

SS&C Technologies Holdings Inc
Form SC 13G/A
February 17, 2015

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

SCHEDULE 13G
(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to Rules 13d-1(b), (c) and (d) and Amendments Thereto Filed Pursuant to Rule 13d-2(b)
(Amendment No. 1)*

SS&C Technologies Holdings, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

78467J100

(CUSIP Number)

December 31, 2014

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder
of this cover

page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 78467J100 13G

1 NAMES OF
REPORTING
PERSONS

MSDC
Management, L.P.

2 CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A (a)
GROUP (SEE
INSTRUCTIONS) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR
PLACE OF
ORGANIZATION

Delaware

SOLE
5 VOTING
POWER

-0-

SHARED
6 VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

4,574,036

EACH
REPORTING
PERSON WITH

SOLE
7 DISPOSITIVE
POWER

-0-

SHARED
8 DISPOSITIVE
POWER

4,574,036

9

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

4,574,036

10 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES
CERTAIN SHARES
(SEE
INSTRUCTIONS)

11 PERCENT OF
CLASS
REPRESENTED IN
ROW (9)

5.5% 1

12 TYPE OF
REPORTING PERSON
(SEE
INSTRUCTIONS)

PN

The percentages used herein and in the rest of this Schedule 13G are calculated based upon 83,666,540 shares of
1 Common Stock outstanding as of November 3, 2014, as reported in the Company's Form 10-Q filed on November
5, 2015.

CUSIP NO. 78467J10013G

1 NAMES OF
REPORTING
PERSONS

MSD Torchlight
Partners, L.P.

2 CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A (a)
GROUP (SEE
INSTRUCTIONS)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR
PLACE OF
ORGANIZATION

Delaware

SOLE
5 VOTING
POWER

-0-

SHARED
6 VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

4,289,078

EACH
REPORTING
PERSON WITH

SOLE
7 DISPOSITIVE
POWER

-0-

SHARED
8 DISPOSITIVE
POWER

4,289,078

9

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

4,289,078

10 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN
SHARES (SEE
INSTRUCTIONS)

11 PERCENT OF CLASS
REPRESENTED IN
ROW (9)

5.1% 1

12 TYPE OF
REPORTING PERSON
(SEE
INSTRUCTIONS)

PN

CUSIP NO. 78467J100 13G

1 NAMES OF
REPORTING
PERSONS

MSD Torchlight
Partners (MM), L.P.

2 CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A (a)
GROUP (SEE
INSTRUCTIONS)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR
PLACE OF
ORGANIZATION

Cayman Islands

SOLE
5 VOTING
POWER

-0-

SHARED
6 VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

284,958

EACH
REPORTING
PERSON WITH

SOLE
7 DISPOSITIVE
POWER

-0-

SHARED
8 DISPOSITIVE
POWER

284,958

9

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

284,958

10 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN
SHARES (SEE
INSTRUCTIONS)

11 PERCENT OF CLASS
REPRESENTED IN
ROW (9)

.3% 1

12 TYPE OF
REPORTING PERSON
(SEE
INSTRUCTIONS)

PN

CUSIP NO. 78467J10013G

Item 1(a) Name of Issuer:

The name of the issuer is SS&C Technologies Holdings, Inc. (the "Company").

Item 1(b) Address of Issuer's Principal Executive Offices:

The Company's principal executive office is located at 80 Lamberton Road, Windsor, CT 06095.

Item 2(a) Name of Person Filing:

This Schedule 13G is being jointly filed by and on behalf of each of MSD Torchlight Partners, L.P. ("MSD Torchlight"), MSD Torchlight Partners (MM), L.P. and MSDC Management, L.P. ("MSDC" and, together with MSD Torchlight Partners (MM), L.P. and MSD Torchlight, the "Reporting Persons"). Each of MSD Torchlight Partners (MM), L.P. and MSD Torchlight is the direct owner of the securities covered by this statement. MSDC is the investment manager of, and may be deemed to beneficially own securities beneficially owned by, MSD Torchlight and MSD Torchlight Partners (MM), L.P. MSDC Management (GP), LLC ("MSDC GP") is the general partner of, and may be deemed to beneficially own securities beneficially owned by, MSDC. Each of Glenn R. Fuhrman, John C. Phelan and Marc R. Lisker is a manager of, and may be deemed to beneficially own securities beneficially owned by, MSDC GP.

