this proxy statement and the accompanying proxy on or about April 22, 2016 to our stockholders of record as of April 1, 2016. We are also mailing our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 to such stockholders concurrently with this proxy statement. We will furnish copies of the exhibits to our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 upon written request of any stockholder and the payment of an appropriate processing fee. Please address all such requests to Investor Relations at 80 Lamberton Road, Windsor, Connecticut 06095.

This proxy statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 are available for viewing, printing and downloading at http://www.ssctech.com/2016annualmeeting. This proxy statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 are also available on the SEC's website at http://www.sec.gov.

2015 PERFORMANCE HIGHLIGHTS

We believe the Company's 2015 performance was exceptional, as evidenced by the following results:

- Our total shareholder return ("TSR")[1] for 2015 was 18% and our aggregate TSR for the period from January 1, 2013 to December 31, 2015 was 198%. For comparison purposes, the TSR for the NASDAQ Composite Total Return Index was 7% and 72% for the same periods.
- Our total revenues for 2015 were $1,000.3 million, as compared to 2014 total revenues of $767.9 million and 2013 total revenues of $712.7 million, an increase of 30% and 8%, respectively.
- Our Adjusted Consolidated EBITDA (discussed on pages 15 and 16) was $442.0 million, as compared to 2014 Adjusted Consolidated EBITDA of $320.1 million and 2013 Adjusted Consolidated EBITDA of $291.9 million, an increase of 38% and 10%, respectively.
- Our market capitalization grew by $1.8 billion during 2015, an increase of 37%.

[1] TSR is the change in the stock price over a given period plus dividends paid, divided by the stock price at the beginning of a period, expressed as a percentage.

- We acquired three businesses:
  (i) Advent Software, Inc. (“Advent”), a provider of global investment management software and services, for approximately $2.6 billion on July 8, 2015;
  (ii) Varden Technologies (“Varden”), a provider of cloud-based client and advisor communication solutions for investment firms, for approximately $25.3 million on September 1, 2015; and
  (iii) Primatics Financial (“Primatics”), a provider of a cloud-based integrated risk, compliance and finance solution for the banking industry, for approximately $127.6 million on November 16, 2015.

HIGHLIGHTS OF PROPOSALS BEING VOTED UPON

This summary highlights information that is relevant to certain proposals being voted on at the Annual Meeting. Additional discussion of these proposals is contained elsewhere in this proxy statement, which we encourage you to review in its entirety.

Proposal 1: Election of Directors.

The Board recommends that you vote “FOR” the election of our three Class III Directors whose terms expire at the 2016 annual meeting: Smita Conjeevaram, Michael E. Daniels and William C. Stone. Mr. Daniels currently serves as a member of our Nominating Committee. Mr. Stone currently serves as Chairman of our Board. See the section of this proxy statement entitled “Information Regarding Directors and Director Nominees” beginning on page 5 for additional discussion of our director nominees and their qualifications.

Proposal 2: Amendment to Our Amended and Restated Certificate of Incorporation.

The Board recommends that you vote “FOR” an amendment to our Amended and Restated Certificate of Incorporation (the “Certificate”) to increase the number of authorized shares of our common stock from 200,000,000 to 400,000,000. The Board has determined that additional authorized share capital is necessary to support a possible two-for-one stock split and to provide an available pool of authorized shares in the event of future equity issuances. See the section of this proxy statement entitled “Overview of the Amendment” beginning on page 26 for additional discussion of our share capital needs.

Proposal 3: SS&C’s Amended and Restated 2014 Stock Incentive Plan.

The Board recommends that you vote “FOR” our Amended and Restated 2014 Stock Incentive Plan to increase the available share pool authorized for issuance under the plan from 3,000,000 shares to 15,000,000. The Board has determined that additional equity plan shares are necessary to satisfy our equity award needs for the next few years, after taking into account the effect of equity awards granted to new employees acquired as a result of five acquisitions completed between December 2014 and March 2016. If the share pool available for equity grants is not increased, our future ability to issue equity-based awards will be limited, which could have significant negative consequences in our ability to recruit and retain senior employees. Upon approval of the Amended and Restated 2014 Stock Incentive Plan by stockholders, we will cease making any further grants under either of our other stock and equity incentive plans. See the section of this proxy statement entitled “Key Features of the Amended 2014 Plan” on page 28 for additional discussion of our Amended and Restated 2014 Stock Incentive Plan.

Proposal 4: Ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016.

The Audit Committee has appointed the firm of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016, which we refer to as fiscal 2016. This appointment is being presented to the stockholders for ratification at the 2016 annual meeting. We encourage you to vote “FOR” ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm.

PROPOSAL 1

ELECTION OF DIRECTORS

Our Certificate provides for a classified Board. This means our Board is divided into three classes, with each class having as nearly as possible an equal number of directors. The term of service of each class of directors is staggered so that the term of one class expires at each annual meeting of the stockholders.

Our Board currently consists of eight members, divided into three classes as follows:

- Class I is comprised of Normand A. Boulanger, David A. Varsano and Michael J. Zamkow, each with a term ending at the 2017 annual meeting;
- Class II is comprised of William A. Etherington and Jonathan E. Michael, each with a term ending at the 2018 annual meeting; and
- Class III is comprised of Smita Conjeevaram, Michael E. Daniels and William C. Stone, each with a term ending at the 2016 annual meeting.

At each annual meeting of stockholders, directors are elected for a full term of three years to succeed those directors whose term is expiring. Ms. Conjeevaram and Messrs. Daniels and Stone are current directors whose terms expire at the 2016 annual meeting. Each of these directors has been nominated by the Nominating Committee (and her/his nomination has been ratified by the Board) for re-election as a Class III director, with a term ending at the 2019 annual meeting.

Unless otherwise instructed in the proxy, all proxies will be voted “FOR” the election of each of the nominees identified above to a three-year term ending at the 2019 annual meeting, each such nominee to hold office until her/his successor has been duly elected and qualified. Stockholders who do not wish their shares to be voted for one or all of these three nominees may so indicate by striking out the name of such nominee(s) on the proxy card. Each of the nominees has indicated her/his willingness to serve on our Board, if elected. If any nominee should be unable to serve, the person acting under the proxy may vote the proxy for a substitute nominee designated by our Board. We do not contemplate that any of the three nominees will be unable to serve if elected.

A plurality of the shares of common stock present in person or represented by proxy at the 2016 annual meeting and entitled to vote is required to elect each nominee as a director.

Director’s Recommendation

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE “FOR” THE ELECTION OF SMITA CONJEEVARAM, MICHAEL E. DANIELS AND WILLIAM C. STONE.

BOARD OF DIRECTORS AND MANAGEMENT

Information Regarding Directors and Director Nominees

Our Certificate provides for the classification of our Board into three classes, each having as nearly an equal number of directors as possible. The terms of service of the three classes are staggered such that the term of one class expires each year.

