

SS&C Technologies Holdings Inc

Form DEF 14A

April 29, 2011

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**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  o

Check the appropriate box:

- o Preliminary Proxy Statement
- o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- x Definitive Proxy Statement
- o Definitive Additional Materials
- o 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.
- o 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:

- o Fee paid previously with preliminary materials.
  - o 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:
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**SS&C TECHNOLOGIES HOLDINGS, INC.  
80 Lambertson Road  
Windsor, Connecticut 06095**

April 29, 2011

Dear Stockholder:

You are cordially invited to attend the 2011 Annual Meeting of Stockholders of SS&C Technologies Holdings, Inc. to be held at 9:00 a.m., local time, on Thursday, June 2, 2011 at our offices located at 80 Lambertson Road, Windsor, Connecticut 06095. At the Annual Meeting, you will be asked to (i) elect three Class I Directors to our Board of Directors for the ensuing three years, (ii) approve, in a non-binding vote, the compensation of our named executive officers, (iii) conduct an advisory vote on the frequency of future executive compensation advisory votes 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 vote in favor of a triennial non-binding stockholder vote to approve the compensation of our named executive officers and that you vote for all other proposals to be put forward at the Annual Meeting.

We hope you will be able to attend the Annual Meeting. Whether or not you plan to attend the Annual Meeting, it is important that your shares are represented. Therefore, if you do not plan to attend the Annual Meeting, we urge you to promptly vote your shares by completing, signing, dating and returning the enclosed proxy card in accordance with the instructions provided.

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.**

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

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
To Be Held on June 2, 2011**

The 2011 Annual Meeting of Stockholders of SS&C Technologies Holdings, Inc. will be held on Thursday, June 2, 2011 at 9:00 a.m., local time, at our offices located at 80 Lambertson Road, Windsor, Connecticut 06095, to consider and act upon the following matters:

1. To elect three Class I Directors to our Board of Directors, each to serve for a term ending in 2014, or until his successor has been duly elected and qualified;
2. To approve, in a non-binding vote, the compensation of our named executive officers;
3. To recommend, in an advisory vote, the frequency of future executive compensation advisory votes;
4. To ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011; and
5. To transact such other business as may properly come before the Annual Meeting and any adjournment thereof.

Stockholders of record at the close of business on April 27, 2011, the record date for the 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 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 broker or other nominee, you will receive instructions from the holder of record that you must follow for your shares to be voted. If you attend the Annual Meeting and prefer to vote at that time, you may do so.

By Order of the Board of Directors,

STEPHEN V. R. WHITMAN  
*Senior Vice President, General Counsel & Secretary*

Dated: April 29, 2011

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

**Proxy Statement for the 2011 Annual Meeting of Stockholders**

**To Be Held on June 2, 2011**

**INFORMATION ABOUT THE ANNUAL MEETING**

Our 2011 Annual Meeting of Stockholders will be held on Thursday, June 2, 2011 at 9:00 a.m., local time, at our offices located at 80 Lambertson Road, Windsor, Connecticut 06095. For directions to our offices, please visit the 2011 Annual Meeting page on our website at <http://www.ssctech.com/2011annualmeeting>. If you have any questions about the 2011 Annual Meeting, please contact Stephen V. R. Whitman, our Corporate Secretary, by telephone at (860) 298-4832 or by sending a written request for information addressed to Stephen V. R. Whitman at our principal executive offices located at 80 Lambertson Road, Windsor, Connecticut 06095.

**Information About this Proxy Statement**

You have received this proxy statement because the Board of Directors of SS&C Technologies Holdings, Inc. is soliciting your proxy to vote your shares at the 2011 Annual Meeting of Stockholders and at any adjournment or postponement of the 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 27, 2011 are entitled to receive notice of, and to vote at, the Annual Meeting.

