

TEXTRON INC
Form 11-K
June 29, 2005

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 11-K

[X] ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

for the fiscal year ended December 31, 2004

Commission File Number 1-5480

A. Full title of the plan and address of the plan:

TEXTRON SAVINGS PLAN
40 Westminster Street
Providence, Rhode Island 02903

B. Name of issuer of the securities held pursuant to the plan and address of its principal executive office:

TEXTRON SAVINGS PLAN
40 Westminster Street
Providence, Rhode Island 02903

REQUIRED INFORMATION

Financial Statements and Exhibit

The following Plan financial statements and schedules prepared in accordance with the financial reporting requirements of the Employee Retirement Income Security Act of 1974 are filed herewith, as permitted by Item 4 of Form 11-K:

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Report of Independent Registered Public Accounting Firm

Statements of Net Assets Available for Benefits as of December 31, 2004 and 2003

Statements of Changes in Net Assets Available for Benefits for each of the years
ended December 31, 2004 and 2003

Notes to financial statements

Supplemental Schedules:

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

Exhibits:

23 - Consent of Independent Auditors

Pursuant to the requirements of the Securities Exchange Act of 1934, the Textron Inc., as Plan Administrator, has
duly caused this Annual Report on Form 11-K to be signed by the undersigned hereunto duly authorized.

TEXTRON SAVINGS PLAN

s/Michael D. Cahn
Michael D. Cahn
Attorney-in-fact.

Date: June 28, 2005

Financial Statements and Supplemental Schedule

Textron Savings Plan

Years ended December 31, 2004 and 2003

Textron Savings Plan

Financial Statements
and Supplemental Schedule

Years ended December 31, 2004 and 2003

Contents

Report of Independent Registered Public Accounting Firm	1
Audited Financial Statements	
Statements of Net Assets Available for Benefits	2
Statements of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4
Supplemental Schedule	
Schedule H, Line 4i, Schedule of Assets (Held at End of Year)	14
Report of Independent Registered Public Accounting Firm	
Textron Inc.	
Plan Sponsor	
Textron Savings Plan	

We have audited the accompanying statements of net assets available for benefits of the Textron Savings Plan as of December 31, 2004 and 2003, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2004 and 2003, and the changes in its net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2004, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

June 27, 2005

Textron Savings Plan

Statements of Net Assets Available for Benefits

(In Thousands)

	December 31	
	2004	2003
Assets		
Investments	\$1,977,579	\$1,693,231
Non-interest bearing cash	-	606
	1,977,579	1,693,837
Accrued investment income	5,869	7,191
Total assets	1,983,448	1,701,028
Liabilities		
Accrued expenses	107	182
Net assets available for benefits	\$1,983,341	\$1,700,846

See accompanying notes.

Textron Savings Plan

Statements of Changes in Net Assets Available for Benefits

(In Thousands)

	Year ended December 31	
	2004	2003
Additions		
Interest and dividends	\$ 42,025	\$ 40,132
Net appreciation in fair value of investments	319,412	345,999
	361,437	386,131
Contributions:		
Participants	85,188	84,620
Employer	26,786	18,986
Participant rollovers	3,920	7,235
	115,894	110,841

Transfers from other plans	20,236	2,652
Total additions	497,567	499,624
Deductions		
Benefits paid to participants	214,242	145,718
Administrative expenses	830	1,119
Total deductions	215,072	146,837
Net increase	282,495	352,787
Net assets available for benefits:		
Beginning of year	1,700,846	1,348,059
End of year	\$1,983,341	\$1,700,846

See accompanying notes.

Textron Savings Plan

Notes to Financial Statements

December 31, 2004

(In thousands)

1. Description of Plan

General

The Textron Savings Plan (the "Plan") is primarily an employee stock ownership plan covering all eligible domestic employees of Textron Inc. ("Textron"), as defined in the Plan. The remainder of the Plan is a profit-sharing and 401(k) plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") and was amended and restated effective November 1, 1999, and further amended in 2003 and 2004, to reflect the requirements of recent legislation affecting statutory changes and regulations and other plan changes.

Effective January 1, 2002, the Plan designated the Textron Stock Fund as an ESOP and designated the remainder of the Plan as a profit-sharing plan. The employee stock ownership portion of the Plan and the profit-sharing portion of the Plan constitute a single plan.

The Plan is currently administered under the terms of a Trust Agreement, dated December 1, 2004, with Fidelity Management Trust Company (the Trustee or Fidelity). Fidelity also serves as the Plan's recordkeeper. Prior to December 1, 2004, the plan was administered under the terms of a Trust Agreement, dated September 1, 1999, with Putnam Fiduciary Trust Company. Putnam also served as the Plan's recordkeeper.

Investment Options

Effective December 1, 2004, participants may elect to direct their employee contributions to the following funds: The Textron Stock Fund, PIMCO Total Return Fund, Vanguard High-Yield Corporate Fund, Fidelity Equity Income Fund, Vanguard Institutional Index Fund, Fidelity Blue-Chip Growth Fund, Fidelity Small Cap Stock Fund, Fidelity Diversified International Fund, Vanguard Developed Markets Index Fund, Vanguard Strategic Equity Fund, Fidelity Freedom Funds and the Textron Stable Value Fund, which is primarily invested in various guaranteed investment contracts.

