

SS&C Technologies Holdings Inc
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April 06, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

SS&C TECHNOLOGIES HOLDINGS, INC.
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if Other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

SS&C TECHNOLOGIES HOLDINGS, INC.

80 Lambertson Road

Windsor, Connecticut 06095

April 6, 2018

Dear Stockholder:

You are cordially invited to attend the 2018 Annual Meeting of Stockholders of SS&C Technologies Holdings, Inc. to be held at 9:00 a.m., local time, on Wednesday, May 16, 2018 at our offices located at 4 Times Square, Sixth Floor, New York, New York 10036.

At the 2018 annual meeting, you will be asked to (i) elect one Class II Director to our Board of Directors for the ensuing three years; (ii) approve, in an advisory vote, the compensation of our named executive officers; and (iii) ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm. The Board recommends that you vote: for the director nominee nominated by our Board, to approve the compensation of our named executive officers, and to ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm.

We hope you will be able to attend the 2018 annual meeting. Whether or not you plan to attend the 2018 annual meeting, it is important that your shares are represented. Therefore, we urge you to promptly vote your shares by completing, signing, dating and returning the enclosed proxy card in accordance with the instructions provided or by completing the voting instruction form provided to you by your bank, broker or other nominee.

Sincerely,

WILLIAM C. STONE
Chairman of the Board & Chief Executive Officer

YOUR VOTE IS IMPORTANT

We urge you to promptly vote your shares by completing, signing, dating and returning the enclosed proxy card or by completing the voting instruction form provided to you by your bank, broker or other nominee.

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SS&C TECHNOLOGIES HOLDINGS, INC.

80 Lambertson Road

Windsor, Connecticut 06095

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held on May 16, 2018

The 2018 Annual Meeting of Stockholders of SS&C Technologies Holdings, Inc. will be held on Wednesday, May 16, 2018 at 9:00 a.m., local time, at our offices located at 4 Times Square, Sixth Floor, New York, New York 10036, to consider and act upon the following matters:

1. To elect one Class II Director to our Board of Directors, to serve for a term ending at the 2021 annual meeting and until his successor has been duly elected and qualified;
2. To approve, in an advisory vote, the compensation of our named executive officers;
3. To ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018; and
4. To transact such other business as may properly come before the 2018 annual meeting and any adjournment thereof.

Stockholders of record at the close of business on March 20, 2018, the record date for the 2018 annual meeting, are entitled to notice of and to vote at the meeting.

Your vote is important, regardless of the number of shares you own. Whether or not you plan to attend the 2018 annual meeting personally, we hope you will take the time to vote your shares. If you are a stockholder of record, you may vote by completing, signing, dating and returning the enclosed proxy card in the envelope provided. If your shares are held in "street name," meaning they are held for your account by a bank, broker or other nominee, you will receive instructions from the holder of record that you must follow for your shares to be voted. Even if you plan to attend the 2018 annual meeting, please vote now using one of the above methods. You can change your vote at the meeting if you choose to do so.

By Order of the Board of Directors,

PAUL G. IGOE
Senior Vice President, General Counsel & Secretary

Dated: April 6, 2018

SS&C TECHNOLOGIES HOLDINGS, INC.
80 Lamberton Road
Windsor, Connecticut 06095

Proxy Statement for the 2018 Annual Meeting of Stockholders

To Be Held on May 16, 2018

Our 2018 Annual Meeting of Stockholders will be held on Wednesday, May 16, 2018, at 9:00 a.m., local time, at our offices located at 4 Times Square, Sixth Floor, New York, New York 10036. For directions to our offices, please visit the 2018 annual meeting page on our website at <http://www.ssctech.com/2018annualmeeting>. If you have any questions about the 2018 annual meeting, please contact Paul G. Igoe, our Corporate Secretary, by telephone at (860) 298-4832 or by sending a written request for information addressed to Paul G. Igoe at our principal executive offices located at 80 Lamberton Road, Windsor, Connecticut 06095.

See the section of this proxy statement entitled “Information About the 2018 Annual Meeting” beginning on page 32 for details on the voting process and how to attend the 2018 annual meeting.

Information about this Proxy Statement

You have received this proxy statement because the Board of Directors of SS&C Technologies Holdings, Inc., which we refer to as SS&C Holdings, SS&C or the Company, is soliciting your proxy to vote your shares at the 2018 annual meeting and at any adjournment or postponement of the 2018 annual meeting. This proxy statement includes information we are required to provide to you under the rules of the Securities and Exchange Commission, or SEC, and is designed to assist you in voting your shares. Only stockholders of record at the close of business on March 20, 2018 are entitled to receive notice of, and to vote at, the 2018 annual meeting.

Important Notice Regarding Availability of Proxy Materials for the 2018 Annual Meeting of Stockholders to be Held on May 16, 2018

We are first mailing this proxy statement and the accompanying proxy at no charge on or about April 6, 2018 to our stockholders of record as of March 20, 2018. We are also mailing our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 at no charge to such stockholders concurrently with this proxy statement. We will furnish copies of the exhibits to our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 upon written request of any stockholder and the payment of an appropriate processing fee. Please address all such requests to Investor Relations at 80 Lamberton Road, Windsor, Connecticut 06095.