*Unless the context otherwise requires, in this proxy statement, (i) the Company and SS&C Holdings means SS&C Technologies Holdings, Inc., our top-level holding company that was formerly known as Sunshine Acquisition Corporation, (ii) SS&C means SS&C Technologies, Inc., our primary operating company and a direct wholly owned subsidiary of SS&C Holdings, (iii) we, us and our mean SS&C Holdings and its consolidated subsidiaries, including SS&C, (iv) our Board or the Board means the Board of Directors of the Company and (v) Common Stock means the common stock of the Company.*

**Important Notice Regarding Availability of  
Proxy materials for the Annual Meeting of Stockholders to be held on June 2, 2011**

**We are first mailing this proxy statement and the accompanying proxy on or about April 29, 2011 to our stockholders of record as of April 27, 2011. We are also mailing our Annual Report for the fiscal year ended December 31, 2010 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, 2010 upon written request of any stockholder and the payment of an appropriate processing fee. Please address all such requests to Kristen Schwecke, 80 Lambert Road, Windsor, Connecticut 06095 at the address provided above.**

**This proxy statement and our Annual Report for the fiscal year ended December 31, 2010 are available for viewing, printing and downloading at <http://www.ssctech.com/2011annualmeeting>. This proxy statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2010 are also available on the SEC's website at <http://www.sec.gov>.**

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### **Proposals to be Voted Upon**

*Proposal 1.* The first proposal is to elect three Class I Directors to our Board, each to serve for a term ending in 2014, or until his respective successor has been duly elected and qualified.

*Proposal 2.* The second proposal is to approve, in a non-binding vote, the compensation of our named executive officers.

*Proposal 3.* The third proposal is to recommend, in a non-binding vote, whether future executive compensation advisory votes should occur every one, two or three years.

*Proposal 4.* The fourth proposal is to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011, which we refer to as fiscal 2011.

When you return your proxy properly signed, your shares will be voted by the persons named as proxies in accordance with your directions. You are urged to specify your choices on the enclosed proxy card. If you sign and return your proxy without specifying choices, your shares will be voted FOR election of each of the three nominees listed in Proposal 1, FOR Proposals 2 and 4, for Choice 3 in Proposal 3, and in the discretion of the persons named as proxies in the manner they believe to be in our company's best interests as to other matters that may properly come before the Annual Meeting.

### **Voting Procedures**

You may vote either in person at the Annual Meeting or by proxy. To vote by proxy, you must:

Complete all of the required information on the enclosed proxy card.

Date and sign the proxy card.

Return the proxy card in the enclosed postage-paid envelope. We must receive your proxy card not later than June 1, 2011, the day before the Annual Meeting, for your proxy to be valid and for your vote to count.

If you are not the stockholder of record and hold shares through a custodian, broker or other agent, such agent may have special voting instructions that you should follow. You should contact your custodian, broker or other agent to obtain instructions for voting your shares.

Whether or not you expect to be present in person at the Annual Meeting, you are requested to complete, sign, date and return the enclosed form of proxy. The shares represented by your proxy will be voted in accordance with your instructions. If you attend the Annual Meeting, you may vote by ballot. If you want to vote in person at the Annual Meeting and you own your shares through a custodian, broker or other agent, you must obtain a proxy from that party in its capacity as owner of record for your shares and bring the proxy to the Annual Meeting.

Shares represented by proxies on the enclosed proxy card will be counted in the vote at the Annual Meeting only if we receive your proxy card by June 1, 2011.

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Your properly completed proxy card will appoint William C. Stone, Patrick J. Pedonti and Stephen V. R. Whitman as proxy holders, or your representatives, to vote your shares in the manner directed therein by you. Mr. Stone is our Chairman and Chief Executive Officer, Mr. Pedonti is our Senior Vice President and Chief Financial Officer and Mr. Whitman is our Senior Vice President, General Counsel and Secretary. Your proxy permits you to direct the proxy holders to:

vote FOR or to withhold your votes from any of the three nominees for director;

vote FOR, AGAINST or ABSTAIN from the non-binding resolution to approve the compensation of our named executive officers;

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vote Choice 1 (every year), Choice 2 (every two years), Choice 3 (every three years) or ABSTAIN from the non-binding resolution to determine the frequency of future executive compensation advisory votes; and

vote FOR, AGAINST or ABSTAIN from the proposal to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal 2011.

All shares entitled to vote and represented by properly completed proxies received prior to the Annual Meeting and not revoked will be voted at the Annual Meeting in accordance with your instructions. If you do not indicate how your shares are to be voted on a matter, the shares represented by your properly completed proxy will be voted FOR the election of the three nominees for director, FOR the proposal to approve the compensation of our named executive officers, for Choice 3 to recommend that a non-binding stockholder vote to approve the compensation of our named executive officers should occur every three years and FOR the proposal to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal 2011.

