

SS&C Technologies Holdings Inc
 Form 4
 March 21, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 TC Group IV, L.P.

2. Issuer Name and Ticker or Trading Symbol
 SS&C Technologies Holdings Inc [SSNC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE. NW, SUITE 220S

03/19/2013

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 X Form filed by More than One Reporting Person

WASHINGTON, DC 20004

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/19/2013 | | S | | 6,500,000 | D | \$ 25.8 |
| | | | | | 14,969,799 | I | |

See footnotes (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TC Group IV, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004 | | X | | |
| Carlyle Group Management L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004 | | X | | |
| Carlyle Group L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004 | | X | | |
| Carlyle Holdings II GP L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004 | | X | | |
| Carlyle Holdings II L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004 | | X | | |
| TC Group Cayman Investment Holdings, L.P. C/O WALKER CORPORATE SERVICES LIMITED 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN KY1-9001 | | X | | |

TC Group Cayman Investment Holdings Sub L.P.
C/O WALKER CORPORATE SERVICES LIMITED X
WALKER HOUSE, 87 MARY STREET
GEORGE TOWN, GRAND CAYMAN KY1-9001

TC Group IV, L.L.C.
C/O THE CARLYLE GROUP X
1001 PENNSYLVANIA AVE. NW, SUITE 220S
WASHINGTON, DC 20004

Carlyle Partners IV L P
C/O THE CARLYLE GROUP X
1001 PENNSYLVANIA AVE. NW, SUITE 220S
WASHINGTON, DC 20004

CP IV Coinvestment, L.P.
C/O THE CARLYLE GROUP X
1001 PENNSYLVANIA AVE. NW, SUITE 220S
WASHINGTON, DC 20004

Signatures

TC GROUP IV, L.P. By: /s/ Jeremy W. Anderson, Authorized Person 03/21/2013
Date
Signature of Reporting Person

CARLYLE GROUP MANAGEMENT L.L.C. By: /s/ Jeremy W. Anderson, attorney-in-fact 03/21/2013
Date
Signature of Reporting Person

THE CARLYLE GROUP L.P. By: Carlyle Group Management L.L.C., its general partner
By: /s/ Jeremy W. Anderson, attorney-in-fact 03/21/2013
Date
Signature of Reporting Person

CARLYLE HOLDINGS II GP L.L.C. By: The Carlyle Group L.P., its managing member By:
Carlyle Group Management L.L.C., its general partner By: /s/ Jeremy W. Anderson,
attorney-in-fact 03/21/2013
Date
Signature of Reporting Person

CARLYLE HOLDINGS II L.P. By: /s/ Jeremy W. Anderson, attorney-in-fact 03/21/2013
Date
Signature of Reporting Person

TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P. By: Carlyle Holdings II L.P., its
general partner By: /s/ Jeremy W. Anderson, attorney-in-fact 03/21/2013
Date
Signature of Reporting Person

TC GROUP CAYMAN INVESTMENT HOLDINGS SUB L.P. By: TC Group Cayman
Investment Holdings, L.P., its general partner By: Carlyle Holdings II L.P., its general partner
By: /s/ Jeremy W. Anderson, attorney-in-fact 03/21/2013
Date
Signature of Reporting Person

TC GROUP IV, L.L.C. By: TC Group Cayman Investment Holdings Sub L.P., its managing
member By: TC Group Cayman Investment Holdings, L.P., its general partner By: Carlyle
Holdings II L.P., its general partner By: /s/ Jeremy W. Anderson, attorney-in-fact 03/21/2013

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| <u>Signature of Reporting Person</u> | Date |
|--|------------|
| CARLYLE PARTNERS IV, L.P. By: TC Group IV, L.P., its general partner By: /s/ Jeremy W. Anderson, Authorized Person | 03/21/2013 |
| <u>Signature of Reporting Person</u> | Date |
| CP IV COINVESTMENT, L.P. By: TC Group IV, L.P., its general partner By: /s/ Jeremy W. Anderson, Authorized Person | 03/21/2013 |
| <u>Signature of Reporting Person</u> | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P. (collectively, the "Carlyle Funds") are the record holders of 14,388,686 and 581,113 shares of common stock, respectively. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the managing member of TC Group IV, L.L.C., which is the general partner of TC Group IV, L.P., which is the general partner of each of the Carlyle Funds.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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