

SunGard Kiodex LLC  
Form 424B3  
November 13, 2014  
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**FILED PURSUANT TO RULE 424(B)(3)**

**File Number 333-197772**

**SUNGARD DATA SYSTEMS INC.**

**SUPPLEMENT NO. 1 TO**

**MARKET-MAKING PROSPECTUS DATED SEPTEMBER 5, 2014**

**THE DATE OF THIS SUPPLEMENT IS NOVEMBER 13, 2014**

**ON NOVEMBER 12, 2014, SUNGARD DATA SYSTEMS INC. FILED THE ATTACHED**

**FORM 10-Q FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2014**

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**United States**  
**Securities and Exchange Commission**  
**Washington, D.C. 20549**

**FORM 10-Q**

(Mark One)

**Quarterly report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934**  
**For the quarterly period ended September 30, 2014**

**OR**

**Transition report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934**  
**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file numbers:**

<b>SunGard Capital Corp.</b>	<b>000-53653</b>
<b>SunGard Capital Corp. II</b>	<b>000-53654</b>
<b>SunGard Data Systems Inc.</b>	<b>001-12989</b>

**SunGard® Capital Corp.**  
**SunGard® Capital Corp. II**  
**SunGard® Data Systems Inc.**

**(Exact name of registrant as specified in its charter)**

<b>Delaware</b>	<b>20-3059890</b>
<b>Delaware</b>	<b>20-3060101</b>
<b>Delaware</b>	<b>51-0267091</b>
<b>(State or other jurisdiction of incorporation or organization)</b>	<b>(IRS Employer Identification No.)</b>
<b>680 East Swedesford Road, Wayne, Pennsylvania 19087</b>	
<b>(Address of principal executive offices, including zip code)</b>	
<b>484-582-2000</b>	
<b>(Registrants telephone number, including area code)</b>	

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

SunGard Capital Corp.	Yes	<input checked="" type="checkbox"/>	No	<input type="checkbox"/>
SunGard Capital Corp. II	Yes	<input checked="" type="checkbox"/>	No	<input type="checkbox"/>
SunGard Data Systems Inc.	Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

SunGard Capital Corp.	Yes	<input checked="" type="checkbox"/>	No	<input type="checkbox"/>
SunGard Capital Corp. II	Yes	<input checked="" type="checkbox"/>	No	<input type="checkbox"/>
SunGard Data Systems Inc.	Yes	<input checked="" type="checkbox"/>	No	<input type="checkbox"/>

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

SunGard Capital Corp.	Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>	Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
SunGard Capital Corp. II	Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>	Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
SunGard Data Systems Inc.	Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>	Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

SunGard Capital Corp.	Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>
SunGard Capital Corp. II	Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>
SunGard Data Systems Inc.	Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>

The number of shares of the registrants common stock outstanding as of September 30, 2014:

SunGard Capital Corp.	257,524,435 shares of Class A common stock and 28,613,824 shares of Class L common stock
SunGard Capital Corp. II	100 shares of common stock
SunGard Data Systems Inc.	100 shares of common stock

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**SUNGARD CAPITAL CORP.**

**SUNGARD CAPITAL CORP. II**

**SUNGARD DATA SYSTEMS INC.**

**AND SUBSIDIARIES**

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**PART I. FINANCIAL INFORMATION**

Explanatory Note

This Quarterly Report on Form 10-Q ( Report ) is a combined quarterly report being filed separately by three registrants: SunGard Capital Corp. ( SCC ), SunGard Capital Corp. II ( SCCII ) and SunGard Data Systems Inc. ( SunGard ). SCC and SCCII are collectively referred to as the Parent Companies. Unless the context indicates otherwise, any reference in this report to the Company, we, us and our refer to the Parent Companies together with their direct and indirect subsidiaries, including SunGard. Each registrant hereto is filing on its own behalf all of the information contained in this quarterly report that relates to such registrant. Each registrant hereto is not filing any information that does not relate to such registrant, and therefore makes no representation as to any such information.

**Table of Contents****ITEM 1. FINANCIAL STATEMENTS****SunGard Capital Corp.****Consolidated Balance Sheets****(In millions except share and per-share amounts)****(Unaudited)**

