

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%¹

12 TYPE OF
REPORTING
PERSON*

PN

* SEE INSTRUCTIONS BEFORE FILLING OUT.

¹ 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 (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 3,509,512
OWNED BY

EACH 7 SOLE
REPORTING DISPOSITIVE
PERSON WITH 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)

3.6₁

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