Our Board currently consists of eight directors. Class I consists of Normand A. Boulanger, David A. Varsano and Michael J. Zamkow, each with a term ending at the 2017 annual meeting. Class II consists of William A. Etherington and Jonathan E. Michael, each with a term ending at the 2018 annual meeting. Class III consists of Smita Conjeevaram, Michael E. Daniels and William C. Stone, each with a term ending at the 2016 annual meeting. One class is elected each year and members of each class hold office for three-year terms. On November 19, 2015, the Board appointed Smita Conjeevaram as a Class III director to fill the vacancy created by the retirement of Allan M. Holt as a director. Ms. Conjeevaram was recommended to our Nominating Committee as a candidate by our Chairman. The retirement of Mr. Holt and his resignation as a director of the Company were not due to any disagreement with the Company's management or the Board and the Company thanks Mr. Holt for his service.

Our Nominating Committee has recommended, and the Board has nominated, Ms. Conjeevaram and Messrs. Daniels and Stone for election at the 2016 annual meeting as Class III directors, each to serve until the 2019 annual meeting and until her/his successor has been duly elected and qualified. Each of the nominees is currently a member of our Board.

The following table and biographical descriptions provide information relating to each director and director nominee, including her/his age and period of service as a director of our company, her/his committee memberships, her/his business experience for at least the past five years, including directorships at other public companies, and certain other information.

Name	Age	Present Principal Employment and Prior Business Experience
Class I Directors (terms expiring at the 2017 annual meeting)		
Normand A. Boulanger President and Chief Operating Officer	54	Mr. Boulanger has served as our President and Chief Operating Officer since October 2004. Prior to that, Mr. Boulanger served as our Executive Vice President and Chief Operating Officer from October 2001 to October 2004, Senior Vice President, SS&C Direct from March 2000 to September 2001, Vice President, SS&C Direct from April 1999 to February 2000, Vice President of Professional Services for the Americas, from July 1996 to April 1999, and Director of Consulting from March 1994 to July 1996. Prior to joining SS&C, Mr. Boulanger served as Manager of Investment Accounting for The Travelers from September 1986 to March 1994. Mr. Boulanger was elected as one of our directors in February 2006. The Board has concluded that Mr. Boulanger should serve as a director because he has substantial knowledge and experience regarding our operations, employees, targeted markets, strategic initiatives and

competitors.

David A. Varsano Audit Committee Compensation Committee	54	Mr. Varsano was elected as one of our directors in March 2011. He is currently the Chairman of the Board and Chief Executive Officer of Pacific Packaging Products, a company specializing in industrial packaging and related solutions and supply chain management services, which he joined in September 1999. Prior to joining Pacific Packaging Products, Mr. Varsano served as the Chief Technology Officer and Vice President, Software Development of SS&C from 1995 to 1999 and as Manager of SS&C Direct from 1998 to 1999. Mr. Varsano currently serves as Chairman of the Board of Directors of Packaging Distributors of America. Mr. Varsano previously served on the Board of Directors of Aviv Centers for Living. The Board has concluded that Mr. Varsano should serve as a director because he has a broad range of experience relevant to our business and a strong understanding of software architectures.

Name	Age	Present Principal Employment and Prior Business Experience
Michael J. Zamkow Compensation Committee	60	Mr. Zamkow was elected one of our directors in June 2014. He retired—after a 17 year career—from Goldman Sachs in November 2001, where he was a partner from 1994 to 2001. From 1999, Mr. Zamkow was responsible for Goldman Sachs' fixed income, currency and commodities business. He is currently a member of the Board of Trustees of Northeastern University. Mr. Zamkow previously served on the Boards of Directors of the Futures Industry Association and the London Clearing House. The Board has concluded that Mr. Zamkow should serve as a director because he has extensive experience in the financial services industry.
Class II Directors, (terms expiring at the 2018 annual meeting)		
William A. Etherington Audit Committee Compensation Committee	74	Mr. Etherington was elected as one of our directors in May 2006. Mr. Etherington retired—after a 38-year career—from International Business Machines Corporation in September 2001 as Senior Vice President and Group Executive, Sales and Distribution. He currently serves on the Board of Directors of Onex Corporation and is the Chairman of the Board of Directors of Celestica Inc. He is the retired non-executive Chairman of the Board of Directors of the Canadian Imperial Bank of Commerce (CIBC), where he served as a director from 1994 to 2009. The Board has concluded that Mr. Etherington should serve as a director because he brings experience as a board and committee member of public companies, a detailed understanding of the computer and information services industry, and expertise in the management of complex technology organizations.
Jonathan E. Michael Audit Committee Nominating Committee	62	Mr. Michael was elected as one of our directors in April 2010. He currently serves as Chairman, President and Chief Executive Officer of RLI Corp., a publicly traded specialty insurance company, which he joined in 1982. Mr. Michael has held various positions at RLI Corp., including President and Chief Operating Officer, Executive Vice President and Chief Financial Officer. Prior to joining RLI Corp., Mr. Michael was associated with the accounting firm Coopers & Lybrand. He currently serves on the Boards of Directors of RLI Corp. and Maui Jim, Inc. Mr. Michael previously served on the Board of Directors of Fieldstone Investment Corporation from 2003 to 2007. The Board has concluded that Mr. Michael should serve as a director because he has extensive experience in the financial services industry, including companies that we seek to target as clients, as well as extensive operational experience as a director and officer of financial services and insurance companies.

Name	Age	Present Principal Employment and Prior Business Experience
Class III Directors, Nominees to be elected at the 2016 annual meeting (terms expiring at the 2016 annual meeting)		
Smita Conjeevaram	55	Ms. Conjeevaram was elected as one of our directors in November 2015. Ms. Conjeevaram retired in 2013 after a 19 year career in the global investment and hedge fund firm industry. Her most recent position was as the Deputy Chief Financial Officer – Credit Hedge Funds and Chief Financial Officer – Credit Funds of the Fortress Investment Group LLC, where she served from 2010 to 2013. Prior to that, Ms. Conjeevaram served as the Chief Financial Officer of Everquest Financial LLC from 2006 to 2009 and Strategic Value Partners LLC from 2004 to 2005. Ms. Conjeevaram began her career as a tax specialist at two Big-4 public accounting firms and is a certified public accountant. Ms. Conjeevaram does not presently serve as a director of any other public company.
Michael E. Daniels Nominating Committee	60	Mr. Daniels was elected as one of our directors in October 2013. Mr. Daniels retired—after a 36-year career—from International Business Machines Corporation in March 2013 as Senior Vice President and Group Executive IBM Global Services. Mr. Daniels currently serves on the Boards of Directors of Tyco International Ltd. and Thomson Reuters. Mr. Daniels previously served as a Trustee of The College of the Holy Cross from 2007 to 2015. The Board has concluded that Mr. Daniels should serve as a director because he brings experience as a board and committee member of a public company, a detailed understanding of the computer and information services industry, and expertise in the management of complex technology organizations.
William C. Stone Chairman and Chief Executive Officer	61	Mr. Stone founded SS&C Technologies, Inc., or SS&C, the primary operating company and wholly owned direct subsidiary of SS&C Technologies Holdings, Inc., in 1986 and has served as Chairman of the Board of Directors and Chief Executive Officer since our inception. He also has served as our President from inception through April 1997 and again from March 1999 until October 2004. Prior to founding SS&C, Mr. Stone directed the financial services consulting practice of KPMG LLP, an accounting firm, in Hartford, Connecticut and was Vice President of Administration and Special Investment Services at Advest, Inc., a financial services company. The Board has concluded that Mr. Stone should serve as a director because, as our founder and Chief Executive Officer — and a principal stockholder, Mr. Stone provides a critical contribution to the Board reflecting his detailed knowledge of our company, our employees, our client base, our prospects, the strategic marketplace and our competitors.

