SS&C Technologies Holdings Inc
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April 03, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement
Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material Pursuant to §240.14a-12

SS&C TECHNOLOGIES HOLDINGS, INC.
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if Other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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

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

2) Aggregate number of securities to which transaction applies:

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

4) Proposed maximum aggregate value of transaction:

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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

SS&C TECHNOLOGIES HOLDINGS, INC.

80 Lamberton Road

Windsor, Connecticut 06095

April 3, 2017

Dear Stockholder:

You are cordially invited to attend the 2017 Annual Meeting of Stockholders of SS&C Technologies Holdings, Inc. to be held at 9:00 a.m., local time, on Wednesday, May 17, 2017 at our offices located at 80 Lamberton Road, Windsor, Connecticut 06095.

At the 2017 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 an advisory vote, the compensation of our named executive officers; (iii) approve, in an advisory vote, 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, to approve the compensation of our named executive officers, to approve conducting an advisory vote on the "say-on-pay" vote every three years, and to ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm.

We hope you will be able to attend the 2017 annual meeting. Whether or not you plan to attend the 2017 annual meeting, it is important that your shares are represented. Therefore, we urge you to promptly vote your shares by completing, signing, dating and returning the enclosed proxy card in accordance with the instructions provided or by completing the voting instruction form provided to you by your bank, broker or other nominee.

Sincerely,

WILLIAM C. STONE
Chairman of the Board & Chief Executive Officer

YOUR VOTE IS IMPORTANT

We urge you to promptly vote your shares by completing, signing, dating and returning the enclosed proxy card or by completing the voting instruction form provided to you by your bank, broker or other nominee.

TABLE OF CONTENTS

SS&C TECHNOLOGIES HOLDINGS, INC.

80 Lamberton Road

Windsor, Connecticut 06095

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held on May 17, 2017

The 2017 Annual Meeting of Stockholders of SS&C Technologies Holdings, Inc. will be held on Wednesday, May 17, 2017 at 9:00 a.m., local time, at our offices located at 80 Lamberton Road, Windsor, Connecticut 06095, to consider and act upon the following matters:

1. To elect three Class I Directors to our Board of Directors, each to serve for a term ending at the 2020 annual meeting and until his successor has been duly elected and qualified;
2. To approve, in an advisory vote, the compensation of our named executive officers;
3. To recommend, in an advisory vote, whether future executive compensation advisory votes should occur every one, two or three years;
4. To ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2017; and
5. To transact such other business as may properly come before the 2017 annual meeting and any adjournment thereof.

Stockholders of record at the close of business on March 20, 2017, the record date for the 2017 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 2017 annual meeting personally, we hope you will take the time to vote your shares. If you are a stockholder of record, you may vote by completing, signing, dating and returning the enclosed proxy card in the envelope provided. If your shares are held in "street name," meaning they are held for your account by a bank, broker or other nominee, you will receive instructions from the holder of record that you must follow for your shares to be voted. Even if you plan to attend the 2017 annual meeting, please vote now using one of the above methods. You can change your vote at the meeting if you choose to do so.

By Order of the Board of Directors,

PAUL G. IGOE
Senior Vice President, General Counsel & Secretary

Dated: April 3, 2017

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

Proxy Statement for the 2017 Annual Meeting of Stockholders

To Be Held on May 17, 2017

Our 2017 Annual Meeting of Stockholders will be held on Wednesday, May 17, 2017, at 9:00 a.m., local time, at our offices located at 80 Lamberton Road, Windsor, Connecticut 06095. For directions to our offices, please visit the 2017 annual meeting page on our website at http://www.ssctech.com/2017annualmeeting. If you have any questions about the 2017 annual meeting, please contact Paul G. Igoe, our Corporate Secretary, by telephone at (860) 298-4832 or by sending a written request for information addressed to Paul G. Igoe at our principal executive offices located at 80 Lamberton Road, Windsor, Connecticut 06095.

See the section of this proxy statement entitled "Information About the 2017 Annual Meeting" beginning on page 31 for details on the voting process and how to attend the 2017 annual meeting.

Information about this Proxy Statement

You have received this proxy statement because the Board of Directors of SS&C Technologies Holdings, Inc., which we refer to as SS&C Holdings, SS&C or the Company, is soliciting your proxy to vote your shares at the 2017 annual meeting and at any adjournment or postponement of the 2017 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 March 20, 2017 are entitled to receive notice of, and to vote at, the 2017 annual meeting.

Important Notice Regarding Availability of
Proxy Materials for the 2017 Annual Meeting of Stockholders to be Held on May 17, 2017

We are first mailing this proxy statement and the accompanying proxy at no charge on or about April 3, 2017 to our stockholders of record as of March 20, 2017. We are also mailing our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 at no charge 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, 2016 upon written request of any stockholder and the payment of an appropriate processing fee. Please address all such requests to Investor Relations at 80 Lamberton Road, Windsor, Connecticut 06095.

This proxy statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 are available for viewing, printing and downloading at http://www.ssctech.com/2017annualmeeting. This proxy statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 are also available on the SEC's website at http://www.sec.gov.

2016 PERFORMANCE HIGHLIGHTS

We believe the Company’s 2016 performance was exceptional, as evidenced by the following results:

- Our total revenues for 2016 were $1,481.4 million, as compared to 2015 total revenues of $1,000.3 million, and 2014 total revenues of $767.9 million, an increase of 48% and 30%, respectively.
- Our 2016 Adjusted Consolidated EBITDA (discussed and reconciled to GAAP net income on page 15) was $612.5 million, as compared to 2015 Adjusted Consolidated EBITDA of $442.0 million and 2014 Adjusted Consolidated EBITDA of $320.1 million, an increase of 39% and 38%, respectively.
- We acquired four businesses:

(i) Citigroup’s Alternative Investor Services business, a leading provider of hedge fund and private equity fund administration services, for approximately $299.2 million on March 11, 2016;

(ii) Wells Fargo’s Global Fund Services business, a leading provider of comprehensive administration, middle-office, operations and cash/collateral management services, for approximately $80.7 million on December 1, 2016; and

(iii) Conifer Financial Services LLC (“Conifer”), a leading provider of comprehensive fund administration, middle-office, operations and tax services, for approximately $87.0 million on December 15, 2016;

(iv) Salentica, Inc., a leading provider of CRM solutions for advisors, built on the Salesforce and Microsoft CRM platforms for many of the industry's largest enterprise RIA's and trust companies, for approximately $3.3 million on October 20, 2016.

- Net cash provided by operating activities was $418.4 million in 2016. This is an improvement of $187.8 million or 81% from 2015.
- We paid down $263.4 million in debt in 2016, net of the revolver draw down in the fourth quarter of 2016.

HIGHLIGHTS OF PROPOSALS BEING VOTED UPON

This summary highlights information that is relevant to certain proposals being voted on at the Annual Meeting. Additional discussion of these proposals is contained elsewhere in this proxy statement, which we encourage you to review in its entirety.

Proposal 1:Election of Directors.

The Board recommends that you vote "FOR" the election of our three Class I Directors whose terms expire at the 2017 annual meeting: Normand A. Boulanger, David A. Varsano and Michael J. Zamkow. Mr. Boulanger currently serves as our President and Chief Operating Officer. Mr. Varsano currently serves on our Audit and Compensation Committees. Mr. Zamkow currently serves on our Compensation Committee. See the section of this proxy statement entitled "Information Regarding Directors and Director Nominees" beginning on page 5 for additional discussion of our director nominees and their qualifications.

Proposal 2:Advisory Vote to Approve Named Executive Officer Compensation.

The Board recommends that you vote "FOR" the advisory resolution to approve the compensation of our named executive officers (the so-called "say-on-pay"). The Compensation Discussion and Analysis, beginning at page 13 of this proxy statement, describes the Company's compensation philosophy and programs in place for 2016. We believe the Company's compensation programs have been effective in motivating and driving our named executive officers to help the Company achieve the superior performance described above.

We encourage you to approve the compensation of our named executive officers because our executive officers have contributed significantly to the Company's exceptional performance.

Proposal 3: Advisory Vote on Frequency of Vote to Approve Named Executive Officer Compensation.

The Board recommends that you vote for the submission of the say-on-pay vote to stockholders once every "THREE YEARS," or triennially, because it believes that a triennial vote will allow our stockholders sufficient perspective to evaluate executive compensation on a more thorough, long-term basis than a more frequent vote. Consistent with our view that our executive compensation program should serve as an incentive and retention tool, we take a long-term view of executive compensation and encourage our stockholders to do the same.

Proposal 4:Ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2017.

The Audit Committee has appointed the firm of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2017, which we refer to as fiscal 2017. This appointment is being presented to the stockholders for ratification at the 2017 annual meeting. We encourage you to vote "FOR" ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm.

PROPOSAL 1

ELECTION OF DIRECTORS

Our Certificate provides for a classified Board. This means our Board is divided into three classes, with each class having as nearly as possible an equal number of directors. The term of service of each class of directors is staggered so that the term of one class expires at each annual meeting of the stockholders.

Our Board currently consists of eight members, divided into three classes as follows:

- Class I is comprised of Normand A. Boulanger, David A. Varsano and Michael J. Zamkow, each with a term ending at the 2017 annual meeting;
- Class II is comprised of William A. Etherington and Jonathan E. Michael, each with a term ending at the 2018 annual meeting; and
- Class III is comprised of Smita Conjeevaram, Michael E. Daniels and William C. Stone, each with a term ending at the 2019 annual meeting.

At each annual meeting of stockholders, directors are elected for a full term of three years to succeed those directors whose term is expiring. Messrs. Boulanger, Varsano and Zamkow are current directors whose terms expire at the 2017 annual meeting. Each of these directors has been nominated by the Nominating Committee (and his nomination has been ratified by the Board) for re-election as a Class I director, with a term ending at the 2020 annual meeting.

Mr. Etherington has indicated his intent to retire from our Board effective after the conclusion of the meeting of the Board on May 17, 2017. Mr. Etherington’s retirement and resignation are not due to any disagreement with the Company’s management or the Board and the Company thanks him for his service. The Board intends to seek a replacement for Mr. Etherington following the 2017 annual meeting.

Unless otherwise instructed in the proxy, all proxies will be voted “FOR” the election of each of the nominees identified above to a three-year term ending at the 2020 annual meeting, each such nominee to hold office until his successor has been duly elected and qualified. Stockholders who do not wish their shares to be voted for one or all of these three nominees may so indicate by striking out the name of such nominee(s) on the proxy card. Each of the nominees has indicated his willingness to serve on our Board, if elected. If any nominee should be unable to serve, the person acting under the proxy may vote the proxy for a substitute nominee designated by our Board. We do not contemplate that any of the three nominees will be unable to serve if elected.

A plurality of the shares of common stock present in person or represented by proxy at the 2017 annual meeting and entitled to vote is required to elect each nominee as a director.

Directors’ Recommendation

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE “FOR” THE ELECTION OF Normand A. Boulanger, David A. Varsano and Michael J. Zamkow.

BOARD OF DIRECTORS AND MANAGEMENT

Information Regarding Directors and Director Nominees

Our Certificate 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 such that the term of one class expires each year.

Our Board currently consists of eight directors. Class I consists of Normand A. Boulanger, David A. Varsano and Michael J. Zamkow, each with a term ending at the 2017 annual meeting. Class II consists of William A. Etherington and Jonathan E. Michael, each with a term ending at the 2018 annual meeting. Class III consists of Smita Conjeevaram, Michael E. Daniels and William C. Stone, each with a term ending at the 2019 annual meeting. One class is elected each year and members of each class hold office for three-year terms. Mr. Etherington has indicated his intent to retire from our Board effective after the conclusion of the meeting of the Board on May 17, 2017. Mr. Etherington's retirement and resignation as a director of the Company are not due to any disagreement with the Company's management or the Board, and the Company thanks Mr. Etherington for his service. The Board intends to seek a replacement for Mr. Etherington following the 2017 annual meeting.

Our Nominating Committee has recommended, and the Board has nominated, Messrs. Boulanger, Varsano and Zamkow for election at the 2017 annual meeting as Class I directors, each to serve until the 2020 annual meeting and until his successor has been duly elected and qualified. Each of the nominees is currently a member of our Board.

The following table and biographical descriptions provide information relating to each director and director nominee, including her/his age and period of service as a director of our company, her/his committee memberships, her/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
Class I Director Nominees to be elected at the 2017 annual meeting (terms expiring at the 2017 annual meeting)		
Normand A. Boulanger President and Chief Operating Officer	55	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 initiatives and competitors.

David A. Varsano Audit Committee Compensation Committee	55	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 as Chairman of the Board of Directors of Packaging Distributors of America. Mr. Varsano previously served on the Board of Directors of 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.

