

SS&C Technologies Holdings Inc  
Form S-8  
March 28, 2013

As filed with the Securities and Exchange Commission on March 28, 2013

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**71-0987913**  
(I.R.S. Employer  
Identification No.)

**80 Lamberton Road**

**Windsor, Connecticut**  
(Address of Principal Executive Offices)

**06095**  
(Zip Code)

**2008 Stock Incentive Plan**

(Full Title of the Plan)

**William C. Stone**

**Chairman of the Board and Chief Executive Officer**

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

**80 Lamberton Road**

**Windsor, Connecticut 06095**

(Name and Address of Agent For Service)

**(860) 298-4500**

(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of	Amount	Proposed	Proposed	Amount of
		Maximum	Maximum	
Securities to be Registered	Registered(1)	Offering Price	Offering Price	Registration Fee
Common Stock, \$0.01 par value per share	4,249,990 shares(2)	\$29.04(2)	\$123,419,710.00(2)	\$16,835.00

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

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- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the NASDAQ Global Select Market on March 21, 2013.

**Statement of Incorporation by Reference**

This Registration Statement on Form S-8 is being filed to register the offer and sale of an additional 4,249,990 shares of Common Stock, \$0.01 par value per share (the "Common Stock"), of SS&C Technologies Holdings, Inc. (the "Registrant") to be issued under the 2008 Stock Incentive Plan of the Registrant. In accordance with General Instruction E to Form S-8, this Registration Statement incorporates by reference the contents of the Registration Statements on Form S-8 filed by the Registrant on March 31, 2010 (File No. 333-165810) and June 25, 2010 (File No. 333-167796), relating to the Registrant's 2008 Stock Incentive Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Naples, State of Florida, on this 28th day of March, 2013.

SS&C TECHNOLOGIES HOLDINGS, INC.

By: /s/ William C. Stone  
William C. Stone  
Chairman of the Board and Chief Executive Officer

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**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of SS&C Technologies Holdings, Inc., hereby severally constitute and appoint William C. Stone and Patrick J. Pedonti, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable SS&C Technologies Holdings, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ William C. Stone William C. Stone	Chairman of the Board and Chief Executive Officer (Principal executive officer)	March 28, 2013
/s/ Patrick J. Pedonti Patrick J. Pedonti	Senior Vice President and Chief Financial Officer (Principal financial and accounting officer)	March 28, 2013
/s/ Normand A. Boulanger Normand A. Boulanger	Director	March 28, 2013
/s/ Campbell R. Dyer Campbell R. Dyer	Director	March 28, 2013
/s/ William A. Etherington William A. Etherington	Director	March 28, 2013
/s/ Allan M. Holt Allan M. Holt	Director	March 28, 2013
/s/ Jonathan E. Michael Jonathan E. Michael	Director	March 28, 2013
/s/ Claudius E. Watts IV Claudius E. Watts IV	Director	March 28, 2013
/s/ David A. Varsano David A. Varsano	Director	March 28, 2013

**INDEX TO EXHIBITS**

Number	Description
4.1(1)	Restated Certificate of Incorporation of the Registrant
4.2(2)	Amended and Restated Bylaws of the Registrant
5	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP  (included in Exhibit 5)
23.2	Consent of PricewaterhouseCoopers LLP
23.3	Consent of PricewaterhouseCoopers, Société coopérative
24	Power of attorney (included on the signature pages of this registration statement)
99(3)	2008 Stock Incentive Plan

- (1) Incorporated by reference to Exhibit 3.3 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-164043)
- (2) Incorporated by reference to Exhibit 3.4 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-164043)
- (3) Incorporated by reference to Exhibit 10.26 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-143719)