Prior to December 1, 2004, Participants could elect to direct their employee contributions to the following funds: Textron Stock Fund, Putnam International Growth Fund, Putnam Voyager Fund, Putnam S&P 500 Index Fund, The George Putnam Fund of Boston, One Group Bond Fund, Putnam Capital Opportunities Fund, Putnam Asset Allocation: Balanced Portfolio, Putnam Equity Income Fund, One Group High Yield Bond Fund, and the Stable Value Fund, which is primarily invested in various guaranteed investment contracts.

Contributions

Participants of the Plan are entitled to elect compensation deferrals up to 40% of their eligible compensation, within the limits prescribed by Section 401(k) of the Internal Revenue Code (the "Code"). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants' pre-tax and after-tax contributions, which are matched 50% up to 5% of eligible salary by Textron subject to certain ERISA restrictions and plan limits, are recorded when Textron makes payroll deductions from participants' wages.

In May 2003, Textron temporarily suspended Company matching contributions for non-bargained employees. Collectively bargained employees were not affected by this change. In addition, employees who participate in the portion of the Textron Savings Plan with a retirement supplement were also not affected by this change.

Effective January 1, 2004, Textron partially reinstated the Company matching contributions. For every dollar the employee contributes to the Plan as pre-tax or after-tax contributions, Textron will contribute \$0.25 worth of Textron common stock, up to a maximum total matching contribution of 2.5% of the participant's eligible compensation. Effective August 1, 2004, Textron reinstated the Company matching contributions back to 50% up to 5% of eligible salary as described above.

Certain participants in the Plan are entitled to receive a retirement supplement contribution which is equal to 1% of the participant's eligible compensation. Participants eligible for a retirement supplement contribution are also eligible for a matching contribution. Contributions from employees who receive a retirement supplement are matched 100% up to 4% of eligible salary by Textron subject to certain ERISA restrictions and plan limits, and are recorded when Textron makes payroll deductions from participants' wages.

Effective January 1, 2004, participants who are at least age 50 or who will reach age 50 during the year, will be allowed to make additional employee pre-tax contributions (catch-up contributions), above the otherwise applicable limits. In accordance with limits under the federal tax laws, catch-up contributions cannot exceed \$3,000 in 2004. The limit will increase to \$4,000 in 2005 and \$5,000 in 2006. After that, the limit may be adjusted from time to time by the Secretary of the Treasury, to reflect inflation. Catch-up contributions will not be eligible for Company matching contributions.

Textron makes contributions to the Plan based on actual contribution levels. In addition, Textron may make additional discretionary contributions. There were no discretionary contributions made by Textron in 2004 or 2003. All forfeitures arising out of a participant's termination of employment for reasons other than retirement, disability or death are used to reduce future Textron contributions.

Employer contributions are invested entirely in the Textron Stock Fund. Employees have the ability to subsequently reallocate matching contributions among any of the investment options offered in the Plan.

Transfers To/From Other Plans

Effective December 1, 2004, the Ring Screw Works Profit Sharing Plan and the Kautex Saving Plan were merged into the Plan. Assets amounting to approximately \$16,636 and \$3,600, respectively, were transferred into the Plan.

During 2003, the Greenlee Textron - Bargaining Unit 401(k) Plan was merged into the Plan. Assets amounting to \$2,600 were transferred into the Plan. In addition, assets amounting to approximately \$109, representing loans from other terminated plans and reinstatements from balances previously transferred to the Collins & Aikman Personnel Savings Plan were transferred into the Plan.

Benefits

In the event a participant ceases to be an employee or becomes totally disabled while employed, all of his or her account, to the extent then vested, shall become distributable. Distributions are in the form of cash unless Textron stock is requested. An account will be distributed in a single payment if the value of the account is less than \$5,000 when the account first becomes distributable. If the value of the account is \$5,000 or more when the account first becomes distributable, a participant is not required to take a distribution immediately. However, current federal law requires Textron to begin to distribute accounts by April 1 of the year following the year in which the participant reaches age 70 1/2. A participant is always vested in the portions of his or her account attributable to his or her own contributions and compensation deferrals and to discretionary contributions by Textron. The Plan provides for full vesting of a participant's account in the event of his or her termination of employment, other than for cause, within two years after a change in control of Textron. Benefits are recorded when paid.

Vesting

Textron's matching contributions vest based on the length of service in the Plan as follows:

Months of Service	Vested Percentage
24 months but less than 36 months	25%
36 months but less than 48 months	50%
48 months but less than 60 months	75%
60 months or more	100%

Participant Accounts

A separate account is maintained for each participant and is increased by (a) the participant's contributions and compensation deferrals, (b) Textron's matching contribution, and by the pro rata share of additional discretionary contributions made by Textron, if any, (c) plan income (loss), and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participant Notes Receivable

Active participants, not including directors or executive officers as determined by the plan administrator, may have one loan outstanding and may borrow a minimum of \$1,000 up to a maximum of the lesser of one-half of their vested balance or \$50,000 less the participant's highest outstanding loan balance during the twelve-month period preceding the new loan request. Interest is charged at a rate of Wall Street Journal Prime Rate plus 1%, as of the first business day of the month. A \$50 fee will be charged to the participant to cover the cost of administration. The loan terms may range from one to five years and are repaid primarily through automatic payroll deductions.