Corporate Governance Matters

We believe that good corporate governance and fostering an environment of high ethical standards are important for us to achieve business success and to create value for our stockholders. Our Board periodically reviews our corporate governance practices in light of regulatory developments and practices at other public companies and makes changes that it believes are in the best interests of the Company and its stockholders.

Board Determination of Independence

Under the applicable rules of the NASDAQ Stock Market, a director will only qualify as an “independent director” if, in the opinion of our Board, that person does not have a relationship which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Our Board has determined that none of Ms. Conjeevaram or Messrs. Daniels, Etherington, Michael, Varsano or Zamkow has a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is an “independent director” as defined under Rule 5605(a)(2) of NASDAQ.

Stockholders Agreement

The Company is a party to a Stockholders Agreement, as amended, which we refer to as the Stockholders Agreement, with William C. Stone, our Chairman and Chief Executive Officer. The Stockholders Agreement entitles Mr. Stone to nominate two directors, one of whom shall be Mr. Stone for so long as he is our Chief Executive Officer. For more information on the Stockholders Agreement, see the section of this proxy statement entitled "Related Person Transactions—Stockholders Agreement" beginning on page 39.

Director Nomination Process

The process followed by the Nominating Committee to identify and evaluate director candidates may include requests to Board members and others for recommendations, meetings from time to time to evaluate biographical information and background material relating to potential candidates and interviews of selected candidates by members of the Nominating Committee.

The Nominating Committee considers recommendations for director nominees suggested by its members, other directors, management and other interested parties. Stockholders may recommend individuals to the Nominating Committee for consideration as potential director candidates by submitting their names, together with appropriate biographical information and background material, to the Nominating Committee c/o Corporate Secretary, SS&C Technologies Holdings, Inc., 80 Lamberton Road, Windsor, Connecticut 06095. Assuming that appropriate biographical information and background material is provided on a timely basis, the Nominating Committee will evaluate stockholder-recommended candidates by following substantially the same process and applying substantially the same criteria as it follows for candidates submitted by others.

In addition, stockholders also have the right under our By-laws to directly nominate director candidates, without any action or recommendation on the part of the Nominating Committee or the Board, by following the procedures set forth in our By-laws and described under "Stockholder Proposals and Director Nominations" at page 42 below.

Criteria and Diversity

In considering whether to recommend any particular candidate for inclusion in the Board's slate of recommended director nominees, the Nominating Committee applies the criteria specified in its charter. These criteria include the candidate's integrity, honesty, adherence to ethical standards, demonstrated business acumen, experience, ability to exercise sound judgments in matters that relate to the current and long-term objectives of the Company, ability to contribute positively to the decision-making processes of the Company, commitment to understanding the Company and its industry and to regularly attending and participating in meetings of the Board and its committees, ability to understand the sometimes conflicting interests of the various constituencies of the Company and the absence of a conflict of interest. The Nominating Committee does not assign specific weights to particular criterion, and no particular criterion is a prerequisite for any prospective nominee. In terms of criteria for composition of the Board, the Nominating Committee considers the backgrounds and qualifications of the directors as a group with a goal of providing a significant breadth of experience, knowledge and abilities to assist the Board in fulfilling its responsibilities.

Although the Nominating Committee considers the value of diversity on the Board, it has not adopted a written policy with regard to the consideration of diversity when evaluating candidates for director. However, in practice, the Nominating Committee considers diversity of viewpoint, professional experience, education and skill in assessing candidates for the Board to ensure breadth of experience, knowledge and abilities within the Board. Our Board's priority in the selection of Board members is identification of members who will further the interests of our stockholders through their management experience, knowledge of our business, understanding of the competitive landscape and familiarity with our targeted markets.

The director biographies above describe each nominee’s experience, qualifications, attributes and skills that led the Board to conclude that he or she should continue to serve as a member of our Board. Our Board believes that each of the nominees has realized significant professional and personal achievements and possesses the background, talents and experience that are necessary for the Company’s success and the creation of stockholder value.

Board Meetings and Attendance

During the fiscal year ended December 31, 2015, which we refer to as fiscal 2015, our Board met six times, acted by unanimous written consent in lieu of a meeting twelve times and acted by special committee three times. During fiscal 2015, the Audit Committee held six regular meetings and acted by unanimous written consent in lieu of a meeting twice; the Compensation Committee held three regular meetings and acted by unanimous written consent in lieu of a meeting five times; and the Nominating Committee met once and acted by unanimous written consent in lieu of a meeting twice. Each of our current directors attended at least 75% of the aggregate of the total number of meetings of the Board and of the Board committees of which he was a member during fiscal 2015.

Director Attendance at Annual Meeting of Stockholders

We do not have a formal policy regarding directors' attendance at annual meetings, but all of our directors are encouraged to attend our annual meetings. All of our Board members who were directors at the time attended our 2015 annual meeting of stockholders.

Board Leadership Structure

Mr. Stone has served as Chairman of the Board of Directors and Chief Executive Officer since our inception in 1986, and the provisions of the Stockholders Agreement require that so long as Mr. Stone is a member of our Board and the Chief Executive Officer of the Company, he shall serve as Chairman of the Board. This Board leadership structure is commonly utilized by public companies in the United States, and we believe that this leadership structure has been effective for us. Having one person serve as both Chief Executive Officer and Chairman of the Board shows our employees, customers and other constituencies that we are under strong leadership, with a single person setting the tone and having primary responsibility for managing our operations. We also believe that this leadership structure eliminates the potential for duplication of efforts and inconsistent actions and facilitates open communication between management and our Board. We do not have a lead independent director. We recognize that different board leadership structures may be appropriate for companies with different histories or varying equity ownership structures and percentages. However, we believe our current leadership structure is the optimal board leadership structure for us.

