

SS&C Technologies Holdings Inc  
Form SC 13G/A  
February 14, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

**SS&C TECHNOLOGIES HOLDINGS, INC.**

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**78467J100**

**(CUSIP Number)**

**December 31, 2012**

**(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)

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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 ( 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).

SCHEDULE 13G

CUSIP No. 78467J100

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1 Names of reporting persons

Carlyle Group Management L.L.C.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

21,469,799

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

21,469,799

9 Aggregate amount beneficially owned by each reporting person

21,469,799

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

*27.2%*

12 Type of reporting person

OO (Limited Liability Company)

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1 Names of reporting persons

The Carlyle Group L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares

6 Shared voting power

beneficially

owned by

21,469,799

each

7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

21,469,799

9 Aggregate amount beneficially owned by each reporting person

21,469,799

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

*27.2%*

12 Type of reporting person

PN

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1 Names of reporting persons

Carlyle Holdings II GP L.L.C.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

21,469,799

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

21,469,799

9 Aggregate amount beneficially owned by each reporting person

21,469,799

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

*27.2%*

12 Type of reporting person

OO (Limited Liability Company)



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1 Names of reporting persons

Carlyle Holdings II L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Québec

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

21,469,799

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

21,469,799

9 Aggregate amount beneficially owned by each reporting person

21,469,799

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

27.2%

12 Type of reporting person

OO (Québec société en commandit)

SCHEDULE 13G

CUSIP No. 78467J100

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1 Names of reporting persons

TC Group Cayman Investment Holdings, L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Cayman Islands

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

21,469,799

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

21,469,799

9 Aggregate amount beneficially owned by each reporting person

21,469,799

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

*27.2%*

12 Type of reporting person

PN (Cayman Islands Exempt Limited Partnership)

SCHEDULE 13G

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1 Names of reporting persons

TC Group Cayman Investment Holdings Sub L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Cayman Islands

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

21,469,799

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

21,469,799

9 Aggregate amount beneficially owned by each reporting person

21,469,799

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

*27.2%*

12 Type of reporting person

PN (Cayman Islands Exempt Limited Partnership)

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1 Names of reporting persons

TC Group IV, L.L.C.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

21,469,799

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

21,469,799

9 Aggregate amount beneficially owned by each reporting person

21,469,799

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

27.2%

12 Type of reporting person

OO (Limited Liability Company)



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1 Names of reporting persons

TC Group IV, L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

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21,469,799

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

21,469,799

9 Aggregate amount beneficially owned by each reporting person

21,469,799

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

*27.2%*

12 Type of reporting person

PN

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1 Names of reporting persons

Carlyle Partners IV, L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

20,636,363

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

20,636,363

9 Aggregate amount beneficially owned by each reporting person

20,636,363

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

26.2%

12 Type of reporting person

PN

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1 Names of reporting persons

CP IV Coinvestment, L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

833,436

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

833,436

9 Aggregate amount beneficially owned by each reporting person

833,436

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

1.1%

12 Type of reporting person

PN

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1 Names of reporting persons

TCG Holdings, L.L.C.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

0

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

0

9 Aggregate amount beneficially owned by each reporting person

0

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

0.0%

12 Type of reporting person

OO (Limited Liability Company)



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1 Names of reporting persons

TC Group, L.L.C.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

0

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

0

9 Aggregate amount beneficially owned by each reporting person

0

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

0.0%

12 Type of reporting person

OO (Limited Liability Company)

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1 Names of reporting persons

TC Group IV Managing GP, L.L.C.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

0

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

0

9 Aggregate amount beneficially owned by each reporting person

0

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

0.0%

12 Type of reporting person

OO (Limited Liability Company)

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**ITEM 1. (a) Name of Issuer:**

SS&C Technologies Holdings, Inc. (the Issuer )

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

80 Lambertson Road

Windsor, Connecticut 06095

**ITEM 2. (a) Name of Person Filing:**

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

TC Group IV, L.P.

Carlyle Group Management L.L.C.

The Carlyle Group L.P.

Carlyle Holdings II GP L.L.C.

Carlyle Holdings II L.P.

TC Group Cayman Investment Holdings, L.P.

TC Group Cayman Investment Holdings Sub L.P.

TC Group IV, L.L.C.

Carlyle Partners IV, L.P.

CP IV Coinvestment, L.P.

TCG Holdings, L.L.C.

TC Group, L.L.C.

TC Group IV Managing GP, L.L.C.

Following an internal reorganization on May 2, 2012, TC Group IV Managing GP, L.L.C. is no longer the general partner of TC Group IV, L.P. Accordingly, TC Group IV Managing GP, L.L.C., TCG Holdings, L.L.C., its managing member, and TC Group, L.L.C., the managing member of TCG Holdings, L.L.C. may no longer be deemed to beneficially own the shares previously held of record by Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P.

**(b) Address or Principal Business Office:**

The business address of TC Group Cayman Investment Holdings, L.P. and TC Group Cayman Investment Holdings Sub L.P. is c/o Walker Corporate Services Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9001 Cayman Islands. The business address of each of the other Reporting Persons is c/o The Carlyle Group, 1001 Pennsylvania Avenue, N.W., Suite 220 South, Washington, D.C. 20004-2505.

