

SS&C Technologies Holdings Inc  
Form SC 13G/A  
February 16, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G  
(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to Rules 13d-1(b), (c) and (d) and  
Amendments Thereto Filed Pursuant to Rule 13d-2(b)  
(Amendment No. 2)\*

SS&C Technologies Holdings, Inc.

---

(Name of Issuer)

Common Stock

---

(Title of Class of Securities)

78467J100

---

(CUSIP Number)

December 31, 2015

---

(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)
- 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 (the "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).

---

CUSIP NO. 78467J100 13G

1 NAMES OF  
REPORTING  
PERSONS

MSD Partners, L.P.

2 CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A (a)  
GROUP\*

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

Delaware

SOLE  
5 VOTING  
POWER

-0-

SHARED  
6 VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

3,754,280

EACH  
REPORTING  
PERSON WITH

SOLE  
7 DISPOSITIVE  
POWER

-0-

SHARED  
8 DISPOSITIVE  
POWER

3,754,280

9 AGGREGATE  
AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

3,754,280

10 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9)  
EXCLUDES  
CERTAIN SHARES\*

11 PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

3.9%<sup>1</sup>

12 TYPE OF  
REPORTING  
PERSON\*

PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

<sup>1</sup> The percentages used herein and in the rest of this Schedule 13G are calculated based upon 97,250,254 shares of common stock outstanding as of November 5, 2015 as disclosed in the Company's Quarterly Report on Form 10-Q filed with the U.S. Securities and Exchange Commission on November 9, 2015.

---

CUSIP NO. 78467J10013G

1 NAMES OF REPORTING PERSONS

MSD Torchlight Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE 5 VOTING POWER

-0-

SHARED 6 VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

3,509,512

SOLE 7 DISPOSITIVE POWER

-0-

SHARED 8 DISPOSITIVE POWER

3,509,512

9

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

3,509,512

10 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9)  
EXCLUDES CERTAIN  
SHARES\*

11 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

3.6<sub>1</sub>

12 TYPE OF  
REPORTING  
PERSON\*

PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

---

CUSIP NO. 78467J100 13G

1 NAMES OF  
REPORTING  
PERSONS

MSD Torchlight  
Partners (MM), L.P.

2 CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A (a)  
GROUP\*

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

Cayman Islands

SOLE  
5 VOTING  
POWER

-0-

SHARED  
6 VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

244,768

EACH  
REPORTING  
PERSON WITH

SOLE  
7 DISPOSITIVE  
POWER

-0-

SHARED  
8 DISPOSITIVE  
POWER

244,768

9 AGGREGATE  
AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

244,768

10 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9)  
EXCLUDES CERTAIN  
SHARES\*

11 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

0.3%1

12 TYPE OF  
REPORTING  
PERSON\*

PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

---



CUSIP NO. 78467J10013G

Item 1(a) Name of  
Issuer:

The name of  
the issuer is  
SS&C  
Technologies  
Holdings, Inc.  
(the  
"Company").

Item 1(b) Address of  
Principal  
Executive  
Offices:

The  
Company's  
principal  
executive  
office is  
located at 80  
Lamberton  
Road,  
Windsor, CT  
06095.

Item 2(a) Name of  
Person Filing:

This Schedule  
13G is being  
jointly filed  
by and on  
behalf of each  
of MSD  
Partners, L.P.,  
formerly  
named MSDC  
Management,  
L.P. ("MSD  
Partners"),  
MSD  
Torchlight  
Partners, L.P.

("MSD Torchlight"), and MSD Torchlight Partners (MM), L.P. (collectively, the "Reporting Persons"). Each of MSD Torchlight Partners (MM), L.P. and MSD Torchlight is the direct owner of the securities covered by this statement. MSD Partners is the investment manager of, and may be deemed to beneficially own securities beneficially owned by, MSD Torchlight and MSD Torchlight Partners (MM), L.P. MSD Partners (GP), LLC ("MSD GP") is the general partner of, and may be deemed to beneficially own securities beneficially owned by, MSD Partners.

Each of Glenn R. Fuhrman and Marc R. Lisker is a manager of, and may be deemed to beneficially own securities beneficially owned by, MSD GP.