Board Committees

Our Board directs the management of our business and affairs, as provided by Delaware law, and conducts its business through meetings of the Board and three standing committees: the Audit Committee, the Compensation Committee and the Nominating Committee, each of which operates under a charter that has been approved by our Board. Each committee's charter is posted on our website, at http://investor.ssctech.com/corporate-governance.cfm. In addition, from time to time, special committees may be established under the direction of the Board to address specific issues. The table below shows current membership and indicates the chairperson (*) for each of the standing Board committees.

Audit	Compensation	Nominating**
William A. Etherington*	William A. Etherington*	Michael E. Daniels
Jonathan E. Michael	David A. Varsano	Jonathan E. Michael
David A. Varsano	Michael J. Zamkow	

**Since the retirement on November 19, 2015 of Allan M. Holt as a director and chair of the Nominating Committee, the Board has not designated a new chairperson.

Our Board has determined that all of the members of each of the Board's three standing committees are independent as defined under the rules of NASDAQ, including, in the case of all members of the Audit Committee, the independence requirements contemplated by Rule 10A-3 under the Securities Exchange Act of 1934, as amended, or Exchange Act, and including, in the case of all members of the Compensation Committee, the independence requirements contemplated by Rule 10C-1 under the Exchange Act and NASDAQ rules.

Audit Committee

Our Audit Committee assists our Board in its oversight of the Company’s accounting and financial reporting processes and the audits of the Company’s financial statements. Our Audit Committee’s responsibilities, as set forth in its charter, include:

- appointing, evaluating, retaining and, when necessary, terminating the engagement of our independent registered public accounting firm;
- overseeing and assessing the independence of our independent registered public accounting firm;
- setting the compensation of our independent registered public accounting firm and preapproving all audit services to be provided to the Company;
- overseeing the work of our independent registered public accounting firm, including through the receipt and consideration of reports from such firm;
- reviewing and discussing with management and the independent registered public accounting firm our annual and quarterly financial statements and related disclosures before such financial statements are filed with the Securities and Exchange Commission, or SEC;
- directing the independent registered public accounting firm to use its best efforts to perform all reviews of interim financial information prior to disclosure by the Company;

- coordinating our Board's oversight of internal control over financial reporting, disclosure controls and procedures and our code of business conduct and ethics;
- overseeing our risk assessment and risk management policies;
- discussing the Company's policies with respect to risk assessment and risk management;
- discussing generally the type and presentation of information to be disclosed in the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts, rating agencies and others;
- establishing procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or audit matters and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- reviewing the Company's policies and procedures for reviewing and approving or ratifying "related person transactions" and conducting appropriate review and oversight of all related person transactions for potential conflict of interest situations; and
- preparing the Audit Committee report required by SEC rules, which is included on page 35 of this proxy statement.

Our Board has determined that each of the members of its Audit Committee is an "audit committee financial expert" as that term is defined under the rules and regulations of the SEC.

Compensation Committee

Our Compensation Committee has overall responsibility for the Company's compensation of management, incentive plans and compensation programs. Our Compensation Committee's responsibilities, as set forth in its charter, include:

- reviewing and approving, or making recommendations to our Board with respect to, the compensation of our Chief Executive Officer and our other executive officers;
- reviewing, and making recommendations to our Board with respect to, incentive-compensation and equity-based plans that are subject to approval by our Board;
- approving any tax-qualified, non-discriminatory employee benefit plans for which stockholder approval is not sought and pursuant to which options or stock may be acquired by officers, directors, employees or consultants of the Company;
- administering all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans including interpreting the terms of such plans and granting options and making awards under such plans;
- reviewing and making recommendations to our Board with respect to director compensation;
- reviewing and discussing with management the Company's "Compensation Discussion and Analysis" required by Item 402(b) of Regulation S-K, and considering whether it will recommend to our Board that the Compensation Discussion and Analysis be included in the Company's Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C;
- preparing an annual report required by Item 407(e)(5) of Regulation S-K; and
- in its discretion, retaining or obtaining the advice of compensation consultants, legal counsel or other advisors, and overseeing their work.

Nominating Committee

Our Nominating Committee has overall responsibility for developing Board membership. Our Nominating Committee's responsibilities, as set forth in its charter, include:

- identifying individuals qualified to become members of our Board and recommending to our Board the nominees for election as directors at any annual meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board;
-

reviewing with the Board the requisite skills and criteria for new Board members as well as the composition of our Board as a whole; and

- recommending to our Board the directors to be appointed to each committee of the Board.

The processes and procedures followed by the Nominating Committee in identifying and evaluating director candidates are described above under the heading "Director Nomination Process." As described above, the Stockholders Agreement provides Mr. Stone with the right to appoint two directors, including himself.

Risk Oversight

Our management is responsible for risk management on a day-to-day basis. Our Audit Committee is responsible for overseeing our risk management function. While the Audit Committee has primary responsibility for overseeing risk management, our entire Board of Directors is actively involved in overseeing our risk management. Our Board and the Audit Committee fulfill their oversight role by discussing with management the policies and practices utilized by management in assessing and managing the risks and providing input on those policies and practices. We believe that the leadership structure of our Board supports effective risk management oversight due to our Chairman and Chief Executive Officer's extensive knowledge and understanding of our business and, as noted in "Board Leadership Structure" above, because the combined role of Chairman and Chief Executive Officer facilitates communications between management and our Board.

Communications with the Board

Our Board welcomes the submission of any comments or concerns from stockholders and any interested parties. Communications should be in writing and addressed to our Corporate Secretary at our principal executive offices and marked to the attention of the Board or any of its committees, individual directors or non-management or independent directors as a group. All correspondence will be forwarded to the intended recipient(s), except that certain items that are unrelated to the duties and responsibilities of our Board (such as product inquiries and comments, new product suggestions, resumes and other forms of job inquiries, surveys, and business solicitations and advertisements) and material that is unduly hostile, threatening, illegal or similarly unsuitable will be excluded.

Code of Business Conduct and Ethics

We have adopted a written code of business conduct and ethics, referred to as the SS&C Code of Business Conduct and Ethics, which covers all directors, officers and employees and includes provisions relating to accounting and financial matters. The SS&C Code of Business Conduct and Ethics is available on our website at http://investor.ssctech.com/corporate-governance.cfm. If we make any substantive amendments to, or grant any waivers from, the code of ethics for any director or officer, we will disclose the nature of such amendment or waiver on our website at http://investor.ssctech.com/corporate-governance.cfm. or in a Current Report on Form 8-K filed with the SEC.