Name	Age	Present Principal Employment and Prior Business Experience
Michael J. Zamkow Compensation Committee	61	Mr. Zamkow was elected one of our directors in June 2014. He retired—after a 17-year career—from Goldman Sachs in November 2001, where he was a partner from 1994 to 2001. From 1999, Mr. Zamkow was responsible for Goldman Sachs' fixed income, currency and commodities business. He is currently a member of the Board of Trustees of Northeastern University. Mr. Zamkow previously served on the Boards of Directors of the Futures Industry Association and the London Clearing House. The Board has concluded that Mr. Zamkow should serve as a director because he has extensive experience in the financial services industry.
Class II Directors (terms expiring at the 2018 annual meeting)		
William A. Etherington Audit Committee Compensation Committee	75	Mr. Etherington was elected as one of our directors in May 2006. Mr. Etherington retired—after a 38-year career—from International Business Machines Corporation in September 2001 as Senior Vice President and Group Executive, Sales and Distribution. He currently serves on the Board of Directors of Onex Corporation and is the Chairman of the Board of Directors of Celestica Inc. He is the retired non-executive Chairman of the Board of Directors of the Canadian Imperial Bank of Commerce (CIBC), where he served as a director from 1994 to 2009. As noted above, Mr. Etherington has indicated his intent to retire from our Board effective after the conclusion of the meeting of the Board on May 17, 2017. Mr. Etherington's retirement and resignation as a director of the Company are not due to any disagreement with the Company's management or the Board.
Jonathan E. Michael Audit Committee Nominating Committee	63	Mr. Michael was elected as one of our directors in April 2010. He currently serves as Chairman, 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 the accounting firm Coopers & Lybrand. He currently serves on the Boards of Directors of RLI Corp. and Maui Jim, Inc. Mr. Michael previously served on the Board of Directors of Fieldstone Investment Corporation from 2003 to 2007. 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 at the 2019 annual meeting)		
Smita Conjeevaram	56	Ms. Conjeevaram was appointed as one of our directors in November 2015 and elected to our Board at the 2016 Annual Meeting of Stockholders. Ms. Conjeevaram

retired in 2013 after a 19-year career in the global investment and hedge fund firm industry. Her most recent position was as the Deputy Chief Financial Officer – Credit Hedge Funds and Chief Financial Officer – Credit Funds of the Fortress Investment Group LLC, where she served from 2010 to 2013. Prior to that, Ms. Conjeevaram served as the Chief Financial Officer of Everquest Financial LLC from 2006 to 2009 and Strategic Value Partners LLC from 2004 to 2005. Ms. Conjeevaram began her career as a tax specialist at two Big-4 public accounting firms and is a certified public accountant. The Board has concluded that Ms. Conjeevaram should serve as a Director because she has extensive experience in the financial services industry and particularly hedge fund operations.

Name	Age	Present Principal Employment and Prior Business Experience
Michael E. Daniels Nominating Committee	61	Mr. Daniels was elected as one of our directors in October 2013. Mr. Daniels retired—after a 36-year career—from International Business Machines Corporation in March 2013 as Senior Vice President and Group Executive IBM Global Services. Mr. Daniels currently serves on the Boards of Directors of Tyco International Ltd. and Thomson Reuters. Mr. Daniels previously served as a Trustee of The College of the Holy Cross from 2007 to 2015. The Board has concluded that Mr. Daniels should serve as a director because he brings experience as a board and committee member of a public company, a detailed understanding of the computer and information services industry, and expertise in the management of complex technology organizations.
William C. Stone Chairman and Chief Executive Officer	62	Mr. Stone founded SS&C Technologies, Inc., or SS&C, the primary operating company and wholly owned direct subsidiary of SS&C Technologies Holdings, Inc., 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. The Board has concluded that Mr. Stone should serve as a director because, as our founder, Chief Executive Officer, and 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.

Corporate Governance Matters

We believe that good corporate governance and fostering an environment of high ethical standards are important for us to achieve business success and to create value for our stockholders. Our Board periodically reviews our corporate governance practices in light of regulatory developments and practices at other public companies and makes changes that it believes are in the best interests of the Company and its stockholders.

Board Determination of Independence

Under the applicable rules of the NASDAQ Stock Market, 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 the exercise of independent judgment in carrying out the responsibilities of a director. Our Board has determined that none of Ms. Conjeevaram or Messrs. Daniels, Etherington, Michael, Varsano or Zamkow 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 NASDAQ.

Stockholders Agreement

The Company is a party to a Stockholders Agreement, as amended, which we refer to as the Stockholders Agreement, with William C. Stone, our Chairman and Chief Executive Officer. The Stockholders Agreement entitles Mr. Stone to nominate two directors, one of whom shall be Mr. Stone for so long as he is our Chief Executive Officer. For more information on the Stockholders Agreement, see the section of this proxy statement entitled "Related Person Transactions—Stockholders Agreement" beginning on page 30.

Director Nomination Process

The process followed by the Nominating Committee to identify and evaluate director candidates may include requesting recommendations from Board members and others, holding meetings from time to time to evaluate biographical information and background material relating to potential candidates, and conducting interviews of selected candidates by members of the Nominating Committee.

The Nominating Committee considers recommendations for director nominees suggested by its members, other directors, management and other interested parties. Stockholders may recommend individuals to the Nominating Committee for consideration as potential director candidates by submitting their names, together with appropriate biographical information and background material, to the Nominating Committee c/o Corporate Secretary, SS&C Technologies Holdings, Inc., 80 Lamberton Road, Windsor,

7

Connecticut 06095. Assuming that appropriate biographical information and background material is provided on a timely basis, the Nominating Committee will evaluate stockholder-recommended candidates by following substantially the same process and applying substantially the same criteria as it follows for candidates submitted by others.

In addition, stockholders also have the right under our By-laws to directly nominate director candidates, without any action or recommendation on the part of the Nominating Committee or the Board, by following the procedures set forth in our By-laws and described under “Stockholder Proposals and Director Nominations” beginning on page 32 below.

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, honesty, adherence to ethical standards, demonstrated business acumen, experience, ability to exercise sound judgments in matters that relate to the current and long-term objectives of the Company, ability to contribute positively to the decision-making processes of the Company, commitment to understanding the Company and its industry and to regularly attending and participating in meetings of the Board and its committees, ability to understand the sometimes conflicting interests of the various constituencies of the Company and the absence of a conflict of interest. The Nominating Committee does not assign specific weights to particular criterion, and no particular criterion is a prerequisite for any prospective nominee. In terms of criteria for composition of the Board, the Nominating Committee considers the backgrounds and qualifications of the directors as a group with the goal of providing a significant breadth of experience, knowledge and abilities to assist the Board in fulfilling its responsibilities.

Although the Nominating Committee considers the value of diversity on the Board, it has not adopted a written policy with regard to the consideration of diversity when evaluating candidates for director. However, in practice, the Nominating Committee considers diversity of viewpoint, professional experience, education and skill in assessing candidates for the Board to ensure breadth of experience, knowledge and abilities within the Board. 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 above describe 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 realized significant professional and personal achievements and possesses the background, talents and experience that are necessary for the Company’s success and the creation of stockholder value.

Board Meetings and Attendance

During the fiscal year ended December 31, 2016, which we refer to as fiscal 2016, our Board met four times and acted by unanimous written consent in lieu of a meeting four times. During fiscal 2016, the Audit Committee held six regular meetings and acted by unanimous written consent in lieu of a meeting twice; the Compensation Committee held two regular meetings and acted by unanimous written consent in lieu of a meeting twice; and the Nominating Committee acted by unanimous written consent in lieu of a meeting once. Each of our current directors attended at least 75% of the aggregate of the total number of meetings of the Board and of the Board committees of which he/she was a member during fiscal 2016.

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. Six of our Board members attended our 2016 annual meeting of stockholders.

Board Leadership Structure

Mr. Stone has served as Chairman of the Board of Directors and Chief Executive Officer since our inception in 1986, and the provisions of the Stockholders Agreement require that so long as Mr. Stone is a member of our Board and the Chief Executive Officer of the Company, he shall serve as Chairman of the Board. 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 and facilitates open communication between management and our Board. 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 is the optimal board leadership structure for us.

Board Committees

Our Board directs the management of our business and affairs, as provided by Delaware law, and conducts its business through meetings of the Board 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. Each committee's charter is posted on our website, at http://investor.ssctech.com/corporate-governance.cfm. In addition, from time to time, special committees may be established under the direction of the Board to address specific issues. The table below shows current membership and indicates the chairperson (*) for each of the standing Board committees.

Audit	Compensation	Nominating**
William A. Etherington*	William A. Etherington*	Michael E. Daniels
Jonathan E. Michael	David A. Varsano	Jonathan E. Michael
David A. Varsano	Michael J. Zamkow	

**The Nominating Committee has been without a chairperson since the retirement on November 19, 2015 of Allan M. Holt as a director and chairman of the Nominating Committee. The Board expects to designate David A. Varsano as chairman of the Nominating Committee at the May 17, 2017 Board meeting.

Mr. Etherington has indicated his intent to retire from our Board effective after the conclusion of the meeting of the Board on May 17, 2017. The Board intends to fill the vacancy created by Mr. Etherington's resignation by designating Jonathan E. Michael as chairman of the Audit Committee and Michel E. Daniels as chairman of the Compensation Committee at the May 17, 2017 meeting.

Our Board has determined that each member of each of the Board's three standing committees is independent as defined under the rules of NASDAQ, including, in the case of each member of the Audit Committee, the independence requirements contemplated by Rule 10A-3 under the Securities Exchange Act of 1934, as amended, or Exchange Act, and including, in the case of each member of the Compensation Committee, the independence requirements contemplated by Rule 10C-1 under the Exchange Act and NASDAQ rules.

Audit Committee

Our Audit Committee assists our Board in its oversight of the Company's accounting and financial reporting processes and the audits of the Company's financial statements. Our Audit Committee's responsibilities, as set forth in its charter, include:

- appointing, evaluating, retaining and, when necessary, terminating the engagement of our independent registered public accounting firm;
- overseeing and assessing the independence of our independent registered public accounting firm;
- setting the compensation of our independent registered public accounting firm and preapproving all audit services to be provided to the Company;
- overseeing the work of our independent registered public accounting firm, including through the receipt and consideration of reports from such firm;
- reviewing and discussing with management and the independent registered public accounting firm our annual and quarterly financial statements and related disclosures before such financial statements are filed with the Securities and Exchange Commission, or SEC;

- directing the independent registered public accounting firm to use its best efforts to perform all reviews of interim financial information prior to disclosure by the Company;
- coordinating our Board's oversight of internal control over financial reporting, disclosure controls and procedures and our code of business conduct and ethics;
- overseeing our risk assessment and risk management policies;
- discussing the Company's policies with respect to risk assessment and risk management;
- discussing generally the type and presentation of information to be disclosed in the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts, rating agencies and others;
- establishing procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or audit matters and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- reviewing the Company's policies and procedures for reviewing and approving or ratifying "related person transactions" and conducting appropriate review and oversight of all related person transactions for potential conflict of interest situations; and
- preparing the Audit Committee report required by SEC rules, which is included on page 26 of this proxy statement.

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.

Compensation Committee

Our Compensation Committee has overall responsibility for the Company’s compensation of management, incentive plans and compensation programs. Our Compensation Committee’s responsibilities, as set forth in its charter, include:

- reviewing and approving, or making recommendations to our Board with respect to, the compensation of our Chief Executive Officer and our other executive officers;
- reviewing, and making recommendations to our Board with respect to, incentive-compensation and equity-based plans that are subject to approval by our Board;
- approving any tax-qualified, non-discriminatory employee benefit plans for which stockholder approval is not sought and pursuant to which options or stock may be acquired by officers, directors, employees or consultants of the Company;
- administering all of the Company’s stock option, stock incentive, employee stock purchase and other equity-based plans including interpreting the terms of such plans and granting options and making awards under such plans;
- reviewing and making recommendations to our Board with respect to director compensation;
- reviewing and discussing with management the Company’s “Compensation Discussion and Analysis” required by Item 402(b) of Regulation S-K, and considering whether it will recommend to our Board that the Compensation Discussion and Analysis be included in the Company’s Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C;
- preparing an annual report required by Item 407(e)(5) of Regulation S-K; and
- in its discretion, retaining or obtaining the advice of compensation consultants, legal counsel or other advisors, and overseeing their work.

Nominating Committee

Our Nominating Committee has overall responsibility for developing Board membership. Our Nominating Committee’s responsibilities, as set forth in its charter, include:

- identifying individuals qualified to become members of our Board and recommending to our Board the nominees for election as directors at any annual meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board;
- reviewing with the Board the requisite skills and criteria for new Board members as well as the composition of our Board as a whole; and
- recommending to our Board the directors to be appointed to each committee of the Board.