## **Revocation of Proxies**

You may revoke your proxy at any time before it is exercised by (1) delivering to us a signed proxy card with a date later than the date of your previously delivered proxy, (2) voting in person at the Annual Meeting or (3) sending a written revocation to our Corporate Secretary at our principal executive offices. Shares represented by valid proxies that are received in time for use at the Annual Meeting and not revoked at or prior to the Annual Meeting, will be voted at the Annual Meeting.

## **Stockholders Entitled to Vote**

Our Board has fixed April 27, 2011 as the record date for the Annual Meeting. You are entitled to vote (in person or by proxy) at the Annual Meeting if you were a stockholder of record on the record date. On the record date, we had 75,726,213 shares of Common Stock outstanding (each of which entitles its holder to one vote). Holders of shares of our Common Stock do not have cumulative voting rights.

## **Quorum**

For all proposals on the agenda for the Annual Meeting, the holders of a majority in interest of the combined voting power of the Common Stock issued and outstanding and entitled to vote must be present at the Annual Meeting in person or represented by proxy to constitute a quorum. Shares represented by all proxies received, including proxies that withhold authority for the election of a director and/or abstain from voting on a proposal, as well as broker non-votes (as described below), will be counted toward establishing a quorum.

## **Votes Required**

For Proposal 1, each of the directors will be elected by a plurality vote of the combined voting power of the shares of Common Stock present at the Annual Meeting in person or represented by proxy and entitled to vote. Shares for which the vote is properly withheld will not be counted toward the nominee's achievement of a plurality. Broker non-votes, if any, will not be counted toward the nominee's achievement of a plurality and will have no effect on the election of the directors.

The affirmative vote of the holders of a majority of the votes cast will be required for approval of the advisory vote on executive compensation (Proposal 2), the approval of one of the three frequency options under the advisory vote on

the frequency of future executive compensation advisory votes (Proposal 3) and approval of the ratification of the selection of the independent registered public accounting firm (Proposal 4). Shares which abstain and broker non-votes will not

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be counted as votes in favor of, or with respect to, these proposals and will also not be counted as votes cast. Accordingly, abstentions and broker non-votes will have no effect on the outcome of these proposals. With respect to Proposal 3, if none of the three frequency options receives the vote of the holders of a majority of the votes cast, we will consider the frequency option (one year, two years or three years) receiving the highest number of votes cast by stockholders to be the frequency that has been recommended by stockholders. However, as described in more detail in Proposal 3, because this proposal is non-binding, our Board may decide that it is in our best interest or the best interests of our stockholders to hold future executive compensation advisory votes more or less frequently.

If you hold shares of Common Stock through a broker, your broker may under certain circumstances vote your shares if you do not timely return your proxy. Brokers have discretionary authority to vote customers' unvoted shares on routine matters. Your broker cannot vote your shares on any matter that is not considered a routine matter. Proposal 4, ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal 2011, is considered a routine matter. Each of Proposals 1, 2 and 3 is not considered a routine matter. Shares for which a broker cannot vote on a particular matter because the broker does not have discretionary voting authority to do so are considered broker non-votes on that matter.

**Solicitation of Proxies**

We will bear the expenses of preparing, printing and assembling the materials used in the solicitation of proxies. In addition to the solicitation of proxies by use of the mail or the Internet, we may also use the services of some of our officers and employees (who will receive no compensation for such services in addition to their regular salaries) to solicit proxies personally and by telephone and email. Brokerage houses, nominees, fiduciaries and other custodians will be requested to forward solicitation materials to the beneficial owners of shares of record held by them, and we will reimburse them for their reasonable expenses.

**Other Business to be Considered**

Our management does not know of any business other than the matters set forth in the Notice of Annual Meeting of Stockholders and described above that will be presented for consideration at the Annual Meeting. If any other business should properly come before the Annual Meeting, the proxies will be voted in the discretion of the proxy holders. Each of the persons appointed by the enclosed form of proxy present and acting at the meeting, in person or by substitute, may exercise all of the powers and authority of the proxies in accordance with their judgment.

**Table of Contents****BOARD OF DIRECTORS AND MANAGEMENT****Information Regarding Directors and Director Nominees**

Our certificate of incorporation 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 so that the term of one class expires each year.

Our Board currently consists of eight directors. Class I consists of Normand A. Boulanger, Campbell R. Dyer and David A. Varsano, each with a term ending in 2011. Class II consists of William A. Etherington and Jonathan E. Michael, each with a term ending in 2012. Class III consists of Allan M. Holt, William C. Stone and Claudius E. Watts IV, each with a term ending in 2013. One class is elected each year and members of each class hold office for three-year terms.

