

TCG HOLDINGS LLC  
Form SC 13G  
February 14, 2011

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. \_\_)\***

SS&C Technologies Holdings, Inc.

(Name of Issuer)

**Common stock, par value \$0.01 per share**

(Title of Class of Securities)

**78467J100**

(CUSIP Number)

**February 10, 2011**

(Date of Event which Requires filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 78467J100

NAMES OF REPORTING PERSONS

**1** I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

TCG Holdings, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZEN OR PLACE OF ORGANIZATION  
Delaware

**5** SOLE VOTING POWER  
NUMBER OF 0

**6** SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY 35,469,799

**7** SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON 0

**8** SHARED DISPOSITIVE POWER  
WITH 35,469,799

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,469,799

**10**

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

**11**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

47.6%

**12**

TYPE OF REPORTING PERSON

OO (Limited Liability Company)

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CUSIP No. 78467J100

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

TC Group, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZEN OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY 6

OWNED BY 35,469,799

SOLE DISPOSITIVE POWER

EACH REPORTING 7

PERSON 0

SHARED DISPOSITIVE POWER

WITH 8

35,469,799

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

35,469,799

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

47.6%

**12** TYPE OF REPORTING PERSON

OO (Limited Liability Company)

---

CUSIP No. 78467J100

**1** NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

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

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

**3** SEC USE ONLY

**4** CITIZEN OR PLACE OF ORGANIZATION

Delaware

**5** SOLE VOTING POWER

NUMBER OF 0

**6** SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 35,469,799

**7** SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 0

**8** SHARED DISPOSITIVE POWER

WITH 35,469,799

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,469,799

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

47.6%

**12** TYPE OF REPORTING PERSON

OO (Limited Liability Company)

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CUSIP No. 78467J100

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

TC Group IV, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZEN OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

35,469,799

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7

0

SHARED DISPOSITIVE POWER

WITH 8

35,469,799

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9



35,469,799

**10**

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

**11**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

47.6%

**12**

TYPE OF REPORTING PERSON

PN (Delaware Limited Partnership)

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CUSIP No. 78467J100

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Carlyle Partners IV, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZEN OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

34,092,897

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7

0

SHARED DISPOSITIVE POWER

WITH 8

34,092,897

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

34,092,897

**10**

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

**11**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

45.8%

**12**

TYPE OF REPORTING PERSON

PN (Delaware Limited Partnership)

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**ITEM 1. (a) Name of Issuer:**

SS&C Technologies Holdings, Inc. (the Issuer )

**(b) Address of Issuer's Principal Executive Offices:**

80 Lambertson Road  
Windsor, CT 060952

**ITEM 2.**

**(a) Name of Person Filing:**

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

TCG Holdings, L.L.C.,  
TC Group, L.L.C.,  
TC Group IV Managing GP, L.L.C.,  
TC Group IV, L.P., and  
Carlyle Partners IV, L.P.

**(b) Address of Principal Business Office:**

The address for each of the Reporting Persons is:

c/o The Carlyle Group  
1001 Pennsylvania Ave. NW  
Suite 220 South  
Washington, D.C. 20004-2505.

**(c) Citizenship of each Reporting Person is:**

The citizenship of each of the Reporting Persons is Delaware.

**(d) Title of Class of Securities:**

Common stock, par value \$0.01 per share

**(e) CUSIP Number:**

78467J100

**ITEM 3.**

Not applicable.

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**ITEM 4. Ownership****Ownership (a-c)**

The ownership information presented herein represents beneficial ownership of common stock, par value \$0.01 per share (the "Shares") of the Issuer as of February 11, 2011.

| Reporting Person                   | Amount<br>beneficially<br>owned | Percent<br>of<br>class: | Sole   | Shared  | Sole  | Shared   |
|------------------------------------|---------------------------------|-------------------------|--|---|---|--|
|                                    |                                 |                         | power<br>to vote<br>or<br>direct<br>the<br>vote: | power to<br>vote or to<br>direct the<br>vote: | power<br>to<br>dispose<br>or<br>to<br>direct<br>the<br>disposition<br>of: | power to<br>dispose or<br>to direct<br>the<br>disposition<br>of: |
| TCG Holdings, L.L.C.               | 35,469,799                      | 47.6%                   | 0  | 35,469,799                                    | 0   | 35,469,799   |
| TC Group, L.L.C.                   | 35,469,799                      | 47.6%                   | 0  | 35,469,799                                    | 0   | 35,469,799   |
| TC Group IV Managing<br>GP, L.L.C. | 35,469,799                      | 47.6%                   | 0  | 35,469,799                                    | 0   | 35,469,799   |
| TC Group IV, L.P.                  | 35,469,799                      | 47.6%                   | 0  | 35,469,799                                    | 0   | 35,469,799   |
| Carlyle Partners IV, L.P.          | 34,092,897                      | 45.8%                   | 0  | 34,092,897                                    | 0   | 34,092,897   |

Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P. are the record holders of 34,092,897 and 1,376,902 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. As such, each of TCG Holdings, L.L.C., TC Group, L.L.C., TC Group IV Managing GP, L.L.C. and TC Group IV, L.P. may be deemed to beneficially own the shares held by each of Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P.

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., David M. Rubenstein 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.

**ITEM 5. Ownership of Five Percent or Less of a Class**

Not applicable.

**ITEM 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

Not applicable

**ITEM 8. Identification and Classification of Members of the Group**

Not applicable.

**ITEM 9. Notice of Dissolution of Group**

Not applicable.

**ITEM 10. Certification**

Not applicable

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Date:** February 11, 2011

**TCG Holdings, L.L.C.**

By: /s/ R. Rainey Hoffman as Attorney-in-Fact for  
David M.Rubenstein  
Name: David M. Rubenstein  
Title: Managing Director

**TC Group, L.L.C.**

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

By: /s/ R. Rainey Hoffman as Attorney-in-Fact for  
David M.Rubenstein  
Name: David M. Rubenstein  
Title: Managing Director

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

By: TC Group, L.L.C., as its Managing Member

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

By: /s/ R. Rainey Hoffman as Attorney- in-Fact  
for David M. Rubenstein  
Name: David M. Rubenstein  
Title: Managing Director

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**TC Group IV, L.P.**

By: TC Group IV Managing GP, L.L.C.,  
as its Managing Member

By: TC Group, L.L.C., as its  
Managing Member

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

By: /s/ R. Rainey Hoffman as Attorney-in-Fact for  
David M. Rubenstein  
Name: David M. Rubenstein  
Title: Managing Director

**Carlyle Partners IV, L.P.**

By: TC Group IV, L.P., as its  
General Partner

By: TC Group IV Managing GP, L.L.C.,  
as its Managing Member

By: TC Group, L.L.C., as its  
Managing Member

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

By: /s/ R. Rainey Hoffman as Attorney-in-Fact for  
David M. Rubenstein  
Name: David M. Rubenstein  
Title: Managing Director

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**LIST OF EXHIBITS**

| <b>Exhibit No.</b> | <b>Description</b>     |
|--------------------|------------------------|
| 99.1               | Joint Filing Agreement |
| 99.2               | Power of Attorney      |