The processes and procedures followed by the Nominating Committee in identifying and evaluating director candidates are described above under the heading “Director Nomination Process.” As described above, the Stockholders Agreement provides Mr. Stone with the right to appoint two directors, including himself.

Risk Oversight

Our management is responsible for risk management on a day-to-day basis. Our Audit Committee is responsible for overseeing our risk management function. While the Audit Committee has primary responsibility for overseeing risk management, our entire Board of Directors is actively involved in overseeing our risk management. Our Board and the Audit Committee fulfill their oversight role by discussing with management the policies and practices utilized by management in assessing and managing the risks and providing input on those policies and practices. We believe that the leadership structure of our Board supports effective risk management oversight due to our Chairman and Chief Executive Officer’s extensive knowledge and understanding of our business and, as noted in “Board Leadership Structure” above, because the combined role of Chairman and Chief Executive Officer facilitates communications between management and our Board.

Communications with the Board

Our Board welcomes the submission of any comments or concerns from stockholders and any interested parties. Communications should be in writing and addressed to our Corporate Secretary at our principal executive offices and marked to the attention of the Board or any of its committees, individual directors or non-management or independent directors as a group. All correspondence will be forwarded to the intended recipient(s), except that certain items that are unrelated to the duties and responsibilities of our Board (such as product inquiries and comments, new product suggestions, resumes and other forms of job inquiries, surveys, and business solicitations and advertisements) and material that is unduly hostile, threatening, illegal or similarly unsuitable will be excluded.

Code of Business Conduct and Ethics

We have adopted a written code of business conduct and ethics, referred to as the SS&C Code of Business Conduct and Ethics, which covers all directors, officers and employees and includes provisions relating to accounting and financial matters. The SS&C Code of Business Conduct and Ethics is available on our website at http://investor.ssctech.com/corporate-governance.cfm. If we make any substantive amendments to, or grant any waivers from, the code of ethics for any director or officer, we will disclose the nature of such amendment or waiver on our website at http://investor.ssctech.com/corporate-governance.cfm. or in a Current Report on Form 8-K filed with the SEC.

Compensation Committee Interlocks and Insider Participation

Messrs. Etherington, Varsano and Zamkow served on our Compensation Committee in fiscal 2016. No member of the Compensation Committee had any related person transaction involving SS&C Holdings or any of its subsidiaries or is or has been a current or former officer or employee of SS&C Holdings, except that Mr. Varsano was an employee of the Company until 1999. During fiscal 2016, Mr. Varsano recused himself from any action involving the compensation or grant of equity awards to the executive officers of the Company. None of our executive officers served as a director or a member of a compensation committee (or other committee serving an equivalent function) of any other entity, one of whose executive officers served as a director or member of our Compensation Committee during fiscal 2016.

Executive Officers Who Are Not Directors

Certain information regarding our executive officers, who are not also directors, is set forth below. Generally, our Board elects our officers annually, although the Board or an authorized committee of the Board may elect or appoint officers at other times.

Name	Age	Position(s)
Paul G. Igoe	54	Senior Vice President, General Counsel and Secretary
Rahul Kanwar	42	Senior Vice President and Managing Director of Alternative Assets
Patrick J. Pedonti	65	Senior Vice President and Chief Financial Officer

Paul G. Igoe joined the Company in January 2013 and has served as our Senior Vice President, General Counsel and Secretary since March 2013. From September 2009 to December 2012, Mr. Igoe was the Vice President, General Counsel and Secretary of Lydall, Inc., a manufacturer of filtration media and thermal/acoustical products. From June 2001 to September 2009, Mr. Igoe was the Associate General Counsel and Assistant Secretary of Teradyne, Inc., a manufacturer of automatic test equipment for the semiconductor industry. Prior to Teradyne, Mr. Igoe was a Junior Partner in the Boston office of Wilmer Cutler Pickering Hale and Dorr LLP (formerly Hale and Dorr LLP).

Rahul Kanwar has served as our Senior Vice President and Managing Director, Alternative Assets, since January 2011 and was designated as an executive officer in March 2013. Prior to that, Mr. Kanwar served as a managing director of SS&C since 2005. Prior to joining SS&C, Mr. Kanwar was employed by Eisner LLP where he was responsible for managing the Eisnerfast LLC fund administration business. Mr. Kanwar started his career in public accounting.

Patrick J. Pedonti has served as our Senior Vice President and Chief Financial Officer since August 2002. Prior to that, Mr. Pedonti served as our Vice President and Treasurer from May 1999 to August 2002. Prior to joining SS&C, from January 1997 to May 1999, Mr. Pedonti was the Vice President and Chief Financial Officer for Accent Color Sciences, Inc., a company specializing in high-speed color printing.

PROPOSAL 2

ADVISORY VOTE[1] TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION

We are providing our stockholders the opportunity to vote to approve, on an advisory, non-binding basis, the compensation of our named executive officers as disclosed in this proxy statement in accordance with the SEC's rules. This proposal, which is commonly referred to as "say-on-pay," is required by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, which added Section 14A to the Exchange Act.

Our executive compensation programs are designed to attract, retain and motivate our named executive officers, who are critical to our success. Under these programs, our named executive officers are rewarded for successful performance on our near-term and longer-term financial and strategic goals and for driving corporate financial performance and stability. The programs contain elements of cash and equity-based compensation and are designed to align the interests of our executives with those of our stockholders.

The "Executive and Director Compensation" section of this proxy statement beginning on page 13, including "Compensation Discussion and Analysis," describes in detail our executive compensation programs and the decisions made by the Compensation Committee and our Board with respect to fiscal 2016.

As we describe in the "2016 Performance Highlights" section of this proxy statement beginning on page 2, our executive compensation program supports our business strategy and aligns the interests of our named executive officers with those of our stockholders. We believe our executive compensation program is working as evidenced by the Company's superior performance:

- Our total revenues for 2016 were $1,481.4 million, as compared to 2015 total revenues of $1,000.3 million, 2014 total revenues of $767.9 million, increases of 48% and 30%, respectively.
- Our 2016 Adjusted Consolidated EBITDA (discussed and reconciled to GAAP net income on page 15) was $612.5 million, as compared to 2015 Adjusted Consolidated EBITDA of $442.0 million and 2014 Adjusted Consolidated EBITDA of $320.1 million, an increase of 39% and 38%, respectively.
- We acquired four businesses:

(i) Citigroup's Alternative Investor Services business, a leading provider of hedge fund and private equity fund administration services, for approximately $299.2 million on March 11, 2016;

(ii) Wells Fargo's Global Fund Services business, a leading provider of comprehensive administration, middle-office, operations and cash/collateral management services, for approximately $80.7 million on December 1, 2016; and

(iii) Conifer Financial Services LLC, a leading provider of comprehensive fund administration, middle-office, operations and tax services, for approximately $87.0 million on December 15, 2016;

(iv) Salentica, Inc., a leading provider of CRM solutions for advisors, built on the Salesforce and Microsoft CRM platforms for many of the industry's largest enterprise RIA's and trust companies, for approximately $3.3 million on October 20, 2016.

- Net cash provided by operating activities was $418.4 million in 2016. This is an improvement of $187.8 million or 81% from 2015.
- We paid down $263.4 million in debt in 2016, net of the revolver draw down in the fourth quarter of 2016.

Accordingly, our Board is asking stockholders to approve a non-binding advisory vote on the following resolution:

RESOLVED, that the compensation paid to our named executive officers, as disclosed pursuant to the compensation disclosure rules of the SEC, including the compensation discussion and analysis, the compensation tables and any related material disclosed in this proxy statement, is hereby approved.[2]

Directors' Recommendation

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS BY VOTING "FOR" PROPOSAL 2.

[1] As an advisory vote, this proposal is not binding. The outcome of this advisory vote does not overrule any decision by us or our Board (or any committee thereof), create or imply any change to our fiduciary duties or those of our Board (or any committee thereof), or create or imply any additional fiduciary duties for us or our Board (or any committee thereof). However, our Compensation Committee and Board value the opinions expressed by our stockholders in their vote on this proposal and will consider the outcome of the vote when making future compensation decisions for named executive officers.

[2] Unless otherwise indicated on your proxy, your shares will be voted "FOR" the approval of the compensation of our named executive officers.

EXECUTIVE AND DIRECTOR COMPENSATION

Compensation Discussion and Analysis

Our executive compensation program is overseen and administered by our Compensation Committee, which currently consists of Messrs. Etherington, Varsano and Zamkow. Our Compensation Committee operates under a written charter adopted by our Board and discharges the responsibilities of the Board relating to the compensation of our executive officers. For December 31, 2016, our named executive officers were Messrs. Stone, Pedonti, Boulanger, Kanwar and Igoe.

Executive compensation objectives

The primary objectives of the Compensation Committee with respect to executive compensation are to:

- attract, retain and motivate the best possible executive talent;
- reward successful performance by the named executive officers and the Company; and
- align the interests of the named executive officers with those of our stockholders by providing long-term equity compensation.

To achieve these objectives, our Compensation Committee seeks to compensate our executives at levels it believes are competitive with those of other companies that compete with us for executive talent in our industry and in our region. However, we have not retained a compensation consultant to review our executive compensation practices, nor have we formally benchmarked our compensation against that of other companies. Our compensation program rewards our named executive officers based on a number of factors, including the Company's operating results, the Company's performance against budget, individual performance, prior-period compensation and prospects for individual growth. Changes in compensation are generally incremental in nature and do not vary widely from year to year, but follow a general trend of increasing compensation as our business and profits grow. Many of the factors that affect compensation are subjective in nature and not tied to peer group analyses, surveys by compensation consultants or other statistical criteria.

Process for administering our executive compensation practices

Our Compensation Committee has overall responsibility for administering our executive officer compensation program. Our Chief Executive Officer typically presents salary, bonus and equity compensation recommendations to the Compensation Committee and the Compensation Committee, in turn, considers his recommendations and exercises ultimate approval authority. Our Chief Executive Officer's recommendations are based on his years of experience in the financial services and software industries and his desire to motivate the executive officers and ensure their commitment to the Company. For each executive officer, including himself, our Chief Executive Officer prepares a written description for our Compensation Committee of the individual's performance during the prior year and recommends salary, bonus and equity amounts based upon his responsibilities and contributions to the Company's performance. For compensation of executive officers other than our Chief Executive Officer, our Compensation Committee considers our Chief Executive Officer's recommendations and discusses his reviews and recommendations with him as part of its deliberations. For our Chief Executive Officer's compensation, the Compensation Committee considers his recommendations and generally conducts its deliberations without him present. In this, as in other compensation matters, the Compensation Committee exercises its independent judgment. After due consideration, the Compensation Committee accepted the Chief Executive Officer's recommendations for 2016 executive officer base salaries, cash bonuses and stock option awards.

We last provided stockholders with a "say-on-pay" advisory vote on our executive compensation in 2014 and stockholders will again have an opportunity to cast a "say-on-pay" vote at the 2017 Annual Meeting of Stockholders. At our 2014 Annual Meeting of Stockholders, stockholders expressed substantial support for the compensation of our named executive officers, with approximately 89% of the votes cast voting for approval of the "say-on-pay" advisory vote on executive compensation. In establishing 2016 executive compensation, the Compensation Committee considered the results of the 2014 advisory vote as well as the other factors described above. The Compensation Committee did not make any changes to our executive compensation program and policies as a result of the 2014 "say-on-pay" advisory vote.

Components of Our Executive Compensation

The primary elements of our annual executive compensation program are:

- base salary;
- discretionary annual cash bonuses; and
- stock option awards.

We have no formal or informal policy or target for allocating compensation between long-term and short-term compensation, between cash and non-cash compensation or among the different forms of non-cash compensation. Instead, our Compensation Committee (based in part on input from our Chief Executive Officer) determines subjectively what it believes to be the appropriate level and mix of the various compensation components. While we describe below the connection between each element of executive compensation and particular compensation objectives, we believe that each element promotes multiple compensation objectives.

Base Salary

Base salary is used to recognize the experience, skills, knowledge and responsibilities required of all our employees, including our executive officers. In establishing base salaries for 2016, our Compensation Committee considered a variety of factors, including the seniority of the individual, the level of the individual's responsibility, the ability to replace the individual, the individual's tenure at the Company, relative pay among the executive officers, and our Chief Executive Officer's input. Generally, we believe that executive base salaries should grow incrementally over time and that more of the "upside" of compensation should rest with the performance-based components (that is, cash bonuses and long-term equity incentive compensation).

