LINCOLN NATIONAL CORP
Form 4
July 08, 2005

FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BOSCIA JON A

(Last) (First) (Middle)

CENTRE SQUARE WEST TOWER, 1500 MARKET ST., SUITE 3900

(Street)

PHILADELPHIA, PA 19102

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
LINCOLN NATIONAL CORP [LNC]

3. Date of Earliest Transaction (Month/Day/Year)
07/07/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	07/07/2005		I		3,580.96	A	$ 47.3	155,056 (1)	D	
Common Stock								21,427.66 (2)	I	By 401(k)
Common sStock								33,428	I	By Spouse

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOSCIA JON A CENTRE SQUARE WEST TOWER 1500 MARKET ST., SUITE 3900 PHILADELPHIA, PA 19102	X		Chairman & CEO	

Signatures

/s/ C. Suzanne Womack, Attorney-in-Fact	07/08/2005
**Signature of Reporting Person	Date

Explanation of Responses:

* 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).

(1) Includes shares received pursuant to dividend reinvestment.

(2) Represents routine transactions in the Company's 401(k) Plan from 2/11/05 to 6/1/05.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. FONT>[3)] **Disability Death**

Base salary

1,500,000[(4)]

Annual bonus

1,000,000(5) 3,100,000(6) 3,100,000(6)

Stock options

700,674(7) 1,401,347(8) 700,674(7) 700,674(7)

Restricted stock

296,037(9) 296,037(9) 296,037(9)

Health and welfare benefits

44,596(10)

Tax gross up payment

4,142,911(11)

Disability benefits

Life insurance proceeds

Total

7,684,218	1,401,347	4,096,711	4,096,711

(1) The definition of good reason in Mr. Stone s employment agreement includes the occurrence of a change in control (as defined in Mr. Stone s employment agreement) where (a) Carlyle exercises its bring-along rights in accordance with the stockholders agreement, and (b) Mr. Stone votes against the transaction in his capacity as a stockholder.

(2) In the event that Mr. Stone s employment is terminated for cause or without good reason, he will be entitled to unpaid base salary through the date of the termination, payment of any annual bonus earned with respect to a completed fiscal year of SS&C that is unpaid as of the date of termination and any benefits due to him under any employee benefit plan, policy, program, arrangement or agreement.

(3) Liquidity event is defined in Mr. Stone s option agreements governing options granted under our 2006 equity incentive plan. Time-based stock options granted under out 2006 equity incentive plan will become fully vested and exercisable immediately prior to the effective date of a liquidity event. Change of control is defined in Mr. Stone s option agreements

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governing options granted under our 2008 stock incentive plan. Stock options granted under our 2008 stock incentive plan will become fully vested and exercisable immediately prior to the effective date of a change of control.

(4) Consists of 200% of 2012 base salary payable promptly upon termination.

(5) Consists of 200% of $500,000, the minimum annual bonus specified for Mr. Stone in his employment agreement.

(6) Consists of a cash payment equal to the amount of Mr. Stone s annual bonus for 2012, payable within 60 business days of termination.

(7) Vesting acceleration with respect to unvested options to purchase an aggregate of 168,179 shares of our common stock, which is equal to 50% of all unvested options held by Mr. Stone on December 31, 2012, calculated based on the difference between the respective exercise price of the options and $23.09 (the closing price of our common stock on The NASDAQ Global Select Market on December 31, 2012).

(8) Vesting acceleration with respect to unvested options to purchase an aggregate of 336,357 shares of our common stock, which is equal to 100% of all unvested options held by Mr. Stone on December 31, 2012, calculated based on the difference between the respective exercise price of the options and $23.09 (the closing price of our common stock on The NASDAQ Global Select Market on December 31, 2012).

(9) Based on the vesting of 12,821 unvested shares of our Class A Non-Voting common stock at $23.09 per share (the closing price of our common stock as reported by The NASDAQ Global Select Market on December 31, 2012).

(10) Represents three years of coverage under SS&C s medical, dental and vision benefit plans.

(11) In the event that the severance and other benefits provided for in Mr. Stone s employment agreement or otherwise payable to him in connection with a change in control constitute parachute payments within the meaning of Section 280G of the Internal Revenue Code and will be subject to the excise tax imposed by Section 4999 of the Internal Revenue Code, then Mr. Stone will receive (a) a payment from us sufficient to pay such excise tax, and (b) an additional payment from us sufficient to pay the excise tax and U.S. federal and state income taxes arising from the payments made by us to Mr. Stone pursuant to this sentence.

In accordance with Mr. Stone s employment agreement, none of the severance payments described above will be paid during the six-month period following his termination of employment unless we determine, in our good faith judgment, that paying such amounts at the time or times indicated above would not cause him to incur an additional tax under Section 409A of the Internal Revenue Code (in which case such amounts will be paid at the time or times indicated above). If the payment of any amounts are delayed as a result of the previous sentence, on the first day following the end of the six-month period, we will pay Mr. Stone a lump-sum amount equal to the cumulative amounts that would have otherwise been previously paid to him under his employment agreement. Thereafter, payments will resume in accordance with the above table.

Other named executive officers

Other than Mr. Stone, none of our executive officers has any arrangement that provides for severance payments. Time-based stock options granted under our 2006 equity incentive plan will become fully vested and exercisable immediately prior to the effective date of a liquidity event. Stock

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options granted under our 2008 stock incentive plan will become fully vested and exercisable immediately prior to the effective date of a change of control.

As of December 31, 2012, Messrs. Boulanger, Pedonti and Whitman held the following unvested stock options that would have become fully vested upon a liquidity event or change of control, as applicable.

