

SS&C TECHNOLOGIES INC

Form 8-K

April 24, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **April 18, 2007**
SS&C TECHNOLOGIES, INC.

(Exact name of Registrant as Specified in its Charter)

Delaware

000-28430

06-1169696

(State or Other Jurisdiction
of Incorporation)

(Commission File Number)

(IRS Employer Identification No.)

80 Lambertson Road, Windsor, CT

06095

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: **(860) 298-4500**

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On April 18, 2007, the Board of Directors (the Board) of Sunshine Acquisition Corporation (the Company), a Delaware corporation and the parent company of SS&C Technologies, Inc. (SS&C), approved (i) the vesting, as of April 18, 2007, of 50% of the Performance Options granted to the employees of SS&C under the Company's 2006 Equity Incentive Plan (the 2006 Plan) that would have vested if SS&C had met its EBITDA target for fiscal year 2006 set forth in the employees' stock option agreements (collectively, the 2006 Performance Options); (ii) the vesting, conditioned upon SS&C's meeting its EBITDA target for fiscal year 2007, of the other 50% of the 2006 Performance Options; and (iii) the reduction of SS&C's EBITDA target for fiscal year 2007 set forth in the employees' stock option agreements.

After giving effect to the actions of the Board as described above, the aggregate number of shares of the Company's Common Stock subject to Performance Options held by SS&C's executive officers, as well as the vested shares thereunder as of April 18, 2007, are as follows:

| Name and Title | Total Number of Shares Subject to Outstanding Performance Options Granted under 2006 Plan | Total Number of Shares Subject to Vested Performance Options as of April 18, 2007 | Exercise Price Per Share |
|--|---|---|--------------------------|
| William C. Stone <i>Chairman of the Board and Chief Executive Officer</i> | 70,993 | 7,099 | \$ 74.50 |
| Normand A. Boulanger <i>President and Chief Operating Officer</i> | 53,245 | 5,325 | \$ 74.50 |
| Patrick J. Pedonti <i>Senior Vice President and Chief Financial Officer</i> | 26,622 | 2,662 | \$ 74.50 |
| Stephen V. R. Whitman <i>Senior Vice President and General Counsel</i> | 14,198 | 1,420 | \$ 74.50 |

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 hereunto duly authorized.

SS&C TECHNOLOGIES, INC.

Date: April 24, 2007

By: /s/ Patrick J. Pedonti
Patrick J. Pedonti
*Senior Vice President and Chief Financial
Officer*