Base salaries are reviewed at least annually by our Compensation Committee and are adjusted from time to time to realign salaries with market levels after taking into account the performance of the Company and each executive officer's responsibilities, performance and experience. In March 2016, our Compensation Committee established the 2016 base salaries of our executive officers as follows: Mr. Stone, $875,000, Mr. Pedonti, $350,000, Mr. Boulanger, $550,000, Mr. Kanwar, $475,000, and Mr. Igoe, $260,000. These 2016 base salary levels did not increase from 2015. In March 2017, our Compensation Committee evaluated the base salaries of executive officers and decided not to make any changes from the 2016 levels.

Annual Cash Bonus

The payment of annual cash bonuses to executive officers and other employees is discretionary, and for our executive officers, subject to the terms of our Executive Bonus Plan (the "Bonus Plan") approved by our stockholders at our 2014 annual meeting. Annual cash bonuses are generally provided to employees whether or not we meet our budgeted results, but the amount available for bonuses to all employees, including the executive officers, varies according to our financial results. Annual cash bonuses are intended to compensate for strategic, operational and financial successes of the Company as a whole, as well as individual performance and growth potential.

For 2016, our Compensation Committee established the overall executive officer bonus pool at 5% of 2016 Adjusted Consolidated EBITDA (as defined below). Our Compensation Committee has overall authority for determining 2016 annual bonus amounts for each executive officer, but considers proposals and recommendations from the Chief Executive Officer. The Compensation Committee made a final decision with respect to 2016 annual bonuses in March 2017. In making bonus recommendations to the Compensation Committee for the executive officers, our Chief Executive Officer, after taking into account the positive or negative impact of events outside the control of management or an individual executive, made a subjective judgment of each executive's performance in the context of a number of considerations, including the overall economy and our financial performance, revenues and financial position going into the new fiscal year, each executive's (including his own) work in managing the business, establishing internal controls, mentoring staff, completing and integrating acquisitions, reducing costs, responding to market conditions and maintaining our profitability.

The decisions described below reflect the practice that our Compensation Committee does not fix a target bonus for each year; instead, subject to the terms of the Bonus Plan, it draws on subjective factors and executive officer performance evaluations in arriving at its bonus decisions.

Mr. Stone's bonus for 2016 was $6,500,000. The Committee's approval of Mr. Stone's bonus took into account our profitability, his successful recruitment of new managers, his efforts to increase our revenue from $1.0 billion in 2015 to $1.5 billion in 2016 and our Adjusted Consolidated EBITDA from $442 million in 2015 to $613 million in 2016, his activities regarding acquisitions including the completed acquisitions of Citigroup's hedge fund and private equity administration business in March 2016, and the Wells Fargo's fund services business and Conifer in December 2016, and his maintenance of high-level relationships with our key clients.

Mr. Pedonti's bonus for 2016 was $1,300,000. The Committee's approval of Mr. Pedonti's bonus took into account his solid management skills, his expanded role in personnel and investor relations matters, his role in negotiating and implementing the Citigroup hedge fund and private equity, Wells Fargo fund administration and Conifer businesses, his responsibility for maintaining our internal controls and his success in building a strong finance team.

Mr. Boulanger's bonus for 2016 was $2,400,000. The Committee's approval of Mr. Boulanger's bonus took into account his responsibility for our day-to-day business operations across the organization, his assumption of responsibility for supervising the Company's international operations, his contributions to our 2016 financial results, including increasing revenues from fiscal 2015 to fiscal 2016, his role in implementing the Citigroup hedge fund and private equity, Wells Fargo fund administration and Conifer businesses, and his attention to his overall executive management team.

Mr. Kanwar's bonus for 2016 was $2,100,000. The Committee's approval of Mr. Kanwar's bonus took into account his responsibility for our fund services business, his contributions to our 2016 financial results, his efforts to negotiate and implement the Citigroup hedge fund and private equity, Wells Fargo fund administration and Conifer businesses, and his attention to his overall executive management team.

Mr. Igoe's bonus for 2016 was $550,000. The Committee's approval of Mr. Igoe's bonus took into account his overall management of the legal department and responsibility for adherence to the internal budget, his instrumental role in directing the legal work for our 2016 acquisitions of the Citigroup hedge fund and private equity, Wells Fargo fund administration and Conifer businesses, and his efforts in overseeing and administering litigation in which the Company is involved.

The bonus pool for executive officers is determined under the terms of our Bonus Plan, which, for 2016, was 5% of Adjusted Consolidated EBITDA, or $30,625,000. Adjusted Consolidated EBITDA is a non-GAAP financial measure used in key financial covenants contained in our senior credit facilities, which are material facilities supporting our capital structure and providing liquidity to our business. Adjusted Consolidated EBITDA is defined as earnings before interest, taxes, depreciation and amortization (EBITDA), further adjusted to exclude stock compensation expense, unusual items and other adjustments permitted in calculating covenant compliance under the senior credit facilities, excluding acquired EBITDA. Adjusted Consolidated EBITDA does not represent net income or cash flow from operations as those terms are defined by GAAP and does not necessarily indicate whether cash flows will be sufficient to fund cash needs. The following is a reconciliation of net income to Adjusted Consolidated EBITDA for fiscal 2016.

(in thousands)	Year ended December 31, 2016
Net income	$ 130,996
Interest expense, net	128,454
Provision for income taxes	32,620
Depreciation and amortization	228,683
EBITDA	520,753
Stock-based compensation	50,564
Capital-based taxes	1,482
Acquired EBITDA and cost savings[1]	9,094
Unusual or non-recurring charges[2]	5,891
Purchase accounting adjustments[3]	31,619
Other[4]	2,198
Consolidated EBITDA	621,601
Less: acquired EBITDA	(9,094)
Adjusted Consolidated EBITDA	$ 612,507

(1) Acquired EBITDA reflects the EBITDA impact of significant businesses that were acquired during the period as if the acquisition occurred at the beginning of the period, as well as cost savings enacted in connection with acquisitions.
(2) Unusual or non-recurring charges include foreign currency gains and losses, proceeds from legal and other settlements, severance expenses, transaction costs and other one-time expenses, such as expenses associated with facilities consolidations, acquisitions and the sale of fixed assets.
(3) Purchase accounting adjustments include (a) an adjustment to increase revenues by the amount that would have been recognized if deferred revenue were not adjusted to fair value at the date of acquisitions and (b) an adjustment to increase personnel and commissions expense by the amount that would have been recognized if

prepaid commissions and deferred personnel costs were not adjusted to fair value at the date of the acquisitions.

(4) Other includes the non-cash portion of straight-line rent expense.

Stock Option Awards

Our Compensation Committee believes that equity-based incentive compensation is an important component of executive compensation. In 2016, our executive officers were granted only time-based stock options subject to vesting over four years from the date of grant. The Compensation Committee believes that our stock option program is an appropriate equity incentive vehicle because stock options promote long-term performance by providing rewards only if, and to the extent that, our stock price improves, which both aligns the interests of our executive officers with those of our stockholders and encourages long-term, sustained growth, while also promoting retention through multi-year vesting.

On December 21, 2016, we awarded our named executive officers long-term incentive compensation under our Amended and Restated 2014 Stock Incentive Plan in the form of time-based stock options to purchase an aggregate of 775,000 shares of our common stock. Of these option grants, Mr. Stone received an option to purchase 300,000 shares of our common stock, Mr. Pedonti received an option to purchase 120,000 shares of our common stock, Mr. Boulanger received an option to purchase 155,000 shares of our common stock, Mr. Kanwar received an option to purchase 150,000 shares of our common stock, and Mr. Igoe received an option to purchase 50,000 shares of our common stock. The number of options was subjectively determined by the Compensation Committee based on an assessment of the relative contributions and efforts of each executive officer and recommendations received from our Chief Executive Officer. These options have an exercise price of $29.25 per share, which was equal to the closing price of our common stock as reported on The NASDAQ Global Select Market on the date of the grant.

The options awarded on December 21, 2016 vest 25% on the first anniversary of grant and 1/36th each month thereafter until fully vested on the fourth anniversary of grant, subject to acceleration of vesting in connection with a change of control event and the other terms and conditions set forth in the plan and the award agreements, including that the recipient is an employee in good standing on each respective vesting date.

Benefits and Perquisites

We offer a variety of benefit programs to all eligible employees, including our executive officers. Our executive officers generally are eligible for the same benefits on the same basis as other employees, including medical, dental and vision benefits, life insurance coverage and short- and long-term disability coverage. All eligible employees are also able to contribute to our 401(k) plan and receive matching Company contributions under the plan. In addition, our executive officers are entitled to reimbursement for reasonable business travel and other expenses incurred during the performance of their duties in accordance with our expense reimbursement policy.

We limit the use of perquisites as a method of compensation and provide our executive officers with only those perquisites that we believe are reasonable and consistent with our overall compensation program to better enable us to attract and retain talented employees for key positions.

Severance and Change of Control Benefits

Mr. Stone is our only executive officer with an employment agreement. This agreement, which has been in place since our initial public offering as amended to date, entitles him to specified benefits in the event of the termination of his employment under certain circumstances, as described in detail under the captions “CEO Employment Agreement” and “Potential Payments Upon Termination or Change of Control” below. The Compensation Committee believes the employment agreement continues to be beneficial to the Company in retaining Mr. Stone.

The time-based stock options awarded to our named executive officers each vest in full immediately prior to the effectiveness of a change of control. The Compensation Committee believes this practice is appropriate and reasonable in order to encourage our executives to be open to responding to potential transactions beneficial to our stockholders without focusing on their personal compensation and employment in such transactions, particularly since our executive officers other than Mr. Stone do not have contractual severance protections.

Accounting and Tax Implications

The accounting and tax treatment of particular forms of compensation do not materially affect our compensation decisions. However, we evaluate the effect of such accounting and tax treatment on an ongoing basis and will make modifications to compensation policies where we deem it appropriate. For instance, Section 162(m) of the Internal Revenue Code generally disallows a tax deduction for compensation in excess of $1.0 million paid by a public company to its chief executive officer and to each other officer (other than the chief financial officer) whose compensation is required to be reported to our stockholders pursuant to the Exchange Act. However, certain compensation, including qualified “performance-based compensation,” will not be subject to the deduction limit if certain requirements are met.

Our Compensation Committee may review the potential effect of Section 162(m) periodically and use its judgment to authorize compensation payments that may be subject to the limit when it believes such payments are appropriate and in our best interests after taking into consideration changing business conditions and the performance of our employees.

Report of the Compensation Committee

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with our management. Based on this review and discussion, the Compensation Committee recommended to our Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

By the Compensation Committee of the Board of SS&C Technologies Holdings, Inc.

William A. Etherington

David A. Varsano

Michael J. Zamkow

Summary Compensation Table

The following table contains information with respect to the compensation earned by our named executive officers for the fiscal years ended December 31, 2016, 2015 and 2014.

Name and Principal Position	Year	Salary ($)	Option awards ($)(2)	Non-equity incentive plan compensation ($)(1)	All other compensation ($)(3)	Total ($)
William C. Stone	2016	875,000	1,935,521	6,500,000	285,122	9,595,643
Chief Executive Officer	2015	875,000	2,997,057	5,500,000	5,122	9,377,179
	2014	875,000	2,438,564	5,000,000	5,032	8,318,596
Patrick J. Pedonti	2016	350,000	774,208	1,300,000	7,048	2,431,256
Chief Financial Officer	2015	350,000	1,141,736	1,050,000	5,584	2,547,320
	2014	350,000	834,246	950,000	5,584	2,139,830
Normand A. Boulanger	2016	550,000	1,000,019	2,400,000	4,552	3,954,571
Chief Operating Officer	2015	550,000	1,427,170	2,000,000	4,552	3,981,722
	2014	550,000	1,155,109	1,900,000	4,552	3,609,661
Rahul Kanwar	2016	475,000	967,760	2,100,000	4,240	3,547,000
Sr. Vice President	2015	475,000	1,355,811	1,600,000	4,240	3,435,051
	2014	475,000	1,026,764	1,400,000	4,240	2,906,004
Paul G. Igoe	2016	260,000	322,587	550,000	4,552	1,137,139
General Counsel	2015	260,000	428,151	400,000	4,552	1,092,703
	2014	260,000	320,864	250,000	4,552	835,416

(1) Amounts reflected for the applicable year reflect cash bonus awards earned for performance in such year and paid early in the following year.

(2) The amounts in this column reflect the aggregate accounting grant date fair value of options granted to our named executive officers during the applicable year, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718. The assumptions used by us in the valuation of the equity awards are set forth in Note 10 of the notes to our audited consolidated financial statements for the year ended December 31, 2016 included in our Annual Report on Form 10-K filed with the SEC on February 28, 2017.

