

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2017

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 001-34675



**SS&C TECHNOLOGIES HOLDINGS, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**71-0987913**  
(I.R.S. Employer  
Identification No.)

**80 Lamberton Road**  
**Windsor, CT 06095**  
(Address of principal executive offices, including zip code)

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

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

There were 205,860,743 shares of the registrant's common stock outstanding as of October 25, 2017.

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This Quarterly Report on Form 10-Q may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. For this purpose, any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words “believes”, “anticipates”, “plans”, “expects”, “estimates”, “projects”, “forecasts”, “may”, “assume”, “intend”, “will”, “continue”, “opportunity”, “predict”, “potential”, “future”, “guarantee”, “likely”, “target”, “indicate”, “would”, “could” and “should” and similar expressions are intended to identify forward-looking statements. The important factors discussed under the caption “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2016, filed with the Securities and Exchange Commission on February 28, 2017, among others, could cause actual results to differ materially from those indicated by forward-looking statements made herein and presented elsewhere by management from time to time. The Company does not undertake an obligation to update its forward-looking statements to reflect future events or circumstances.

#### **Explanatory Note**

On June 24, 2016, SS&C Technologies Holdings, Inc. completed a two-for-one stock split, effective in the form of a stock dividend. All share and per share amounts (other than for the Company’s Class A non-voting common stock) have been retroactively restated for all periods presented to reflect the stock split.

## Item 1. Financial Statements

**SS&C TECHNOLOGIES HOLDINGS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
**(In thousands, except share and per share data) (Unaudited)**

	September 30, 2017	December 31, 2016
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 103,279	\$ 117,558
Accounts receivable, net of allowance for doubtful accounts of \$7,711 and \$5,944, respectively	238,677	241,307
Prepaid expenses and other current assets	32,688	31,119
Prepaid income taxes	13,832	23,012
Restricted cash	592	2,116
Total current assets	389,068	415,112
Property, plant and equipment:		
Land	2,655	2,655
Building and improvements	59,974	42,749
Equipment, furniture, and fixtures	136,623	120,011
	199,252	165,415
Less: accumulated depreciation	(95,672)	(85,020)
Net property, plant and equipment	103,580	80,395
Deferred income taxes	2,166	2,410
Goodwill (Note 3)	3,692,573	3,652,733
Intangible and other assets, net of accumulated amortization of \$899,922 and \$730,234, respectively	1,411,234	1,556,321
Total assets	<u>\$ 5,598,621</u>	<u>\$ 5,706,971</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Current portion of long-term debt (Note 2)	\$ 39,527	\$ 126,144
Accounts payable	27,776	16,490
Income taxes payable	—	3,473
Accrued employee compensation and benefits	73,521	104,118
Interest payable	7,344	21,470
Other accrued expenses	45,087	53,708
Deferred revenue	212,811	235,222
Total current liabilities	406,066	560,625
Long-term debt, net of current portion (Note 2)	2,177,681	2,374,986
Other long-term liabilities	85,767	59,227
Deferred income taxes	421,468	453,555
Total liabilities	3,090,982	3,448,393
Commitments and contingencies (Note 8)		
Stockholders' equity (Note 5):		
Preferred stock, \$0.01 par value per share, 5,000,000 shares authorized; no shares issued	—	—
Class A non-voting common stock, \$0.01 par value per share, 5,000,000 shares authorized; no shares issued	—	—
Common stock, \$0.01 par value per share, 400,000,000 shares authorized; 207,402,636 shares and 204,616,054 shares issued, respectively, and 205,829,297 shares and 203,042,715 shares outstanding, respectively, of which 1,314 and 11,252 are unvested, respectively	2,074	2,046
Additional paid-in capital	1,994,985	1,921,256
Accumulated other comprehensive loss	(87,377)	(139,073)
Retained earnings	615,957	492,349
	2,525,639	2,276,578
Less: cost of common stock in treasury, 1,573,339 shares	(18,000)	(18,000)
Total stockholders' equity	2,507,639	2,258,578
Total liabilities and stockholders' equity	<u>\$ 5,598,621</u>	<u>\$ 5,706,971</u>

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

**SS&C TECHNOLOGIES HOLDINGS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(In thousands, except per share data) (Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
<b>Revenues:</b>				
Software-enabled services	\$ 282,133	\$ 248,772	\$ 831,103	\$ 699,091
Maintenance and term licenses	112,819	106,925	336,990	305,437
Total recurring revenues	394,952	355,697	1,168,093	1,004,528
Perpetual licenses	3,576	4,389	10,226	14,643
Professional services	19,723	23,218	58,611	61,341
Total non-recurring revenues	23,299	27,607	68,837	75,984
Total revenues	418,251	383,304	1,236,930	1,080,512
<b>Cost of revenues:</b>				
Software-enabled services	155,497	143,074	468,391	403,045
Maintenance and term licenses	46,662	45,458	140,927	138,864
Total recurring cost of revenues	202,159	188,532	609,318	541,909
Perpetual licenses	642	608	1,857	1,749
Professional services	17,001	18,887	49,778	51,532
Total non-recurring cost of revenues	17,643	19,495	51,635	53,281
Total cost of revenues	219,802	208,027	660,953	595,190
Gross profit	198,449	175,277	575,977	485,322
<b>Operating expenses:</b>				
Selling and marketing	28,181	27,328	88,544	85,724
Research and development	37,376	37,701	114,904	114,975
General and administrative	28,975	33,345	88,910	91,239
Total operating expenses	94,532	98,374	292,358	291,938
Operating income	103,917	76,903	283,619	193,384
Interest expense, net	(26,250)	(31,648)	(81,565)	(97,583)
Other (expense) income, net	(2,535)	2,655	(3,803)	820
Loss on extinguishment of debt	—	—	(2,326)	—
Income before income taxes	75,132	47,910	195,925	96,621
Provision for income taxes	10,905	9,163	32,400	22,648
Net income	\$ 64,227	\$ 38,747	\$ 163,525	\$ 73,973
Basic earnings per share	\$ 0.31	\$ 0.19	\$ 0.80	\$ 0.37
Diluted earnings per share	\$ 0.30	\$ 0.19	\$ 0.77	\$ 0.36
Basic weighted average number of common shares outstanding	205,568	201,782	204,506	199,365
Diluted weighted average number of common and common equivalent shares outstanding	212,359	206,635	211,080	205,334
Cash dividends declared and paid per common share	\$ 0.07	\$ 0.0625	\$ 0.195	\$ 0.1875
Net income	\$ 64,227	\$ 38,747	\$ 163,525	\$ 73,973
<b>Other comprehensive income (loss), net of tax:</b>				
Foreign currency exchange translation adjustment	19,951	(12,060)	51,696	(29,532)
Total comprehensive income (loss), net of tax	19,951	(12,060)	51,696	(29,532)
Comprehensive income	\$ 84,178	\$ 26,687	\$ 215,221	\$ 44,441

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

**SS&C TECHNOLOGIES HOLDINGS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands) (Unaudited)

	<u>Nine Months Ended September 30,</u>	
	<u>2017</u>	<u>2016</u>
<b>Cash flow from operating activities:</b>		
Net income	\$ 163,525	\$ 73,973
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	176,879	170,910
Stock-based compensation expense	31,572	40,402
Income tax benefit related to exercise of stock options	—	(44,975)
Amortization and write-offs of loan origination costs	7,915	7,994
Loss on extinguishment of debt	963	—
Loss on sale or disposition of property and equipment	730	159
Deferred income taxes	(24,661)	(39,712)
Provision for doubtful accounts	2,829	2,684
Changes in operating assets and liabilities, excluding effects from acquisitions:		
Accounts receivable	1,820	(14,603)
Prepaid expenses and other assets	1,416	(2,595)
Accounts payable	8,597	2,610
Accrued expenses	(45,644)	(18,429)
Income taxes prepaid and payable	6,781	44,840
Deferred revenue	(25,632)	13,758
Net cash provided by operating activities	<u>307,090</u>	<u>237,016</u>
<b>Cash flow from investing activities:</b>		
Additions to property and equipment	(29,779)	(18,870)
Proceeds from sale of property and equipment	1	69
Cash paid for business acquisitions, net of cash acquired	1,805	(309,432)
Additions to capitalized software	(8,168)	(6,137)
Purchase of long-term investment	—	(1,000)
Net cash used in investing activities	<u>(36,141)</u>	<u>(335,370)</u>
<b>Cash flow from financing activities:</b>		
Cash received from debt borrowings	45,000	—
Repayments of debt	(337,800)	(268,550)
Proceeds from exercise of stock options	46,278	34,767
Withholding taxes related to equity award net share settlement	(4,090)	(7,051)
Income tax benefit related to exercise of stock options	—	44,975
Purchase of common stock for treasury	—	(13)
Payment of fees related to refinancing activities	—	(503)
Dividends paid on common stock	(39,917)	(37,452)
Net cash used in financing activities	<u>(290,529)</u>	<u>(233,827)</u>
Effect of exchange rate changes on cash, cash equivalents and restricted cash	3,777	(880)
Net decrease in cash, cash equivalents and restricted cash	(15,803)	(333,061)
Cash, cash equivalents and restricted cash, beginning of period	119,674	436,977
<b>Cash, cash equivalents and restricted cash, end of period</b>	<u><u>\$ 103,871</u></u>	<u><u>\$ 103,916</u></u>
<b>Supplemental disclosure of non-cash activities:</b>		
Property and equipment acquired through tenant improvement allowances	\$ 10,846	\$ —

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

**Note 1—Basis of Presentation**

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). These accounting principles were applied on a basis consistent with those of the audited Consolidated Financial Statements contained in the Company’s Annual Report on Form 10-K for the year ended December 31, 2016, filed with the Securities and Exchange Commission (the “SEC”) on February 28, 2017 (the “2016 Form 10-K”). In the opinion of the Company, the accompanying unaudited Condensed Consolidated Financial Statements contain all adjustments (consisting of only normal recurring adjustments, except as noted elsewhere in the notes to the Condensed Consolidated Financial Statements) necessary for a fair statement of its financial position as of September 30, 2017, the results of its operations for the three and nine months ended September 30, 2017 and 2016 and its cash flows for the nine months ended September 30, 2017 and 2016. Certain prior year balances have been reclassified to conform to the current year presentation. Such reclassifications did not affect total revenues, operating income or net income. These statements do not include all of the information and footnotes required by GAAP for annual financial statements. The Condensed Consolidated Financial Statements contained herein should be read in conjunction with the audited Consolidated Financial Statements and footnotes as of and for the year ended December 31, 2016, which were included in the 2016 Form 10-K. The December 31, 2016 Consolidated Balance Sheet data were derived from audited financial statements but do not include all disclosures required by GAAP for annual financial statements. The results of operations for the three and nine months ended September 30, 2017 are not necessarily indicative of the expected results for any subsequent quarters or the full year.