The Reporting Persons have entered into a Joint Filing Agreement, dated February 17, 2015, a copy of which is filed with this Schedule 13G as Exhibit 99.1, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

Neither the filing of this statement nor anything herein shall be construed as an admission that any person other than the Reporting Persons is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement.

Item 2(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of each MSD Torchlight and MSDC is 645 Fifth Avenue, 21st Floor, New York, New York 10022.

The address of the principal business office of MSD Torchlight Partners (MM), L.P. is c/o Maples Corporate Services Limited,

P.O. Box 309, Ugland House, Grand Cayman, KY1-1104,
Cayman Islands.

Item 2(c) Citizenship:

MSD Torchlight Partners, L.P. is organized as a limited partnership under the laws of the State of Delaware. MSDC Management, L.P. is organized as a limited partnership under the laws of the State of Delaware. MSD Torchlight Partners (MM), L.P. is organized under the laws of Cayman Islands.

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP No.:

78467J100

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

Not applicable.

Item 4 Ownership:

A. MSDC Management, L.P.

(a) Amount beneficially owned: 4,574,036

(b) Percent of class: 5.5%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 4,574,036

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 4,574,036

B. MSD Torchlight Partners, L.P.

(a) Amount beneficially owned: 4,289,078

(b) Percent of class: 5.1%

(c) Number of shares as to which such person has:

- (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 4,289,078
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 4,289,078

C. MSD Torchlight Partners (MM), L.P.

- (a) Amount beneficially owned: 284,958
- (b) Percent of class: 0.3%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 284,958
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 284,958

D. MSDC Management (GP), LLC

- (a) Amount beneficially owned: 4,574,036
- (b) Percent of class: 5.5%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 4,574,036
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 4,574,036

E. Glenn R. Fuhrman

- (a) Amount beneficially owned: 4,574,036
- (b) Percent of class: 5.5%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-

- (ii) Shared power to vote or direct the vote: 4,574,036
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 4,574,036

F. John C. Phelan

- (a) Amount beneficially owned: 4,574,036
- (b) Percent of class: 5.5%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 4,574,036
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 4,574,036

G. Marc R. Lisker

- (a) Amount beneficially owned: 4,574,036
- (b) Percent of class: 5.5%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 4,574,036
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 4,574,036

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6 Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not applicable.

Item 8 Identification and Classification of Members of the Group:

Not applicable.

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

CUSIP NO. 78467J100^{13G}

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 17 , 2015

MSDC Management, L.P.

By: MSDC Management (GP), LLC
Its: General Partner

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager

MSD Torchlight Partners, L.P.

By: MSDC Management, L.P.
Its: Investment Manager

By: MSDC Management (GP), LLC
Its: General Partner

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager

MSD Torchlight Partners (MM), L.P.

By: MSDC Management, L.P.
Its: Investment Manager

By: MSDC Management (GP), LLC
Its: General Partner

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager

EXHIBIT INDEX

Exhibit	Description of Exhibit
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99.1	Joint Filing Agreement dated February 17, 2015.
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Exhibit 99.1

JOINT FILING AGREEMENT

February 17, 2015

Pursuant to and in accordance with the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder, each party hereto hereby agrees to the joint filing, on behalf of each of them, of any filing required by such party under Section 13 or Section 16 of the Exchange Act or any rule or regulation thereunder (including any amendment, restatement, supplement, and/or exhibit thereto) with the Securities and Exchange Commission (and, if such security is registered on a national securities exchange, also with the exchange), and further agrees to the filing, furnishing, and/or incorporation by reference of this agreement as an exhibit thereto. This agreement shall remain in full force and effect until revoked by any party hereto in a signed writing provided to each other party hereto, and then only with respect to such revoking party.

IN WITNESS WHEREOF, each party hereto, being duly authorized, has caused this agreement to be executed and effective as of the date first written above.

Date: February 17, 2015

MSDC Management, L.P.

By: MSDC Management (GP), LLC
Its: General Partner

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager

MSD Torchlight Partners, L.P.

By: MSDC Management, L.P.
Its: Investment Manager

By: MSDC Management (GP), LLC
Its: General Partner

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager

MSD Torchlight Partners (MM), L.P.

By: MSDC Management, L.P.
Its: Investment Manager

By: MSDC Management (GP), LLC
Its: General Partner

By: /s/ Marc R. Lisker

Name: Marc R. Lisker

Title: Manager