This proxy statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 are available for viewing, printing and downloading at <http://www.ssctech.com/2018annualmeeting>. This proxy statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 are also available on the SEC’s website at <http://www.sec.gov>.

2017 PERFORMANCE HIGHLIGHTS

We believe the Company's 2017 performance was exceptional, as evidenced by the following results:

• Our total revenues for 2017 were \$1,675.3 million, as compared to 2016 total revenues of \$1,481.4 million, and 2015 total revenues of \$1,000.3 million, an increase of 13% and 48%, respectively.

• Our 2017 Adjusted Consolidated EBITDA (discussed and reconciled to GAAP net income on page 15) was \$695.5 million, as compared to 2016 Adjusted Consolidated EBITDA of \$612.5 million and 2015 Adjusted Consolidated EBITDA of \$442.0 million, an increase of 14% and 39%, respectively.

• We acquired two businesses:

(i) CommonWealth Fund Services Ltd., an award-winning Canadian fund administrator, for approximately \$16.4 million on October 13, 2017; and

(ii) Modestspark, a leading digital service provider to financial advisors and wealth management firms, for approximately \$2.8 million on October 31, 2017.

• We announced the planned acquisition of DST Systems, Inc. for an enterprise value of \$5.4 billion;

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Net cash provided by operating activities was \$470.4 million in 2017. This is an improvement of \$52.0 million or 12.4% from 2016.

We paid down \$467.5 million of debt in 2017.

HIGHLIGHTS OF PROPOSALS BEING VOTED UPON

This summary highlights information that is relevant to certain proposals being voted on at the Annual Meeting. Additional discussion of these proposals is contained elsewhere in this proxy statement, which we encourage you to review in its entirety.

Proposal 1: Election of Directors.

The Board recommends that you vote “FOR” the election of Jonathan E. Michael, our Class II Director whose term expires at the 2018 annual meeting. Mr. Michael currently serves as Chair of our Audit Committee and as a member of our Nominating Committee. See the section of this proxy statement entitled “Information Regarding Directors and Director Nominees” beginning on page 5 for additional discussion of our director nominee and his qualifications.

Proposal 2: Advisory Vote to Approve Named Executive Officer Compensation.

The Board recommends that you vote “FOR” the advisory resolution to approve the compensation of our named executive officers (the so-called “say-on-pay”). The Compensation Discussion and Analysis, beginning at page 13 of this proxy statement, describes the Company’s compensation philosophy and programs in place for 2017. We believe the Company’s compensation programs have been effective in motivating and driving our named executive officers to help the Company achieve the strong performance described above.

We encourage you to approve the compensation of our named executive officers because our executive officers have contributed significantly to the Company’s strong performance.

Proposal 3: Ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018.

The Audit Committee has appointed the firm of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018, which we refer to as fiscal 2018. This appointment is being presented to the stockholders for ratification at the 2018 annual meeting. We encourage you to vote “FOR” ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm.

PROPOSAL 1

ELECTION OF DIRECTORS

Our Certificate provides for a classified Board. This means our Board is divided into three classes, with each class having as nearly as possible an equal number of directors. The term of service of each class of directors is staggered so that the term of one class expires at each annual meeting of the stockholders.

Our Board currently consists of seven members, divided into three classes as follows:

• Class I is comprised of Normand A. Boulanger, David A. Varsano and Michael J. Zamkow, each with a term ending at the 2020 annual meeting;

• Class II is comprised of Jonathan E. Michael, whose term ends at the 2018 annual meeting; and

• Class III is comprised of Smita Conjeevaram, Michael E. Daniels and William C. Stone, each with a term ending at the 2019 annual meeting.

At each annual meeting of stockholders, directors are elected for a full term of three years to succeed those directors whose term is expiring. Mr. Michael is a current director whose term expires at the 2018 annual meeting. He has been nominated by the Nominating Committee (and his nomination has been ratified by the Board) for re-election as a Class II director, with a term ending at the 2021 annual meeting.

Unless otherwise instructed in the proxy, all proxies will be voted “FOR” the election of Mr. Michael to a three-year term ending at the 2021 annual meeting, to hold office until his successor has been duly elected and qualified. Stockholders who do not wish their shares to be voted for Mr. Michael may so indicate by striking out his name on the proxy card. Mr. Michael has indicated his willingness to serve on our Board, if elected. If Mr. Michael is unable to serve, the person acting under the proxy may vote the proxy for a substitute nominee designated by our Board. We do not contemplate that Mr. Michael will be unable to serve if elected.

A plurality of the shares of common stock present in person or represented by proxy at the 2018 annual meeting and entitled to vote is required to elect the nominee as a director.

Directors' Recommendation

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE “FOR” THE ELECTION OF JONATHAN E. MICHAEL.