**Recently Adopted Accounting Pronouncements**

In November 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2016-18, *Statement of Cash Flows: Restricted Cash*. This ASU provides guidance on the classification of restricted cash in the statement of cash flows. This ASU requires that restricted cash be included within cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. ASU 2016-18 is effective for the Company for its first quarter of fiscal 2018. Early adoption is permitted and the guidance requires application using a retrospective method. The Company has early adopted ASU 2016-18, which did not have a material impact on the Company’s financial position, results of operations or cash flows.

In March 2016, the FASB issued ASU 2016-09, *Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*. This ASU was intended to simplify several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. ASU 2016-09 is effective for the Company for its first quarter of fiscal 2017. Effective January 1, 2017, excess tax benefits will be prospectively reported as an operating activity in the Company’s Condensed Consolidated Statements of Cash Flows. As the Company has applied this guidance prospectively as of January 1, 2017, excess tax benefits for the nine months ended September 30, 2016 will not be adjusted and continue to be reported in financing activities in the Condensed Consolidated Statements of Cash Flows. As a result of the adoption, the Company recognized discrete tax benefits of \$2.7 million and \$12.8 million in the provision for income taxes line of the Condensed Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2017 related to excess tax benefits upon vesting of a restricted-stock award or stock option exercise event relative to the deferred tax asset position established. The Company has elected to account for forfeitures as they occur and there was no material effect recorded upon adoption of this change. The Company has also excluded the excess tax benefits from the assumed proceeds available to repurchase shares in the computation of the Company’s diluted earnings per share for the three and nine months ended September 30, 2017, which had the effect of increasing the weighted average common stock equivalents. Prior to the adoption of ASU 2016-09, the Company included excess tax benefits in assessing whether common equivalent shares were dilutive in the Company’s calculations of weighted average dilutive shares under the treasury stock method. Presentation requirements for cash flows related to employee taxes paid for withheld shares had no impact to all periods presented as such cash flows have historically been presented as financing activities.

**Recent Accounting Pronouncements Not Yet Effective**

In January 2017, the FASB issued ASU 2017-04, *Goodwill and Other (Topic 350) – Simplifying the Test for Goodwill Impairment*. ASU 2017-04 simplifies the subsequent measurement of goodwill by eliminating Step 2 of the goodwill impairment test. In computing the implied fair value of goodwill under Step 2, an entity had to perform procedures to determine the fair value at the impairment testing date of its assets and liabilities (including unrecognized assets and liabilities) following the procedure that would be required in determining the fair value of assets acquired and liabilities assumed in a business combination. As a result of ASU 2017-04, an entity should perform its goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount and then recognize an impairment charge, as necessary, for the amount by which the carrying amount exceeds the reporting

unit's fair value, not to exceed the total amount of goodwill allocated to that reporting unit. ASU 2017-04 is effective for fiscal years and interim periods within those years beginning after December 15, 2019, and early adoption is permitted for interim or annual goodwill impairment tests performed after January 1, 2017. The Company expects to adopt ASU 2017-04 for the Company's goodwill impairment tests in 2017.

In August 2016, the FASB issued ASU 2016-15, *Classification of Certain Cash Receipts and Cash Payments*. ASU 2016-15 addresses how certain cash receipts and cash payments are presented and classified in the statement of cash flows under Topic 230, Statement of Cash flow, and other Topics. ASU 2016-15 is effective for the Company for its first quarter of fiscal 2018 and the guidance requires application using a retrospective method. The impact of the Company's adoption of ASU 2016-15 to the Company's Condensed Consolidated Financial Statements will be to reflect the presentation of debt prepayment or debt extinguishment costs as cash outflows for financing activities within the Company's Condensed Consolidated Statement of Cash Flows. This ASU is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

In June 2016, the FASB issued ASU 2016-13, *Measurement of Credit Losses on Financial Instruments*. ASU 2016-13 requires companies to measure credit losses utilizing a methodology that reflects expected credit losses and requires a consideration of a broader range of reasonable and supportable information to inform credit loss estimates. ASU 2016-13 is effective for the Company for its first quarter of fiscal 2020 and earlier adoption is permitted beginning in the first quarter of fiscal 2019. Application of the ASU is through a cumulative-effect adjustment to retained earnings as of the effective date. The Company is currently evaluating the impact of the pending adoption of ASU 2016-13 on the Company's Condensed Consolidated Financial Statements. This ASU is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. This ASU would require lessees to recognize the following for all leases (with the exception of short-term leases) at the commencement date; (i) a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and (ii) a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. Lessor accounting is largely unchanged under the amendments of this ASU. Additional disclosures will be required to allow the user to assess the amount, timing and uncertainty of cash flows arising from leasing activities. A modified retrospective transition approach is required for leases existing at the time of adoption. ASU 2016-02 is effective for the Company for its first quarter of fiscal 2019 and earlier adoption is permitted. The impact of the Company's adoption of ASU 2016-02 to the Company's Condensed Consolidated Financial Statements will be to recognize the majority of the Company's operating lease commitments as operating lease liabilities and right-of-use assets upon adoption, which will result in a material increase in the assets and liabilities recorded on the Company's Condensed Consolidated Balance Sheet. The Company is continuing its assessment, which may identify additional impacts this ASU will have on the Company's Condensed Consolidated Financial Statements and related disclosures and internal controls over financial reporting.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*. The objective of ASU 2014-09 is to clarify the principles for recognizing revenue by removing inconsistencies and weaknesses in revenue requirements; providing a more robust framework for addressing revenue issues; improving comparability of revenue recognition practices across entities, industries, jurisdictions and capital markets; and providing more useful information to users of financial statements through improved revenue disclosure requirements. On August 12, 2015, the FASB issued ASU 2015-14, deferring the effective date by one year for ASU 2014-09. ASU 2014-09 is effective for the Company for its first quarter of 2018, with early adoption permitted for annual periods beginning after December 15, 2016. The new standard is required to be applied retrospectively to each prior reporting period presented or as a cumulative effect adjustment on the date of initial application.

Subsequent to the issuance of ASU 2014-09, the FASB has issued the following updates: ASU 2016-08, *Revenue from Contracts with Customers (Topic 606) – Principal versus Agent Considerations (Reporting Revenue Gross versus Net)*; ASU 2016-10, *Revenue from Contracts with Customers (Topic 606) – Identifying Performance Obligations and Licensing*; ASU 2016-12, *Revenue from Contracts with Customers (Topic 606) – Narrow-Scope Improvements and Practical Expedients* and ASU 2016-20, *Revenue from Contracts with Customers (Topic 606) – Technical Corrections and Improvements to Topic 606*. The amendments in these updates affect the guidance contained within ASU 2014-09.

The Company plans to adopt the new revenue standard using the modified retrospective approach when it becomes effective for the Company in the first quarter of fiscal 2018. The Company is continuing to evaluate the impact on the Company's financial position, results of operations and cash flows, and associated processes, systems and internal controls. Based upon the Company's continued assessments of the new revenue standard, the Company would be required to recognize the license component of term license arrangements upfront and the associated maintenance component over the contract period. Under the current revenue standard, the Company recognizes both the term license and maintenance revenues ratably over the contract period. In addition, a

**SS&C TECHNOLOGIES HOLDINGS, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – Continued**  
**(Unaudited)**

portion of deferred revenue recorded in accordance with the current revenue standard will never be recognized as revenue upon adoption of the new revenue standard and instead will be part of the cumulative effect adjustment within retained earnings. The Company is also evaluating the timing and recognition of costs to obtain contracts with customers, such as commissions, under the new revenue standard. The Company is continuing to assess the new revenue standard along with industry trends and additional interpretive guidance and may adjust its interpretation and implementation plan accordingly.

**Note 2—Debt**

At September 30, 2017 and December 31, 2016, debt consisted of the following (in thousands):

	September 30, 2017	December 31, 2016
Senior secured credit facilities, weighted-average interest rate of 3.42% and 3.94%, respectively	\$ 1,666,825	\$ 1,865,625
5.875% senior notes due 2023	600,000	600,000
Senior secured credit facilities revolving portion, weighted-average interest rate of 3.50%	—	94,000
Unamortized original issue discount and debt issuance costs	(49,617)	(58,495)
	<u>2,217,208</u>	<u>2,501,130</u>
Less current portion of long-term debt	39,527	126,144
Long-term debt	<u>\$ 2,177,681</u>	<u>\$ 2,374,986</u>

On March 2, 2017, the Company entered into an amendment (the “Amendment”) to the Company’s senior secured credit agreement dated July 8, 2015. 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” was also amended for the Term Loan A and the Term Loan B to be 0%. No changes were made to the financial covenants, outstanding principal amounts or the scheduled amortization.

The Amendment was evaluated in accordance with FASB Accounting Standards Codification 470-50, *Debt-Modifications and Extinguishments*, for debt modification and extinguishment accounting. The Company accounted for the debt re-pricing as a debt modification with respect to amounts that remained obligations of the same lender in the syndicate with minor changes in cash flows and as a debt extinguishment with respect to amounts that were obligations of lenders that exited the syndicate or remained in the syndicate but experienced a change in cash flows of greater than 10%. See *Loss on extinguishment of debt* section below.

*Loss on extinguishment of debt.* The Company recorded a \$2.3 million loss on extinguishment of debt in the three months ended March 31, 2017 in connection with the Amendment. The loss on early extinguishment of debt includes the write-off of a portion of the unamortized capitalized financing fees related to the senior secured credit facility for amounts accounted for as a debt extinguishment, as well as new financing fees related to the senior secured credit facility for amounts accounted for as a debt modification.

*Fair value of debt.* The carrying amounts and fair values of financial instruments are as follows (in thousands):

	September 30, 2017		December 31, 2016	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial liabilities:</b>				
Senior secured credit facilities	\$ 1,666,825	\$ 1,673,024	\$ 1,865,625	\$ 1,887,043
5.875% senior notes due 2023	600,000	633,255	600,000	619,500
Senior secured credit facilities, revolving portion	—	—	94,000	93,883

The above fair values, which are Level 2 liabilities, were computed based on comparable quoted market prices. The fair values of cash, accounts receivable, net, short-term borrowings, and accounts payable approximate the carrying amounts due to the short-term maturities of these instruments.

**Note 3—Goodwill**

The change in carrying value of goodwill as of and for the nine months ended September 30, 2017 is as follows (in thousands):

Balance at December 31, 2016	\$ 3,652,733
Adjustments to prior acquisitions	(621)
Effect of foreign currency translation	40,461
Balance at September 30, 2017	<u>\$ 3,692,573</u>

**Note 4—Earnings per Share**

Earnings per share (“EPS”) is calculated in accordance with the relevant standards. Basic EPS includes no dilution and is computed by dividing net income available to the Company’s common stockholders by the weighted average number of common shares outstanding during the period. Diluted EPS is computed by dividing net income by the weighted average number of common and common equivalent shares outstanding during the period. Common equivalent shares consist of stock options, stock appreciation rights (“SARs”), restricted stock units (“RSUs”) and restricted stock awards (“RSAs”) using the treasury stock method. Common equivalent shares are excluded from the computation of diluted earnings per share if the effect of including such common equivalent shares is anti-dilutive because their total assumed proceeds exceed the average fair value of common stock for the period.