Compensation Committee Interlocks and Insider Participation

Messrs. Etherington and Varsano served on our Compensation Committee for the entirety of fiscal 2015. Allan M. Holt served on our Compensation Committee through the date of his retirement as a member of our Board, November 19, 2015. On December 14, 2015, our Board appointed Mr. Zamkow to replace Mr. Holt as a member of the Compensation Committee. No member of the Compensation Committee had any related person transaction involving SS&C Holdings or any of its subsidiaries or is or has been a current or former officer or employee of SS&C Holdings, except that Mr. Varsano was an employee of the Company until 1999. During fiscal 2015, Mr. Varsano recused himself from any action involving the compensation or grant of equity awards to the executive officers of the Company. None of our executive officers served as a director or a member of a compensation committee (or other committee serving an equivalent function) of any other entity, one of whose executive officers served as a director or member of our Compensation Committee during fiscal 2015.

Executive Officers Who Are Not Directors

Certain information regarding our executive officers, who are not also directors, is set forth below. Generally, our Board elects our officers annually, although the Board or an authorized committee of the Board may elect or appoint officers at other times.

Name	Age	Position(s)
Paul G. Igoe	53	Senior Vice President, General Counsel and Secretary
Rahul Kanwar	41	Senior Vice President and Managing Director of Alternative Assets
Patrick J. Pedonti	64	Senior Vice President and Chief Financial Officer

Paul G. Igoe joined the Company in January 2013 and has served as our Senior Vice President, General Counsel and Secretary since March 2013. From September 2009 to December 2012, Mr. Igoe was the Vice President, General Counsel and Secretary of Lydall, Inc., a manufacturer of filtration media and thermal/acoustical products. From June 2001 to September 2009, Mr. Igoe was the Associate General Counsel and Assistant Secretary of Teradyne, Inc., a manufacturer of automatic test equipment for the semiconductor industry. Prior to Teradyne, Mr. Igoe was a Junior Partner in the Boston office of Wilmer Cutler Pickering Hale and Dorr LLP (formerly Hale and Dorr LLP).

Rahul Kanwar has served as our Senior Vice President and Managing Director, Alternative Assets since January 2011 and was designated as an executive officer in March 2013. Prior to that, Mr. Kanwar served as a managing director of SS&C since 2005. Prior to joining SS&C, Mr. Kanwar was employed by Eisner LLP where he was responsible for managing the Eisnerfast LLC fund administration business. Mr. Kanwar started his career in public accounting.

Patrick J. Pedonti has served as our Senior Vice President and Chief Financial Officer since August 2002. Prior to that, Mr. Pedonti served as our Vice President and Treasurer from May 1999 to August 2002. Prior to joining SS&C, from January 1997 to May 1999, Mr. Pedonti was the Vice President and Chief Financial Officer for Accent Color Sciences, Inc., a company specializing in high-speed color printing.

EXECUTIVE AND DIRECTOR COMPENSATION

Compensation Discussion and Analysis

Our executive compensation program is overseen and administered by our Compensation Committee, which currently consists of Messrs. Etherington, Varsano and Zamkow. Our Compensation Committee operates under a written charter adopted by our Board and discharges the responsibilities of the Board relating to the compensation of our executive officers. For December 31, 2015, our named executive officers were Messrs. Stone, Pedonti, Boulanger, Kanwar and Igoe.

Executive compensation objectives

The primary objectives of the Compensation Committee with respect to executive compensation are to:

- attract, retain and motivate the best possible executive talent;
- reward successful performance by the named executive officers and the Company; and
- align the interests of the named executive officers with those of our stockholders by providing long-term equity compensation.

To achieve these objectives, our Compensation Committee seeks to compensate our executives at levels it believes are competitive with those of other companies that compete with us for executive talent in our industry and in our region. However, we have not retained a compensation consultant to review our executive compensation practices, nor have we formally benchmarked our compensation against that of other companies. Our compensation program rewards our named executive officers based on a number of factors, including the Company's operating results, the Company's performance against budget, individual performance, prior-period compensation and prospects for individual growth. Changes in compensation are generally incremental in nature and do not vary widely from year to year, but follow a general trend of increasing compensation as our business and profits grow. Many of the factors that affect compensation are subjective in nature and not tied to peer group analyses, surveys by compensation consultants or other statistical criteria.

Process for administering our executive compensation practices

Our Compensation Committee has overall responsibility for administering our executive officer compensation program. Our Chief Executive Officer typically presents salary, bonus and equity compensation recommendations to the Compensation Committee and the Compensation Committee, in turn, considers his recommendations and exercises ultimate approval authority. Our Chief Executive Officer's recommendations are based on his years of experience in the financial services and software industries and his desire to motivate the executive officers and ensure their commitment to the Company. For each executive officer, including himself, our Chief Executive Officer prepares a written description for our Compensation Committee of the individual's performance during the prior year and recommends salary and bonus amounts based upon his responsibilities and contributions to the Company's performance. For compensation of executive officers other than our Chief Executive Officer, our Compensation Committee considers our Chief Executive Officer's recommendations and discusses his reviews and recommendations with him as part of its deliberations. For our Chief Executive Officer's compensation, the Compensation Committee considers his recommendations and generally conducts its deliberations without him present. In this, as in other compensation matters, the Compensation Committee exercises its independent judgment. After due consideration, the Compensation Committee accepted the Chief Executive Officer's recommendations for 2015 executive officer cash bonuses and 2016 executive officer base salaries.

We last provided stockholders with a "say on pay" advisory vote on our executive compensation in 2014. At our 2014 annual meeting of stockholders, stockholders expressed substantial support for the compensation of our named executive officers, with approximately 89% of the votes cast voting for approval of the “say on pay” advisory vote on executive compensation. In establishing 2015 executive compensation, the Compensation Committee considered the results of the 2014 advisory vote as well as the other factors described above. Given the significant support for our named executive officer compensation as expressed in the 2014 “say on pay” advisory vote, the Compensation Committee did not make any changes to our executive compensation program and policies as a result of such vote. Our stockholders will again have a “say on pay” advisory vote at the 2017 annual meeting.

Components of Our Executive Compensation

The primary elements of our executive compensation are:

- base salary;
- discretionary annual cash bonuses;
- stock option awards;

- perquisites; and
- severance and change of control benefits.

We have no formal or informal policy or target for allocating compensation between long-term and short-term compensation, between cash and non-cash compensation or among the different forms of non-cash compensation. Instead, our Compensation Committee (based in part on input from our Chief Executive Officer) determines subjectively what it believes to be the appropriate level and mix of the various compensation components. While we describe below the connection between each element of executive compensation and particular compensation objectives, we believe that each element promotes multiple compensation objectives.

Base Salary

Base salary is used to recognize the experience, skills, knowledge and responsibilities required of all our employees, including our executive officers. In establishing base salaries for 2015, our Compensation Committee considered a variety of factors, including the seniority of the individual, the level of the individual's responsibility, the ability to replace the individual, the individual's tenure at the Company, relative pay among the executive officers, and our Chief Executive Officer's input. Generally, we believe that executive base salaries should grow incrementally over time and that more of the "up side" of compensation should rest with the performance-based components (that is, cash bonuses and long-term equity incentive compensation).