Plan Termination

Textron has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Textron has not expressed any intent to terminate the Plan. In the event of Plan termination, participants will become 100 percent vested in their accounts.

2. Significant Accounting Policies

Basis of Accounting

The financial statements are prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition

Except for investment contracts, the Plan's investments are stated at fair value which, in general, equals the quoted market price on the last business day of the Plan year. The shares of mutual funds are valued at quoted market prices which represent the net asset values of shares held by the Plan at year end. The fair value of participation units owned by the Plan in the common collective trust fund is based on the redemption value of the funds on the last business day of the plan year. The participant loans are valued at their outstanding balances, which approximate fair value.

Investment contracts are recorded at their contract values, which represent contributions and reinvested income, less any withdrawals, plus accrued interest, because these investments have fully benefit responsive features. For example, participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. However, withdrawals influenced by Company-initiated events, such as in connection with the sale of a business, may result in a distribution at other than contract value. There are no reserves against contract values for credit risk of contract issues or otherwise. The fair value of the investment contracts at December 31, 2004 and 2003, was approximately \$223 million and \$189 million, respectively. The average yield was approximately 3.9% and 5.1%, respectively. The crediting interest rates for these investment contracts are reset annually by the issuer but cannot be less than zero and ranged from 2.46% to 7.75% in 2004 and 2003.

The fair values of investment contracts presented above are estimates of the fair value of the contracts at a specific point in time using available market information and appropriate valuation methodologies. These estimates are subjective in nature and involve uncertainties and significant judgment in the interpretation of current market data. Therefore, the fair values presented are not necessarily indicative of amounts the Plan could realize or settle currently. The Plan does not necessarily intend to dispose of or liquidate such instruments prior to maturity.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Administrative Expenses

In December 2003, the Plan was amended to clarify the allocation of administrative expenses.

- ◆ Fees associated with in-service withdrawals, distributions and loans are charged directly to the associated participant account.
- Fees with respect to each investment fund are charged against the investment returns of those investment funds and allocated on a pro-rata basis to participants who invest in those investment funds.
- Expenses associated with qualified domestic relation orders are charged directly to the related participant account.
- Expenses associated with operating the Plan, such as recordkeeping fees, legal fees, consulting fees, transfer fees, annuity fees, annual reporting fees, claims processing fees, cost of supplies and similar fees are charged to the accounts of participants on a pro rata basis.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

3. Investments

During 2004 and 2003, the Plan's investments (including investments purchased, sold, as well as held during the year) appreciated (depreciated) in fair value as follows:

	Year ended December 31	
	2004	2003
	(In thousands)	
Investments at fair value as determined by quoted market price:		
Textron Inc. Stock Fund	\$289,711	\$281,295
Common/collective trust funds	12,696	38,957
Mutual funds	17,005	25,747
	\$319,412	\$345,999

Investments that represent 5% or more of the fair value of the Plan's net assets available for benefits are as follows:

	December 31	
	2004	2003
	(In thousands)	
Textron Stock Fund	\$1,234,617	\$1,090,947
Vanguard Institutional Index Fund	201,852	
Putnam S&P 500 Index Fund	-	181,302

4. Related-Party Transactions

Certain Plan investments are shares of the Company common stock. At December 31, 2004 and 2003, 16,729 and 19,119 shares of common stock were held by the Plan, respectively, with a fair value of \$1,234,617 and \$1,090,947, respectively. Dividend income recorded by the Plan for the Company common stock for the years ended December 31, 2004 and 2003, was \$23,494 and \$26,536, respectively.

5. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

6. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated September 6, 2002, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to the issuance of the determination letter, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax exempt.

7. Differences Between Financial Statements and Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	2004	December 31 2003
		(In thousands)
Net assets available for benefits per financial statements	\$1,983,341	\$1,700,846
Amounts allocated to withdrawn participants	(621)	(522)
Net assets available for benefits per Form 5500	\$1,982,720	\$1,700,324

The following is a reconciliation of benefits paid to participants per the financial statements to the Form 5500:

	2004	2003
		(In thousands)
Benefits paid to participants per the financial statements	\$214,242	\$145,718
Add: Amounts allocated on Form 5500 to withdrawn participants at the end of the year	621	522
Less: Amounts allocated on Form 5500 to withdrawn participants at the beginning of the year	(522)	(269)
Benefits paid to participants per Form 5500	\$214,341	\$145,971

Amounts allocated to withdrawn participants are recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to year-end but not yet paid.

8. Subsequent Event

Effective February 1, 2005, The Textron Savings Plan for Cessna Hourly Employees merged with the Plan. Assets amounting to approximately \$89,000 were transferred to the Plan.