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**(c) Citizenship of each Reporting Person is:**

TC Group Cayman Investment Holdings, L.P. and TC Group Cayman Investment Holdings Sub L.P. are organized in the Cayman Islands. Carlyle Holdings II L.P. is a Québec société en commandit. Each of the other Reporting Persons is organized in the state of Delaware.

**(d) Title of Class of Securities:**

Common stock, \$0.01 par value per share ( Common Stock ).

**(e) CUSIP Number:**

78467J100

**ITEM 3.**

Not applicable.

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**ITEM 4. Ownership**  
**Ownership (a-c)**

The ownership information presented below represents beneficial ownership of common stock of the Issuer as of December 31, 2012, based upon 78,882,145 shares of the Issuer's common stock outstanding as of November 7, 2012.

Reporting Person	Amount		Sole power to vote or to direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
	beneficially owned	Percent of class:				
TC Group IV, L.P.	21,469,799	27.2%	0	21,469,799	0	21,469,799
Carlyle Group Management L.L.C.	21,469,799	27.2%	0	21,469,799	0	21,469,799
The Carlyle Group L.P.	21,469,799	27.2%	0	21,469,799	0	21,469,799
Carlyle Holdings II GP L.L.C.	21,469,799	27.2%	0	21,469,799	0	21,469,799
Carlyle Holdings II L.P.	21,469,799	27.2%	0	21,469,799	0	21,469,799
TC Group Cayman Investment Holdings, L.P.	21,469,799	27.2%	0	21,469,799	0	21,469,799
TC Group Cayman Investment Holdings Sub L.P.	21,469,799	27.2%	0	21,469,799	0	21,469,799
TC Group IV, L.L.C.	21,469,799	27.2%	0	21,469,799	0	21,469,799
Carlyle Partners IV, L.P.	20,636,363	26.2%	0	20,636,363	0	20,636,363
CP IV Coinvestment, L.P.	833,436	1.1%	0	833,436	0	833,436
TCG Holdings, L.L.C.	0	0.0%	0	0	0	0
TC Group, L.L.C.	0	0.0%	0	0	0	0
TC Group IV Managing GP, L.L.C.	0	0.0%	0	0	0	0

Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P. are the record holders of 20,636,363 and 833,436 shares of the Issuer's Common Stock, respectively. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the managing member of TC Group IV, L.L.C., which is the general partner of TC Group IV, L.P., which is the general partner of each of Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P. Accordingly, each of Carlyle Group Management L.L.C., The Carlyle Group L.P., Carlyle Holdings II GP L.L.C., Carlyle Holdings II L.P., TC Group Cayman Investment Holdings, L.P., TC Group Cayman Investment Holdings Sub L.P., TC Group IV, L.L.C. and TC Group IV, L.P. may be deemed to share beneficial ownership of the shares of Common Stock owned of record by each of Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P.

**ITEM 5. Ownership of Five Percent or Less of a Class**  
Not applicable.

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**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**

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**

Not applicable.



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CUSIP No. 78467J100

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**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 14, 2013

**TCG Holdings, L.L.C.**

By: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Managing Director

**TC GROUP, L.L.C.**

by: TCG Holdings, L.L.C., its Managing Member

By: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Managing Director

**TC GROUP IV MANAGING GP, L.L.C.**

by: TC Group, L.L.C., its Managing Member

by: TCG Holdings, L.L.C., its Managing Member

By: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Managing Director

**CARLYLE GROUP MANAGEMENT L.L.C.**

By: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**THE CARLYLE GROUP L.P.**

By: Carlyle Group Management L.L.C., its general partner

By: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**CARLYLE HOLDINGS II GP L.L.C.**

By: The Carlyle Group L.P., its managing member

By: Carlyle Group Management L.L.C., its general partner

By: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**CARLYLE HOLDINGS II L.P.**

By: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

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**TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P.**

By: Carlyle Holdings II L.P., its general partner

By: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**TC GROUP CAYMAN INVESTMENT HOLDINGS SUB L.P.**

By: TC Group Cayman Investment Holdings, L.P., its general partner

By: Carlyle Holdings II L.P., its general partner

By: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**TC GROUP IV, L.L.C.**

By: TC Group Cayman Investment Holdings Sub L.P., its managing member

By: TC Group Cayman Investment Holdings, L.P., its general partner

By: Carlyle Holdings II L.P., its general partner

By: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**TC GROUP IV, L.P.**

By: /s/ Jeremy W. Anderson  
Name: Jeremy W. Anderson  
Title: Authorized Person

**CARLYLE PARTNERS IV, L.P.**

By: TC Group IV, L.P., its general partner

By: /s/ Jeremy W. Anderson  
Name: Jeremy W. Anderson  
Title: Authorized Person

**CP IV COINVESTMENT, L.P.**

By: TC Group IV, L.P., its general partner

By: /s/ Jeremy W. Anderson  
Name: Jeremy W. Anderson  
Title: Authorized Person

**LIST OF EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
24	Power of Attorney
99	Joint Filing Agreement