

SS&C Technologies Holdings Inc
Form 8-K
March 20, 2019

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): March 14, 2019

SS&C TECHNOLOGIES HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34675
(Commission
File Number)

71-0987913
(IRS Employer
Identification No.)

80 Lamberton Road, Windsor, CT
(Address of Principal Executive Offices)

06095
(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(b))

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))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

This Current Report on Form 8-K is filed by SS&C Technologies Holdings, Inc., a Delaware corporation (the Company), in connection with the matters described herein.

Item 1.01 Entry into a Material Definitive Agreement

On March 14, 2019, SS&C Technologies, Inc. (SS&C), a wholly-owned subsidiary of the Company, entered into a purchase agreement (the Purchase Agreement) with several initial purchasers named therein (collectively, the Initial Purchasers) and the guarantors named therein (the Guarantors) relating to the sale of \$2.0 billion aggregate principal amount of SS&C s 5.500% Senior Notes due 2027 (the Notes) in a private placement sale in the United States to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the Securities Act), and outside the United States to non-U.S. persons pursuant to Regulation S under the Securities Act. The offering of the Notes is expected to close on March 28, 2019, subject to customary closing conditions. SS&C expects to use the net proceeds from this offering to repay a portion of the outstanding term B-3 loan under its existing senior secured credit facilities. The Purchase Agreement contains customary representations, warranties and covenants by SS&C and the Guarantors, including the Company, together with customary closing conditions. Under the terms of the Purchase Agreement, SS&C and the Guarantors, including the Company, have agreed to indemnify the Initial Purchasers against certain liabilities under the Securities Act.

The Purchase Agreement is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference herein. The summary of the Purchase Agreement is qualified in its entirety by reference to the text of the Purchase Agreement.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Notes in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

The information set forth in Item 1.01 above is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following document is attached as an exhibit to this Current Report on Form 8-K:

Exhibit

Number

Description

1.01	<u>Purchase Agreement, dated as of March 14, 2019, by and among SS&C Technologies Holdings, Inc., the guarantors named therein and the several initial purchasers named therein.</u>
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Caution Regarding Forward-Looking Statements

Certain information contained or incorporated by reference in this Current Report on Form 8-k constitutes forward-looking statements for purposes of the safe harbor provisions under the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements concerning plans, objectives, goals, strategies, expectations, intentions, projections, developments, future events, performance, underlying assumptions and other statements that are other than statements of historical facts. Without limiting the foregoing, the words believes , anticipates , plans , expects , estimates , projects , forecasts , may , assume , intend , will , continue , potential , future , guarantee , likely , target , indicate , would , could and should and similar expressions identify forward-looking statements, although not all forward-looking statements are accompanied by such words. Such statements reflect management's best judgment based on factors currently known but are subject to risks and uncertainties, which could cause actual results to differ materially from those anticipated. Such risks and uncertainties include, but are not limited to, statements relating to the closing of the offering of the Notes and the anticipated use of proceeds therefrom. Forward-looking statements speak only as of the date on which they are made and, except to the extent required by applicable securities laws, we undertake no obligation to update or revise any forward-looking statements.

SIGNATURE

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

Date: March 20, 2019

SS&C TECHNOLOGIES HOLDINGS, INC.

By: /s/ Patrick J. Pedonti

Patrick J. Pedonti

Senior Vice President and Chief Financial Officer