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Textron Savings Plan

Employer Identification Number 05-0315468

Plan Number 030

Schedule H, Line 4i, Schedule of Assets (Held at End of Year)

(In Thousands)

December 31, 2004

Identity of Issue	Description of Investments, Including Rate of Interest and Number of Shares or Units	Current Value
Textron Stock Fund*	16,729	\$1,234,617
Common/Collective Trust Funds:		
SEI Stable Asset Fund	4.44%	19,643
Mutual Funds:		
Vanguard Institutional Index Fund	1,823	201,852
Fidelity Blue Chip Growth Fund*	1,142	47,639
Fidelity Retirement Money Market Fund*	1,849	1,849
PIMCO Total Return Fund	3,738	39,884
Fidelity Diversified International Fund*	1,276	36,549
Fidelity Small Cap Stock Fund*	1,891	34,334
Fidelity Equity Income Fund*	637	33,640
Vanguard High-Yield Corporate Fund	2,362	15,214
Fidelity Freedom Fund 2020*	840	11,721
Fidelity Freedom Fund 2015*	956	10,561
Fidelity Freedom Fund 2010*	669	9,114
Fidelity Freedom Fund 2025*	768	8,665
Vanguard Developed Markets Index Fund	696	6,407
Fidelity Freedom Fund 2030*	449	6,329
Vanguard Strategic Equity Fund	173	3,712
Fidelity Freedom Fund 2035*	288	3,296
Fidelity Freedom Fund 2040*	309	2,552
Fidelity Freedom Income Fund*	221	2,499

Fidelity Freedom Fund 2005*	163	1,763
Total Mutual Funds		477,580

Textron Savings Plan

Employer Identification Number 05-0315468
Plan Number 030

Schedule H, Line 4i, Schedule of Assets (Held at End of Year) (continued)

(In Thousands)

Identity of Issue	Description of Investments, Including Rate of Interest and Number of Shares or Units	Current Value
Insurance Contracts		
Allstate Insurance Co.	7.75%	7,000
Matures 01/14/05		
IXIS Financial	4.31%	65,621
IXIS Financial	4.21%	26,425
Metropolitan Life Insurance Co.	3.36%	5,243
Matures 6/15/07		
Metropolitan Life Insurance Co.	4.12%	6,258
Matures 12/15/08		
Monumental Life Insurance Co.	4.86%	6,769
Matures 9/15/06		
Monumental Life Insurance Co.	4.16%	5,016
Matures 6/15/09		
Principal Life Insurance Co.	3.66%	6,229
Matures 12/15/07		
Principal Life Insurance Co.	3.90%	6,244
Matures 6/15/08		

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Principal Life Insurance Co. Matures 5/14/08	4.00%	5,132
Travelers Insurance Co. Matures 3/15/06	2.46%	7,212
Travelers Insurance Co. Matures 50% 6/15/06: 50% 12/15/10	4.59%	5,124
State Street Bank & Trust Company Total Insurance Contracts	4.15%	68,874 221,147
Participant notes receivable *	5.0% - 10.5%	24,592 \$1,977,579

* Indicates party-in-interest to the Plan

ZE="2">SS&C Technologies Holdings, Inc.

80 Lambertson Road

Windsor, Connecticut 06095

Attention: Investor Relations

Telephone: (860) 298-4500

S-9

Table of Contents

PROSPECTUS

SS&C Technologies Holdings, Inc.
7,750,000 SHARES OF COMMON STOCK

This prospectus relates to the resale from time to time of up to 7,750,000 shares of common stock (which we refer to as the shares) of SS&C Technologies Holdings, Inc. by the selling stockholders identified in this prospectus. We will not receive any proceeds from the sale of the shares. You should read this prospectus and any applicable prospectus supplement before you invest.

We have agreed to bear all of the expenses incurred in connection with the registration of these shares. William C. Stone, our chairman and chief executive officer, and investment funds affiliated with The Carlyle Group (which we refer to as Carlyle) (collectively, the selling stockholders) will pay or assume brokerage commissions and similar charges incurred for the sale of shares of our common stock.

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

Our common stock is traded on The NASDAQ Global Select Market under the symbol SSNC. On March 11, 2013, the closing sale price of the common stock on NASDAQ was \$27.79 per share. You are urged to obtain current market quotations for the common stock.

Investing in our common stock involves a high degree of risk. See Risk Factors beginning on page 2.

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

The date of this prospectus is March 13, 2013.

Table of Contents

TABLE OF CONTENTS

	Page
<u>PROSPECTUS SUMMARY</u>	1
<u>RISK FACTORS</u>	2
<u>SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION</u>	3
<u>USE OF PROCEEDS</u>	3
<u>SELLING STOCKHOLDERS</u>	3
<u>CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS</u>	4
<u>PLAN OF DISTRIBUTION</u>	6
<u>LEGAL MATTERS</u>	8
<u>EXPERTS</u>	8
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	8
<u>INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE</u>	9

Table of Contents

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

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

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

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

Table of Contents

PROSPECTUS SUMMARY

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

SS&C Technologies Holdings, Inc.