(3) The amounts in this column reflect, for each named executive officer, the sum of (1) our contributions of $4,000 in each of 2016, 2015 and 2014 to the SS&C 401(k) savings plan and (2) our payments of life insurance premiums. In addition, it includes an amount equal to $280,000 paid by the Company to assist Mr. Stone in the preparation of a Notification and Report Form under the Hart Scott Rodino Antitrust Improvements Act of 1976, as amended ("HSR Filing").

CEO Employment Agreement

Mr. Stone's employment agreement provides for the following:

- The employment of Mr. Stone as the Chief Executive Officer of SS&C Holdings and SS&C;

- Continuing automatic one-year renewal terms until terminated either by Mr. Stone or us upon 90 days' notice of non-renewal of his employment;
- An annual base salary of at least $875,000;
- An opportunity to receive an annual bonus in an amount to be established by our Board based on Mr. Stone's and the Company's performance, as determined by our Compensation Committee;
- If we terminate Mr. Stone's employment without cause (as defined below), if Mr. Stone resigns for good reason (as defined below) prior to the end of the term of the employment agreement, or if Mr. Stone receives a notice of non-renewal of the employment term by us, Mr. Stone will be entitled to receive (1) an amount equal to 200% of his base salary and 200% of his average annual bonus, inclusive of stock and restricted stock that he received as a component of such bonus, over the three bonus years preceding termination, (2) accelerated vesting of 50% of his then-unvested options and full vesting of any restricted stock and (3) three years of Company-paid coverage under certain health plans. In the event of Mr. Stone's death or a termination of Mr. Stone's employment due to any disability that renders Mr. Stone unable to perform his duties under the agreement for six consecutive months, Mr. Stone or his representative or heirs, as applicable, will be entitled to receive (1) disability or death benefits (as applicable) in accordance with our programs and arrangements, (2) accelerated

vesting as set forth above, and (3) a prorated amount of his average bonus for the three bonus years preceding termination. In the event of a change in control of the Company, if payments to Mr. Stone cause him to incur an excise tax under Section 4999 of the Internal Revenue Code, Mr. Stone will be entitled to an additional payment sufficient to cover such excise tax and any taxes associated with such payments;

- Restrictive covenants, including non-competition and non-solicitation covenants pursuant to which Mr. Stone will be prohibited from competing with us or our affiliates and from soliciting our employees or customers during the period beginning on the effective date of the Amended Employment Agreement and ending on the date that is two years following Mr. Stone's termination of employment; and
- Upon notice from Mr. Stone that he intends to file a HSR Filing, in connection with the conversion of all of his Class A Non-Voting Stock, the Company agreed to assist Mr. Stone in the preparation of the HSR filing, use its reasonable best efforts to take all actions necessary to respond to any requests necessary to complete the HSR filing and will pay all reasonable fees and costs associated (including legal fees) related to the HSR Filing. On March 16, 2016, Mr. Stone exercised this right and made a HSR Filing.

For additional information on the severance and change of control benefits (including estimated costs), see "Potential Payments on Termination" below.

"Cause" means (a) Mr. Stone's willful and continuing failure (except where due to physical or mental incapacity) to substantially perform his duties; (b) Mr. Stone's conviction of, or plea of guilty or nolo contendere to, a felony; (c) the commission by Mr. Stone of an act of fraud or embezzlement against us or any of our subsidiaries as determined in good faith by a two-thirds majority of the Board; or (d) Mr. Stone's breach of any material provision of the Amended Employment Agreement.

"Good reason" generally means the occurrence of any of the following events without Mr. Stone's written consent: (a) an adverse change in Mr. Stone's employment title; (b) a material diminution in Mr. Stone's employment duties, responsibilities or authority, or the assignment to Mr. Stone of duties that are materially inconsistent with his position; (c) any reduction in Mr. Stone's base salary, (d) any breach by us of any material provision of the Amended Employment Agreement, the Stockholders Agreement, or any other governing agreement between us and Mr. Stone; (e) a material diminution in Mr. Stone's reporting line; or (f) a material diminution in our budget over which Mr. Stone retains authority.

2016 Grants of Plan-Based Awards

The following table sets forth information regarding grants of compensation in the form of plan-based awards made during 2016 to our named executive officers.

Name	Grant date[1]	Estimated future payouts under non-equity incentive plan awards[2]			All other option awards: number of securities underlying options (#)		Exercise price of option awards ($/share)	Grant date fair value of stock and option awards ($)	
		Threshold ($)	Target ($)	Maximum ($)					
William C. Stone	3/15/2017	—	6,500,000	—	—		—	—	
	12/21/2016	—	—	—	300,000	(3)	29.25	1,935,521	(4)
Patrick J. Pedonti	3/15/2017	—	1,300,000	—	—		—	—	
	12/21/2016	—	—	—	120,000	(3)	29.25	774,208	(4)
Normand A. Boulanger	3/15/2017	—	2,400,000	—	—		—	—	
	12/21/2016	—	—	—	155,000	(3)	29.25	1,000,019	(4)
Rahul Kanwar	3/15/2017	—	2,100,000	—	—		—	—	
	12/21/2016	—		—	150,000	(3)	29.25	967,760	(4)
Paul G. Igoe	3/15/2017	—	550,000	—	—		—	—	
	12/21/2016	—	—	—	50,000	(3)	29.25	322,587	(4)

(1) Cash awards were granted under our Executive Bonus Plan and equity awards were granted under our Amended and Restated 2014 Stock Incentive Plan.
(2) Because the Compensation Committee does not approve individual target amounts, the amounts indicated reflect actual 2016 cash bonus payments for each individual and are included in the Summary Compensation Table above.
(3) This option is a time-based option that vests as to 25% of the number of shares underlying the option on December 21, 2017 and vests as to 1/36th of the number of shares underlying the option each month thereafter until fully vested on December 21, 2020, subject to acceleration of vesting in connection with a change of control.
(4) Amount reflects the aggregate accounting grant date fair value of awards to our named executive officers, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718. The assumptions used by us in the valuation of the equity awards are set forth in Note 10 of the notes to our audited consolidated financial statements for the year ended December 31, 2016 included in our Annual Report on Form 10-K filed with the SEC on February 28, 2017.

2016 Option Exercises and Stock Vested

The following table sets forth information concerning stock options that were exercised by our named executive officers in 2016 and the value realized. No executive officers had any vesting of restricted stock in 2016. Named executive officers not listed in the table had no such events during 2016.

Name	Option Awards Number of shares acquired on exercise (#)	Value realized on exercise ($)(1)
William C. Stone	2,517,194	67,661,131
Patrick J. Pedonti	178,934	4,838,767
Normand A. Boulanger	675,048	17,989,065

(1) The dollar value realized on exercise represents the difference between the market value of the shares at the time of exercise and the respective per-share exercise price of the options.

Outstanding Equity Awards at 2016 Fiscal Year-End

The following equity awards granted to our named executive officers were outstanding as of December 31, 2016. On June 24, 2016, we completed a 2:1 stock split, effected in the form of a stock dividend. All option award information presented below has been adjusted to give effect to the stock split.

	Option Awards					
Name	Number of Securities Underlying Unexercised Options (#) Exercisable		Number of Securities Underlying Unexercised Options (#) Unexercisable		Option Exercise Price ($)	Option Expiration Date
William C. Stone	255,000		—		7.27	2/4/2020
	280,000		—		6.74	10/3/2021
	400,000		—		11.22	12/27/2022
	254,998	(2)	85,002	(2)	21.10	12/20/2023
	189,998	(3)	190,002	(3)	28.27	12/19/2024
	105,000	(4)	315,000	(4)	33.89	12/22/2025
	—		300,000	(5)	29.25	12/21/2026
Patrick J. Pedonti	127,500		—		7.27	2/4/2020
	100,000		—		6.74	10/3/2021
	150,000		—		11.22	12/27/2022
	89,998	(2)	30,002	(2)	21.10	12/20/2023
	64,998	(3)	65,002	(3)	28.27	12/19/2024
	40,000	(4)	120,000	(4)	33.89	12/22/2025
	—		120,000	(5)	29.25	12/21/2026
Normand A. Boulanger	170,000		—		7.27	2/4/2020
	170,000		—		6.74	10/3/2021
	200,000		—		11.22	12/27/2022
	127,498	(2)	42,502	(2)	21.10	12/20/2023
	89,998	(3)	90,002	(3)	28.27	12/19/2024
	50,000	(4)	150,000	(4)	33.89	12/22/2025
	—		155,000	(5)	29.25	12/21/2026
Rahul Kanwar	80,000		—		11.10	8/30/2022
	120,000		—		11.22	12/27/2022
	104,998	(2)	35,002	(2)	21.10	12/20/2023
	79,998	(3)	80,002	(3)	28.27	12/19/2024
	47,500	(4)	142,500	(4)	33.89	12/22/2025
	—		150,000	(5)	29.25	12/21/2026
Paul G. Igoe	146,874	(1)	3,126	(1)	11.38	1/7/2023
	29,998	(2)	10,002	(2)	21.10	12/20/2023

	24,998	(3)	25,002	(3)	28.27	12/19/2024
	15,000	(4)	45,000	(4)	33.89	12/22/2025
	—		50,000	(5)	29.25	12/21/2026

(1) This option vested as to 25% of the number of shares underlying the option on January 7, 2014 and vests as to 1/36 of the number of shares underlying the option each month thereafter until fully vested on January 7, 2017, subject to acceleration of vesting in connection with a change of control.

(2) This option vested as to 25% of the number of shares underlying the option on December 20, 2014 and vests as to 1/36 of the number of shares underlying the option each month thereafter until fully vested on December 20, 2017, subject to acceleration of vesting in connection with a change of control.

(3) This option vested as to 25% of the number of shares underlying the option on December 19, 2015 and vests as to 1/36 of the number of shares underlying the option each month thereafter until fully vested on December 19, 2018, subject to acceleration of vesting in connection with a change of control.

(4) This option vested as to 25% of the number of shares underlying the option on December 22, 2016 and vests as to 1/36 of the number of shares underlying the option each month thereafter until fully vested on December 22, 2019, subject to acceleration of vesting in connection with a change of control.
(5) This option vests as to 25% of the number of shares underlying the option on December 21, 2017 and vests as to 1/36 of the number of shares underlying the option each month thereafter until fully vested on December 21, 2020, subject to acceleration of vesting in connection with a change of control.

Equity Compensation Plan Information

The following table sets forth, as of December 31, 2016, the number of securities outstanding under our equity compensation plans, the weighted-average exercise price of such securities and the number of securities available for grant under these plans. The information presented below has been adjusted to give effect to the 2:1 stock split that occurred on June 24, 2016.

Plan category	Number of securities to be issued upon exercise of outstanding stock-based awards(1)(3) (#)	Weighted-average exercise price of outstanding stock-based awards ($)	Number of securities remaining available for future issuance under equity compensation plan(1)(2) (#)
Equity compensation plans approved by security holders	25,028,100	24.04	27,120,000
Equity compensation plans not approved by security holders	—	—	—
Total	25,028,100	24.04	27,120,000

(1) Number of shares is subject to adjustment for changes in capitalization such as stock splits, stock dividends and similar events.

(2) Shares available for future issuance may be issued in the form of stock options, restricted stock, unrestricted stock, restricted stock units, stock appreciation rights or other stock-based awards. Future stock-based awards are available for issuance only under the Amended and Restated 2014 Stock Incentive Plan.
(3) Consists of awards made under the 2006 Equity Incentive Plan, 2008 Stock Incentive Plan and the Amended and Restated 2014 Stock Incentive Plan.

Potential Payments upon Termination or Change of Control

William C. Stone

For a description of Mr. Stone's employment agreement, see "CEO Employment Agreement" above.

The table below reflects the estimated amount of compensation payable to Mr. Stone in the event of termination of his employment or a change of control (or similar event, as defined in the applicable equity plan). The amounts shown assume that such termination or change of control was effective as of December 31, 2016. The actual amounts to be paid out, if any, will differ from the amounts reflected below and can only be determined at the time of the termination or change of control.

