

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>TCG HOLDINGS LLC</u>  (Last) (First) (Middle) <u>C/O THE CARLYLE GROUP</u> <u>1001 PENNSYLVANIA AVE, N.W., STE 220 S</u>  (Street) <u>WASHINGTON DC 20004</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SS&amp;C Technologies Holdings Inc [ SSNC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/27/2011</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/27/2011		S		7,000,000	D	\$19	28,469,799	I	See footnotes <sup>(1)(2)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
TCG HOLDINGS LLC  
 (Last) (First) (Middle)  
C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE, N.W., STE 220 S  
 (Street)  
WASHINGTON DC 20004  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Carlyle Partners IV L P  
 (Last) (First) (Middle)  
C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE, N.W., STE 220  
 (Street)  
WASHINGTON DC 20004  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
TC Group IV, L.P.  
 (Last) (First) (Middle)

C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE, N.W., STE 220

(Street)  
WASHINGTON DC 20004

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

TC Group IV Managing GP, L.L.C.

(Last) (First) (Middle)

C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE, N.W., STE 220

(Street)  
WASHINGTON DC 20004

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

TC GROUP LLC

(Last) (First) (Middle)

C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE, N.W., STE 220

(Street)  
WASHINGTON DC 20004

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

CP IV Coinvestment, L.P.

(Last) (First) (Middle)

C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE, N.W., STE 220

(Street)  
WASHINGTON DC 20004

(City) (State) (Zip)

**Explanation of Responses:**

1. Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P. are the record holders of 27,364,630 and 1,105,169 shares of common stock, respectively. TCG Holdings, L.L.C. exercises investment discretion and control over the shares held by each of Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P. through its indirect subsidiary, TC Group IV, L.P., which is the sole general partner of each of Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P. TCG Holdings, L.L.C. is the managing member of TC Group, L.L.C. TC Group, L.L.C. is the sole managing member of TC Group IV Managing GP, L.L.C. TC Group IV Managing GP, L.L.C. is the sole general partner of TC Group IV, L.P.

2. TCG Holdings, L.L.C. is managed by a three person managing board, and all board action relating to the voting or disposition of these shares requires approval of a majority of the board. William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein, as the members of the TCG Holdings, L.L.C. managing board, may be deemed to share beneficial ownership of the shares beneficially owned by TCG Holdings, L.L.C. Such persons disclaim such beneficial ownership.

**Remarks:**

Exhibit List : [Exhibit 24 - Power of Attorney Exhibit 99.1 - Joint Filer Information](#)

/s/ Jeremy W. Anderson,  
attorney-in-fact for David M. Rubenstein, Managing Director 07/29/2011

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

## POWER OF ATTORNEY

The undersigned understands that, from time to time, the Carlyle Companies (defined below) are required to prepare, execute and file certain federal and state securities laws filings.

Know all by these presents, that the undersigned hereby constitutes and appoints each of Curt Buser, Jeff Ferguson, David Pearson, Catherine Ziobro, R. Rainey Hoffman, Joanne Cosiol, Monica Harris, Jeremy Anderson, Bruno De Gusmao, Ann Siebecker, Andrea Pekala, Tom Mayrhofer, David Willich, Glen Goold, Orit Mizrachi, John Beczak, Rick Kappler, Matt LoRusso, Rob Konigsberg, Katey Bogue, James Sloan, or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the name of each Carlyle Company and on behalf of each Carlyle Company, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of Forms D ("Form D") required to be filed in accordance with Rule 503 ("Rule 503") promulgated with respect to Sections 4(2), 4(6) and 3(b) of the Securities Act of 1933 (the "1933 Act") and reports required by Sections 13(d) and 16(a) of the Securities Exchange Act of 1934 (the "1934 Act") or any rule or regulation of the SEC;
- (2) prepare and execute for and on behalf of each Carlyle Company, in the undersigned's capacity as a Managing Director, authorized person, officer and/or director of each Carlyle Company, federal and state securities laws filings including without limitation Forms D pursuant to Rule 503 and Schedules 13D and 13G and Forms 3, 4, and 5 in accordance with Sections 13(d) and 16(a) of the 1934 Act and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of each Carlyle Company which may be necessary or desirable to complete and execute any such federal and state securities laws filings including without limitation Forms D, Schedules 13D and 13G and Forms 3, 4, and 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and the securities administrators of any state, the District of Columbia, the Commonwealth of Puerto Rico, Guam and the United States Virgin Islands or their designees and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted, whether the same needs to be executed, taken or done by him in his capacity as a current or former member, partner, shareholder, director or officer of any company, partnership, corporation, organization, firm, branch or other entity connected with, related to or affiliated with any of the entities constituting the Carlyle Companies or entities that directly or indirectly hold interests in the Carlyle Companies.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with federal and state securities laws, including without limitation Rule 503 of the 1933 Act or Section 13 and Section 16 of the 1934 Act.