We are a leading provider of mission-critical, sophisticated software products and software-enabled services that allow financial services providers to automate complex business processes and effectively manage their information processing requirements. Our portfolio of software products and rapidly deployable software-enabled services allows our clients to automate and integrate front-office functions such as trading and modeling, middle-office functions such as portfolio management and reporting, and back-office functions such as accounting, performance measurement, reconciliation, reporting, processing and clearing. Our solutions enable our clients to focus on core operations, better monitor and manage investment performance and risk, improve operating efficiency and reduce operating costs. We provide our solutions globally to more than 5,500 clients, principally within the institutional asset management, alternative investment management and financial institutions vertical markets. In addition, our clients include commercial lenders, corporate treasury groups, insurance and pension funds, municipal finance groups and real estate property managers.

We provide the global financial services industry with a broad range of software-enabled services, which consist of software-enabled outsourcing services and subscription-based on-demand software that are managed and hosted at our facilities, and specialized software products, which are deployed at our clients' facilities. Our software-enabled services, which combine the strengths of our proprietary software with our domain expertise, enable our clients to contract with us to provide many of their mission-critical and complex business processes. For example, we utilize our software to offer comprehensive fund administration services for alternative investment managers, including fund manager services, transfer agency services, fund of funds services, tax processing and accounting. We offer clients the flexibility to choose from multiple software delivery options, including on-premise applications and hosted, multi-tenant or dedicated applications. Additionally, we provide certain clients with targeted, blended solutions based on a combination of our various software and software-enabled services. We believe that our software-enabled services provide superior client support and an attractive alternative to clients that do not wish to install, manage and maintain complicated financial software.

As of December 31, 2012, we had 4,086 full-time employees operating in facilities and offices in twenty-four locations in the United States and have offices in Toronto, Canada; Montreal, Canada; London, England; Dublin, Ireland; Amsterdam, the Netherlands; Kuala Lumpur, Malaysia; Singapore; Curacao; Grand Cayman; Bangalore, India; Mumbai, India; Hong Kong; and Sydney, Australia. We service funds with \$434 billion in assets under administration.

Table of Contents

RISK FACTORS

Investing in our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described in this prospectus, any prospectus supplement and the documents incorporated by reference herein or therein, including the risks and uncertainties described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, which was filed with the SEC on March 1, 2013 and is incorporated by reference in this prospectus, and which may be amended, supplemented or superseded from time to time by other reports we file with the SEC in the future. The risks and uncertainties described in this prospectus and the documents incorporated by reference herein are not the only risks we face. Additional risks and uncertainties that we do not presently know about or that we currently believe are not material may also adversely affect our business. For more information, see [Where You Can Find More Information](#).

Table of Contents**SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION**

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

USE OF PROCEEDS

We are filing the registration statement of which this prospectus is a part to permit the stockholders named in the section entitled Selling Stockholders to resell such shares. We will not receive any proceeds from the sale of shares by the selling stockholders. The selling stockholders will pay any underwriting discounts and commissions and transfer taxes incurred by the selling stockholders in disposing of the shares. We will bear all other costs, fees and expenses incurred in effecting the registration of the shares covered by this prospectus, including, without limitation, all registration and filing fees, NASDAQ Global Select Market listing fees and fees and expenses of our counsel and our accountants.

SELLING STOCKHOLDERS

The following table presents information concerning the beneficial ownership of the shares of our common stock by the selling stockholders assuming 79,427,629 shares of common stock outstanding as of March 11, 2013, which includes 7,750,000 shares to be sold by the selling stockholders in connection with this offering.

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

See Certain Relationships and Related Transactions below for a discussion of the material relationships between SS&C Holdings and the selling stockholders.

	Shares beneficially owned prior to the offering		Shares offered	Shares beneficially owned after the offering	
	Number	Percent		Number	Percent
TC Group IV, L.P. (1)	21,469,799	27.03%	6,500,000	14,969,799	18.85%
William C. Stone (2)	18,128,899	22.00%	1,250,000	16,878,899	20.49%

- (1) Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P. (collectively, the Carlyle Funds) are the record holders of 20,636,363 and 833,436 shares of our common stock, respectively. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the managing member of TC Group IV, L.L.C., which is the general partner of TC Group IV, L.P., which is

Table of Contents

the general partner of each of the Carlyle Funds. Accordingly, each of Carlyle Group Management L.L.C., The Carlyle Group L.P., Carlyle Holdings II GP L.L.C., Carlyle Holdings II L.P., TC Group Cayman Investment Holdings, L.P., TC Group Cayman Investment Holdings Sub L.P., TC Group IV, L.L.C. and TC Group IV, L.P. (collectively, the Carlyle Entities) may be deemed to share beneficial ownership of the shares of our common stock owned of record by each of the Carlyle Funds. The business address of TC Group Cayman Investment Holdings, L.P. and TC Group Cayman Investment Holdings Sub L.P. is Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9002, Cayman Islands. The business address of each of the other Carlyle Entities and the Carlyle Funds is c/o The Carlyle Group, 1001 Pennsylvania Avenue, N.W., Suite 220 South, Washington, D.C. 20004-2505.