Payments to William C. Stone upon termination or liquidity event/ change of control	Termination without cause, for good reason or upon notice of non-renewal ($)		For cause or without good reason[(1)] ($)	Change of control[(2)] ($)		Disability ($)		Death ($)	
Base salary	1,750,000	(3)	—	—		—		—	
Annual bonus	11,333,333	(4)	—	—		5,666,667	(5)	5,666,667	(5)
Stock options	350,583	(6)	—	701,166	(7)	350,583	(6)	350,583	(6)
Health and welfare benefits	3,686	(8)	—	—		—		—	
Tax gross-up payment	21,307,249	(9)	—	—		—		—	
Disability benefits	—		—	—		—		—	
Life insurance proceeds	—		—	—		—			
Total	34,744,851		—	701,166		6,017,250		6,017,250	

(1) In the event that Mr. Stone's employment is terminated for cause or without good reason, he will be entitled to unpaid base salary through the date of the termination, payment of any annual bonus earned with respect to a completed fiscal year of SS&C that is unpaid as of the date of termination and any benefits due to him under any employee benefit plan, policy, program, arrangement or agreement.
(2) Time-based stock options will in each case become fully vested and exercisable immediately prior to the effective date of a change of control.
(3) Consists of 200% of 2016 base salary.
(4) Consists of 200% of Mr. Stone's average bonus for the three bonus years preceding termination.
(5) Consists of a cash payment equal to the prorated amount of Mr. Stone's average bonus for the three bonus years preceding termination, payable within 60 business days of termination.
(6) Vesting acceleration with respect to unvested options to purchase an aggregate of 137,502 shares of our common stock, which is equal to 50% of all unvested options held by Mr. Stone on December 31, 2016, calculated based on

the difference between the respective exercise price of the options and $28.60 (the closing price of our common stock on The NASDAQ Global Select Market on December 31, 2016, the last business day of our fiscal year). Stock option information has been adjusted to give effect to the 2:1 stock split that occurred on June 24, 2016. Mr. Stone did not have any unvested restricted stock at December 31, 2016.

(7) Vesting acceleration with respect to unvested options to purchase an aggregate of 275,004 shares of our common stock, which is equal to 100% of all unvested options held by Mr. Stone on December 31, 2016, calculated based on the difference between the respective exercise price of the options and $28.60 (the closing price of our common stock on The NASDAQ Global Select Market on December 31, 2016). Mr. Stone did not have any unvested restricted stock at December 31, 2016.

(8) Represents three years of coverage under certain SS&C medical plans.

(9) In the event that the severance and other benefits provided for in Mr. Stone's employment agreement or otherwise payable to him in connection with a change of control constitute "parachute payments" within the meaning of Section 280G of the Internal Revenue Code and are therefore subject to the excise tax imposed by Section 4999 of the Internal Revenue Code, then Mr. Stone will receive (a) a payment from us sufficient to pay such excise tax and (b) an additional payment from us sufficient to pay the excise tax and U.S. federal and state income taxes arising from the payments made by us to Mr. Stone pursuant to this sentence.

Other Named Executive Officers

Other than Mr. Stone, none of our executive officers has any arrangement that provides for severance payments. Time-based stock options granted under our 2006 Equity Incentive Plan, 2008 Stock Incentive Plan and Amended and Restated 2014 Stock Incentive Plan will become fully vested and exercisable immediately prior to the effective date of a change of control.

As of December 31, 2016, Messrs. Pedonti, Boulanger, Kanwar and Igoe held the following unvested stock options that would have become fully vested upon a change of control. The information presented below has been adjusted to give effect to the 2:1 stock split that occurred on June 24, 2016.

Name	Number of shares underlying unvested options (#)	Value of unvested options ($)[1]
Patrick J. Pedonti	335,004	246,791
Normand A. Boulanger	437,504	348,916
Rahul Kanwar	407,504	289,316
Paul G. Igoe	133,130	137,236

(1) The value of unvested options was calculated by multiplying the number of shares underlying unvested options by $28.60 (the closing price of our common stock as reported on The NASDAQ Global Select Market on December 31, 2016) and then deducting the aggregate exercise price for these options.

2016 Director Compensation

Ms. Conjeevaram and Messrs. Daniels, Etherington, Michael, Varsano and Zamkow each receive an annual retainer fee of $25,000 and a Board meeting attendance fee of $2,500 per meeting (if attended in person), as well as the equity compensation described below. Members of our Audit Committee receive a committee attendance fee of $1,500 per meeting (payable for in-person and telephonic attendance). Mr. Stone and Mr. Boulanger, as employees of the Company, do not receive any additional compensation for Board service. All of our directors are reimbursed for reasonable out-of-pocket expenses associated with their service on the Board. The following table contains information with respect to the compensation of our nonemployee directors for fiscal 2016.

Name	Fees earned or paid in cash ($)		Option award[7] ($)	Total ($)
Smita Conjeevaram	32,500	(1)	40,116	72,616
Michael E. Daniels	32,500	(2)	40,116	72,616
William A. Etherington	42,500	(3)	40,116	82,616
Jonathan E. Michael	42,500	(4)	40,116	82,616
David A. Varsano	42,500	(5)	40,116	82,616
Michael J. Zamkow	32,500	(6)	40,116	72,616

(1) Consists of an annual retainer of $25,000 and $7,500 for attending Board meetings in person.
(2) Includes an annual retainer of $25,000 and $7,500 for attending Board meetings in person.
(3) Includes an annual retainer of $25,000, $10,000 for attending Board meetings in person and $7,500 for attending Audit Committee meetings.
(4) Includes an annual retainer of $25,000, $10,000 for attending Board meetings in person and $7,500 for attending Audit Committee meetings.

(5) Includes an annual retainer of $25,000, $10,000 for attending Board meetings in person and $7,500 for attending Audit Committee meetings.

(6) Includes an annual retainer of $25,000 and $7,500 for attending Board meetings in person.

(7) The amounts in this column reflect the aggregate accounting grant date fair value of options granted to our nonemployee directors in fiscal 2016, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718. The assumptions used by us in the valuation of the equity awards are set forth in Note 10 of the notes to our audited consolidated financial statements for the year ended December 31, 2016 included in our Annual Report on Form 10-K filed with the SEC on February 28, 2017. At the time of the Company's annual stockholders meeting on May 25, 2016, each outside director not employed by the Company and not affiliated with Carlyle was granted a stock option to purchase 3,000 shares of our common stock at an exercise price of $60.89 per share (on account of the subsequent 2:1 stock split, adjusted to 6,000 shares at an exercise price of $30.445). These grants to our outside directors are 100% vested and exercisable on the date of grant and expire on May 25, 2026. As of December 31, 2016, the aggregate number of stock options outstanding for each of our outside directors was as follows: Ms.Conjeevaram—48,500; Mr. Daniels—60,500; Mr. Etherington—30,000; Mr. Michael—72,500; Mr. Varsano—72,500; and Mr. Zamkow—54,500.

PROPOSAL 3

ADVISORY VOTE[3] ON THE FREQUENCY OF FUTURE EXECUTIVE COMPENSATION ADVISORY VOTES

After careful consideration, the Board believes that the executive compensation advisory vote should be held every three years, and therefore our Board recommends that you vote for a frequency of every THREE YEARS for future executive compensation advisory vote.

The Board believes that a once every three years, or triennial, executive compensation advisory vote will allow our stockholders to evaluate executive compensation on a more thorough, long-term basis than a more frequent vote. Consistent with our view that our executive compensation program should serve as an incentive and retention tool, we take a long-term view of executive compensation and encourage our stockholders to do the same. We believe that a more frequent executive compensation advisory vote may encourage short-term analysis of executive compensation. Annual or biennial executive compensation advisory votes also may not allow stockholders sufficient time to evaluate the effect of changes we make to executive compensation.

A triennial vote will also give our Board sufficient time to engage with stockholders to better understand their views about executive compensation and respond effectively to their concerns. Independent of the timing of the executive compensation advisory vote, we encourage stockholders to contact the Board at any time to provide feedback about corporate governance and executive compensation matters.

Our Board is asking stockholders to vote, on a non-binding advisory basis, on the following resolution:

“RESOLVED, that the stockholders recommend, in an advisory vote, that the frequency with which the stockholders of the Company shall have an advisory vote on executive compensation is:

Choice 1 – every year;

Choice 2 – every two years;

Choice 3 – every three years; or

Choice 4 – abstain from voting.

Directors’ Recommendation

The Board of Directors Believes that Holding the Executive Compensation Advisory Vote Every Three Years Is in the Best Interests of the Company and Its Stockholders and Recommends Voting for "Choice 3" for a Frequency of Every "Three Years.[4]"

Stockholders are not voting to approve or disapprove the Board's recommendation. Stockholders may choose among the four choices included in the resolution set forth above.

[3] As an advisory vote, this proposal is not binding. The outcome of this advisory vote does not overrule any decision by us or our Board (or any committee thereof), create or imply any change to our fiduciary duties or those of our Board (or any committee thereof), or create or imply any additional fiduciary duties for us or our Board (or any committee thereof). However, our Board values the opinions expressed by our stockholders in their vote on this proposal and will consider the outcome of the vote in the future.

[4] Unless otherwise indicated on your proxy, your shares will be voted for "CHOICE 3" for a frequency of every three years.

PROPOSAL 4

RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED

PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed the firm of PricewaterhouseCoopers LLP, an independent registered public accounting firm, to audit our books, records and accounts for fiscal 2017. This appointment is being presented to the stockholders for ratification at the 2017 annual meeting.

PricewaterhouseCoopers LLP, or PwC, has no direct or indirect material financial interest in our Company or our subsidiaries. Representatives of PwC are expected to be present at the 2017 annual meeting and will be given the opportunity to make a statement on the firm's behalf if they so desire. The representatives also will be available to respond to appropriate questions.

The following table summarizes the fees of PwC billed to us for each of fiscal 2016 and fiscal 2015.

Nature of Service	2016 Fees	2015 Fees
Audit Fees(1)	$3,616,602	$4,171,950
Audit-Related Fees(2)	—	—
Tax Fees(3)	219,438	206,107
All Other Fees(4)	24,537	1,800
Total	$3,860,577	$4,379,857

(1) Audit fees consist of fees for the audit of our financial statements, the review of the interim financial statements included in our Quarterly Reports on Form 10-Q, and services related to our filings of Registration Statements on Forms S-8, S-3 and S-4 in 2015 and 2016, such as the issuance of consents.

(2) Audit-related fees consist of fees for assurance and related services that are reasonably related to the performance of the audit and the review of our financial statements and which are not reported under "Audit Fees." These services relate to accounting consultations in connection with acquisitions, procedures performed for SSAE 16 reports, attest services that are not required by statute or regulation and consultations concerning internal controls, financial accounting and reporting standards.

(3) Tax fees consist of fees for tax compliance, tax advice and tax planning services. Tax compliance services, which relate to preparation of original and amended tax returns, claims for refunds and tax payment planning services, accounted for approximately $116,927 of the total tax fees billed in 2016 and approximately $82,283 of the total tax fees billed in 2015. Tax advice and tax planning services relate to assistance with tax audits and appeals, tax advice related to acquisitions and requests for rulings or technical advice from taxing authorities.

(4) All other fees for 2016 and 2015 consist of other advisory and consulting services.

All the services described above were approved by our Audit Committee. The Audit Committee is responsible for the appointment, compensation and oversight of the work performed by the independent registered public accounting firm. The Audit Committee must pre-approve all audit (including audit-related) services and permitted non-audit services provided by the independent registered public accounting firm in accordance with the pre-approval policies and procedures established by the Audit Committee. The Audit Committee annually approves the scope and fee estimates for the quarterly reviews, year-end audit, statutory audits and tax work to be performed by our independent registered public accounting firm for the next fiscal year. With respect to other permitted services, management defines and presents specific projects and categories of service for which the advance approval of the Audit Committee is requested. The Audit Committee pre-approves specific engagements, projects and categories of services on a fiscal year basis, subject to individual project thresholds and annual thresholds. In assessing requests for services by the independent registered public accounting firm, the Audit Committee considers whether such services are consistent with the independent registered public accounting firm's independence, whether the independent registered public accounting firm is likely to provide the most effective and efficient service based upon their familiarity with us, and whether the service could enhance our ability to manage or control risk or improve audit quality.

Proxies solicited by management will be voted for the ratification of the appointment of PwC unless stockholders specify otherwise. Although we are not required to submit the appointment to a vote of the stockholders, our Board believes it is appropriate as a matter of policy to request that the stockholders ratify the appointment of PwC as our independent registered public accounting firm. If the stockholders do not ratify the appointment, the Audit Committee may investigate the reasons for stockholder rejection and consider whether to retain PwC or appoint another independent registered public accounting firm. Even if the appointment is ratified, our Board and the Audit Committee in their discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if they determine that such a change would be in the best interests of our Company and our stockholders.

Directors' Recommendation

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2017.

Report of the Audit Committee of the Board of Directors

Our Audit Committee has reviewed our audited financial statements for fiscal 2016 and has discussed these financial statements with our management and PwC, our independent registered public accounting firm.

The Audit Committee has also received from, and discussed with, our independent registered public accounting firm various communications that our independent registered public accounting firm is required to provide to the Audit Committee, including Statement on Auditing Standard No. 16 (Communications with Audit Committees), as adopted by the Public Company Accounting Oversight Board, or PCAOB.