This Power of Attorney and all authority conferred hereby shall not be terminated by operation of law, whether by the death or incapacity of the undersigned or by occurrence of any other event. Actions taken by an attorney-in-fact pursuant to this Power of Attorney shall be as valid as if any event described in the preceding sentence had not occurred, whether or not the attorney-in-fact shall have received notice of such event. Notwithstanding the foregoing, (i) in the event that an attorney-in-fact is no longer employed by The Carlyle Group Employee Co., L.L.C. or its affiliates, this Power of Attorney and all authority conferred hereby shall be immediately terminated with respect to such Attorney, and (ii) the undersigned may terminate or revoke this Power of Attorney at any time.

For purposes hereof, the "Carlyle Companies" shall consist of: (i) TWC Virginia, Inc., a Delaware corporation, TC Group, L.L.C., a Delaware limited liability company, TC Group Cayman, L.P., a Cayman Islands exempted limited partnership, TC Group Investment Holdings, L.P., a Delaware limited partnership and TC Group Cayman Investment Holdings, L.P., a Cayman Islands exempted limited partnership; (ii) their respective owners, including without limitation TCG Holdings, L.L.C., a Delaware limited liability company, TCG Holdings Cayman, L.P., a Cayman Islands exempted limited partnership, TCG Holdings II, L.P., a Delaware limited partnership, TCG Holdings Cayman II, L.P., a Cayman Islands exempted limited partnership, TCG Employee Co., L.L.C., a Delaware limited liability company, Carlyle Offshore Partners II, Ltd., a Cayman Islands exempted company with limited liability, Carlyle Offshore Partners II Holdings, Ltd., a Cayman Islands exempted company with limited liability, DBD Investors V, L.L.C., a Delaware limited liability company, DBD Investors V Holdings, L.L.C., a Delaware limited liability company, DBD Cayman, Ltd., a Cayman

Islands exempted company with limited liability and DBD Cayman Holdings, Ltd., a Cayman Islands exempted company with limited liability; and (iii) the subsidiaries and affiliates of the foregoing in clauses (i) and (ii), including without limitation investment funds sponsored directly or indirectly by one or more of the Carlyle Companies.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 11<sup>th</sup> day of February, 2011.

/s/ David M. Rubenstein  
Name: David M. Rubenstein



**Joint Filer Information**

Date of Event Requiring Statement: Issuer: July 27, 2011

Name and Ticker or Trading Symbol: SS&C Technologies Holdings, Inc. [SSNC]

Designated Filer: TCG Holdings, LLC

Other Joint Filers: Carlyle Partners IV L.P.  
CP IV Coinvestment, L.P.  
TC Group IV, L.P.  
TC Group IV Managing GP, L.L.C.  
TC Group, L.L.C.

Addresses: The address of the principal business and principal office of each of Carlyle Partners IV L.P., CP IV Coinvestment, L.P., TC Group IV, L.P. TC Group IV Managing GP, L.L.C., TC Group, L.L.C. and TCG Holdings, LLC is c/o The Carlyle Group, 1001 Pennsylvania Ave., N.W., Suite 220 South, Washington, DC 20004-2505.

Signatures:

Dated: July 27, 2011

**CARLYLE PARTNERS IV L.P.**

By: TC Group IV, L.P., its General Partner  
By: TC Group IV Managing GP, L.L.C., its General Partner  
By: TC Group, L.L.C., its Managing Member  
By: TCG Holdings, L.L.C., its Managing Member

by: /s/ Jeremy W. Anderson, Attorney-in-Fact  
Name: David M. Rubenstein  
Title: Managing Director

**CP IV COINVESTMENT, L.P.**

By: TC Group IV, L.P., its General Partner  
By: TC Group IV Managing GP, L.L.C., its General Partner  
By: TC Group, L.L.C., its Managing Member  
By: TCG Holdings, L.L.C., its Managing Member

by: /s/ Jeremy W. Anderson, Attorney-in-Fact  
Name: David M. Rubenstein  
Title: Managing Director

**TC GROUP IV, L.P.**

By: TC Group IV Managing GP, L.L.C., its General Partner  
By: TC Group, L.L.C., its Managing Member  
By: TCG Holdings, L.L.C., its Managing Member

by: /s/ Jeremy W. Anderson, Attorney-in-Fact  
Name: David M. Rubenstein  
Title: Managing Director

**TC GROUP IV MANAGING GP, L.L.C.**

By: TC Group, L.L.C., its Managing Member  
By: TCG Holdings, L.L.C., its Managing Member

by: /s/ Jeremy W. Anderson, Attorney-in-Fact  
Name: David M. Rubenstein  
Title: Managing Director

**TC GROUP, L.L.C.**

By: TCG Holdings, L.L.C., its Managing Member

by: /s/ Jeremy W. Anderson, Attorney-in-Fact  
Name: David M. Rubenstein  
Title: Managing Director