- (2) Includes 2,942,604 shares of our common stock subject to outstanding stock options exercisable on or within the 60-day period following March 11, 2013.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

On November 23, 2005, SS&C Holdings acquired SS&C through the merger of Sunshine Merger Corporation, our wholly owned subsidiary, with and into SS&C, with SS&C surviving the merger and becoming a wholly owned subsidiary of SS&C Holdings. We refer to the acquisition, the equity contributions to SS&C Holdings by Mr. Stone and Carlyle in connection with the acquisition, SS&C Holdings' entry into senior secured credit facilities and its issuance and sale of senior subordinated notes, and the other transactions in connection with the acquisition as the Transaction.

Stockholders Agreement

On November 23, 2005, Mr. Stone became a party to a stockholders agreement with SS&C Holdings and Carlyle, which includes restrictions on transfer as well as other provisions described below. The parties amended certain provisions of the stockholders agreement in April 2008, March 2010 and March 2011.

Board of Directors. Pursuant to the stockholders agreement, our board of directors consists of eight members. The initial board arrangements under the stockholders agreement were as follows: Mr. Stone occupied one seat and had the right to designate one of the remaining board members, and Carlyle had the right to designate four board members. Accordingly, Mr. Stone designated Normand A. Boulanger; and Carlyle designated Campbell R. Dyer, William A. Etherington, Allan M. Holt and Claudius E. Watts, IV. Subsequently, the stockholders agreement was amended to provide that Mr. Stone and Carlyle would jointly designate two board members (Jonathan E. Michael and David A. Varsano) and the number of board members Carlyle was entitled to designate was reduced from four to two as the result of a reduction in its percentage ownership of our common stock. In May 2012, Mr. Etherington was re-elected to our board of directors by our stockholders for a three-year term. The number of board members which Mr. Stone is entitled to designate (including himself) will be reduced to one director if Mr. Stone holds less than 15% of our common stock. The number of board members which Carlyle is entitled to designate will be reduced to one director if Carlyle holds less than 15% of our common stock. Based on our shares outstanding as of March 11, 2013, assuming the sale by the selling stockholders of all 7,750,000 shares of our common stock covered by this prospectus and assuming no other sales or purchases of our common stock by the selling stockholders, following completion of the offering, Mr. Stone will beneficially own approximately 20.49% of our common stock and investment funds affiliated with Carlyle will beneficially own approximately 18.85% of our common stock.

Mr. Stone's rights under the board of directors designation provisions of the stockholders agreement will terminate at such time as he holds less than 10% of our common stock. Carlyle's rights under the board of directors designation provisions of the stockholders agreement will terminate at such time as Carlyle holds less than 10% of our common stock.

Table of Contents

Bring-along rights. If any party to the stockholders agreement proposes to transfer 50% or more of all common stock held by the parties to the stockholders agreement to a third-party purchaser, then such transferring stockholder can require the other stockholders who are parties to the agreement to transfer their common stock on the same terms and conditions as the transferring holder.

Other rights. The stockholders agreement also contained certain tag-along and preemptive rights which terminated upon completion of our initial public offering in March 2010, or our IPO.

Service Provider Stockholders Agreement

On November 23, 2005, all of our members of management (other than Mr. Stone) and all employee option holders whose SS&C options were converted into options to acquire common stock of SS&C Holdings became parties to a service provider stockholders agreement with Carlyle and SS&C Holdings. In addition, certain holders of options to purchase our common stock have subsequently become parties to the service provider stockholders agreement. SS&C Holdings and Carlyle amended certain provisions of the service provider stockholders agreement in April 2008. Under the agreement, if Carlyle proposes to transfer 50% or more of our outstanding common stock to a third-party purchaser, then Carlyle can require the members of our management and employee option holders who are parties to the agreement to transfer their common stock and options on the same terms and conditions as Carlyle (bring-along rights).

Registration Rights Agreement

On November 23, 2005, Mr. Stone became a party to a registration rights agreement with SS&C Holdings and Carlyle, which provides for certain registration rights. Under the registration rights agreement, either Carlyle or Mr. Stone can demand that we file a registration statement for all or a portion of their common stock. Carlyle and Mr. Stone are also entitled to request that their shares be covered by a registration statement that we are otherwise filing with respect to our common stock. These registration rights are subject to conditions and limitations, including the right of the underwriters of an offering to limit the number of shares included in certain registrations. Under the registration rights agreement, we have also agreed to indemnify the selling stockholders against certain liabilities relating to the selling of the common stock, including liabilities arising under the Securities Act, and to pay the costs and fees of registering the shares of common stock; however, the selling stockholders will pay any brokerage commissions, discounts or other expenses relating to the sale of shares of common stock. The registration statement of which this prospectus is a part was filed at the request of Carlyle pursuant to the registration rights agreement.