The following table sets forth the computation of basic and diluted EPS (in thousands, except per share amounts):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2017	2016	2017	2016
Net income	64,227	38,747	163,525	73,973
Shares:				
Weighted average common shares outstanding — used in calculation of basic EPS	205,568	201,782	204,506	199,365
Weighted average common stock equivalents — options and restricted shares	6,791	4,853	6,574	5,969
Weighted average common and common equivalent shares outstanding — used in calculation of diluted EPS	<u>212,359</u>	<u>206,635</u>	<u>211,080</u>	<u>205,334</u>
Earnings per share - Basic	\$ 0.31	\$ 0.19	\$ 0.80	\$ 0.37
Earnings per share - Diluted	\$ 0.30	\$ 0.19	\$ 0.77	\$ 0.36

**SS&C TECHNOLOGIES HOLDINGS, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – Continued**  
**(Unaudited)**

Weighted average stock options and SARs representing 641,227 and 10,702,466 shares were outstanding for the three months ended September 30, 2017 and 2016, respectively, and weighted average stock options and SARs representing 10,779,326 and 14,094,402 were outstanding for the nine months ended September 30, 2017 and 2016, respectively but were not included in the computation of diluted EPS because the effect of including them would be anti-dilutive.

*Dividends.* In 2017, the Company paid a quarterly cash dividend of \$0.0625 per share of common stock on March 15, 2017 and June 15, 2017 and \$0.07 per share of common stock on September 15, 2017 to stockholders of record as of the close of business on March 1, 2017, June 1, 2017 and September 1, 2017, totaling \$39.9 million. In 2016, the Company paid a quarterly cash dividend of \$0.0625 per share of common stock on March 15, 2016, June 15, 2016 and September 15, 2016, to stockholders of record as of the close of business on March 7, 2016, June 1, 2016 and September 1, 2016, totaling \$37.5 million.

**Note 5—Equity and Stock-based Compensation**

*Total stock options, SARs, RSUs and RSAs.* The amount of stock-based compensation expense recognized in the Company’s Condensed Consolidated Statements of Comprehensive Income for three and nine months ended September 30, 2017 and 2016 was as follows (in thousands):

<u>Consolidated Statements of Comprehensive Income Classification</u>	<u>For the Three Months Ended September 30,</u>		<u>For the Nine Months Ended September 30,</u>	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
Cost of software-enabled services	\$ 2,903	\$ 2,732	\$ 8,525	\$ 7,916
Cost of maintenance and term licenses	485	605	1,572	2,116
Cost of recurring revenues	3,388	3,337	10,097	10,032
Cost of professional services	565	493	1,695	1,736
Cost of non-recurring revenues	565	493	1,695	1,736
Total cost of revenues	3,953	3,830	11,792	11,768
Selling and marketing	2,387	2,521	7,550	8,966
Research and development	1,817	2,004	5,522	6,402
General and administrative	2,137	4,134	6,708	13,266
Total operating expenses	6,341	8,659	19,780	28,634
Total stock-based compensation expense	\$ 10,294	\$ 12,489	\$ 31,572	\$ 40,402

The following table summarizes stock option and SAR activity as of and for the nine months ended September 30, 2017:

	<u>Shares</u>
Outstanding at December 31, 2016	25,028,100
Granted	5,152,728
Cancelled/forfeited	(1,165,514)
Exercised	(2,983,441)
Outstanding at September 30, 2017	<u>26,031,873</u>

The following table summarizes RSU activity as of and for the nine months ended September 30, 2017:

	<u>Shares</u>
Outstanding at December 31, 2016	357,292
Granted	-
Cancelled/forfeited	(20,458)
Vested	(146,528)
Outstanding at September 30, 2017	<u>190,306</u>

**Note 6—Income Taxes**

The effective tax rate was 14.5% and 19.1% for the three months ended September 30, 2017 and 2016, respectively, and the effective tax rate was 16.5% and 23.4% for the nine months ended September 30, 2017 and 2016, respectively. The change in the effective tax rate for the three months ended September 30, 2017 was primarily due to the recognition of windfall tax benefits from stock awards as a component of the income tax provision in the current quarter as well as the recognition of previously unrecognized tax benefits due to a lapse in the statute of limitations in the current quarter. The change in the effective tax rate for the nine months ended September 30, 2017 was primarily due to the recognition of windfall tax benefits from stock awards in the current year as a component of the income tax provision and the absence of the unfavorable impact of a change in state apportionment on the Company’s domestic deferred tax liabilities as a result of the acquisition of Citigroup AIS in the first quarter of 2016, partially offset by the unfavorable impact from an increase in pre-tax income in the current year from domestic operations taxed at a high statutory rate.

**Note 7—Acquisitions**

The following unaudited pro forma condensed consolidated results of operations are provided for illustrative purposes only and assume that the acquisitions of Conifer Financial Services LLC (“Conifer”), Wells Fargo’s Global Fund Services business (“GFS”) and Citigroup’s Alternative Investor Services business occurred on January 1, 2015. This unaudited pro forma information (in thousands, except per share data) should not be relied upon as being indicative of the historical results that would have been obtained if the acquisitions had actually occurred on that date, nor of the results that may be obtained in the future.

	<u>For the Three Months Ended September 30,</u>	<u>For the Nine Months Ended September 30,</u>
	2016	2016
Revenues	\$ 412,954	\$ 1,221,894
Net income	\$ 43,692	\$ 93,856
Basic EPS	\$ 0.22	\$ 0.47
Diluted EPS	\$ 0.21	\$ 0.46
Basic weighted average number of common shares outstanding	201,782	199,365
Diluted weighted average number of common and common equivalent shares outstanding	206,635	205,334

During the nine months ended September 30, 2017, the Company received cash purchase price adjustments totaling \$1.8 million related to the acquisitions of Conifer and GFS. This amount is reflected in “Cash paid for business acquisitions, net of cash acquired” for the nine months ended September 30, 2017 on the Company’s Condensed Consolidated Statement of Cash Flows.

**Note 8—Commitments and Contingencies**

From time to time, the Company is subject to legal proceedings and claims. In the opinion of the Company’s management, the Company is not involved in any litigation or proceedings that would have a material adverse effect on the Company or its business.

**Note 9—Supplemental Guarantor Financial Statements**

On July 8, 2015, the Company issued \$600.0 million aggregate principal amount of 5.875% Senior Notes due 2023 (the “Senior Notes”). The Senior Notes are jointly and severally and fully and unconditionally guaranteed, in each case subject to certain customary release provisions, by substantially all wholly-owned domestic subsidiaries of the Company that guarantee the Company’s Amended Senior Secured Credit Agreement (collectively “Guarantors”). All of the Guarantors are 100% owned by the Company. All other subsidiaries of the Company, either direct or indirect, do not guarantee the Senior Notes (“Non-Guarantors”). The Guarantors also unconditionally guarantee the Amended Senior Secured Credit Agreement. There are no significant restrictions on the ability of the Company or any of the subsidiaries that are Guarantors to obtain funds from its subsidiaries by dividend or loan. During the three months ended March 31, 2017, the Company added certain U.S. subsidiaries as Guarantors to the Senior Notes. The condensed consolidating balance sheet as of December 31, 2016 below reflects the addition of these entities as Guarantor Subsidiaries.

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Condensed consolidating financial information as of September 30, 2017 and December 31, 2016 and for the three and nine months ended September 30, 2017 and 2016 are presented. The condensed consolidating financial information of the Company and its subsidiaries are as follows (in thousands):

	September 30, 2017				
	Parent	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Consolidating and Eliminating Adjustments	Consolidated
Cash and cash equivalents	\$ —	\$ 19,294	\$ 83,985	\$ —	\$ 103,279
Accounts receivable, net	—	165,723	72,954	—	238,677
Prepaid expenses and other current assets	—	18,469	14,219	—	32,688
Prepaid income taxes	—	13,803	29	—	13,832
Restricted cash	—	592	—	—	592
Net property, plant and equipment	—	62,791	40,789	—	103,580
Investment in subsidiaries	3,186,168	910,117	—	(4,096,285)	—
Intercompany receivables	—	223,838	92,305	(316,143)	—
Deferred income taxes, long-term	—	—	2,166	—	2,166
Goodwill, intangible and other assets, net	—	3,906,024	1,197,783	—	5,103,807
<b>Total assets</b>	<b>\$ 3,186,168</b>	<b>\$ 5,320,651</b>	<b>\$ 1,504,230</b>	<b>\$ (4,412,428)</b>	<b>\$ 5,598,621</b>
Current portion of long-term debt	—	13,797	25,730	—	39,527
Accounts payable	—	18,866	8,910	—	27,776
Accrued expenses	7,344	74,419	44,189	—	125,952
Deferred revenue	—	187,157	25,654	—	212,811
Long-term debt, net of current portion	600,000	1,313,753	263,928	—	2,177,681
Other long-term liabilities	—	50,829	34,938	—	85,767
Intercompany payables	71,185	92,305	152,653	(316,143)	—
Deferred income taxes, long-term	—	383,357	38,111	—	421,468
<b>Total liabilities</b>	<b>678,529</b>	<b>2,134,483</b>	<b>594,113</b>	<b>(316,143)</b>	<b>3,090,982</b>
Total stockholders' equity	2,507,639	3,186,168	910,117	(4,096,285)	2,507,639
<b>Total liabilities and stockholders' equity</b>	<b>\$ 3,186,168</b>	<b>\$ 5,320,651</b>	<b>\$ 1,504,230</b>	<b>\$ (4,412,428)</b>	<b>\$ 5,598,621</b>

**SS&C TECHNOLOGIES HOLDINGS, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – Continued**  
**(Unaudited)**

	December 31, 2016				
	Parent	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Consolidating and Eliminating Adjustments	Consolidated
Cash and cash equivalents	\$ —	\$ 33,723	\$ 83,835	\$ —	\$ 117,558
Accounts receivable, net	—	174,927	66,380	—	241,307
Prepaid expenses and other current assets	—	18,129	12,990	—	31,119
Prepaid income taxes	—	21,600	1,412	—	23,012
Restricted cash	—	1,788	328	—	2,116
Net property, plant and equipment	—	42,358	38,037	—	80,395
Investment in subsidiaries	2,910,669	769,716	—	(3,680,385)	—
Intercompany receivables	—	162,791	39,894	(202,685)	—
Deferred income taxes, long-term	—	—	2,410	—	2,410
Goodwill, intangible and other assets, net	—	4,021,445	1,187,609	—	5,209,054
<b>Total assets</b>	<b>\$ 2,910,669</b>	<b>\$ 5,246,477</b>	<b>\$ 1,432,895</b>	<b>\$ (3,883,070)</b>	<b>\$ 5,706,971</b>
Current portion of long-term debt	—	108,989	17,155	—	126,144
Accounts payable	—	10,714	5,776	—	16,490
Accrued expenses	16,155	109,746	53,395	—	179,296
Income taxes payable	—	—	3,473	—	3,473
Deferred revenue	—	212,890	22,332	—	235,222
Long-term debt, net of current portion	600,000	1,416,695	358,291	—	2,374,986
Other long-term liabilities	—	29,827	29,400	—	59,227
Intercompany payables	35,936	39,894	126,855	(202,685)	—
Deferred income taxes, long-term	—	407,053	46,502	—	453,555
<b>Total liabilities</b>	<b>652,091</b>	<b>2,335,808</b>	<b>663,179</b>	<b>(202,685)</b>	<b>3,448,393</b>
<b>Total stockholders' equity</b>	<b>2,258,578</b>	<b>2,910,669</b>	<b>769,716</b>	<b>(3,680,385)</b>	<b>2,258,578</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 2,910,669</b>	<b>\$ 5,246,477</b>	<b>\$ 1,432,895</b>	<b>\$ (3,883,070)</b>	<b>\$ 5,706,971</b>