The Reporting Persons have entered into a Joint Filing Agreement, dated February 16, 2016, a copy of which is filed with this Schedule 13G as Exhibit 99.1, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

Neither the filing of this statement nor anything herein shall be construed as an admission that any person other than the Reporting Persons is, for

the purposes  
of Section  
13(d) or 13(g)  
of the Act or  
any other  
purpose, the  
beneficial  
owner of any  
securities  
covered by  
this statement.

Item 2(b) Address of  
Principal  
Business  
Office or, if  
none,  
Residence:

The address  
of the  
principal  
business  
office of each  
MSD Partners  
and MSD  
Torchlight is  
645 Fifth  
Avenue, 21st  
Floor, New  
York, New  
York 10022.

The address  
of the  
principal  
business  
office of  
MSD  
Torchlight  
Partners  
(MM), L.P. is  
c/o Maples  
Corporate  
Services  
Limited, P.O.  
Box 309,  
Ugland  
House, Grand  
Cayman,  
KY1-1104,

Cayman  
Islands.

Item 2(c) Citizenship:

MSD Partners  
and MSD  
Torchlight are  
each  
organized as a  
limited  
partnership  
under the  
laws of the  
State of  
Delaware.  
MSD  
Torchlight  
Partners  
(MM), L.P. is  
organized  
under the  
laws of  
Cayman  
Islands.

Item 2(d) Title of Class  
of Securities:

Common  
Stock

Item 2(e) CUSIP No.:

78467J100

Item 3 If this  
statement is  
filed pursuant  
to Rules  
13d-1(b), or  
13d-2(b),  
check whether  
the person  
filing is a:

Not  
applicable.

Item 4 Ownership:

A. MSD Partners, L.P.

(a) Amount beneficially owned: 3,754,280

(b) Percent of class: 3.9%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 3,754,280

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 3,754,280

B. MSD Torchlight Partners, L.P.

(a) Amount beneficially owned: 3,509,512

(b) Percent of class: 3.6%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 3,509,512

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 3,509,512

C. MSD Torchlight Partners (MM), Ltd.

(a) Amount beneficially owned: 244,768

(b) Percent of class: 0.3%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 244,768

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 244,768

D. MSD Partners (GP), LLC

(a) Amount beneficially owned: 3,754,280

(b) Percent of class: 3.9%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 3,754,280

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 3,754,280

E. Glenn R. Fuhrman

(a) Amount beneficially owned: 3,754,280

(b) Percent of class: 3.9%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 3,754,280

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 3,754,280

F. Marc R. Lisker

(a) Amount beneficially owned: 3,754,280

(b) Percent of class: 3.9%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 3,754,280

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 3,754,280

Item 5 Ownership of  
Five Percent  
or Less of a  
Class:

If this statement is being filed to report the fact that as of the date hereof each of the Reporting Persons has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

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 or Control Person:

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:

By signing  
below I  
certify that, to  
the best of my  
knowledge  
and belief, the  
securities  
referred to  
above were  
not acquired  
and are not  
held for the  
purpose of or  
with the effect  
of changing or  
influencing  
the control of  
the issuer of  
the securities  
and were not  
acquired and  
are not held in  
connection  
with or as  
participant in  
any  
transaction  
having that  
purpose or  
effect, other  
than activities  
solely in  
connection  
with a  
nomination

under §  
240.14a-11.

---

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 16, 2016

MSD Partners, L.P.

By: MSD Partners (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

MSD Torchlight Partners (MM),  
L.P.

By: MSD Partners, L.P.  
Its: Investment Manager

By: MSD Partners (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

MSD Torchlight Partners, L.P.

By: MSD Partners, L.P.  
Its: Investment Manager

By: MSD Partners (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker

Name: Marc R. Lisker

Title: Manager

EXHIBIT INDEX

Exhibit Description of Exhibit

99.1 Joint Filing Agreement dated February 16, 2016.



Exhibit 99.1

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: February 16, 2016

MSD Partners, L.P.

By: MSD Partners (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

MSD Torchlight Partners (MM),  
L.P.

By: MSD Partners, L.P.  
Its: Investment Manager

By: MSD Partners (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

MSD Torchlight Partners, L.P.

By: MSD Partners, L.P.  
Its: Investment Manager

By: MSD Partners (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker

Name: Marc R. Lisker

Title: Manager