Management Rights Agreement

Carlyle, SS&C Holdings and SS&C entered into a management rights agreement on November 23, 2005, pursuant to which Carlyle Partners IV, L.P. was granted (1) the right to nominate one director to serve as a member of our board of directors and to appoint one non-voting board observer to the board of directors of SS&C, (2) reasonable access to the books and records of SS&C Holdings and SS&C and their subsidiaries and (3) the right to consult from time to time with the management of SS&C Holdings and SS&C and their subsidiaries at their respective place of business regarding operating and financial matters. The management rights agreement will terminate with respect to SS&C when SS&C Holdings and its affiliates no longer beneficially own any voting securities of SS&C. The management rights agreement will terminate with respect to SS&C Holdings when Carlyle and its affiliates no longer beneficially own any voting securities of SS&C Holdings.

Fund Administration Services Agreement

On August 12, 2008, Walkers SPV Limited acting solely in its capacity as trustee of the Carlyle Series Trust and its classes or sub-trusts, Carlyle Loan Investment Ltd., CLP Cayman Holdco, Ltd., CCPMF Cayman Holdco, Carlyle Credit Partners Financing I, Ltd., which we refer to collectively as the Funds, and Carlyle Investment Management L.L.C. entered into a fund administration services agreement with SS&C. Pursuant to the fund

Table of Contents

administration services agreement, the Funds appointed SS&C to act as administrator, registrar and transfer agent and to provide the Funds with certain fund administration services, including daily processing and reconciliation services, fund accounting services and unitholder services, and such ancillary services as are set forth in work requests that may be executed by the parties from time to time. The agreement became effective on July 1, 2008, and the Funds are in the process of liquidation. SS&C is paid a monthly charge based on annual rates derived from the net asset value of the Funds, subject to a minimum monthly fee. SS&C also receives certain hourly and other fees for any ancillary services that it provides under the agreement. From January 1, 2012 through December 31, 2012, the Funds paid an aggregate of \$31,000 to SS&C under the agreement.

Processing Services Agreement

On June 22, 2009, Carlyle Investment Management L.L.C. entered into a processing services agreement with SS&C. Pursuant to the agreement, SS&C provides investment accounting and data processing services. The agreement was amended in June 2011 to extend it through June 21, 2014. SS&C is paid a monthly fee based on annual rates derived from the net asset value of Carlyle Investment Management L.L.C., subject to a minimum monthly fee. SS&C also receives other fees for certain ancillary services that it provides under the agreement. From January 1, 2012 through December 31, 2012, Carlyle Investment Management L.L.C. paid an aggregate of \$0.2 million to SS&C under the agreement.

Amended and Restated Stock Option Agreement

On April 8, 2003, Mr. Stone was granted a stock option, expiring on April 8, 2013, to purchase 1,275,000 shares of common stock at an exercise price of \$1.89 per share. On March 7, 2013 our board of directors approved, and on March 10, 2013 SS&C Holdings and Mr. Stone entered into, an Amended and Restated Stock Option Agreement to provide that the option covers class A non-voting common stock rather than voting common stock. On March 7, 2013, our board of directors also approved the ability of Mr. Stone to satisfy any withholding taxes payable in connection with exercise of this option through (1) the surrender to SS&C Holdings of shares of common stock owned by Mr. Stone and/or (2) the withholding of shares of common stock otherwise issuable to Mr. Stone upon exercise of the option, in either case with the fair market value of the surrendered and/or withheld shares being equal to the exercise price payable upon exercise. In the event that Mr. Stone satisfies his withholding tax obligations with shares of common stock, SS&C Holdings would be required to pay the withholding taxes in cash to the applicable taxing authorities. In lieu of satisfying his withholding tax obligations with shares of common stock, Mr. Stone intends to use a significant portion of his net proceeds from the sale of his shares offered hereby to pay the exercise price and taxes associated with his exercise of this stock option prior to its expiration.

In May 2011, we entered into a similar Amended and Restated Stock Option Agreement with Mr. Stone, pursuant to which a stock option to acquire 637,500 shares of SS&C Holdings common stock was amended such that it became a stock option to purchase 637,500 shares of SS&C Holdings class A non-voting common stock. Mr. Stone subsequently exercised this stock option.

PLAN OF DISTRIBUTION

The shares covered by this prospectus may be offered and sold from time to time by the selling stockholders. The term selling stockholders includes donees, pledgees, transferees or other successors-in-interest selling shares received after the date of this prospectus from the selling stockholders as a gift, pledge, partnership distribution or other non-sale related transfer. The selling stockholders will act independently of us in making decisions with respect to the timing, manner and size of each sale. Such sales may be made on one or more exchanges or in the over-the-counter market or otherwise, at prices and under terms then prevailing or at prices related to the then-current market price or in negotiated transactions. The selling stockholders may sell their shares by one or more of, or a combination of, the following methods:

purchases by a broker-dealer as principal and resale by such broker-dealer for its own account pursuant to this prospectus;

Table of Contents

ordinary brokerage transactions and transactions in which the broker solicits purchasers;

block trades in which the broker-dealer so engaged will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;

an over-the-counter distribution in accordance with the rules of The NASDAQ Global Select Market;

in privately negotiated transactions; and

in options transactions.

In addition, any shares that qualify for sale pursuant to Rule 144 may be sold under Rule 144 rather than pursuant to this prospectus.