	For the Three Months Ended September 30, 2017				
	Parent	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Consolidating and Eliminating Adjustments	Consolidated
Revenues	\$ —	\$ 290,020	\$ 128,593	\$ (362)	\$ 418,251
Cost of revenues	—	145,925	74,239	(362)	219,802
Gross profit	—	144,095	54,354	—	198,449
Operating expenses:					
Selling and marketing	—	20,760	7,421	—	28,181
Research and development	—	25,592	11,784	—	37,376
General and administrative	—	20,732	8,243	—	28,975
Total operating expenses	—	67,084	27,448	—	94,532
Operating income	—	77,011	26,906	—	103,917
Interest expense, net	(8,813)	(12,952)	(4,485)	—	(26,250)
Other (expense) income, net	—	(24,854)	22,319	—	(2,535)
Earnings from subsidiaries	73,040	39,491	—	(112,531)	—
Income before income taxes	64,227	78,696	44,740	(112,531)	75,132
Provision for income taxes	—	5,656	5,249	—	10,905
Net income	\$ 64,227	\$ 73,040	\$ 39,491	\$ (112,531)	\$ 64,227
Other comprehensive income, net of tax:					
Foreign currency exchange translation adjustment	19,951	19,951	16,898	(36,849)	19,951
Comprehensive income	<u>\$ 84,178</u>	<u>\$ 92,991</u>	<u>\$ 56,389</u>	<u>\$ (149,380)</u>	<u>\$ 84,178</u>

**SS&C TECHNOLOGIES HOLDINGS, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – Continued**  
**(Unaudited)**

	<b>For the Three Months Ended September 30, 2016</b>				
	<b>Parent</b>	<b>Guarantor Subsidiaries</b>	<b>Non-guarantor Subsidiaries</b>	<b>Consolidating and Eliminating Adjustments</b>	<b>Consolidated</b>
Revenues	\$ —	\$ 262,350	\$ 121,385	\$ (431)	\$ 383,304
Cost of revenues	—	137,369	71,089	(431)	208,027
Gross profit	—	124,981	50,296	—	175,277
Operating expenses:					
Selling and marketing	—	20,448	6,880	—	27,328
Research and development	—	26,575	11,126	—	37,701
General and administrative	—	24,824	8,521	—	33,345
Total operating expenses	—	71,847	26,527	—	98,374
Operating income	—	53,134	23,769	—	76,903
Interest expense, net	(8,812)	(16,651)	(6,185)	—	(31,648)
Other (expense) income, net	—	(15,364)	18,019	—	2,655
Earnings from subsidiaries	47,559	30,522	—	(78,081)	—
Income before income taxes	38,747	51,641	35,603	(78,081)	47,910
Provision for income taxes	—	4,082	5,081	—	9,163
Net income	\$ 38,747	\$ 47,559	\$ 30,522	\$ (78,081)	\$ 38,747
Other comprehensive loss, net of tax:					
Foreign currency exchange translation adjustment	(12,060)	(12,060)	(10,844)	22,904	(12,060)
Comprehensive income	<u>\$ 26,687</u>	<u>\$ 35,499</u>	<u>\$ 19,678</u>	<u>\$ (55,177)</u>	<u>\$ 26,687</u>

	<b>For the Nine Months Ended September 30, 2017</b>				
	<b>Parent</b>	<b>Guarantor Subsidiaries</b>	<b>Non-guarantor Subsidiaries</b>	<b>Consolidating and Eliminating Adjustments</b>	<b>Consolidated</b>
Revenues	\$ —	\$ 866,090	\$ 372,124	\$ (1,284)	\$ 1,236,930
Cost of revenues	—	441,464	220,773	(1,284)	660,953
Gross profit	—	424,626	151,351	—	575,977
Operating expenses:					
Selling and marketing	—	66,093	22,451	—	88,544
Research and development	—	79,988	34,916	—	114,904
General and administrative	—	63,112	25,798	—	88,910
Total operating expenses	—	209,193	83,165	—	292,358
Operating income	—	215,433	68,186	—	283,619
Interest expense, net	(26,438)	(40,974)	(14,153)	—	(81,565)
Other (expense) income, net	—	(58,033)	54,230	—	(3,803)
Loss on extinguishment of debt	—	(1,743)	(583)	—	(2,326)
Earnings from subsidiaries	189,963	94,182	—	(284,145)	—
Income before income taxes	163,525	208,865	107,680	(284,145)	195,925
Provision for income taxes	—	18,902	13,498	—	32,400
Net income	\$ 163,525	\$ 189,963	\$ 94,182	\$ (284,145)	\$ 163,525
Other comprehensive income, net of tax:					
Foreign currency exchange translation adjustment	51,696	51,696	45,905	(97,601)	51,696
Comprehensive income	<u>\$ 215,221</u>	<u>\$ 241,659</u>	<u>\$ 140,087</u>	<u>\$ (381,746)</u>	<u>\$ 215,221</u>

**SS&C TECHNOLOGIES HOLDINGS, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – Continued**  
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	For the Nine Months Ended September 30, 2016				
	Parent	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Consolidating and Eliminating Adjustments	Consolidated
Revenues	\$ —	\$ 738,655	\$ 343,153	\$ (1,296)	\$ 1,080,512
Cost of revenues	—	389,133	207,353	(1,296)	595,190
Gross profit	—	349,522	135,800	—	485,322
Operating expenses:					
Selling and marketing	—	64,313	21,411	—	85,724
Research and development	—	80,794	34,181	—	114,975
General and administrative	—	65,906	25,333	—	91,239
Total operating expenses	—	211,013	80,925	—	291,938
Operating income	—	138,509	54,875	—	193,384
Interest expense, net	(26,274)	(52,116)	(19,193)	—	(97,583)
Other (expense) income, net	—	(47,381)	48,201	—	820
Earnings from subsidiaries	100,247	71,885	—	(172,132)	—
Income before income taxes	73,973	110,897	83,883	(172,132)	96,621
Provision for income taxes	—	10,650	11,998	—	22,648
Net income	\$ 73,973	\$ 100,247	\$ 71,885	\$ (172,132)	\$ 73,973
Other comprehensive loss, net of tax:					
Foreign currency exchange translation adjustment	(29,532)	(29,532)	(33,293)	62,825	(29,532)
Comprehensive income	<u>\$ 44,441</u>	<u>\$ 70,715</u>	<u>\$ 38,592</u>	<u>\$ (109,307)</u>	<u>\$ 44,441</u>

**SS&C TECHNOLOGIES HOLDINGS, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – Continued**  
(Unaudited)

	For the Nine Months Ended September 30, 2017				
	Parent	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Consolidating and Eliminating Adjustments	Consolidated
<b>Cash Flow from Operating Activities:</b>					
Net income	\$ 163,525	\$ 189,963	\$ 94,182	\$ (284,145)	\$ 163,525
Non-cash adjustments	—	147,277	48,950	—	196,227
Intercompany transactions	35,251	5,875	(41,126)	—	—
Earnings from subsidiaries	(189,963)	(94,182)	—	284,145	—
Changes in operating assets and liabilities	(8,813)	(35,024)	(8,825)	—	(52,662)
Net cash provided by operating activities	—	213,909	93,181	—	307,090
<b>Cash Flow from Investment Activities:</b>					
Additions to property and equipment	—	(22,850)	(6,929)	—	(29,779)
Proceeds from sale of property and equipment	—	1	—	—	1
Cash paid for business acquisitions, net of cash acquired	—	1,802	3	—	1,805
Additions to capitalized software	—	(5,645)	(2,523)	—	(8,168)
Net cash used in investing activities	—	(26,692)	(9,449)	—	(36,141)
<b>Cash Flow from Financing Activities:</b>					
Cash received from debt borrowings	—	45,000	—	—	45,000
Repayments of debt	—	(249,800)	(88,000)	—	(337,800)
Transactions involving Holding's common stock	—	2,273	(2)	—	2,271
Intercompany transactions	—	(315)	315	—	—
Net cash used in financing activities	—	(202,842)	(87,687)	—	(290,529)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	—	—	3,777	—	3,777
Net decrease in cash, cash equivalents and restricted cash	—	(15,625)	(178)	—	(15,803)
Cash, cash equivalents and restricted cash, beginning of period	—	35,511	84,163	—	119,674
Cash, cash equivalents and restricted cash, end of period	\$ —	\$ 19,886	\$ 83,985	\$ —	\$ 103,871

**SS&C TECHNOLOGIES HOLDINGS, INC. AND SUBSIDIARIES**  
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(Unaudited)

	For the Nine Months Ended September 30, 2016				
	Parent	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Consolidating and Eliminating Adjustments	Consolidated
<b>Cash Flow from Operating Activities:</b>					
Net income	\$ 73,973	\$ 100,247	\$ 71,885	\$ (172,132)	\$ 73,973
Non-cash adjustments	—	89,915	47,547	—	137,462
Intercompany transactions	35,935	(21,251)	(14,684)	—	—
Earnings from subsidiaries	(100,247)	(71,885)	—	172,132	—
Changes in operating assets and liabilities	(9,661)	40,315	(5,073)	—	25,581
Net cash provided by operating activities	—	137,341	99,675	—	237,016
<b>Cash Flow from Investment Activities:</b>					
Additions to property and equipment	—	(7,672)	(11,198)	—	(18,870)
Proceeds from sale of property and equipment	—	67	2	—	69
Cash paid for business acquisitions, net of cash acquired	—	(214,689)	(94,743)	—	(309,432)
Additions to capitalized software	—	(3,860)	(2,277)	—	(6,137)
Purchase of long-term investment	—	(1,000)	—	—	(1,000)
Net cash used in investing activities	—	(227,154)	(108,216)	—	(335,370)
<b>Cash Flow from Financing Activities:</b>					
Repayments of debt	—	(195,500)	(73,050)	—	(268,550)
Transactions involving Holding's common stock	—	35,226	—	—	35,226
Intercompany transactions	—	(87,272)	87,272	—	—
Payment of fees related to refinancing activities	—	(503)	—	—	(503)
Net cash (used in) provided by financing activities	—	(248,049)	14,222	—	(233,827)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	—	—	(880)	—	(880)
Net (decrease) increase in cash, cash equivalents and restricted cash	—	(337,862)	4,801	—	(333,061)
Cash, cash equivalents and restricted cash, beginning of period	—	363,073	73,904	—	436,977
Cash, cash equivalents and restricted cash, end of period	\$ —	\$ 25,211	\$ 78,705	\$ —	\$ 103,916

**Note 10—Subsequent Events**

On October 13, 2017, the Company purchased all of the outstanding stock of Commonwealth Fund Services Ltd. (“CommonWealth”), a Canadian fund administrator, for approximately \$16.4 million, subject to certain adjustments. Commonwealth provides a full range of administration services to hedge funds, private equity funds, real estate funds, fund of funds, family offices, and other institutions.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This Management's Discussion and Analysis of Financial Condition and Results of Operations, or MD&A, is intended to provide readers of our Condensed Consolidated Financial Statements with the perspectives of management. It presents, in narrative form, information regarding our financial condition, results of operations, liquidity and certain other factors that may affect our future results. It should be read in conjunction with our 2016 Form 10-K and the Condensed Consolidated Financial Statements included in this Form 10-Q.

