

SS&C Technologies Holdings Inc
 Form S-8
 June 25, 2010

As filed with the Securities and Exchange Commission on June 25, 2010

Registration No. 333-

**UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
 FORM S-8
 REGISTRATION STATEMENT UNDER
 THE SECURITIES ACT OF 1933
 SS&C Technologies Holdings, Inc.
 (Exact Name of Registrant as Specified in Its Charter)**

Delaware
 (State or Other Jurisdiction of Incorporation
 or Organization)

71-0987913
 (I.R.S. Employer
 Identification No.)

**80 Lambertson Road
 Windsor, Connecticut**
 (Address of Principal Executive Offices)

06095
 (Zip Code)

2008 Stock Incentive Plan
 (Full Title of the Plan)

William C. Stone
Chairman of the Board and Chief Executive Officer
SS&C Technologies Holdings, Inc.
80 Lambertson Road
Windsor, Connecticut 06095
 (Name and Address of Agent For Service)

(860) 298-4500

(Telephone Number, Including Area Code, of Agent For Service)

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.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
 (Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|----------------------------|---|---|----------------------------|
| Title of Securities to be Registered | 1,207,994 | | | |
| Common Stock, \$0.01 par value per share | shares | \$15.925(2) | \$19,237,304.45(2) | \$1,371.62 |

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the NASDAQ Global Select Market on June 23, 2010.

Statement of Incorporation by Reference

This Registration Statement on Form S-8 is being filed to register the offer and sale of an additional 1,207,994 shares of Common Stock, \$0.01 par value per share (the Common Stock), of SS&C Technologies Holdings, Inc. (the Registrant) to be issued under the 2008 Stock Incentive Plan of the Registrant. In accordance with General Instruction E to Form S-8, except for Item 5 Interests of Named Experts and Counsel and Item 8 Exhibits, this Registration Statement incorporates by reference the contents of the Registrant s Registration Statement on Form S-8, File No. 333-165810, filed by the Registrant with the Securities and Exchange Commission on March 31, 2010.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel.

Wilmer Cutler Pickering Hale and Dorr LLP has opined as to the legality of the securities being offered by this registration statement.

Item 8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Windsor, State of Connecticut, on this 25th day of June, 2010.

SS&C TECHNOLOGIES HOLDINGS, INC.

By: /s/ William C. Stone
 William C. Stone
 Chairman of the Board and Chief Executive
 Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of SS&C Technologies Holdings, Inc., hereby severally constitute and appoint William C. Stone and Patrick J. Pedonti, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable SS&C Technologies Holdings, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|---------------|
| /s/ William C. Stone William C. Stone | Chairman of the Board and Chief Executive Officer (Principal executive officer) | June 25, 2010 |
| /s/ Patrick J. Pedonti Patrick J. Pedonti | Senior Vice President and Chief Financial Officer (Principal financial and accounting officer) | June 25, 2010 |
| /s/ Normand A. Boulanger Normand A. Boulanger | Director | June 25, 2010 |
| /s/ Campbell R. Dyer Campbell R. Dyer | Director | June 25, 2010 |
| /s/ William A. Etherington William A. Etherington | Director | June 25, 2010 |
| /s/ Allan M. Holt | Director | June 25, 2010 |

Allan M. Holt

/s/ Jonathan E. Michael

Director

June 25, 2010

Jonathan E. Michael

/s/ Claudius E. Watts IV

Director

June 25, 2010

Claudius E. Watts IV

INDEX TO EXHIBITS

| Number | Description |
|--------|--|
| 4.1(1) | Restated Certificate of Incorporation of the Registrant |
| 4.2(2) | Amended and Restated Bylaws of the Registrant |
| 5 | Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant |
| 23.1 | Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5) |
| 23.2 | Consent of PricewaterhouseCoopers LLP |
| 24 | Power of attorney (included on the signature pages of this registration statement) |
| 99(3) | 2008 Stock Incentive Plan |

(1) Incorporated by reference to Exhibit 3.3 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-164043)

(2) Incorporated by reference to Exhibit 3.4 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-164043)

(3) Incorporated by reference to Exhibit 10.26 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-143719)