

SS&C TECHNOLOGIES INC

Form POS AM

June 14, 2004

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As filed with the Securities and Exchange Commission on June 14, 2004

Registration No. 333-113178

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**POST-EFFECTIVE
AMENDMENT NO. 1
TO
FORM S-3**

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

SS&C Technologies, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
*(State or other jurisdiction of
incorporation or organization)*

06-1169696
*(I.R.S. Employer
Identification Number)*

**80 Lambertson Road
Windsor, Connecticut 06095
(860) 298-4500**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**William C. Stone
President, Chief Executive Officer and Chairman of the Board
SS&C Technologies, Inc.
80 Lambertson Road
Windsor, Connecticut 06095
(860) 298-4500**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

**John A. Burgess, Esq.
James R. Burke, Esq.
Wilmer Cutler Pickering
Hale and Dorr LLP
60 State Street
Boston, Massachusetts 02109
Telephone: (617) 526-6000
Telecopy: (617) 526-5000**

**Keith F. Higgins, Esq.
Julie H. Jones, Esq.
Ropes & Gray LLP
One International Place
Boston, Massachusetts 02110
Telephone: (617) 951-7000
Telecopy: (617) 951-7050**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

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If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

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EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-3 (File No. 333-113178) is being filed pursuant to Rule 462(d) under the Securities Act of 1933, as amended, solely for the purpose of filing a revised Exhibit 5.1 to the Registration Statement.

Table of Contents**Item 16. Exhibits**

The following exhibits are filed with this registration statement.

Exhibit Number	Description
1.1	Form of Underwriting Agreement.**
2.1	Asset Purchase Agreement, dated as of November 15, 2001, by and between SS&C Technologies, Inc. and Netzee, Inc. (incorporated herein by reference to Exhibit 2.1 to SS&C Technologies, Inc. s Current Report on Form 8-K, dated November 15, 2001 (File No. 000-28430))
2.2	Stock Purchase Agreement, dated as of March 15, 2004, by and between SS&C Technologies, Inc. and ADP Financial Information Services, Inc.**
4.1	Amended and Restated Certificate of Incorporation of SS&C Technologies, Inc., as amended (incorporated herein by reference to Exhibit 3.1 to SS&C Technologies, Inc. s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 1999 (File No. 000-28430))
4.2	Second Amended and Restated By-Laws of SS&C Technologies, Inc. (incorporated herein by reference to Exhibit 3 to SS&C Technologies, Inc. s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2000 (File No. 000-28430))
4.3	Specimen Certificate for shares of Common Stock, \$.01 par value per share, of SS&C Technologies, Inc. (incorporated herein by reference to Exhibit 4 to SS&C Technologies, Inc. s Registration Statement on Form S-1, as amended (File No. 333-3094))
4.4	Warrant, dated March 29, 2002, made by the registrant in favor of Conseco, Inc. (incorporated herein by reference to Exhibit 4.2 to SS&C Technologies, Inc. s Annual Report on Form 10-K for the year ended December 31, 2002 (File No. 000-28430))
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP.*
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in the opinion filed as Exhibit 5.1).*
23.2	Consent of PricewaterhouseCoopers LLP.**
24.1	Powers of Attorney.**

* Filed herewith.

** Previously filed.

We hereby agree to furnish supplementally a copy of any omitted schedules to this agreement to the Securities and Exchange Commission upon its request.

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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 the requirements for filing on Form S-3 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 the 14th day of June, 2004.

SS&C Technologies, Inc.

By: /s/ PATRICK J. PEDONTI

Patrick J. Pedonti
*Senior Vice President
and Chief Financial Officer*

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ William C. Stone	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	June 14, 2004
/s/ PATRICK J. PEDONTI _____ Patrick J. Pedonti	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	June 14, 2004
* _____ David W. Clark, Jr.	Director	June 14, 2004
* _____ Joseph H. Fisher	Director	June 14, 2004
_____ Albert L. Lord	Director	
_____ Patrick J. McDonnell	Director	
* _____ Jonathan M. Schofield	Director	June 14, 2004
* _____ James L. Sullivan	Director	June 14, 2004

* by

/s/ PATRICK J.
PEDONTI

Patrick J. Pedonti
Attorney-in-fact

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We hereby agree to furnish supplementally a copy of any omitted schedules to this agreement to the Securities and Exchange Commission upon its request.