### Critical Accounting Policies

Certain of our accounting policies require the application of significant judgment by our management, and such judgments are reflected in the amounts reported in our Condensed Consolidated Financial Statements. In applying these policies, our management uses its judgment to determine the appropriate assumptions to be used in the determination of estimates. Those estimates are based on our historical experience, terms of existing contracts, management's observation of trends in the industry, information provided by our clients and information available from other outside sources, as appropriate. Actual results may differ significantly from the estimates contained in our Condensed Consolidated Financial Statements. There have been no material changes to our critical accounting estimates and assumptions or the judgments affecting the application of those estimates and assumptions since the filing of our 2016 Form 10-K. Our critical accounting policies are described in the 2016 Form 10-K and include:

- Revenue Recognition
- Long-Lived Assets, Intangible Assets and Goodwill
- Acquisition Accounting
- Stock-based Compensation
- Income Taxes

### Results of Operations

We derive our revenue from two sources: recurring revenues and, to a lesser degree, non-recurring revenues. Recurring revenues consist of software-enabled services and maintenance and term licenses. As a general matter, fluctuations in our software-enabled services revenues are attributable to the number of new software-enabled services clients as well as total assets under management in our clients' portfolios and the number of outsourced transactions provided to our existing clients. Maintenance revenues vary based on customer retention, the number of perpetual licenses and on the annual increases in fees, which are generally tied to the consumer price index, while term license revenues vary based on the rate by which we add or lose clients over time. Non-recurring revenues consist of professional services and perpetual license fees and tend to fluctuate based on the number of new licensing clients and demand for consulting services.

#### Revenues

The following table sets forth the percentage of our total revenues represented by each of the following sources of revenues for the periods indicated:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Revenues:				
Software-enabled services	67%	65%	67%	65%
Maintenance and term licenses	27	28	27	28
Total recurring revenues	94	93	94	93
Perpetual licenses	1	1	1	1
Professional services	5	6	5	6
Total non-recurring revenues	6	7	6	7
Total revenues	100%	100%	100%	100%

The following table sets forth revenues (dollars in thousands) and percent change in revenues for the periods indicated:

	Three Months Ended September 30,		Percent Change from Prior Period	Nine Months Ended September 30,		Percent Change from Prior Period
	2017	2016		2017	2016	
Revenues:						
Software-enabled services	\$ 282,133	\$ 248,772	13%	\$ 831,103	\$ 699,091	19%
Maintenance and term licenses	112,819	106,925	6	336,990	305,437	10
Total recurring revenues	394,952	355,697	11	1,168,093	1,004,528	16
Perpetual licenses	3,576	4,389	(19)	10,226	14,643	(30)
Professional services	19,723	23,218	(15)	58,611	61,341	(4)
Total non-recurring revenues	23,299	27,607	(16)	68,837	75,984	(9)
Total revenues	\$ 418,251	\$ 383,304	9	\$ 1,236,930	\$ 1,080,512	14

*Three Months Ended September 30, 2017 and 2016.* Our revenues increased primarily due to revenues related to our acquisitions, which included Wells Fargo's Global Fund Services business ("GFS") and Conifer Financial Services ("Conifer") in the fourth quarter of 2016, which contributed \$20.9 million in revenues, net of a reduction of \$0.5 million in revenues related to the loss of sales to these businesses. Additionally, organic revenues increased \$12.7 million, of which approximately \$7.2 million was the result of the impact of the fair value adjustment for acquired deferred revenue on the periods. The change in organic revenues also reflects a reduction of \$5.9 million related to fund administration service clients that were acquired through the Citigroup Alternative Investor Services business ("Citigroup AIS") acquisition who had indicated they were terminating their contracts prior to the acquisition closing. The final purchase price of the Citigroup AIS business acquisition included an adjustment for these terminated clients. The remaining increase in organic revenues was primarily due to a continued increase in demand for our fund administration services. Our revenues also increased \$1.4 million due to the favorable impact from foreign currency translation, which resulted primarily from the weakness of the U.S. dollar relative to the Euro and Canadian dollar. Recurring revenues increased primarily due to the acquisitions, which added revenues of \$20.4 million, as well as from an increase in organic revenues of \$17.7 million, of which \$4.6 million was the result of the impact of the fair value adjustment of acquired deferred revenue on the periods. The organic recurring revenue increase was primarily due to an increase in software-enabled services revenues within our fund administration business as well as an increase in license revenues from term licenses. Non-recurring revenues decreased primarily due to a decrease in organic revenues of \$5.0 million, which is net of an increase of approximately \$2.7 million resulting from the impact of the fair value adjustment of acquired deferred revenue, partially offset by our acquisitions, which contributed \$0.5 million. The organic non-recurring revenue decrease was due to decreases of \$4.2 million and \$0.8 million in professional services and perpetual licenses revenues, respectively.

*Nine Months Ended September 30, 2017 and 2016.* Our revenues increased primarily due to revenues related to our acquisitions, which included GFS and Conifer in the fourth quarter of 2016 and Citigroup AIS in the first quarter of 2016, which contributed \$99.1 million in revenues, net of a reduction of \$2.2 million in revenues related to the loss of sales to these businesses. Additionally, organic revenues increased \$58.8 million, of which approximately \$32.6 million was the result of the impact of the fair value adjustment for acquired deferred revenue on the periods. The change in organic revenues also reflects a reduction of \$13.3 million related to fund administration service clients that were acquired through the Citigroup AIS acquisition who had indicated they were terminating their contracts prior to the acquisition closing. The final purchase price of the Citigroup AIS business acquisition included an adjustment for these terminated clients. The remaining increase in organic revenues was primarily due to a continued increase in demand for our fund administration services. These increases were partially offset by the unfavorable impact from foreign currency translation of \$1.5 million, which resulted primarily from the strength of the U.S. dollar relative to the British pound. Recurring revenues increased primarily due to the acquisitions, which added revenues of \$97.8 million, as well as from an increase in organic revenues of \$67.1 million, of which \$26.0 million was the result of the impact of the fair value adjustment of acquired deferred revenue on the periods. The organic recurring revenue increase was primarily due to an increase in software-enabled services revenues within our fund administration business as well as an increase in license revenues from term licenses revenues. Non-recurring revenues decreased primarily due to a decrease in organic revenues of \$8.3 million, which is net of an increase of approximately \$6.6 million resulting from the impact of the fair value adjustment of acquired deferred revenue, partially offset by our acquisitions, which contributed \$1.3 million. The organic non-recurring revenue decrease was due to decreases of \$4.3 million and \$4.0 million in perpetual licenses and professional services revenues, respectively.

## Cost of Revenues

Cost of recurring revenues consists primarily of costs related to personnel utilized in servicing our software-enabled services and maintenance contracts and amortization of intangible assets. Cost of non-recurring revenues consists primarily of the cost related to personnel utilized to provide implementation, conversion and training services to our software licensees, as well as system integration and custom programming consulting services and amortization of intangible assets.

The following tables set forth each of the following cost of revenues as a percentage of their respective revenue source for the periods indicated:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Cost of revenues:				
Cost of software-enabled services	55%	58%	56%	58%
Cost of maintenance and term licenses	41	43	42	45
Total cost of recurring revenues	51	53	52	54
Cost of perpetual licenses	18	14	18	12
Cost of professional services	86	81	85	84
Total cost of non-recurring revenues	76	71	75	70
Total cost of revenues	53	54	53	55
Gross margin percentage	47	46	47	45

The following table sets forth cost of revenues (dollars in thousands) and percent change in cost of revenues for the periods indicated:

	Three Months Ended September 30,		Percent Change from Prior Period	Nine Months Ended September 30,		Percent Change from Prior Period
	2017	2016		2017	2016	
Cost of revenues:						
Cost of software-enabled services	\$ 155,497	\$ 143,074	9%	\$ 468,391	\$ 403,045	16%
Cost of maintenance and term licenses	46,662	45,458	3	140,927	138,864	1
Total cost of recurring revenues	202,159	188,532	7	609,318	541,909	12
Cost of perpetual licenses	642	608	6	1,857	1,749	6
Cost of professional services	17,001	18,887	(10)	49,778	51,532	(3)
Total cost of non-recurring revenues	17,643	19,495	(9)	51,635	53,281	(3)
Total cost of revenues	\$ 219,802	\$ 208,027	6	\$ 660,953	\$ 595,190	11

*Three Months Ended September 30, 2017 and 2016.* Our total cost of revenues increased primarily due to our acquisitions, which included GFS and Conifer, which added costs of \$14.3 million for the three months ended September 30, 2017. This increase was also affected by the unfavorable impact from foreign currency translation of \$1.1 million, which resulted primarily from the weakness of the U.S. dollar relative to the Canadian dollar. These increases were partially offset by a decrease of \$3.6 million in costs of organic revenues, primarily related to cost synergies from acquisitions. Recurring cost of revenues increased primarily due to the acquisitions, which added costs of \$14.1 million. Non-recurring cost of revenues decreased primarily due to lower personnel and personnel related costs.

*Nine Months Ended September 30, 2017 and 2016.* Our total cost of revenues increased primarily due to our acquisitions, which included GFS, Conifer and Citigroup AIS, which added costs of \$74.6 million for the nine months ended September 30, 2017. This increase was partially offset by a decrease of \$6.0 million in costs of organic revenues, primarily related to cost synergies from acquisitions as well as by the favorable impact from foreign currency translation of \$2.8 million, which resulted primarily from the strength of the U.S. dollar relative to the British pound. Recurring cost of revenues increased primarily due to the acquisitions, which added costs of \$74.2 million. Non-recurring cost of revenues decreased primarily due to lower personnel and personnel related costs.

## Operating Expenses

Selling and marketing expenses consist primarily of the personnel costs associated with the selling and marketing of our products, including salaries, commissions and travel and entertainment. Such expenses also include amortization of intangible assets,

the cost of branch sales offices, trade shows and marketing and promotional materials. Research and development expenses consist primarily of personnel costs attributable to the enhancement of existing products and the development of new software products. General and administrative expenses consist primarily of personnel costs related to management, accounting and finance, information management, human resources and administration and associated overhead costs, as well as fees for professional services.