Our independent registered public accounting firm also provided the Audit Committee with the written disclosures and the letter from the independent registered public accounting firm required by PCAOB Rule 3526 (Communicating with Audit Committees Concerning Independence), as modified or supplemented. The Audit Committee has discussed with the independent registered public accounting firm its independence from us.

Based on its discussions with management and the independent registered public accounting firm, and its review of the representations and information provided by management and the independent registered public accounting firm, the Audit Committee recommended to our Board that the audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2016.

By the Audit Committee of the Board of Directors of SS&C Technologies Holdings, Inc.

William A. Etherington (Chair)

Jonathan E. Michael

David A. Varsano

OWNERSHIP OF OUR COMMON STOCK

This table presents information concerning the beneficial ownership of the shares of our common stock as of March 20, 2017. Specifically, the table reflects beneficial ownership information about:

- each person we know to be the beneficial owner of more than 5% of the outstanding shares of our common stock;
- each of our directors and named executive officers; and
- all of our directors and executive officers as a group.

Beneficial ownership is determined under the rules of the SEC and generally includes voting or investment power over securities. Except in cases where community property laws apply or as indicated in the footnotes to this table, we believe that each stockholder identified in the table possesses sole voting and investment power over all shares of common stock shown as beneficially owned by the stockholder. Shares of common stock subject to options that are exercisable or exercisable within 60 days of March 20, 2017 are considered outstanding and beneficially owned by the person holding the options for the purpose of computing the percentage ownership of that person but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

Unless otherwise indicated, the address of the persons and entities listed on the table is c/o SS&C Technologies Holdings, Inc., 80 Lamberton Road, Windsor, CT 06095.

	Shares Beneficially Owned	
Name of Beneficial Owner	Number	Percent of Class
5% Stockholders		
William C. Stone[(1)]	33,689,536	16.4%
T. Rowe Price Associates, Inc.[(2)] 100 E. Pratt Street Baltimore, MD 21202	27,143,054	13.3%
Janus Capital Management LLC[(3)] 151 Detroit Street Denver, CO 80206	21,405,957	10.5%
Vanguard Group, Inc.[(4)] 100 Vanguard Blvd. Malvern, PA 19355	12,851,327	6.3%
Wellington Management Group LLP[(5)] 200 Congress Street Boston, MA 02210	11,206,101	5.5%
Other Directors and Named Executive Officers		
Normand A. Boulanger[(6)]	1,087,080	*
Patrick J. Pedonti[(7)]	609,370	*
Rahul Kanwar[(8)]	526,664	*
Paul G. Igoe[(9)]	233,538	*

Jonathan E. Michael[10]	108,500	*
Michael J. Zamkow[11]	87,100	*
William A. Etherington[12]	80,500	*
David A. Varsano[13]	79,500	*
Michael E. Daniels[14]	60,500	*
Smita Conjeevaram[15]	48,500	*
All directors and executive officers, as a group, including Mr. Stone (11 persons)[16]	36,610,788	17.6%

* Represents less than one percent of the outstanding shares of common stock.

(1) Includes 1,587,912 shares of our common stock subject to outstanding stock options exercisable on or within the 60-day period following March 20, 2017.

(2) Consists of 27,143,054 shares of common stock reported as beneficially owned by T. Rowe Price Associates, Inc. including 5,942,568 shares of common stock over which T. Rowe Price Associates, Inc. reports sole voting power and 27,143,054 shares of common stock over which T. Rowe Price Associates, Inc. reports sole dispositive power. We obtained information regarding beneficial ownership of these shares solely from the Schedule 13G that was filed with the SEC on February 7, 2017.

(3) Consists of 21,405,957 shares of common stock reported as beneficially owned by Janus Capital Management LLC including 21,401,257 shares of common stock over which Janus Capital Management LLC reports sole voting power and sole dispositive

power. We obtained information regarding beneficial ownership of these shares solely from the Schedule 13G that was filed with the SEC on January 10, 2017.

(4) Consists of 12,851,327 shares of common stock reported as beneficially owned by The Vanguard Group over which The Vanguard Group reports sole voting power of 98,988 shares of common stock, sole dispositive power of 12,742,125 shares of common stock and shared dispositive power of 109,202 shares of common stock. We obtained information regarding beneficial ownership of these shares solely from the Schedule 13G that was filed with the SEC on February 10, 2017.

(5) Consists of 11,206,101 shares of common stock reported as beneficially owned by Wellington Management Group LLP including 8,933,620 shares of common stock over which Wellington Management Group LLP reports shared voting power and 11,206,101 shares of common stock over which Wellington Management Group LLP reports shared dispositive power. We obtained information regarding beneficial ownership of these shares solely from the Schedule 13G that was filed with the SEC on February 9, 2017.

(6) Includes 857,080 shares of our common stock subject to outstanding stock options exercisable on or within the 60-day period following March 20, 2017.

(7) Consists of 609,370 shares of our common stock subject to outstanding stock options exercisable on or within the 60-day period following March 20, 2017.

(8) Includes 476,664 shares of our common stock subject to outstanding stock options exercisable on or within the 60-day period following March 20, 2017.

(9) Consists of 233,538 shares of our common stock subject to outstanding options exercisable on or within the 60-day period following March 20, 2017.

(10) Includes 72,500 shares of our common stock subject to outstanding stock options exercisable on or within the 60-day period following March 20, 2017.

(11) Includes 54,500 shares of our common stock subject to outstanding stock options exercisable on or within the 60-day period following March 20, 2017.

(12) Includes 18,000 shares of our common stock subject to outstanding stock options exercisable on or within the 60-day period following March 20, 2017.

(13) Includes 72,500 shares of our common stock subject to outstanding stock options exercisable on or within the 60-day period following March 20, 2017.

(14) Consists of 60,500 shares of our common stock subject to outstanding stock options exercisable on or within the 60-day period following March 20, 2017.

(15) Consists of 48,500 shares of our common stock subject to outstanding stock options exercisable on or within the 60-day period following March 20, 2017.

(16) Includes 4,091,064 shares of our common stock subject to outstanding stock options exercisable on or within the 60-day period following March 20, 2017.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires certain officers, directors and beneficial owners of more than 10% of our common stock to file reports of ownership and changes of ownership with the SEC on Forms 3, 4 and 5. Based on a review of the copies of such forms provided to us and written representations furnished to us, we believe that during fiscal 2016, all reports required by Section 16(a) to be filed by these persons were filed on a timely basis.

RELATED PERSON TRANSACTIONS

Policies and Procedures for Related Person Transactions

Our Board has adopted written policies and procedures for the review of any transaction, arrangement or relationship in which we have been or are a participant, the amount involved exceeds $120,000, and one of our executive officers, directors, director nominees or 5% stockholders (or their immediate family members), each of whom we refer to as a “related person,” has had or has a direct or indirect material interest. Such a transaction, arrangement or relationship is referred to as a “related person transaction.”

Any related person transaction must be reported to our General Counsel and will be reviewed and approved by the Audit Committee in accordance with the terms of the policy, prior to effectiveness or consummation of the transaction, whenever practicable. If the General Counsel determines that advance approval of a related person transaction is not practicable under the circumstances, the Audit Committee will review and, in its discretion, may ratify the related person transaction at its next meeting, or at the next meeting following the date that the related person transaction comes to the attention of the General Counsel; provided, however, that the General Counsel may present a related person transaction arising in the time period between meetings of the Audit Committee to the Chair of the Audit Committee, who will review and may approve the related person transaction, subject to ratification by the Audit Committee at its next meeting. In addition, any related person transaction previously approved by the Audit Committee or otherwise already existing that is ongoing in nature will be reviewed by the Audit Committee annually to ensure that it has been conducted in accordance with the previous approval granted by the Audit Committee, if any, and that all required disclosures regarding the related person transaction are made.

A related person transaction reviewed under the policy will be considered approved or ratified if it is authorized by the Audit Committee after full disclosure of the related person’s interest in the transaction. As appropriate for the circumstances, the Audit Committee will review and consider:

- the related person’s interest in the related person transaction;
- the approximate dollar value of the amount involved in the related person transaction;
- the approximate dollar value of the amount of the related person’s interest in the transaction without regard to the amount of any profit or loss;
- whether the transaction was undertaken in the ordinary course of our business;
- whether the terms of the transaction are no less favorable to us than terms that could have been reached with an unrelated third party;
- the purpose of, and the potential benefits to us of, the transaction; and
- any other information regarding the related person transaction or the related person in the context of the proposed transaction that would be material to investors in light of the circumstances of the particular transaction.

The Audit Committee may approve or ratify the related person transaction only if the Audit Committee determines that, under all of the circumstances, the transaction is in, or is not inconsistent with, our best interests. The Audit Committee may, in its sole discretion, impose any conditions it deems appropriate on the Company or the related person in connection with approval of the related person transaction.

In addition to the transactions that are excluded by the instructions to the SEC’s related person transaction disclosure rule, our Board has determined that the following do not create a material direct or indirect interest on behalf of a related person and, therefore, are not related person transactions for purposes of our related person transaction policy:

- interests arising solely from the related person’s position as an executive officer of another entity (whether or not the person is also a director of such entity) that is a participant in the transaction, where (a) the related person and all other related persons own in the aggregate less than a 10% equity interest in such entity, (b) the related person and his or her immediate family members (as defined in the policy) are not involved in the negotiation of the terms of the transaction with the Company and do not receive any special benefits as a result of the transaction or (c) the amount involved in the transaction equals less than the greater of $200,000 or 5% of the annual gross revenues of the company receiving payment under the transaction; or

- a transaction that is specifically contemplated by provisions of the Certificate or By-laws of the Company.

The policy provides that transactions involving compensation of executive officers will be reviewed and approved by the Compensation Committee in the manner specified in its charter.

Related Person Transactions

Stockholders Agreement

The Company is a party to a Stockholders Agreement with Mr. Stone that entitles him to nominate two directors, one of whom shall be Mr. Stone for so long as he is our Chief Executive Officer. The number of Board members Mr. Stone is entitled to nominate (including himself) will be reduced to one director if Mr. Stone holds less than 15% of our common stock. Mr. Stone's rights under the Board nomination provisions of the Stockholders Agreement will terminate at such time as he holds less than 10% of our common stock.

The provisions of the Stockholders Agreement also require that, so long as Mr. Stone is a member of our Board and the Chief Executive Officer of the Company, he will serve as Chairman of the Board.

Registration Rights Agreement

The Company and Mr. Stone are parties to a Registration Rights Agreement, under which Mr. Stone can demand that we file a registration statement for all or a portion of his common stock. Mr. Stone is also entitled to request that his shares be covered by a registration statement that we are otherwise filing with respect to our common stock. In either event, the Company is required to pay all expenses of Mr. Stone in connection with the registration (other than underwriting discounts and commissions and transfer taxes applicable to the sale of registerable securities). The Registration Rights Agreement also provides that the Company will indemnify Mr. Stone, and Mr. Stone will indemnify the Company, for certain matters in connection with the registration of Mr. Stone's shares. The registration rights in the Registration Rights Agreement are subject to certain conditions and limitations specified in the Registration Rights Agreement, including the right of the underwriters of an offering to limit the number of shares included in certain registrations.

Other transactions

Robert S. Stone, the son of our Chief Executive Officer, is employed by SS&C as a sales representative. From January 1, 2016 through December 31, 2016, Robert Stone was paid $426,764 as salary, commissions and other compensation related to his employment at SS&C.

Sabrina Goff, the sister of Rahul Kanwar, our Senior Vice President and Managing Director of Alternative Assets, is employed by SS&C in its fund administration business. From January 1, 2016 through December 31, 2016, Ms. Goff was paid $184,428 as salary and other compensation related to her employment at SS&C.

Justine Stone, the daughter of our Chief Executive Officer, is employed by SS&C in investor relations. From January 1, 2016 through December 31, 2016, Justine Stone was paid $129,434 as salary and other compensation related to her employment at SS&C.

INFORMATION ABOUT THE 2017 ANNUAL MEETING

YOUR VOTE IS IMPORTANT!

You are cordially invited to attend the 2017 annual meeting. However, to ensure that your shares are represented at the 2017 annual meeting and that the Company has the quorum necessary to convene the 2017 annual meeting and conduct business, even if you plan to attend the 2017 annual meeting in person, please complete, sign, date and return the enclosed proxy card promptly. Submitting a proxy or voting instructions in advance will not prevent you from attending the 2017 annual meeting and voting in person, if you so desire. A postage-paid, return-addressed envelope is enclosed for your convenience. No postage need be affixed if mailed in the United States. Your cooperation in giving this your immediate attention is appreciated.

