

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

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

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

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):

No fee required.

“ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

“ Fee paid previously with preliminary materials.

“ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number or the Form or Schedule and the date of its filing.

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.



TABLE OF CONTENTS

<u>2015 PERFORMANCE HIGHLIGHTS</u>	2
<u>HIGHLIGHTS OF PROPOSALS BEING VOTED UPON</u>	3
<u>PROPOSAL 1 ELECTION OF DIRECTORS</u>	4
<u>Directors' Recommendation</u>	4
<u>BOARD OF DIRECTORS AND MANAGEMENT</u>	5
<u>Information Regarding Directors and Director Nominees</u>	5
<u>Corporate Governance Matters</u>	7
<u>Board Determination of Independence</u>	7
<u>Stockholders Agreement</u>	8
<u>Director Nomination Process</u>	8
<u>Criteria and Diversity</u>	8
<u>Board Meetings and Attendance</u>	8
<u>Director Attendance at Annual Meeting of Stockholders</u>	9
<u>Board Leadership Structure</u>	9
<u>Board Committees</u>	9
<u>Risk Oversight</u>	11
<u>Communications with the Board</u>	11
<u>Code of Business Conduct and Ethics</u>	11
<u>Compensation Committee Interlocks and Insider Participation</u>	11
<u>Executive Officers Who Are Not Directors</u>	11
<u>EXECUTIVE AND DIRECTOR COMPENSATION</u>	13
<u>Compensation Discussion and Analysis</u>	13
<u>Components of Our Executive Compensation</u>	13
<u>Base Salary</u>	14
<u>Annual Cash Bonus</u>	14
<u>Stock Option Awards</u>	16
<u>Benefits and Perquisites</u>	16
<u>Severance and Change of Control Benefits</u>	16
<u>Accounting and Tax Implications</u>	17
<u>Report of the Compensation Committee</u>	17
<u>Summary Compensation Table</u>	18
<u>CEO Employment Agreement</u>	18
<u>2015 Grants of Plan-Based Awards</u>	20
<u>2015 Option Exercises and Stock Vested</u>	20
<u>Outstanding Equity Awards at 2015 Fiscal Year-End</u>	21
<u>Equity Compensation Plan Information</u>	22
<u>Potential Payments upon Termination or Change of Control</u>	23
<u>Other Named Executive Officers</u>	24
<u>2015 Director Compensation</u>	24
<u>PROPOSAL 2 APPROVAL OF AMENDMENT TO THE CERTIFICATE TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 200 MILLION TO 400 MILLION</u>	26
<u>Overview of the Amendment</u>	26
<u>Vote Required for Approval of the Amendment to Our Certificate</u>	27
<u>Directors' Recommendation</u>	27
<u>PROPOSAL 3 APPROVAL OF SS&amp;C TECHNOLOGIES HOLDINGS, INC. AMENDED AND RESTATED 2014 STOCK INCENTIVE PLAN</u>	28

<u>Overview</u>	28
<u>Key Features of the Amended 2014 Plan</u>	28
<u>Burn Rate and Dilution</u>	28
<u>Summary Description of the Amended 2014 Plan</u>	29
<u>Federal Income Tax Consequences</u>	32
<u>Vote Required for Approval of the Amended and Restated 2014 Stock Incentive Plan</u>	33
<u>Directors' Recommendation</u>	33
<u>PROPOSAL 4 RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	34
<u>Directors' Recommendation</u>	35
<u>Report of the Audit Committee of the Board of Directors</u>	35
<u>OWNERSHIP OF OUR COMMON STOCK</u>	36
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	37
<u>RELATED PERSON TRANSACTIONS</u>	38
<u>Policies and Procedures for Related Person Transactions</u>	38
<u>Related Person Transactions</u>	39
<u>INFORMATION ABOUT THE 2016 ANNUAL MEETING</u>	40
<u>Voting Procedures</u>	40
<u>Revocation of Proxies</u>	40
<u>Stockholders Entitled to Vote</u>	41
<u>Quorum</u>	41
<u>Votes Required</u>	41
<u>Solicitation of Proxies</u>	41
<u>OTHER MATTERS</u>	41
<u>Stockholder Proposals and Director Nominations</u>	42
<u>Householding of Proxies</u>	42

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"<sup>1</sup>) 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%.

<sup>1</sup> 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