The following table sets forth the percentage of our total revenues represented by each of the following operating expenses for the periods indicated:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Operating expenses:				
Selling and marketing	7%	7%	7%	8%
Research and development	9	10	10	11
General and administrative	7	9	7	8
Total operating expenses	<u>23%</u>	<u>26%</u>	<u>24%</u>	<u>27%</u>

The following table sets forth operating expenses (dollars in thousands) and percent change in operating expenses for the periods indicated:

	Three Months Ended September 30,		Percent Change from Prior Period	Nine Months Ended September 30,		Percent Change from Prior Period
	2017	2016		2017	2016	
Operating expenses:						
Selling and marketing	\$ 28,181	\$ 27,328	3%	\$ 88,544	\$ 85,724	3%
Research and development	37,376	37,701	(1)	114,904	114,975	(0)
General and administrative	28,975	33,345	(13)	88,910	91,239	(3)
Total operating expenses	<u>\$ 94,532</u>	<u>\$ 98,374</u>	(4)	<u>\$ 292,358</u>	<u>\$ 291,938</u>	0

*Three and Nine Months Ended September 30, 2017 and 2016.* The decrease in total operating expenses for the three months ended September 30, 2017 was primarily due to a decrease in organic operating expenses of \$7.7 million, partially offset by our acquisitions, which included GFS and Conifer, which added expenses of \$3.4 million as well as the unfavorable impact from foreign currency translation of \$0.4 million, which resulted primarily from the weakness of the U.S. dollar relative to the Canadian dollar. Organic operating expenses decreased due to lower personnel-related costs, stock-based compensation, bad debt expense and independent contractor costs partially offset by higher professional fees. Total operating expenses increased slightly for the nine months ended September 30, 2017 as compared to the same period in 2016 due to our acquisitions, which included Citi, GFS and Conifer, which added expenses of \$15.0 million, partially offset by decreases in organic operating expenses of \$12.7 million as well as the favorable impact from foreign currency translation of \$1.9 million, which resulted from the strength of the U.S. dollar relative to the British pound. Organic operating expenses decreased due to lower stock-based compensation, personnel-related costs and independent contractor costs offset by higher professional fees.

*Comparison of the Three and Nine Months Ended September 30, 2017 and 2016 for Interest, Taxes and Other*

*Interest expense, net.* We had net interest expense of \$26.3 million and \$81.6 million for the three and nine months ended September 30, 2017, respectively, compared to \$31.6 million and \$97.6 million for the three and nine months ended September 30, 2016, respectively. The decrease in interest expense for 2017 as compared to 2016 for both periods presented was primarily due to a lower average debt balance and a lower average interest rate, as a result of the March 2017 Amendment to our Credit Agreement. These facilities are discussed further in "Liquidity and Capital Resources".

*Other (expense) income, net.* We had other expense, net of \$2.5 million and \$3.8 million for the three and nine months ended September 30, 2017, respectively, compared to other income, net of \$2.7 million and \$0.8 million for the three and nine months ended September 30, 2016, respectively. Other (expense) income, net consists primarily of foreign currency transaction gains and losses for all periods presented except for the nine months ended September 30, 2016, which consisted primarily of a gain from a legal settlement.

*Loss on extinguishment of debt.* We recorded a \$2.3 million loss on extinguishment of debt in the three months ended March 31, 2017 in connection with the amendment of our senior secured credit facility. The loss on early extinguishment of debt includes the write-off of a portion of the unamortized capitalized financing fees related to the senior secured credit facility for amounts accounted

for as a debt extinguishment, as well as the new financing fees related to the senior secured credit facility for amounts accounted for as a debt modification.

*Provision for income taxes.* The following table sets forth the provision for income taxes (dollars in thousands) and effective tax rates for the periods indicated:

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
Provision for income taxes	\$ 10,905	\$ 9,163	\$ 32,400	\$ 22,648
Effective tax rate	15%	19%	17%	23%

Our September 30, 2017 and 2016 effective tax rates differ from the statutory rate primarily due to the effect of our foreign operations. The decrease in the effective tax rate for the three months ended September 30, 2017 was primarily due to the recognition of windfall tax benefits from stock awards in the current quarter as a component of the income tax provision as well as the recognition of previously unrecognized tax benefits due to a lapse in the statute of limitations in the current quarter. The decrease in the effective tax rate for the nine months ended September 30, 2017 was primarily due to the recognition of windfall tax benefits from stock awards in the current year as a component of the income tax provision and the absence of the unfavorable impact of a change in state apportionment on our domestic deferred tax liabilities as a result of the acquisition of Citigroup AIS in the first quarter of 2016, partially offset by the unfavorable impact from an increase in pre-tax income from domestic operations taxed at a high statutory rate. Our effective tax rate includes the effect of operations outside the United States, which historically have been taxed at rates lower than the U.S. statutory rate. While we have income from multiple foreign sources, the majority of our non-U.S. operations are in Canada, India and the United Kingdom, where we anticipate the statutory rates to be 26.5%, 34.6% and 19.3%, respectively, in 2017. The consolidated expected effective tax rate for the year ended December 31, 2017 is forecasted to be between 18% and 19%. A future proportionate change in the composition of income before income taxes from foreign and domestic tax jurisdictions could impact our periodic effective tax rate.

### Liquidity and Capital Resources

Our principal cash requirements are to finance the costs of our operations pending the billing and collection of client receivables, to fund payments with respect to our indebtedness, to invest in research and development, to acquire complementary businesses or assets and to pay dividends on our common stock. We expect our cash on hand, cash flows from operations, and cash available under the Credit Agreement to provide sufficient liquidity to fund our current obligations, projected working capital requirements and capital spending for at least the next twelve months.

In 2017, we paid quarterly cash dividends of \$0.0625 per share of common stock on March 15, 2017 and June 15, 2017 and \$0.07 per share of common stock on September 15, 2017 to stockholders of record as of the close of business on March 1, 2017, June 1, 2017 and September 1, 2017, respectively, totaling \$39.9 million.

Our cash, cash equivalents and restricted cash at September 30, 2017 were \$103.9 million, a decrease of \$15.8 million from \$119.7 million at December 31, 2016. The decrease in cash, cash equivalents and restricted cash is primarily due to net repayments of debt, payment of dividends and capital expenditures. These decreases were partially offset by cash provided by operations and proceeds from stock option exercises.

Net cash provided by operating activities was \$307.1 million for the nine months ended September 30, 2017. Cash provided by operating activities primarily resulted from net income of \$163.5 million adjusted for non-cash items of \$196.2 million, partially offset by changes in our working capital accounts (excluding the effect of acquisitions) totaling \$52.7 million. The changes in our working capital accounts were driven by a decrease in accrued expenses and deferred revenue, partially offset by an increase in accounts payable. The decrease in accrued expenses was primarily due to the payment of annual employee bonuses in the first quarter of 2017. The decrease in deferred revenue was primarily due to an increase in the number of new license contracts and contract renewals that qualified for up-front revenue recognition as well as the decline in deferred revenue associated with the completion of professional services installations of our software. The increase in accounts payable was primarily due to the timing of payments.

Investing activities used net cash of \$36.1 million for the nine months ended September 30, 2017, primarily related to \$29.8 million in capital expenditures and \$8.2 million in capitalized software development costs partially offset by cash received of \$1.8 million related to purchase price adjustments for prior acquisitions.

Financing activities used net cash of \$290.5 million for the nine months ended September 30, 2017, representing net repayments of debt totaling \$292.8 million, \$39.9 million in quarterly dividends paid and \$4.1 million in withholding taxes paid related to equity award net share settlements, partially offset by proceeds of \$46.3 million from stock option exercises.

We have made a permanent reinvestment determination in certain non-U.S. operations that have historically generated positive operating cash flows. At September 30, 2017, we held approximately \$80.4 million in cash and cash equivalents at non-U.S. subsidiaries where we had made such a determination and in turn no provision for U.S. income taxes had been made. At September 30, 2017, we held approximately \$74.6 million in cash that was available to our foreign borrowers under our senior secured credit facility and will be used to facilitate debt servicing of those entities.

#### ***Off-Balance Sheet Arrangements***

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

#### ***Senior Secured Credit Facilities***

On March 2, 2017 (“Amendment Effective Date”), we entered into an amendment (the “Amendment”) to our senior secured credit agreement (“Amended Senior Secured Credit Agreement”) dated July 8, 2015. 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” was also amended for the Term Loan A and the Term Loan B to be 0%. No changes were made to the financial covenants, outstanding principal amounts or the scheduled amortization.

The Amendment was evaluated in accordance with FASB Accounting Standards Codification 470-50, *Debt-Modifications and Extinguishments*, for modification and extinguishment accounting. The Company accounted the debt re-pricing as a debt modification with respect to amounts that remained obligations of the same lender in the syndicate with minor changes in cash flows and as a debt extinguishment with respect to amounts that were obligations of lenders that exited the syndicate or remained in the syndicate but experienced a change in cash flows of greater than 10%. See Note 2 to our Condensed Consolidated Financial Statements for further discussion of debt.

The Company recorded a \$2.3 million loss on extinguishment of debt in the three months ended March 31, 2017 in connection with the Amendment. The loss on early extinguishment of debt includes the write-off of a portion of the unamortized capitalized financing fees related to the senior secured credit facility for amounts accounted for as a debt extinguishment, as well as new financing fees related to the Amendment for amounts accounted for as a debt modification.

As of September 30, 2017, there was \$88.2 million in principal amount outstanding under the Term Loan A-1, \$136.8 million in principal amount outstanding under the Term Loan A-2, \$1,369.4 million in principal amount outstanding under the Term Loan B-1 and \$72.4 million in principal amount outstanding under the Term Loan B-2. In addition, the Amended Senior Secured Credit Agreement has a revolving credit facility with a five year term available for borrowings by SS&C with \$150 million in available commitments, or the Revolving Credit Facility, of which \$0.0 million and \$94.0 million was outstanding as of September 30, 2017 and December 31, 2016, respectively. The Revolving Credit Facility also contains a \$25 million letter of credit sub-facility, of which \$0.9 million and \$0.6 million was outstanding as of September 30, 2017 and December 31, 2016, respectively.

We are required to make scheduled quarterly payments of 0.25% of the original principal amount of the Term Loan B-1 and Term Loan B-2, with the balance due and payable on the seventh anniversary of its incurrence. We are required to make scheduled quarterly payments of 1.25% of the original principal amount of the Term Loan A-1 and Term Loan A-2 until September 30, 2017 and quarterly payments of 2.50% of the original principal amount of the Term Loan A-1 and Term Loan A-2 from December 31, 2017 until June 30, 2020 with the balance due and payable on the fifth anniversary of the incurrence thereof. No amortization is required under the Revolving Credit Facility.

Our obligations under the Term Loans are guaranteed by (i) Holdings and each of our existing and future U.S. wholly-owned restricted subsidiaries, in the case of the Term Loan B-1 and the Revolving Credit Facility and (ii) Holdings, SS&C and each of our existing and future wholly-owned restricted subsidiaries, in the case of the Term Loan A-1, the Term Loan A-2 and the Term Loan B-2.