	December 31, 2013	September 30, 2014
<b><i>Assets</i></b>		
Current:		
Cash and cash equivalents	\$ 675	\$ 396
Trade receivables, less allowance for doubtful accounts of \$17 and \$20	565	398
Earned but unbilled receivables	92	111
Prepaid expenses and other current assets	127	134
Assets of discontinued operations	2,516	
Total current assets	3,975	1,039
Property and equipment, less accumulated depreciation of \$376 and \$405	152	147
Software products, less accumulated amortization of \$1,644 and \$1,735	270	222
Customer base, less accumulated amortization of \$486 and \$520	421	375
Other assets, less accumulated amortization of \$21 and \$22	113	100
Trade name	1,019	672
Goodwill	3,828	3,784
<b>Total Assets</b>	<b>\$ 9,778</b>	<b>\$ 6,339</b>
<b><i>Liabilities and Equity</i></b>		
Current:		
Short-term and current portion of long-term debt	\$ 290	\$ 2
Accounts payable	8	8
Accrued compensation and benefits	245	194
Accrued interest expense	40	69
Other accrued expenses	129	98
Deferred revenue	589	509
Liabilities of discontinued operations	799	
Total current liabilities	2,100	880
Long-term debt	6,094	4,669
Deferred and other income taxes	746	639
Other long-term liabilities	39	39



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Total liabilities	8,979	6,227
Commitments and contingencies		
Noncontrolling interest in preferred stock of SCCII subject to a put option	42	32
Class L common stock subject to a put option	58	53
Class A common stock subject to a put option	4	3
Stockholders' equity:		
Class L common stock, convertible, par value \$.001 per share; cumulative 13.5% per annum, compounded quarterly; aggregate liquidation preference of \$7,040 million and \$7,799 million; 50,000,000 shares authorized, 29,062,421 shares issued		
Class A common stock, par value \$.001 per share; 550,000,000 shares authorized, 261,565,118 shares issued		
Capital in excess of par value	2,482	2,674
Treasury stock, 528,709 and 448,597 shares of Class L common stock; and 4,761,694 and 4,040,683 shares of Class A common stock	(47)	(39)
Accumulated deficit	(3,497)	(3,964)
Accumulated other comprehensive income (loss)	16	(94)
Total SunGard Capital Corp. stockholders' equity (deficit)	(1,046)	(1,423)
Noncontrolling interest in preferred stock of SCCII	1,741	1,447
Total equity	695	24
<b>Total Liabilities and Equity</b>	<b>\$ 9,778</b>	<b>\$ 6,339</b>

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**SunGard Capital Corp.****Consolidated Statements of Comprehensive Income (Loss)****(In millions)****(Unaudited)**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2014	2013	2014
<b>Revenue:</b>				
Services	\$ 607	\$ 624	\$ 1,801	\$ 1,842
License and resale fees	64	59	164	150
Total products and services	671	683	1,965	1,992
Reimbursed expenses	7	8	24	25
Total revenue	678	691	1,989	2,017
<b>Costs and expenses:</b>				
Cost of sales and direct operating (excluding depreciation)	244	271	757	799
Sales, marketing and administration	157	171	471	503
Product development and maintenance	103	96	309	300
Depreciation	24	28	73	79
Amortization of acquisition-related intangible assets	43	30	138	114
Trade name impairment charge				339
Total costs and expenses	571	596	1,748	2,134
Operating income (loss)	107	95	241	(117)
<b>Other income (expense):</b>				
Interest income	1		1	1
Interest expense and amortization of deferred financing fees	(78)	(73)	(247)	(220)
Loss on extinguishment of debt	(1)		(6)	(61)
Other income (expense)			(2)	
Other income (expense)	(78)	(73)	(254)	(280)
Income (loss) from continuing operations before income taxes	29	22	(13)	(397)

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Benefit from (provision for) income taxes	(7)	<b>(11)</b>	5	<b>88</b>
Income (loss) from continuing operations	22	<b>11</b>	(8)	<b>(309)</b>
Income (loss) from discontinued operations, net of tax	1		(1)	<b>(17)</b>
Net income (loss)	23	<b>11</b>	(9)	<b>(326)</b>
(Income) attributable to the noncontrolling interest	(49)	<b>(42)</b>	(121)	<b>(132)</b>
Net income (loss) attributable to SunGard Capital Corp.	(26)	<b>(31)</b>	(130)	<b>(458)</b>
Other comprehensive income (loss):				
Foreign currency translation, net	54	<b>(49)</b>	10	<b>(110)</b>
Unrealized gain (loss) on derivative instruments, net of tax	(1)	<b>2</b>		
Other, net of tax	(1)		(6)	
Other comprehensive income (loss), net of tax	52	<b>(47)</b>	4	<b>(110)</b>
Comprehensive income (loss)	75	<b>(36)</b>	(5)	<b>(436)</b>
Comprehensive (income) loss attributable to the noncontrolling interest	(49)	<b>(42)</b>	(121)	<b>(132)</b>
Comprehensive income (loss) attributable to SunGard Capital Corp.	\$ 26	<b>\$ (78)</b>	\$ (126)	<b>\$ (568)</b>

The accompanying notes are an integral part of these consolidated financial statements.

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**SunGard Capital Corp.**  
**Consolidated Statements of Cash Flows**  
**(In millions)**