Our Nominating Committee has recommended, and the Board has nominated, Messrs. Boulanger, Dyer and Varsano for election at the 2011 Annual Meeting as Class I directors, each to serve until 2014. Each of the nominees is currently a member of our Board of Directors.

***Director Qualifications***

The following table and biographical descriptions provide information as of April 15, 2011 relating to each director and director nominee, including his age and period of service as a director of our company, his committee memberships, 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
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**Class I Directors, Nominees to be  
elected at the 2011 Annual Meeting  
(terms expiring in 2014)**

Normand A. Boulanger <i>President and Chief Operating Officer</i>	49	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
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initiatives and competitors. Mr. Boulanger is an Executive Nominee, designated by Mr. Stone pursuant to the terms of the Stockholders Agreement described under Related Person Transactions Stockholders Agreement.

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<b>Name</b>	<b>Age</b>	<b>Present Principal Employment and Prior Business Experience</b>
Campbell R. Dyer	37	Mr. Dyer was elected as one of our directors in May 2008. He currently serves as a Principal in the Technology Buyout Group of The Carlyle Group, which he joined in 2002. Prior to joining Carlyle, Mr. Dyer was an associate with the private equity firm William Blair Capital Partners (now Chicago Growth Partners), a consultant with Bain & Company and an investment banking analyst in the M&A Group of Bowles Hollowell Conner & Co. He also serves on the boards of directors of CommScope, Inc., Open Solutions Inc. and OpenLink Financial, Inc. The Board has concluded that Mr. Dyer should serve as a director because he brings extensive experience regarding the management of public and private companies, and the financial services industry. Mr. Dyer is a Carlyle Nominee, designated by Carlyle pursuant to the terms of the Stockholders Agreement described under Related Person Transactions Stockholders Agreement.
David A. Varsano <i>Audit Committee</i>	49	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 on the boards of directors of Packaging Distributors of America and 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.
<b>Class II Directors (terms expiring in 2012)</b>		
William A. Etherington <i>Audit Committee</i> <i>Compensation Committee</i>	69	Mr. Etherington was elected as one of our directors in May 2006. Mr. Etherington retired - after a 38-year career - from IBM in September 2001 as Senior Vice President and Group Executive, Sales and Distribution and a member of the Operations Committee and the Worldwide Management Council. As a corporate director, he currently serves on the boards of directors of Celestica Inc. and Onex Corporation, and is the retired non-executive Chairman of the Board of the Canadian Imperial Bank of Commerce (CIBC). Mr. Etherington served on the board of directors of CIBC 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. Mr. Etherington is a Carlyle Nominee, designated by Carlyle pursuant to the terms of the Stockholders Agreement described under Related Person Transactions Stockholders Agreement.

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<b>Name</b>	<b>Age</b>	<b>Present Principal Employment and Prior Business Experience</b>
Jonathan E. Michael <i>Audit Committee</i>	57	Mr. Michael was elected as one of our directors in April 2010. He currently serves as 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 Coopers & Lybrand. Mr. Michael served on the board of directors of Fieldstone Investment Corporation from 2003 to 2007. He currently serves on the board of directors of RLI Corp. and Maui Jim, Inc. 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.