The obligations of the U.S. loan parties under the Amended Senior Secured Credit Agreement are secured by substantially all of the assets of such persons (subject to customary exceptions and limitations), including a pledge of all of the capital stock of

substantially all of the U.S. wholly-owned restricted subsidiaries of such persons (with customary exceptions and limitations) and 65% of the capital stock of certain foreign restricted subsidiaries of such persons (with customary exceptions and limitations). All obligations of the non-U.S. loan parties under the Amended Senior Secured Credit Agreement are secured by substantially all of Holdings' and the other guarantors' assets (subject to customary exceptions and limitations), including a pledge of all of the capital stock of substantially all of Holdings' wholly-owned restricted subsidiaries (with customary exceptions and limitations).

The Amended Senior Secured Credit Agreement includes negative covenants that, among other things and subject to certain thresholds and exceptions, limit our ability and the ability of our restricted subsidiaries to incur debt or liens, make investments (including in the form of loans and acquisitions), merge, liquidate or dissolve, sell property and assets, including capital stock of our subsidiaries, pay dividends on our capital stock or redeem, repurchase or retire our capital stock, alter the business we conduct, amend, prepay, redeem or purchase subordinated debt, or engage in transactions with our affiliates. In addition, the Amended Senior Secured Credit Agreement contains a financial covenant requiring us to maintain a consolidated net senior secured leverage ratio. In addition, under the Amended Senior Secured Credit Agreement, certain defaults under agreements governing other material indebtedness could result in an event of default under the Amended Senior Secured Credit Agreement, in which case the lenders could elect to accelerate payments under the Amended Senior Secured Credit Agreement and terminate any commitments they have to provide future borrowings. As of September 30, 2017, we were in compliance with the financial and non-financial covenants.

### ***Senior Notes***

On July 8, 2015, in connection with the acquisition of Advent, we issued \$600.0 million aggregate principal amount of 5.875% Senior Notes due 2023. The Senior Notes are guaranteed by SS&C and each of our wholly-owned domestic subsidiaries that borrows or guarantees obligations under the Amended Senior Secured Credit Agreement. The guarantees are full and unconditional and joint and several. The Senior Notes are unsecured senior obligations that are equal in right of payments to all existing and future senior debt, including the Amended Senior Secured Credit Agreement.

On April 20, 2016, we commenced an offer to exchange for the Senior Notes, new notes identical in all material respects to the Senior Notes, except that the new notes were registered under the Securities Act of 1933. The exchange offer expired on May 18, 2016 and 100% of the Senior Notes were exchanged for the new notes.

At any time after July 15, 2018, we may redeem some or all of the Senior Notes, in whole or in part, at the redemption prices set forth in the indenture governing the Senior Notes plus accrued and unpaid interest to the redemption date. At any time on or before July 15, 2018, we may redeem all or any portion of the notes at 100% of their principal amount, plus a "make whole" premium calculated pursuant to the indenture governing the Senior Notes, plus accrued and unpaid interest to, but excluding, the redemption date. In addition, prior to July 15, 2018, we may redeem up to 35% of the aggregate principal amount of the Senior Notes at a redemption price equal to 105.875% of the principal amount thereof, plus accrued and unpaid interest to the redemption date, with the net proceeds of one or more equity offerings.

The indenture governing the Senior Notes contains a number of covenants that restrict, subject to certain thresholds and exceptions, our ability and the ability of our restricted subsidiaries to incur debt or liens, make certain investments, pay dividends, dispose of certain assets, engage in mergers or acquisitions or engage in transactions with our affiliates.

As of September 30, 2017, there were \$600.0 million in principal amount of Senior Notes outstanding.

### ***Covenant Compliance***

Under the Amended Senior Secured Credit Agreement, we are required to satisfy and maintain a specified financial ratio. Our continued ability to meet this financial ratio can be affected by events beyond our control, and we cannot assure you that we will continue to meet this ratio. Any breach of these covenants could result in an event of default under the Amended Senior Secured Credit Agreement. Upon the occurrence of any event of default under the Amended Senior Secured Credit Agreement, the lenders could elect to declare all amounts outstanding under the Amended Senior Secured Credit Agreement to be immediately due and payable and terminate all commitments to extend further credit.

Consolidated EBITDA is a non-GAAP financial measure used in key financial covenants contained in the Amended Senior Secured Credit Agreement, which is a material facility supporting our capital structure and providing liquidity to our business. Consolidated EBITDA is defined as earnings before interest, taxes, depreciation and amortization ("EBITDA"), further adjusted to exclude unusual items and other adjustments permitted in calculating covenant compliance under the Amended Senior Secured Credit Agreement. We believe that the inclusion of supplementary adjustments to EBITDA applied in presenting Consolidated EBITDA is appropriate to provide additional information to investors to demonstrate compliance with the specified financial ratio and other financial condition tests contained in the Amended Senior Secured Credit Agreement.

Management uses Consolidated EBITDA to gauge the costs of our capital structure on a day-to-day basis when full financial statements are unavailable. Management further believes that providing this information allows our investors greater transparency and a better understanding of our ability to meet our debt service obligations and make capital expenditures.

Any breach of covenants in the Amended Senior Secured Credit Agreement that are tied to ratios based on Consolidated EBITDA could result in an event of default under that agreement, in which case the lenders could elect to declare all amounts borrowed immediately due and payable and to terminate any commitments they have to provide further borrowings. Any default and subsequent acceleration of payments under the Amended Senior Secured Credit Agreement would have a material adverse effect on our results of operations, financial position and cash flows. Additionally, under the Amended Senior Secured Credit Agreement, our ability to engage in activities such as incurring additional indebtedness, making investments and paying dividends is also tied to ratios based on Consolidated EBITDA.

Consolidated EBITDA does not represent net income or cash flow from operations as those terms are defined by generally accepted accounting principles, or GAAP, and does not necessarily indicate whether cash flows will be sufficient to fund cash needs. Further, the Amended Senior Secured Credit Agreement requires that Consolidated EBITDA be calculated for the most recent four fiscal quarters. As a result, the measure can be disproportionately affected by a particularly strong or weak quarter. Further, it may not be comparable to the measure for any subsequent four-quarter period or any complete fiscal year.

Consolidated EBITDA is not a recognized measurement under GAAP and investors should not consider Consolidated EBITDA as a substitute for measures of our financial performance and liquidity as determined in accordance with GAAP, such as net income, operating income or net cash provided by operating activities. Because other companies may calculate Consolidated EBITDA differently than we do, Consolidated EBITDA may not be comparable to similarly titled measures reported by other companies. Consolidated EBITDA has other limitations as an analytical tool, when compared to the use of net income, which is the most directly comparable GAAP financial measure, including:

- Consolidated EBITDA does not reflect the provision of income tax expense in our various jurisdictions;
- Consolidated EBITDA does not reflect the significant interest expense we incur as a result of our debt leverage;
- Consolidated EBITDA does not reflect any attribution of costs to our operations related to our investments and capital expenditures through depreciation and amortization charges;
- Consolidated EBITDA does not reflect the cost of compensation we provide to our employees in the form of stock option awards; and
- Consolidated EBITDA excludes expenses and income that are permitted to be excluded per the terms of our Amended Senior Secured Credit Agreement, but which others may believe are normal expenses for the operation of a business.

The following is a reconciliation of net income to Consolidated EBITDA as defined in our Amended Senior Secured Credit Agreement.

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,		Twelve Months Ended September 30,
	2017	2016	2017	2016	2017
Net income	\$ 64,227	\$ 38,747	\$ 163,525	\$ 73,973	\$ 220,548
Interest expense, net	26,250	31,648	81,565	97,583	112,436
Provision for income tax	10,905	9,163	32,400	22,648	42,372
Depreciation and amortization	59,666	57,470	176,879	170,910	234,652
EBITDA	161,048	137,028	454,369	365,114	610,008
Stock-based compensation	10,294	12,489	31,572	40,402	41,734
Capital-based taxes	250	1,000	1,000	1,472	1,010
Acquired EBITDA and cost savings (1)	365	—	3,581	5,814	6,859
Non-cash portion of straight-line rent expense	1,933	269	2,479	1,822	2,855
Loss on extinguishment of debt	—	—	2,326	—	2,326
Purchase accounting adjustments (2)	777	5,573	3,782	29,831	5,570
Other (3)	4,540	311	8,704	7,065	7,530
Consolidated EBITDA	<u>\$ 179,207</u>	<u>\$ 156,670</u>	<u>\$ 507,813</u>	<u>\$ 451,520</u>	<u>\$ 677,892</u>

- (1) Acquired EBITDA reflects the EBITDA impact of significant businesses that were acquired during the period as if the acquisition occurred at the beginning of the period, as well as cost savings enacted in connection with acquisitions.
- (2) Purchase accounting adjustments include (a) an adjustment to increase revenues by the amount that would have been recognized if deferred revenue were not adjusted to fair value at the date of acquisitions, (b) an adjustment to increase personnel and commissions expense by the amount that would have been recognized if prepaid commissions and deferred personnel costs were not adjusted to fair value at the date of the acquisitions and (c) an adjustment to increase rent expense by the amount that would have been recognized if lease obligations were not adjusted to fair value at the date of acquisitions.
- (3) Other includes expenses and income that are permitted to be excluded per the terms of our Amended Senior Secured Credit Agreement from Consolidated EBITDA, a financial measure used in calculating our covenant compliance. These include expenses and income related to currency transactions, facilities and workforce restructuring, legal settlements and business combinations, among other infrequently occurring transactions.

Our covenant requirement for net senior secured leverage ratio and the actual ratio as of September 30, 2017 are as follows:

	<u>Covenant Requirement</u>	<u>Actual Ratio</u>
Maximum consolidated net senior secured leverage to Consolidated EBITDA ratio <sup>(1)</sup>	5.25x	2.31x

- (1) Calculated as the ratio of consolidated net secured funded indebtedness, net of cash and cash equivalents, to Consolidated EBITDA, as defined by the Amended Senior Secured Credit Agreement, for the period of four consecutive fiscal quarters ended on the measurement date. Consolidated net secured funded indebtedness is comprised of indebtedness for borrowed money, letters of credit, deferred purchase price obligations and capital lease obligations, all of which is secured by liens on our property.

### ***Recently Adopted Accounting Pronouncements***

In November 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2016-18, *Statement of Cash Flows: Restricted Cash*. This ASU provides guidance on the classification of restricted cash in the statement of cash flows. This ASU requires that restricted cash be included within cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. ASU 2016-18 is effective for the Company for its first quarter of fiscal 2018. Early adoption is permitted and the guidance requires application using a retrospective method. The Company has early adopted ASU 2016-18, which did not have a material impact on the Company’s financial position, results of operations or cash flows.