Base salaries are reviewed at least annually by our Compensation Committee and are adjusted from time to time to realign salaries with market levels after taking into account the performance of the Company and each executive officer's responsibilities, performance and experience. In March 2015, our Compensation Committee established the 2015 base salaries of our executive officers as follows: Mr. Stone, $875,000, Mr. Pedonti, $350,000, Mr. Boulanger, $550,000, Mr. Kanwar, $475,000, and Mr. Igoe, $260,000. These 2015 base salary levels did not increase from 2014. In March 2016, our Compensation Committee evaluated the base salaries of executive officers and decided not to make any changes from the 2015 levels.

Annual Cash Bonus

The payment of annual cash bonuses to executive officers and other employees is discretionary, and for our executive officers, subject to the terms of our Executive Bonus Plan (the "Bonus Plan") approved by our stockholders at our 2014 annual meeting. Annual cash bonuses are generally provided to employees whether or not we meet our budgeted results, but the amount available for bonuses to all employees, including the executive officers, varies according to our financial results. Annual cash bonuses are intended to compensate for strategic, operational and financial successes of the Company as a whole, as well as individual performance and growth potential. Other than for our named executive officers, for whom maximum bonus amounts are established under the terms of our Bonus Plan based on our performance, the annual cash bonuses are not tied to the achievement of specific results or pre-established financial metrics or performance goals, and no formula exists for determining the amount of bonuses for employees or executive officers.

For 2015, our Compensation Committee established the overall executive officer bonus pool at 5% of Adjusted Consolidated EBITDA (as defined below). Our Compensation Committee has overall authority for determining 2015 annual bonus amounts and considers proposals from the Chief Executive Officer for executive officer bonus allocations, including his own. The Compensation Committee made a final decision with respect to 2015 annual bonuses in March 2016. In making bonus recommendations to the Compensation Committee for the executive officers, our Chief Executive Officer, after taking into account the positive or negative impact of events outside the control of management or an individual executive, made a subjective judgment of each executive's performance in the context of a number of considerations, including the overall economy and our financial performance, revenues and financial position going into the new fiscal year, each executive's (including his own) work in managing the business, establishing internal controls, mentoring staff, completing and integrating acquisitions, reducing costs, responding to market conditions and maintaining our profitability.

Mr. Stone's bonus for 2015 was $5,500,000. The Committee's approval of Mr. Stone's bonus took into account our profitability, his successful recruitment of new managers, his efforts to increase our revenue from $768 million in 2014 to $1,000 million in 2015 and our Adjusted Consolidated EBITDA from $320 million in 2014 to $442 million in 2015, the growth of our market capitalization by $1.8 billion from year-end 2014 to year-end 2015, his activities regarding acquisitions including the completed acquisitions of Advent Software, Inc. ("Advent") in July 2015, Varden Technologies ("Varden") in September 2015, and Primatics Financial Holdings, Inc. ("Primatics") in November 2015, his efforts to complete the acquisition of the Citigroup Alternative Investor Services business, which closed in March 2016, and his maintenance of high-level relationships with our key clients.

Mr. Pedonti's bonus for 2015 was $1,050,000. The Committee's approval of Mr. Pedonti's bonus took into account his solid management skills, his expanded role in personnel and investor relations matters, his role in negotiating and implementing the Advent, Varden and Primatics acquisitions, his efforts to negotiate and complete the acquisitions of the Citigroup Alternative Investor Services business which closed in March 2016, his responsibility for maintaining our internal controls and his success in building a strong finance team.

Mr. Boulanger's bonus for 2015 was $2,000,000. The Committee's approval of Mr. Boulanger's bonus took into account his responsibility for our day-to-day business operations across the organization, his assumption of responsibility for supervising the Company's international operations, his contributions to our 2015 financial results, including increasing revenues from fiscal 2014 to fiscal 2015, his role in implementing the Advent, Varden and Primatics acquisitions, his efforts to negotiate the acquisition of the Citigroup Alternative Investor Services business, which closed in March 2016, and his attention to his overall executive management team.

Mr. Kanwar's bonus for 2015 was $1,600,000. The Committee's approval of Mr. Kanwar's bonus took into account his responsibility for our fund services business, his contributions to our 2015 financial results, his efforts to negotiate and implement the Primatics acquisition, his efforts to negotiate and complete the acquisition of the Citigroup Alternative Investor Services business, which closed in February 2016, and his attention to his overall executive management team.

Mr. Igoe's bonus for 2015 was $400,000. The Committee's approval of Mr. Igoe's bonus took into account his overall management of the legal department and responsibility for adherence to the internal budget, his instrumental role in directing the legal work for our 2015 acquisitions of Advent, Varden and Primatics, his efforts to complete the acquisition of the Citigroup Alternative Investor Services business, which closed in March 2016, and his efforts in overseeing and administering litigation in which the Company is involved.

These decisions reflect the practice that our Compensation Committee does not fix a target bonus for the succeeding year; rather, as noted above, subject to the terms of the Bonus Plan, it draws on subjective factors and executive officer performance evaluations in arriving at its bonus decisions.

The bonus pool for executive officers is determined under the terms of our Bonus Plan, which, for 2015, was 5% of Adjusted Consolidated EBITDA, or $22,098,000. Adjusted Consolidated EBITDA is a non-GAAP financial measure used in key financial covenants contained in our senior credit facilities, which are material facilities supporting our capital structure and providing liquidity to our business. Adjusted Consolidated EBITDA is defined as earnings before interest, taxes, depreciation and amortization (EBITDA), further adjusted to exclude stock compensation expense, unusual items and other adjustments permitted in calculating covenant compliance under the senior credit facilities, excluding acquired EBITDA. Adjusted Consolidated EBITDA does not represent net income or cash flow from operations as those terms are defined by GAAP and does not necessarily indicate whether cash flows will be sufficient to fund cash needs. The following is a reconciliation of net income to Adjusted Consolidated EBITDA for fiscal 2015.