**Class III Directors  
(terms expiring in 2013)**

Allan M. Holt <i>Compensation Committee</i> <i>Nominating Committee</i>	59	Mr. Holt was elected as one of our directors in February 2006. He currently serves as a Managing Director and Head of the U.S. Buyout Group of The Carlyle Group, which he joined in 1991. He previously was head of Carlyle's Global Aerospace, Defense, Technology and Business/Government Services group. Prior to joining Carlyle, Mr. Holt spent three and a half years with Avenir Group, Inc., an investment and advisory group. From 1984 to 1987, Mr. Holt was Director of Planning and Budgets at MCI Communications Corporation. Mr. Holt served on the board of directors of Aviall, Inc. from 2001 to 2006 and the supervisory board of The Nielsen Company B.V. from 2006 to 2008. He currently serves on the boards of directors of Booz Allen Hamilton Holding Corp., Fairchild Imaging, Inc., HCR ManorCare, Inc., HD Supply, Inc., NBTY, Inc. and Sequa Corp. The Board has concluded that Mr. Holt should serve as a director because he brings extensive experience regarding the management of public and private companies, and the financial services industry. Mr. Holt is a Carlyle Nominee, designated by Carlyle pursuant to the terms of the Stockholders Agreement described under Related Person Transactions Stockholders Agreement.
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Name	Age	Present Principal Employment and Prior Business Experience
William C. Stone <i>Chairman and Chief Executive Officer</i>	56	Mr. Stone founded SS&C 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. He also serves on the board of directors of OpenLink Financial, Inc. The Board has concluded that Mr. Stone should serve as a director because as our founder and Chief Executive Officer, as well as 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. Mr. Stone is an Executive Nominee, and has the right to occupy this seat for so long as he is our Chief Executive Officer or until such time as he holds less than 10% of our Common Stock, pursuant to the terms of the Stockholders Agreement described under Related Person Transactions Stockholders Agreement.
Claudius (Bud) E. Watts IV <i>Compensation Committee Nominating Committee</i>	49	Mr. Watts was elected as one of our directors in November 2005. He currently serves as a Managing Director and Head of the Technology Buyout Group of The Carlyle Group. Prior to joining Carlyle in 2000, Mr. Watts was a Managing Director in the M&A group of First Union Securities, Inc. He joined First Union Securities when First Union acquired Bowles Hollowell Conner & Co., where Mr. Watts was a principal. He also serves on the boards of directors of CommScope, Inc., CPU Technology, Freescale Semiconductor, OpenLink Financial, Inc. and Open Solutions Inc. The Board has concluded that Mr. Watts should serve as a director because he brings extensive experience regarding the management of public and private companies, and the financial services industry. Mr. Watts is a Carlyle Nominee, designated by Carlyle pursuant to the terms of the Stockholders Agreement described under Related Person Transactions Stockholders Agreement.

**Corporate Governance Matters**

We believe that good corporate governance and an environment of the highest ethical standards are important for us to achieve business success and to create value for our stockholders. Our Board is committed to high governance standards and continually works to improve those standards. We periodically review our corporate governance practices and compare them to those employed by other public companies. We also review guidance and interpretations provided from time to time by the SEC and The Nasdaq Stock Market, or Nasdaq, and consider changes to our corporate governance policies and practices in light of such guidance and interpretations.

**Board Determination of Independence**

Under the applicable rules of Nasdaq 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

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the exercise of independent judgment in carrying out the responsibilities of a director. Our Board has determined that none of Messrs. Dyer, Etherington, Holt, Michael, Varsano or Watts 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 the Nasdaq Marketplace Rules.

## **Stockholders Agreement**

The Company is a party to a Stockholders Agreement, as amended (the Stockholders Agreement), between it, investment funds associated with The Carlyle Group (Carlyle) and William C. Stone. The parties to the Stockholders Agreement are required to take such action as shall be required under applicable law to cause our Board to consist of eight directors. The Stockholders Agreement contains provisions that entitle Carlyle and/or Mr. Stone to nominate all of our directors. Mr. Stone is entitled to occupy one seat and has the right to nominate one of the remaining Board members (each, an Executive Nominee), Carlyle has the right to nominate four of the remaining Board members (each, a Carlyle Nominee), and Mr. Stone and Carlyle collectively have the right to nominate the two remaining Board members. The Company and each stockholder that is a party to the Stockholders Agreement is required to take all necessary action to cause the nominees referenced above to be elected. See Related Person Transactions Stockholders Agreement.

## **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 will consider for nomination to the Board candidates recommended by stockholders. To recommend a qualified person to serve on the Board, a stockholder should write to Nominating Committee, c/o Corporate Secretary, SS&C Technologies Holdings, Inc., 80 Lambertson Road, Windsor, Connecticut 06095. The written recommendation must be timely delivered to the Corporate Secretary in accordance with the Company's By-laws, which generally means the notice must be delivered not fewer than 90 days nor more than 120 days prior to the first anniversary of the preceding year's Annual Meeting. The written recommendation must contain the information required by the Company's By-laws, which includes (i) as to each person whom the stockholder proposes to nominate for election or re-election as a director, (A) such person's name, age, business address, and, if known, residential address, (B) such person's principal occupation or employment, (C) the class and number of shares of stock of the Company which are beneficially owned by such person, and (D) any other information concerning such person that is required to be disclosed as to nominees in solicitations of proxies for director elections pursuant to Regulation 14A under the Exchange Act, and (ii) as to the stockholder giving the notice and any beneficial owner on whose behalf the nomination is made (A) such stockholder's and such beneficial owner's name and address as they appear on the Company's books, (B) the class and number of shares of stock of the Company which are owned, beneficially and of record, by such stockholder and such beneficial owner, (C) a description of all arrangements or understandings between such stockholder and/or such beneficial owner and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by such stockholder and such beneficial owner, (D) a representation that such stockholder intends to appear in person or by proxy at the meeting to nominate the person named in its notice and (E) a representation whether the stockholder or beneficial owner, if any, intends or is part of a group which intends (x) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Company's outstanding capital stock reasonably believed by such stockholder or beneficial owner to be sufficient to elect the nominee and/or (y) otherwise to solicit proxies from stockholders in support of such nomination. In order to be effective, the stockholder's notice must be accompanied by the written consent of the



