

Hooley Stephen C
Form 4
April 18, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hooley Stephen C

(Last) (First) (Middle)

333 WEST 11TH STREET

(Street)

KANSAS CITY, MO 64105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DST SYSTEMS INC [DST]

3. Date of Earliest Transaction
(Month/Day/Year)
04/16/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

Chairman, CEO & President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (1) or (D) Price		
Common Stock	04/16/2018		A		65,636 (1)	A	\$ 0 238,568 D
Common Stock	04/16/2018		A		104,480 (1)	A	\$ 0 343,048 D
Common Stock	04/16/2018		D		343,048 (2)	D	\$ 84 0 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 21.9125	04/16/2018		D		80,000	<u>(3)</u>	02/14/2011	12/14/2019	Common Stock	80,000
Stock Option	\$ 23.755	04/16/2018		D		77,280	<u>(4)</u>	12/01/2014	12/01/2021	Common Stock	77,280

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hooley Stephen C
333 WEST 11TH STREET
KANSAS CITY, MO 64105

Chairman, CEO & President

Signatures

Stephen C.
Hooley 04/18/2018

**Signature of
Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Consists of accelerated vesting of PSUs pursuant to the terms of that certain Separation Agreement dated as of February 26, 2018 among Mr. Hooley, the Company and SS&C.
- (2) Consists of shares of common stock, vested RSUs and vested PSUs that were cancelled in exchange for \$84.00 per share pursuant to the terms of an Agreement and Plan of Merger (the Merger Agreement) dated as of January 11, 2018 among DST Systems, Inc. (the Company), SS&C Technologies Holdings, Inc. (SS&C) and Diamond Merger Sub, Inc. (Merger Sub), pursuant to which Merger Subs will merge (the Merger) with and into the Company, whereupon the existence of Merger Sub will cease and the Company will become the surviving corporation and an indirect wholly owned subsidiary of SS&C and the terms of the Separation Agreement. The Merger became effective on April 16, 2018 (the Effective Time).
- (3) These performance based options were granted by the Committee on December 14, 2009, and the Committee certified goal achievement on February 24, 2011. These options were canceled in the Merger in exchange for a cash payment of \$4,967,000.00, representing the difference between the exercise price of the option (\$21.9125 per share) and the merger consideration (\$84.00 per share).

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- This option, which provided for vesting in three equal annual installments beginning December 1, 2012, was canceled in the Merger in
- (4) exchange for a cash payment of \$4,655,733.60, representing the difference between the exercise price of the option (\$23.7550 per share) and the merger consideration (\$84.00 per share).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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