(in thousands)	Year ended

	December 31, 2015
Net income	$ 42,862
Interest expense, net	77,357
Income tax provision	17,980
Depreciation and amortization	150,834
EBITDA	289,033
Purchase accounting adjustments[(1)]	49,927
Capital-based taxes	828
Unusual or non-recurring charges (gains)[(2)]	26,148
Loss on extinguishment of debt	30,417
Acquired EBITDA[(3)]	109,492
Stock-based compensation	44,079
Other[(4)]	1,529
Consolidated EBITDA	551,453
Less: acquired EBITDA	(109,492)
Adjusted Consolidated EBITDA	$ 441,961

(1) Purchase accounting adjustments include (a) an adjustment to increase revenues by the amount that would have been recognized if deferred revenue were not adjusted to fair value at the date of acquisitions, (b) an adjustment to increase personnel and commissions expense by the amount that would have been recognized if prepaid commissions and deferred personnel costs were not adjusted to fair value at the date of the acquisitions and (c) an adjustment to increase rent by the amount that would have been recognized if lease obligations were not adjusted to fair value at the date of acquisitions.
(2) Unusual or non-recurring charges include foreign currency gains and losses, proceeds from legal and other settlements, severance expenses, transaction costs, losses on currency contracts and other one-time expenses, such as expenses associated with facilities consolidations and the sale of fixed assets.
(3) Acquired EBITDA reflects the EBITDA impact of significant businesses that were acquired during the period as if the acquisition occurred at the beginning of the period, as well as cost savings enacted in connection with acquisitions.
(4) Other includes the non-cash portion of straight-line rent expense.

Stock Option Awards

Our Compensation Committee believes that equity-based incentive compensation is an important component of executive compensation. In 2015, our executive officers were granted only time-based stock options subject to vesting over four years from the date of grant. The Compensation Committee believes that our stock option program is an appropriate equity incentive vehicle because stock options promote long-term performance by providing rewards only if, and to the extent that, our stock price improves, which both aligns the interests of our executive officers with those of our stockholders and encourages long-term, sustained growth, while also promoting retention through deferred vesting.

On December 22, 2015, we awarded our named executive officers long-term incentive compensation under our 2014 Stock Option Plan in the form of time-based stock options to purchase an aggregate of 515,000 shares of our common stock. Of these option grants, Mr. Stone received an option to purchase 210,000 shares of our common stock, Mr. Pedonti received an option to purchase 80,000 shares of our common stock, Mr. Boulanger received an option to purchase 100,000 shares of our common stock, Mr. Kanwar received an option to purchase 95,000 shares of our common stock, and Mr. Igoe received an option to purchase 30,000 shares of our common stock. The number of options was subjectively determined by the Compensation Committee based on an assessment of the relative contributions and efforts of each executive officer. These options have an exercise price of $67.78 per share, which was equal to the closing price of our common stock as reported on The NASDAQ Global Select Market on the date of the grant.

The options awarded on December 22, 2015 vest 25% on the first anniversary of grant and $1/36^{th}$ each month thereafter until fully vested on the fourth anniversary of grant, subject to acceleration of vesting in connection with a change of control event and the other terms and conditions set forth in the plan and the award agreements, including that the recipient is an employee in good standing on each respective vesting date.

Benefits and Perquisites

We offer a variety of benefit programs to all eligible employees, including our executive officers. Our executive officers generally are eligible for the same benefits on the same basis as other employees, including medical, dental and vision benefits, life insurance coverage and short- and long-term disability coverage. All eligible employees are also able to contribute to our 401(k) plan and receive matching company contributions under the plan. In addition, our executive officers are entitled to reimbursement for reasonable business travel and other expenses incurred during the performance of their duties in accordance with our expense reimbursement policy.

We limit the use of perquisites as a method of compensation and provide our executive officers with only those perquisites that we believe are reasonable and consistent with our overall compensation program to better enable us to attract and retain talented employees for key positions.

Severance and Change of Control Benefits

Pursuant to his employment agreement, Mr. Stone is entitled to specified benefits in the event of the termination of his employment under certain circumstances, as described in detail under the captions “Employment and Related Agreements” and “Potential Payments Upon Termination or Change of Control” below. Mr. Stone’s employment agreement was amended in 2015 primarily to reflect our current business practices and compensation programs. The severance provisions were not materially modified, and the compensation committee believes the employment agreement continues to be beneficial to the Company in retaining Mr. Stone.

The time-based stock options awarded to our named executive officers each vest in full immediately prior to the effectiveness of a change of control. The Compensation Committee believes this practice is appropriate and reasonable in order to encourage our executives to be open to responding to potential transactions beneficial to our stockholders without focusing on their personal compensation and employment in such a transaction.

Accounting and Tax Implications

The accounting and tax treatment of particular forms of compensation do not materially affect our compensation decisions. However, we evaluate the effect of such accounting and tax treatment on an ongoing basis and will make modifications to compensation policies where we deem it appropriate. For instance, Section 162(m) of the Internal Revenue Code generally disallows a tax deduction for compensation in excess of $1.0 million paid by a public company to its chief executive officer and to each other officer (other than the chief financial officer) whose compensation is required to be reported to our stockholders pursuant to the Exchange Act. However, certain compensation, including qualified “performance-based compensation,” will not be subject to the deduction limit if certain requirements are met.

Our Compensation Committee may review the potential effect of Section 162(m) periodically and use its judgment to authorize compensation payments that may be subject to the limit when it believes such payments are appropriate and in our best interests after taking into consideration changing business conditions and the performance of our employees.

Report of the Compensation Committee

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with our management. Based on this review and discussion, the Compensation Committee recommended to our Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

By the Compensation Committee of the Board of SS&C Technologies Holdings, Inc.

William A. Etherington

David A. Varsano

Michael J. Zamkow

Summary Compensation Table

The following table contains information with respect to the compensation earned by our named executive officers for the fiscal years ended December 31, 2015, 2014 and 2013.

Name and Principal Position	Year	Salary ($)	Bonus ($)(1)	Option awards ($)(2)	Non-equity incentive plan compensation ($)(1)	All other compensation ($)(3)	Total ($)
William C. Stone	2015	875,000	—	2,997,057	5,500,000	5,122	9,377,179
Chief Executive Officer	2014	875,000	—	2,438,564	5,000,000	5,032	8,318,596
	2013	848,958	4,000,000	1,722,061	—	5,032	6,576,051
Patrick J. Pedonti	2015	350,000	—	1,141,736	1,050,000	5,584	2,547,320
Chief Financial Officer	2014	350,000	—	834,246	950,000	5,584	2,139,830
	2013	331,250	900,000	607,786	—	5,584	1,844,620
Normand A. Boulanger	2015	550,000	—	1,427,170	2,000,000	4,552	3,981,722
Chief Operating Officer	2014	550,000	—	1,155,109	1,900,000	4,552	3,609,661
	2013	529,167	1,800,000	861,030	—	4,552	3,194,749
Rahul Kanwar	2015	475,000	—	1,355,811	1,600,000	4,240	3,435,051
Sr. Vice President	2014	475,000	—	1,026,764	1,400,000	4,240	2,906,004
	2013	464,583	1,100,000	709,084	—	4,216	2,277,883
Paul G. Igoe	2015	260,000	—	428,151	400,000	4,552	1,092,703
General Counsel	2014	260,000	—	320,864	250,000	4,552	835,416
	2013	256,167	400,000	621,796	—	4,552	1,282,515

(1) Amounts reflected for the applicable year reflect cash bonus awards earned for performance in such year and paid early in the following year.

