

SS&C TECHNOLOGIES INC
Form 8-K
April 15, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**FORM 8-K
CURRENT REPORT**

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

Date of report (Date of earliest event reported): April 12, 2010

SS&C Technologies Holdings, Inc.

(Exact Name of Registrant as Specified in Charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Delaware | 001-34675 | 71-0987913 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

SS&C Technologies, Inc.

(Exact Name of Registrant as Specified in Charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Delaware | 000-28430 | 06-1169696 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

80 Lambertson Road, Windsor, CT 06095

(Address of Principal Executive Offices) (Zip Code)

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

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

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into Material Definitive Agreement.

On December 31, 2009, SS&C Technologies, Inc. (the *Company*), a Delaware corporation and wholly-owned subsidiary of SS&C Technologies Holdings, Inc. (*Holdings*), acquired Tradeware Global Corp. (*Tradeware*) through the merger of TG Acquisition Corp., a wholly-owned subsidiary of the Company, with and into Tradeware, with Tradeware being the surviving company and a wholly-owned subsidiary of the Company.

Matters Relating to the Credit Agreement

As required by the Credit Agreement, dated as of November 23, 2005, as amended, among Sunshine Acquisition II, Inc. (*Sunshine*), the Company, SS&C Technologies Canada Corp., the Lenders named therein, JPMorgan Chase Bank, N.A., as Administrative Agent (the *Administrative Agent*), JPMorgan Chase Bank, N.A., Toronto Branch, as Canadian Administrative Agent, Wachovia Bank, National Association, as Syndication Agent, and Bank of America, N.A., as Documentation Agent (as amended, the *Credit Agreement*), Tradeware entered into an Assumption Agreement (the *Assumption Agreement*), dated as of April 12, 2010, in favor of the Administrative Agent. Pursuant to the Assumption Agreement, Tradeware became a party, as an Additional Grantor thereunder, to the Guarantee and Collateral Agreement, dated as of November 23, 2005, by and among Sunshine, Holdings, the Company and certain of its subsidiaries in favor of the Administrative Agent, and granted certain security interests in connection therewith.

Matters Relating to the Indenture

As required by the Indenture, dated as of November 23, 2005, among Sunshine, the Company, the Guarantors named therein, and Wells Fargo Bank, National Association, as Trustee (the *Trustee*), relating to the Company's 11³/₄% Senior Subordinated Notes due 2013 (the *Indenture*), as supplemented by the First Supplemental Indenture dated as of April 27, 2006, the Second Supplemental Indenture dated as of September 1, 2009 and the Third Supplemental Indenture dated as of December 22, 2009, the Company, Tradeware and the Trustee entered into a Fourth Supplemental Indenture (the *Fourth Supplemental Indenture*) and a related Note Guarantee (the *Note Guarantee*) on April 12, 2010, pursuant to which Tradeware became a Guarantor under the Indenture and unconditionally guaranteed all of the Company's obligations under the Indenture and the notes issued thereunder.

Tradeware also entered into a Joinder Agreement (the *Joinder Agreement*), dated April 12, 2010, pursuant to which it joined as a Guarantor to (i) the Purchase Agreement, dated November 17, 2005, by and among Sunshine and the Initial Purchasers named therein and (ii) the Registration Rights Agreement, dated as of November 23, 2005, among Sunshine, the Company, the Guarantors named therein and the Initial Purchasers named therein.

Copies of the Assumption Agreement, Fourth Supplemental Indenture, Note Guarantee and Joinder Agreement are attached to this Current Report on Form 8-K as Exhibits 10.1, 10.2, 10.3 and 10.4, respectively, and are incorporated herein by reference as though fully set forth herein. The foregoing summaries of the Assumption Agreement, Fourth Supplemental Indenture, Note Guarantee and Joinder Agreement and the transactions contemplated thereby are qualified in their entirety by the complete text of the respective agreements filed herewith.

Item 9.01. Financial Statements and Exhibits

- (d) Exhibits

See Exhibit Index attached hereto.

SIGNATURES

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

SS&C TECHNOLOGIES HOLDINGS, INC.

Date: April 15, 2010

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

SIGNATURES

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

SS&C TECHNOLOGIES, INC.

Date: April 15, 2010

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

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 10.1 | Assumption Agreement, dated as of April 12, 2010, by Tradeware Global Corp. in favor of JPMorgan Chase Bank |
| 10.2 | Fourth Supplemental Indenture, dated as of April 12, 2010, among SS&C Technologies, Inc., Tradeware Global Corp. and Wells Fargo Bank, National Association |
| 10.3 | Note Guarantee by Tradeware Global Corp. |
| 10.4 | Joinder Agreement, dated as of April 12, 2010, executed and delivered by Tradeware Global Corp. |