

SS&C Technologies Holdings Inc
Form 8-K
March 06, 2017

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

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 3, 2017 (March 2, 2017)

SS&C Technologies Holdings, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-34675
(Commission
File Number)

71-0987913
(IRS Employer
Identification No.)

80 Lamberton Road, Windsor, CT
(Address of Principal Executive Offices)

06095
(Zip Code)

Registrant's telephone number, including area code: (860) 298-4500

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry Into a Material Definitive Agreement.

On March 2, 2017 (the Amendment Effective Date), SS&C Technologies Holdings, Inc. (the Company) and certain of its subsidiaries entered into an amendment (the Amendment) to its senior secured credit agreement dated July 8, 2015 (the Credit Agreement) by and among the Company, SS&C Technologies, Inc., SS&C European Holdings S.a R.L., SS&C Technologies Holdings Europe S.a R.L., and certain of the Company's subsidiaries, Deutsche Bank AG New York Branch, as administrative agent and collateral agent, and certain lenders and L/C issuers party thereto. The Credit Agreement, as amended, consists, in part, of a \$91.9 million senior secured term loan A-1 facility maturing in July 2020 for borrowings by the Company's wholly-owned subsidiary, SS&C European Holdings S.a.R.L (Term Loan A-1), a \$142.5 million senior secured term loan A-2 facility maturing in July 2020 for borrowings by the Company's wholly-owned subsidiary, SS&C Technologies Holdings Europe S.a.R.L. (Term Loan A-2) and, together with Term Loan A-1, Term Loan A), a \$1,480.2 million senior secured term loan B-1 facility maturing in July 2022 for borrowings by SS&C Technologies Inc. (Term Loan B-1), and a \$142.1 million senior secured term loan B -2 facility maturing in July 2022 for borrowings by SS&C Technologies Holdings Europe S.a.R.L (Term Loan B-2) and, together with Term Loan B-1, Term Loan B).

Pursuant to the Amendment, the highest (non-default) interest rate margin applicable to Term Loan A was reduced from LIBOR plus 2.75% to LIBOR plus 1.75%, and the highest (non-default) interest rate margin applicable to Term Loan B was reduced from LIBOR plus 3.25% to LIBOR plus 2.25%. The LIBOR floor for the Term Loan A and the Term Loan B is 0%. Subject to certain exceptions, in the event the Company and/or its subsidiaries enters into a transaction within six months from the Amendment Effective Date, the effect of which is to lower the effective yield of all or a portion of either the Term Loan A or the Term Loan B, the Company will pay to the applicable lenders a 1% prepayment premium on the loans subject to such transaction.

The foregoing description of the Amendment is qualified in its entirety by reference to the Amendment, a copy of which is filed as Exhibit 10.1 hereto and is incorporated herein by reference.

Item 8.01 Other Events.

On March 2, 2017, the Company issued a press release announcing that it had entered into the Amendment, a copy of which is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 10.1 Amendment No. 1 to the Credit Agreement, dated as of March 2, 2017, by and among SS&C Technologies Holdings, Inc., SS&C Technologies, Inc., SS&C European Holdings S.a R.L, SS&C Technologies Holdings Europe S.a R.L., certain of SS&C's subsidiaries, Deutsche Bank AG New York Branch and certain Lenders and L/C Issuers party thereto
- 99.1 Press release announcing Amendment No. 1 to the Credit Agreement, dated March 2, 2017

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SS&C TECHNOLOGIES HOLDINGS, INC.

Date: March 3, 2017

By: /s/ Patrick J. Pedonti
Patrick J. Pedonti
Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
10.1	Amendment No. 1 to the Credit Agreement, dated as of March 2, 2017, by and among SS&C Technologies Holdings, Inc., SS&C Technologies, Inc., SS&C European Holdings S.a R.L, SS&C Technologies Holdings Europe S.a R.L., certain of SS&C s subsidiaries, Deutsche Bank AG New York Branch and certain Lenders and L/C Issuers party thereto
99.1	Press release announcing Amendment No. 1 to the Credit Agreement, dated March 2, 2017