(2) The amounts in this column reflect the aggregate accounting grant date fair value of awards to our named executive officers, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718. The assumptions used by us in the valuation of the equity awards are set forth in Note 10 of the notes to our audited consolidated financial statements for the year ended December 31, 2015 included in our Annual Report on Form 10-K filed with the SEC on February 29, 2016.

(3) The amounts in this column reflect, for each named executive officer, the sum of (1) our contributions of $4,000 in each of 2015, 2014 and 2013 to the SS&C 401(k) savings plan and (2) our payments of life insurance premiums.

CEO Employment Agreement

In March 2015, we entered into an amended and restated employment agreement with Mr. Stone (the "Amended Employment Agreement"), which amended the agreement dated March 2010. The Amended Employment Agreement provides for the following:

- The employment of Mr. Stone as the Chief Executive Officer of SS&C Holdings and SS&C;
- An initial term that expired on March 11, 2016, which was automatically renewed for an additional year and will continue to renew automatically for periods of one year until terminated either by Mr. Stone or us upon 90 days' notice of nonrenewal;
- An annual base salary of at least $875,000;
- An opportunity to receive an annual bonus in an amount to be established by our Board based on Mr. Stone's and the Company's performance, as determined by our Compensation Committee;

Certain severance payments and benefits. If we terminate Mr. Stone's employment without cause, if Mr. Stone resigns for good reason (including, under certain circumstances, following a change of control as defined in the employment agreement) prior to the end of the term of the employment agreement, or if Mr. Stone receives a notice of non-renewal of the employment term by us, Mr. Stone will be entitled to receive (1) an amount equal to 200% of his base salary and 200% of his average annual bonus, inclusive of stock and restricted stock that he received as a component of such bonus, over the three bonus years preceding termination, (2) accelerated vesting of 50% of his then unvested options and full vesting of any restricted stock and (3) three years of Company-paid coverage under certain health plans. In the event of Mr. Stone's death or a termination of Mr. Stone's employment due to any disability that renders Mr. Stone unable to perform his duties under the agreement for six consecutive months, Mr. Stone or his representative or heirs, as applicable, will be entitled to receive (1) disability or death benefits (as applicable) in accordance with our programs and arrangements, (2) accelerated vesting as set forth above, and (3) a pro-rated amount of his average bonus for the three bonus years preceding termination. In the event payments to Mr. Stone cause him to incur an excise tax under Section 4999 of the Internal Revenue Code, Mr. Stone will be entitled to an additional payment sufficient to cover such excise tax and any taxes associated with such payments;

Restrictive covenants, including non-competition and non-solicitation covenants pursuant to which Mr. Stone will be prohibited from competing with us or our affiliates and from soliciting our employees or customers during the period beginning on the effective date of the Amended Employment Agreement and ending on the date that is two years following Mr. Stone's termination of employment; and

Conversion of Mr. Stone's Class A Non-Voting Stock. Upon notice from Mr. Stone that he intends to file a Notification and Report Form under the Hart Scott Rodino Antitrust Improvements Act of 1976, as amended ("HSR Filing"), in connection with the conversion of all of his Class A Non-Voting Stock, the Company will assist Mr. Stone in the preparation of the HSR filing, use its reasonable best efforts to take all actions necessary to respond to any requests necessary to complete the HSR filing and will pay all reasonable fees and costs associated (including legal fees) related to the HSR Filing. On March 16, 2016, Mr. Stone exercised this right and made an HSR Filing.

For additional information on the severance and change of control benefits (including estimated costs), see "Potential Payments on Termination" below.

"Cause" means (a) Mr. Stone's willful and continuing failure (except where due to physical or mental incapacity) to substantially perform his duties; (b) Mr. Stone's conviction of, or plea of guilty or nolo contendere to, a felony; (c) the commission by Mr. Stone of an act of fraud or embezzlement against us or any of our subsidiaries as determined in good faith by a two-thirds majority of the Board; or (d) Mr. Stone's breach of any material provision of the Amended Employment Agreement.

"Good reason" generally means the occurrence of any of the following events without Mr. Stone's written consent: (a) an adverse change in Mr. Stone's employment title; (b) a material diminution in Mr. Stone's employment duties, responsibilities or authority, or the assignment to Mr. Stone of duties that are materially inconsistent with his position; (c) any reduction in Mr. Stone's base salary) any breach by us of any material provision of the Amended Employment Agreement, the Stockholders Agreement, or any other governing agreement between us and Mr. Stone; (e) a material diminution in Mr. Stone's reporting line; or (f) a material diminution in our budget over which Mr. Stone retains authority.

Under the Amended Employment Agreement a "change of control" means:

(a) the acquisition by any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Exchange Act) of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of 50% or more of either:

the then-outstanding shares of our common stock or the common stock of SS&C, or

the combined voting power of our then-outstanding voting securities or the then-outstanding voting securities of SS&C entitled to vote generally in the election of directors (in each case, other than any acquisition by us, Mr. Stone, any employee or group of employees of ours, or affiliates of any of the foregoing, or by any employee benefit plan (or related trust) sponsored or maintained by us or any of our affiliates); or

(b) individuals who, as of the effective date of the Amended Employment Agreement, constituted our Board and any individuals subsequently elected to our Board pursuant to the Stockholders Agreement cease for any reason to constitute at least a majority of our Board, other than individuals whose election, or nomination for election by our stockholders, was approved by at least a majority of the directors comprising the Board on the effective date of Mr. Stone's employment agreement and any individuals subsequently elected to our Board of Directors pursuant to the Stockholders Agreement.

Other than Mr. Stone, none of our executive officers is party to an employment agreement.

2015 Grants of Plan-Based Awards

The following table sets forth information regarding grants of compensation in the form of plan-based awards made during 2015 to our named executive officers.

Name	Grant date[1]	Estimated future payouts under non-equity incentive plan awards[2]			All other option awards: number of securities underlying options (#)	Exercise price of option awards ($/share)	Grant date fair value of stock and option awards ($)
		Threshold ($)	Target ($)	Maximum ($)			
William C. Stone	3/11/2015	—	5,500,000	—	—	—	—
	12/22/2015	—	—	—	210,000 (3)	67.78	2,997,057 (4)
Patrick J. Pedonti	3/11/2015	—	1,050,000	—	—	—	—
	12/22/2015	—	—	—	80,000 (3)	67.78	1,141,736 (4)
Normand A. Boulanger	3/11/2015	—	2,000,000	—	—	—	—
	12/22/2015	—	—	—	100,000 (3)	67.78	1,427,170 (4)
Rahul Kanwar	3/11/2015	—	1,600,000	—	—	—	—
	12/22/2015	—		—	95,000 (3)	67.78	