In March 2016, the FASB issued ASU 2016-09, *Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*. This ASU is intended to simplify several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. ASU 2016-09 is effective for the Company for its first quarter of fiscal 2017. Effective January 1, 2017, excess tax benefits will be prospectively reported as an operating activity in the Company’s Condensed Consolidated Statements of Cash Flows. As the Company has applied this guidance prospectively as of January 1, 2017, excess tax benefits for the nine months ended September 30, 2016 will not be adjusted and continue to be reported in financing activities in the Condensed Consolidated Statements of Cash Flows. As a result of the adoption, the Company recognized discrete tax benefits of \$2.7 million and \$12.8 million in the provision for income taxes line of the Condensed Consolidated Statement of Comprehensive Income for the three and nine months ended September 30, 2017 related to excess tax benefits upon vesting of a restricted-stock award or stock option exercise event relative to the deferred tax asset position established. The Company has elected to account for forfeitures as they occur and there was no material effect recorded upon adoption of this change. The Company has also excluded the excess tax benefits from the assumed proceeds available to repurchase shares in the computation of the Company’s diluted earnings per share for the three and nine months ended September 30, 2017, which had the effect of increasing the weighted average common stock equivalents. Prior to the adoption of ASU 2016-09, the Company included excess tax benefits in assessing whether common equivalent shares were dilutive in the Company’s calculations of weighted average dilutive shares under the treasury stock method. Presentation requirements for cash flows related to employee taxes paid for withheld shares had no impact to all periods presented as such cash flows have historically been presented as financing activities.

### ***Recent Accounting Pronouncements Not Yet Effective***

In January 2017, the FASB issued ASU 2017-04, *Goodwill and Other (Topic 350) – Simplifying the Test for Goodwill Impairment*. ASU 2017-04 simplifies the subsequent measurement of goodwill by eliminating Step 2 of the goodwill impairment test.

In computing the implied fair value of goodwill under Step 2, an entity had to perform procedures to determine the fair value at the impairment testing date of its assets and liabilities (including unrecognized assets and liabilities) following the procedure that would be required in determining the fair value of assets acquired and liabilities assumed in a business combination. As a result of ASU 2017-04, an entity should perform its goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount and then recognize an impairment charge, as necessary, for the amount by which the carrying amount exceeds the reporting unit's fair value, not to exceed the total amount of goodwill allocated to that reporting unit. ASU 2017-04 is effective for fiscal years and interim periods within those years beginning after December 15, 2019, and early adoption is permitted for interim or annual goodwill impairment tests performed after January 1, 2017. The Company expects to adopt ASU 2017-04 for the Company's goodwill impairment tests in 2017.

In August 2016, the FASB issued ASU 2016-15, *Classification of Certain Cash Receipts and Cash Payments*. ASU 2016-15 addresses how certain cash receipts and cash payments are presented and classified in the statement of cash flows under Topic 230, Statement of Cash flow, and other Topics. ASU 2016-15 is effective for the Company for its first quarter of fiscal 2018 and the guidance requires application using a retrospective method. The impact of the Company's adoption of ASU 2016-15 to the Company's Condensed Consolidated Financial Statements will be to reflect the presentation of debt prepayment or debt extinguishment costs as cash outflows for financing activities within the Company's Condensed Consolidated Statement of Cash Flows. This ASU is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

In June 2016, the FASB issued ASU 2016-13, *Measurement of Credit Losses on Financial Instruments*. ASU 2016-13 requires companies to measure credit losses utilizing a methodology that reflects expected credit losses and requires a consideration of a broader range of reasonable and supportable information to inform credit loss estimates. ASU 2016-13 is effective for the Company for its first quarter of fiscal 2020 and earlier adoption is permitted beginning in the first quarter of fiscal 2019. Application of the ASU is through a cumulative-effect adjustment to retained earnings as of the effective date. The Company is currently evaluating the impact of the pending adoption of ASU 2016-13 on the Company's Condensed Consolidated Financial Statements. This ASU is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. This ASU would require lessees to recognize the following for all leases (with the exception of short-term leases) at the commencement date; (i) a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and (ii) a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. Lessor accounting is largely unchanged under the amendments of this ASU. Additional disclosures will be required to allow the user to assess the amount, timing and uncertainty of cash flows arising from leasing activities. A modified retrospective transition approach is required for leases existing at the time of adoption. ASU 2016-02 is effective for the Company for its first quarter of fiscal 2019 and earlier adoption is permitted. The impact of the Company's adoption of ASU 2016-02 to the Company's Condensed Consolidated Financial Statements will be to recognize the majority of the Company's operating lease commitments as operating lease liabilities and right-of-use assets upon adoption, which will result in a material increase in the assets and liabilities recorded on the Company's Condensed Consolidated Balance Sheet. The Company is continuing its assessment, which may identify additional impacts this ASU will have on the Company's Condensed Consolidated Financial Statements and related disclosures and internal controls over financial reporting.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*. The objective of ASU 2014-09 is to clarify the principles for recognizing revenue by removing inconsistencies and weaknesses in revenue requirements; providing a more robust framework for addressing revenue issues; improving comparability of revenue recognition practices across entities, industries, jurisdictions and capital markets; and providing more useful information to users of financial statements through improved revenue disclosure requirements. On August 12, 2015, the FASB issued ASU 2015-14, deferring the effective date by one year for ASU 2014-09. ASU 2014-09 is effective for the Company for its first quarter of 2018, with early adoption permitted for annual periods beginning after December 15, 2016. The new standard is required to be applied retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially applying it recognized at the date of initial application.

Subsequent to the issuance of ASU 2014-09, the FASB has issued the following updates: ASU 2016-08, *Revenue from Contracts with Customers (Topic 606) – Principal versus Agent Considerations (Reporting Revenue Gross versus Net)*; ASU 2016-10, *Revenue from Contracts with Customers (Topic 606) – Identifying Performance Obligations and Licensing*; and ASU 2016-12, *Revenue from Contracts with Customers (Topic 606) – Narrow-Scope Improvements and Practical Expedients*. The amendments in these updates affect the guidance contained within ASU 2014-09.

The Company plans to adopt the new revenue standard using the modified retrospective approach when it becomes effective for the Company in the first quarter of fiscal 2018. The Company is continuing to evaluate the impact on the Company's financial position, results of operations and cash flows, and associated processes, systems and internal controls. Based upon the Company's continued assessments of the new revenue standard, the Company would be required to recognize the license component of term license arrangements upfront and the associated maintenance component over the contract period. Under the current revenue standard, the Company recognizes both the term license and maintenance revenues ratably over the contract period. In addition, a portion of deferred revenue recorded in accordance with the current revenue standard will never be recognized as revenue upon adoption of the new revenue standard and instead will be part of the cumulative effect adjustment within retained earnings. The Company is also evaluating the timing and recognition of costs to obtain contracts with customers, such as commissions, under the new revenue standard. The Company is continuing to assess the new revenue standard along with industry trends and additional interpretive guidance and may adjust its interpretation and implementation plan accordingly.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

We do not use derivative financial instruments for trading or speculative purposes. We have invested our available cash in short-term, highly liquid financial instruments, having initial maturities of three months or less. When necessary, we have borrowed to fund acquisitions.

At September 30, 2017, we had total debt of \$2,266.8 million, including \$1,666.8 million of variable interest rate debt. As of September 30, 2017, a 1% increase in interest rates would result in an increase in interest expense of approximately \$16.7 million per year.

During the nine months ended September 30, 2017, approximately 27% of our revenues were from clients located outside the United States. A portion of the revenues from clients located outside the United States is denominated in foreign currencies, the majority being the Canadian dollar. While revenues and expenses of our foreign operations are primarily denominated in their respective local currencies, some subsidiaries do enter into certain transactions in currencies that are different from their local currency. These transactions consist primarily of cross-currency intercompany balances and trade receivables and payables. As a result of these transactions, we have exposure to changes in foreign currency exchange rates that result in foreign currency transaction gains and losses, which we report in other income (expense). These outstanding amounts were not material for the nine months ended September 30, 2017. The amount of these balances can fluctuate in the future as we bill customers and buy products or services in currencies other than our functional currency, which could increase our exposure to foreign currency exchange rates. We continue to monitor our exposure to foreign exchange rates as a result of our acquisitions and changes in our operations. We do not enter into any market risk sensitive instruments for trading purposes.

The foregoing risk management discussion and the effect thereof are forward-looking statements. Actual results in the future may differ materially from these projected results due to actual developments in global financial markets. The analytical methods used by us to assess and minimize risk discussed above should not be considered projections of future events or losses.

### **Item 4. Controls and Procedures**

#### ***Evaluation of Disclosure Controls and Procedures***

Our management, with the participation of our chief executive officer and chief financial officer (our principal executive officer and principal financial officer, respectively), evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2017. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the rules and forms of the Securities and Exchange Commission. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of September 30, 2017, our chief executive officer and chief financial officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

***Changes in Internal Control Over Financial Reporting***

There have not been any changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the fiscal quarter ended September 30, 2017, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II – OTHER INFORMATION**

**Item 1. Legal Proceedings**

The information regarding certain legal proceedings in which we are involved as set forth in Note 8 – Commitments and Contingencies of the Notes to the Condensed Consolidated Financial Statements (Part I, Item 1 of this Quarterly Report on Form 10-Q) is incorporated by reference into this Item 1.

**Item 6. Exhibits**

The exhibits listed in the Exhibit Index immediately preceding such exhibits are filed as part of this Report.

## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
31.1	<a href="#">Certifications of the Registrant's Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
31.2	<a href="#">Certifications of the Registrant's Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
32	<a href="#">Certification of the Registrant's Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished and not filed for purposes of sections 11 or 12 of the Securities Act and section 18 of the Exchange Act)</a>
101.INS	XBRL Instance Document.*
101.SCH	XBRL Taxonomy Extension Schema Document.*
101.CAL	XBRL Taxonomy Calculation Linkbase Document.*
101.LAB	XBRL Taxonomy Label Linkbase Document.*
101.PRE	XBRL Taxonomy Presentation Linkbase Document.*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.*

\* submitted electronically herewith

Attached as Exhibit 101 to this report are the following formatted in XBRL (Extensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets at September 30, 2017 and December 31, 2016, (ii) Condensed Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2017 and 2016, (iii) Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2017 and 2016 and (iv) Notes to Condensed Consolidated Financial Statements.

**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, thereunto duly authorized.

SS&C TECHNOLOGIES HOLDINGS, INC.

By: /s/ Patrick J. Pedonti  
Patrick J. Pedonti  
Senior Vice President and Chief Financial Officer  
(Duly Authorized Officer, Principal Financial and Accounting  
Officer)

Date: November 2, 2017

## CERTIFICATION

I, William C. Stone, certify that:

1. I have reviewed this quarterly report on Form 10-Q of SS&C Technologies Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 2, 2017

/s/ William C. Stone

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William C. Stone  
Chairman of the Board and Chief Executive Officer  
(Principal Executive Officer)

## CERTIFICATION

I, Patrick J. Pedonti, certify that:

1. I have reviewed this quarterly report on Form 10-Q of SS&C Technologies Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 2, 2017

/s/ Patrick J. Pedonti

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Patrick J. Pedonti  
Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report on Form 10-Q of SS&C Technologies Holdings, Inc. (the "Company") for the period ended September 30, 2017 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned officers of the Company hereby certify to their knowledge, pursuant to 18 U.S.C. Section 1350, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 2, 2017

By: /s/ William C. Stone  
William C. Stone  
Chairman of the Board and Chief Executive Officer  
(Principal Executive Officer)

Date: November 2, 2017

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