To the extent required, this prospectus may be amended or supplemented from time to time to describe a specific plan of distribution. In connection with distributions of the shares or otherwise, the selling stockholders may enter into hedging transactions with broker-dealers or other financial institutions. In connection with such transactions, broker-dealers or other financial institutions may engage in short sales of the common stock in the course of hedging the positions they assume with a selling stockholder. The selling stockholders may also sell the common stock short and redeliver the shares to close out such short positions. The selling stockholders may also enter into option or other transactions with broker-dealers or other financial institutions which require the delivery to such broker-dealer or other financial institution of shares offered by this prospectus, which shares such broker-dealer or other financial institution may resell pursuant to this prospectus (as supplemented or amended to reflect such transaction). The selling stockholders may also pledge shares to a broker-dealer or other financial institution, and, upon a default, such broker-dealer or other financial institution, may effect sales of the pledged shares pursuant to this prospectus (as supplemented or amended to reflect such transaction).

In effecting sales, broker-dealers or agents engaged by the selling stockholders may arrange for other broker-dealers to participate. Broker-dealers or agents may receive commissions, discounts or concessions from the selling stockholders in amounts to be negotiated immediately prior to the sale.

In offering the shares covered by this prospectus, any broker-dealers who execute sales for the selling stockholders may be deemed to be underwriters within the meaning of the Securities Act in connection with such sales. The compensation of any broker-dealer may be deemed to be underwriting discounts and commissions.

The specific terms of the lock-up provisions, if any, in respect of any given offering will be described in the applicable prospectus supplement.

In order to comply with the securities laws of certain states, if applicable, the shares must be sold in such jurisdictions only through registered or licensed brokers or dealers. In addition, in certain states the shares may not be sold unless they have been registered or qualified for sale in the applicable state or an exemption from the registration or qualification requirement is available and is complied with.

We have advised the selling stockholders that the anti-manipulation rules of Regulation M under the Exchange Act may apply to sales of shares in the market and to the activities of the selling stockholders and their respective affiliates. In addition, we will make copies of this prospectus available to the selling stockholders for the purpose of satisfying the prospectus delivery requirements of the Securities Act. The selling stockholders may indemnify any broker-dealer that participates in transactions involving the sale of the shares against certain liabilities, including liabilities arising under the Securities Act.

At the time a particular offer of shares is made, if required, a prospectus supplement will be distributed that will set forth the number of shares being offered, the method of distribution and the terms of the offering, including the name or names of any underwriters, dealers or agents, the purchase price paid by any underwriter, any discount, commission and other item constituting compensation, any discount, commission or concession allowed or reallocated or paid to any dealer, and the proposed selling price to the public.

Table of Contents

We have agreed to indemnify the selling stockholders against certain liabilities, including certain liabilities under the Securities Act.

LEGAL MATTERS

The validity of the shares offered by this prospectus has been passed upon by Wilmer Cutler Pickering Hale and Dorr LLP.

EXPERTS

The consolidated financial statements and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) incorporated in this prospectus by reference to the Annual Report on Form 10-K of SS&C Holdings for the year ended December 31, 2012 have been so incorporated in reliance on the report (which contains an explanatory paragraph on the effectiveness of internal control over financial reporting due to the exclusion of certain elements of the internal control over financial reporting of the entities of GlobeOp Financial Services S.A. that the registrant acquired as of May 31, 2012) of PricewaterhouseCoopers LLP an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

The consolidated historical annual financial statements of GlobeOp Financial Services S.A. incorporated in this prospectus by reference to the Current Report on Form 8-K/A of SS&C Holdings filed on March 13, 2013 have been so incorporated in reliance on the report (which contains an explanatory paragraph relating to the difference between IFRS as adopted by the European Union and US GAAP as described in Note 31 to the financial statements) of PricewaterhouseCoopers, Société coopérative, independent accountants, given on the authority of said firm as experts in auditing and accounting.

WHERE YOU CAN FIND MORE INFORMATION

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

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

Table of Contents

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

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

- (1) Our Annual Report on Form 10-K for the year ended December 31, 2012, as filed with the SEC on March 1, 2013;
- (2) The information specifically incorporated by reference into our Annual Report on Form 10-K for the year ended December 31, 2011 from our definitive proxy statement on Schedule 14A (filed on April 23, 2012);
- (3) Our Current Reports on Form 8-K, as filed with the SEC on March 12, 2013, and Form 8-K/A, as filed with the SEC on March 13, 2013; and
- (4) The description of our common stock contained in our Registration Statement on Form 8-A dated March 23, 2010.

A statement contained in a document incorporated by reference into this prospectus shall be deemed to be modified or superceded for purposes of this prospectus to the extent that a statement contained in this prospectus, any prospectus supplement or in any other subsequently filed document which is also incorporated in this prospectus modifies or replaces such statement. Any statements so modified or superceded shall not be deemed, except as so modified or superceded, to constitute a part of this prospectus.

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

SS&C Technologies Holdings, Inc.

80 Lamberton Road

Windsor, Connecticut 06095

Attention: Investor Relations

Telephone: (860) 298-4500

Table of Contents

7,750,000 Shares

SS&C Technologies Holdings, Inc.

Common Stock

Prospectus Supplement

March 14, 2013

Barclays