Voting Procedures

You may vote either in person at the 2017 annual meeting or by proxy. To vote by proxy, you must:

- Complete all of the required information on the proxy card.
- Date and sign the proxy card.
- Return the proxy card in the enclosed postage-paid envelope. We must receive your proxy card before the 2017 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 bank, broker or other nominee, such agent may have special voting instructions that you should follow. You should contact your bank, broker or other nominee to obtain instructions for voting your shares.

Whether or not you expect to be present in person at the 2017 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 2017 annual meeting, you may vote by ballot. If you want to vote in person at the 2017 annual meeting and you own your shares through a bank, broker or other nominee, you must obtain a proxy from that party in its capacity as owner of record for your shares and bring the proxy to the 2017 annual meeting.

Your properly completed proxy card will appoint William C. Stone, Patrick J. Pedonti and Paul G. Igoe 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. Igoe is our Senior Vice President, General Counsel and Secretary. Your proxy permits you to direct the proxy holders to:

- vote “FOR” or 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;
- vote for the frequency of an advisory vote on the “say-on-pay” vote “every year” (Choice 1), “every two years” (Choice 2), “every three years” (Choice 3), or “ABSTAIN”; 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 2017.

All shares entitled to vote and represented by properly completed proxies received prior to the 2017 annual meeting and not revoked will be voted at the 2017 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 non-binding resolution to approve the compensation of our named executive officers, “FOR” the conduct of an advisory vote on the “say-on-pay” vote every three years (Choice 3), and “FOR” the proposal to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal 2017, and in the discretion of the persons named as proxies in the manner they believe to be in the Company’s best interests as to other matters that may properly come before the 2017 annual meeting.

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 2017 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 prior to the 2017 annual meeting and not revoked at or prior to the 2017 annual meeting will be voted at the 2017 annual meeting.

Stockholders Entitled to Vote

Our Board has fixed March 20, 2017 as the record date for the 2017 annual meeting. You are entitled to vote (in person or by proxy) at the 2017 annual meeting if you were a stockholder of record on the record date. On the record date, we had 203,913,310 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 2017 annual meeting, the holders of a majority of the shares of common stock issued and outstanding and entitled to vote must be present at the 2017 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 shares of common stock present at the 2017 annual meeting in person or represented by proxy and entitled to vote. Shares for which the vote is properly withheld and broker non-votes will not be counted toward the nominee's achievement of a plurality and will have no effect on the election of the directors.

For Proposal 2, approval of the compensation of our named executive officers, Proposal 3, the frequency of the conduct of the "say-on-pay" vote, and Proposal 4, ratification of the selection of the independent registered public accounting firm, the affirmative vote of the holders of a majority of the votes cast will be required for approval. Shares that abstain and broker non-votes will not be counted as votes in favor of any proposal and will also not be counted as votes cast. Accordingly, abstentions and broker non-votes will have no effect on the outcome of any proposal.

If you hold shares of common stock through a bank, broker or other nominee, that party may under certain circumstances vote your shares if you do not timely provide them with voting instructions. Banks, brokers or other nominees have discretionary authority to vote customers' unvoted shares on routine matters. Your bank, broker or other nominee 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 2017, is considered a routine matter. Proposal 1, the election of three Class I directors, Proposal 2, approval of the compensation of our named executive officers, and Proposal 3, the frequency of the conduct of the "say-on-pay" vote, are not considered routine matters. Shares for which a bank, broker or other nominee cannot vote on a particular matter because that party does not have discretionary voting authority to do so are considered "broker non-votes" on these matters.

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. Banks, brokers or other nominees 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 MATTERS

As of the date of this proxy statement, we know of no matter not specifically referred to above as to which any action is expected to be taken at the 2017 annual meeting and the advance notice period applicable to the 2017 annual meeting as prescribed by our By-laws has expired. If any other business should properly come before the 2017 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.

Stockholder Proposals and Director Nominations

For 2018 Annual Meeting

Proposals of stockholders intended to be presented at the 2018 annual meeting of stockholders pursuant to Rule 14a-8 under the Exchange Act must be received by us no later than December 4, 2017 in order to be included in the proxy statement and form of proxy relating to that meeting. Proposals should be sent to SS&C Technologies Holdings, Inc., 80 Lamberton Road, Windsor, Connecticut 06095, Attention: Corporate Secretary.

In addition, our By-laws require that we be given advance notice of stockholder nominations for election to our Board and of other business that stockholders wish to present for action at an annual meeting of stockholders (other than matters included in our proxy statement in accordance with Rule 14a-8 under the Exchange Act). The required notice must contain the information required by our By-laws and be delivered by the stockholder and received by the Secretary at our principal executive offices (i) no earlier than 120 days before and no later than 90 days before the first anniversary of the date of the preceding year's annual meeting; or (ii) if the date of the annual meeting is advanced by more than 20 days or delayed by more than 60 days from the first anniversary date, (a) no earlier than 120 days before the annual meeting and (b) no later than 90 days before the annual meeting or 10 days after the day that notice of the annual meeting was mailed or publicly disclosed, whichever occurs first. Assuming the date of our 2017 annual meeting is not so advanced or delayed, stockholders who wish to make a proposal at the 2018 annual meeting (other than one to be included in our proxy statement in accordance with Rule 14a-8 under the Exchange Act) should notify us no earlier than January 17, 2018 and no later than February 16, 2018.

Householding of Proxies

The SEC has adopted rules that permit companies and intermediaries such as brokers to satisfy delivery requirements for annual reports and proxy statements with respect to two or more stockholders sharing the same address by delivering a single annual report and/or proxy statement addressed to those stockholders. This process, which is commonly referred to as "householding," potentially provides extra convenience for stockholders and cost savings for companies. We and some brokers household annual reports and proxy materials, delivering a single annual report and/or proxy statement to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders.

Once you have received notice from your broker or us that they or we will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent.

If, at any time, (1) you no longer wish to participate in householding and would prefer to receive a separate annual report and/or proxy statement in the future or (2) you and another stockholder sharing the same address wish to participate in householding and prefer to receive a single copy of our annual report and/or proxy statement, please notify your broker if your shares are held in a brokerage account or us if you hold registered shares. You can notify us by sending a written request to Investor Relations, SS&C Technologies Holdings, Inc., 80 Lamberton Road, Windsor, Connecticut 06095, or call 860-298-4500.

ANNUAL MEETING OF STOCKHOLDERS OF SS&C TECHNOLOGIES HOLDINGS, INC. May 17, 2017 GO GREEN e-Consent makes it easy to go paperless. With e-consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via to enjoy online access. NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL: The proxy statement and proxy card are available at Please sign, date and mail your proxy card in the envelope provided as soon as possible. Please detach along perforated line and mail in the envelope provided. The board of directors recommends a vote for the nominees listed in proposal 1 to serve for a term ending in 2020, for proposals 2 and 4 and for 3 years on the advisory vote in proposal 3. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK AS SHOWN HERE. 1. The election of the nominees listed below as class 1 directors. NOMINEES: FOR ALL NOMINEES WITHHOLD AUTHORITY FOR ALL NOMINEES FOR ALL EXCEPT VOTE WITHHELD FROM THE FOLLOWING NOMINEE: Normand A Boulanger David A. Varsano Michael J. Zamkow 2. The approval of the compensation of the named executive officers. The recommendation of the frequency of a stockholder vote to approve teh compensation of the named executive officers. the ratification of PricewaterhouseCoopers LLP as SS&C's independent registered public accounting firm for the fiscal year ending December 31, 2017. The undersigned acknowledges receipt from the Company before the execution of this proxy of the notice of annual meeting of stockholders, a proxy statement for the annual meeting of stockholders and the 2016 annual report to stockholders. to change the address of your account, please check the box at the right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. Signature of stockholder Date: signature of stockholder Date: Note: please sign exactly as your name or names appear on this proxy. WHen shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. if the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

SS&C TECHNOLOGIES HOLDINGS, INC. 80 Lamberton Rd. Windsor, CT 06095 THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS The undersigned hereby appoints William C. Stone, Patrick J. Pedonti and Paul G. Igoe as proxy holders, each with full power of substitution, to represent and vote as designated on the reverse side,

all the shares of Common Stock of SS&C Technologies Holdings, Inc. held of record by the undersigned on March 20, 2017, at the Annual Meeting of Stockholders to be held at the Company's offices located at 80 Lamberton Road, Windsor, CT 06095 at 9:00 a.m. on Wednesday, May 17, 2017, or any adjournment or postponement thereof. If you sign and return this proxy card but do not give any direction, this proxy will be voted FOR the nominees listed in Proposal 1, FOR Proposals 2 and 4, FOR 3 YEARS on Proposal 3, and at the discretion of the proxies upon such other matters as may properly come before the Annual Meeting and at any adjournment or postponement thereof.(Continued and to be singed on the reverse side) 14475

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general market conditions and fluctuations for the emerging growth and pharmaceutical market sectors;

- economic conditions in the U.S. or abroad;
- broad market fluctuations in the U.S., EU or in other parts of the world;
- actual or anticipated fluctuations in our operating results; and
- changes in company assessments or financial estimates by securities analysts.

In the past, following periods of large price declines in the public market price of a company s securities, securities class action litigation has often been initiated against that company. Litigation of this type could result in substantial costs and diversion of management s attention and resources, which would hurt our business. Any adverse determination in litigation could also subject us to significant liabilities. In addition, the current decline in the financial markets and related factors beyond our control, including the credit and mortgage crisis in the U.S. and worldwide, may cause our stock price to decline rapidly and unexpectedly.

Anti-takeover provisions in our charter documents and under Delaware law may make an acquisition of us, which may be beneficial to our stockholders, more difficult.

We are incorporated in Delaware. Certain anti-takeover provisions of Delaware law and our charter documents as currently in effect may make a change in control of our company more difficult, even if a change in control would be beneficial to the stockholders. Our anti-takeover provisions include provisions in our certificate of incorporation

Table of Contents

providing that stockholders meetings may only be called by our Board of Directors and provisions in our bylaws providing that the stockholders may not take action by written consent and requiring that stockholders that desire to nominate any person for election to our Board of Directors or to make any proposal with respect to business to be conducted at a meeting of our stockholders be submitted in appropriate form to our Secretary within a specified period of time in advance of any such meeting. Additionally, our Board of Directors has the authority to issue shares of preferred stock and to determine the terms of those shares of stock without any further action by our stockholders. The rights of holders of our common stock are subject to the rights of the holders of any preferred stock that may be issued. The issuance of preferred stock could make it more difficult for a third-party to acquire a majority of our outstanding voting stock. Delaware law also prohibits corporations from engaging in a business combination with any holders of 15% or more of their capital stock until the holder has held the stock for three years unless, among other possibilities, our Board of Directors approves the transaction. Our Board of Directors may use these provisions to prevent changes in the management and control of our company. Also, under applicable Delaware law, our Board of Directors may adopt additional anti-takeover measures in the future.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information.

None.

Item 6. Exhibits.

10.1^	Form of Agreement Regarding Restricted Stock Units under the BioMarin Pharmaceutical Inc. 2006 Share Incentive Plan, as amended, previously filed with the Commission on May 16, 2013 as Exhibit 10.1 to the Company s Current Report on Form 8-K, which is incorporated herein by reference.
10.2^	BioMarin Pharmaceutical Inc. 2006 Share Incentive Plan, as amended and restated on March 22, 2010, and as further amended on March 28, 2013, previously filed with the Commission on May 15, 2013 as Exhibit 4.5 to the Company s Registration Statement on Form S-8, which is incorporated herein by reference.
31.1*	Certification of Chief Executive Officer pursuant to Rules 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended.
31.2*	Certification of Chief Financial Officer pursuant to Rules 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended.
32.1*	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. This Certification accompanies this report and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed for purposes of §18 of the Securities Exchange Act of 1934, as amended.

101.INS*	XBRL Instance Document

101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase
101.LAB*	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Link Document

* Filed herewith.
^ Management contract or compensatory plan or arrangement.
Attached as Exhibit 101 to this report are documents formatted in XBRL (Extensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets as of June 30, 2013 and December 31, 2012, (ii) Condensed Consolidated Statements of Comprehensive Loss for the three and six months ended June 30, 2013 and 2012, (iii) Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2013 and 2012, and (iv) Notes to Condensed Consolidated Financial Statements.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BIOMARIN PHARMACEUTICAL INC.

Dated: July 29, 2013

By /S/ DANIEL SPIEGELMAN
Daniel Spiegelman,

Executive Vice President and Chief Financial Officer
(On behalf of the registrant and as principal financial officer)

EXHIBIT INDEX

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Table of Contents

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