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proposed nominee to serve as a director if elected. The Company may require any proposed nominee to furnish such other information as it may reasonably require to determine the eligibility of such proposed nominee to serve as a director of the Company.

The Nominating Committee will consider and evaluate persons recommended by the stockholders in the same manner as it considers and evaluates other potential directors. However, as described above, the Stockholders Agreement contains provisions that entitle Carlyle and Mr. Stone to nominate all of our directors.

### ***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, business acumen, knowledge of our business and industry, experience, diligence, conflicts of interest, ability to act in the interests of stockholders and (where applicable) past performance as a director. The Nominating Committee does not assign specific weights to particular criteria and no particular criterion is a prerequisite for any prospective nominee.

We do not have a formal policy regarding Board diversity. 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 on pages 6 to 9 indicate each nominee's experience, qualifications, attributes and skills that led the Board to conclude that he should continue to serve as a member of our Board. Our Board believes that each of the nominees has had substantial achievement in his professional and personal pursuits, and possesses the background, talents and experience that our Board desires and that will contribute to the best interests of our Company and to long-term stockholder value.

### **Board Meetings and Attendance**

Our Board met eight times during the fiscal year ended December 31, 2010, which we refer to as fiscal 2010, either in person or by teleconference. During fiscal 2010, each of our directors attended at least 75% of the Board meetings and 75% of the meetings held by all committees of the Board on which he then served.

### **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. We did not hold an Annual Meeting of Stockholders in 2010.

### **Board Leadership Structure**

Mr. Stone has served as Chairman of the Board of Directors and Chief Executive Officer since our inception in 1986. 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. 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 remains the optimal board leadership structure for us.





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### **Board Committees**

Our Board of Directors directs the management of our business and affairs, as provided by Delaware law, and conducts its business through meetings of the Board of Directors 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. Current copies of each committee's charter are posted on our website, at <http://investor.ssctech.com/governance.cfm>. In addition, from time to time, special committees may be established under the direction of the Board of Directors when necessary to address specific issues.

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 the Exchange Act.

#### ***Audit Committee***

Messrs. Etherington, Michael and Varsano currently serve on the Audit Committee. 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. The Audit Committee's responsibilities include:

appointing, approving the compensation of, and assessing the independence of our independent registered public accounting firm;

overseeing the work of our independent registered public accounting firm, including through the receipt and consideration of reports from our independent registered public accounting firm;

reviewing and discussing with management and our independent registered public accounting firm our annual and quarterly financial statements and related disclosures;

coordinating our Board of Directors' oversight of internal control over financial reporting, disclosure controls and procedures and our code of business conduct and ethics;

establishing procedures for the receipt and retention of accounting related complaints and concerns;

approving any related person transactions; and

preparing the Audit Committee report required by the rules of the SEC.

The Audit Committee met four times during fiscal 2010.

#### ***Compensation Committee***

Messrs. Etherington, Holt and Watts currently serve on our Compensation Committee. Our Compensation Committee's responsibilities include:

reviewing and approving, or making recommendations to our Board of Directors with respect to, the compensation of our Chief Executive Officer and our other named executive officers;

overseeing and administering our cash and equity incentive plans;  
reviewing and making recommendations to our Board with respect to director compensation; and  
preparing the Compensation Committee report required by SEC rules.

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The Compensation Committee met one time during fiscal 2010.

***Nominating Committee***

Messrs. Holt and Watts currently serve on our Nominating Committee. Our Nominating Committee's responsibilities include:

identifying individuals qualified to become members of our Board of Directors; and