Name	Number of shares underlying unvested options (#)	Value of unvested options ($)[1]
Normand A. Boulanger	185,003	855,851
Patrick J. Pedonti	129,013	548,295
Stephen V.R. Whitman[2]	33,649	310,355

(1) The value of unvested options was calculated by multiplying the number of shares underlying unvested options by $23.09 (the closing price of our common stock as reported on The NASDAQ Global Select Market on December 31, 2012) and then deducting the aggregate exercise price for these options.

(2) Mr. Whitman was an executive officer of the Company at December 31, 2012. He retired from the Company on January 5, 2013.

2012 Director Compensation

None of our directors, except Messrs. Etherington, Michael and Varsano (our outside directors not employed by the Company and not affiliated with a major shareholder), receives compensation for serving as a director. Messrs. Etherington, Michael and Varsano each receive an annual retainer fee of $25,000 and a Board meeting attendance fee of $2,500 (if attended in person). During 2012, our Board also adopted a policy providing that the Company will grant to each of our independent directors, on the date of each year s annual meeting of stockholders, an option to purchase 3,000 shares of our common stock. All of our directors are reimbursed for reasonable out-of-pocket expenses associated with their service on the Board. The following table contains information with respect to Mr. Etherington s, Mr. Michael s and Mr. Varsano s compensation received during the year ended December 31, 2012 for serving as a director.

Name	Fees earned or paid in Cash ($)	Option award[1] ($)	Total ($)
William A. Etherington	32,500	17,412	49,912
Jonathan E. Michael	30,000	17,412	47,412
David A. Varsano	32,500	17,412	49,912

(1) These directors were each granted an option to purchase 3,000 shares of our common stock on November 28, 2012 at an exercise price of $23.09 per share. The options were 100% vested on the date of grant. The amount in this column reflects the aggregate grant date fair value of the option, computed in accordance with Accounting Standards Codification Topic 718. The assumptions used by us in the valuation of the option are set forth in Note 10 of the notes to our audited consolidated financial statements for the year ended December 31, 2012 included in our Annual Report on Form 10-K, filed with the SEC on March 1, 2013.

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OWNERSHIP OF OUR COMMON STOCK

This table presents information concerning the beneficial ownership of the shares of our common stock as of April 11, 2013. Specifically, the table reflects beneficial ownership information about:

- each person we know to be the beneficial owner of more than 5% of the outstanding shares of common stock;
- each of our directors and named executive officers; and
- all of our directors and executive officers as a group.

Beneficial ownership is determined under the rules of the SEC and generally includes voting or investment power over securities. Except in cases where community property laws apply or as indicated in the footnotes to this table, we believe that each stockholder identified in the table possesses sole voting and investment power over all shares of common stock shown as beneficially owned by the stockholder. Shares of common stock subject to options that are exercisable or exercisable within 60 days of April 11, 2013 are considered outstanding and beneficially owned by the person holding the options for the purpose of computing the percentage ownership of that person but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

See Related Person Transactions for a discussion of the material relationships between the Company and investment funds associated with Carlyle.

Unless otherwise indicated, the address of the persons and entities listed on the table is c/o SS&C Technologies Holdings, Inc., 80 Lamberton Road, Windsor, CT 06095.

	Shares Beneficially Owned	
Name of Beneficial Owner	**Number**	**Percent of Class**
5% Stockholders		
TCG Holdings, L.L.C.[1]	14,969,799	18.5%
William C. Stone[2]	16,884,472	20.4%
Janus Capital Management LLC[3] 151 Detroit Street Denver, Colorado 80206	5,826,101	7.2%
T. Rowe Price Associates, Inc.[4] 100 E. Pratt Street Baltimore, Maryland 21202	5,314,382	6.6%
MSDC Management, L.P.[5] 645 Fifth Avenue, 21st Floor New York, New York 10022	4,289,078	5.3%
Other Directors and Named Executive Officers		
Normand A. Boulanger[6]	1,258,771	1.5%
William A. Etherington[7]	34,250	*

Allan M. Holt[8]
Campbell R. Dyer[8]

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Name of Beneficial Owner	Shares Beneficially Owned Number	Percent of Class
Claudius E. Watts IV(8)		
Patrick J. Pedonti(9)	533,423	*
Stephen V. R. Whitman		
Jonathan E. Michael(10)	37,250	*
David A. Varsano(11)	27,750	*
All directors and executive officers as a group (11 persons)(12)	19,007,905	22.4%

* Represents less than one percent of the outstanding shares of common stock.

(1) TC Group IV, L.P. is the sole general partner of Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P., the record holders of 14,388,686 and 581,113 shares of our Common Stock, respectively. TC Group IV Managing GP, L.L.C. is the sole general partner of TC Group IV, L.P. TC Group, L.L.C. is the sole managing member of TC Group IV Managing GP, L.L.C. TCG Holdings, L.L.C. is the sole managing member of TC Group, L.L.C. Accordingly, TC Group IV, L.P., TC Group IV Managing GP, L.L.C., TC Group, L.L.C. and TCG Holdings, L.L.C. each may be deemed owners of shares of our Common Stock owned of record by each of Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P. William E. Conway, Jr., Daniel A. D Aniello and David M. Rubenstein are managing members of TCG Holdings, L.L.C. and, in such capacity, may be deemed to share beneficial ownership of shares of our common stock beneficially owned by TCG Holdings, L.L.C. Such individuals expressly disclaim any such beneficial ownership. The principal address and principal offices of TCG Holdings, L.L.C. and certain affiliates is c/o The Carlyle Group, 1001 Pennsylvania Avenue, N.W., Suite 220 South, Washington, D.C. 20004-2505.

(2) Includes 1,673,177 shares of our common stock subject to outstanding stock options exercisable on or within the 60-day period following April 11, 2013 and 2,703,846 shares of our Class A Non-Voting common stock. Shares of our Class A Non-Voting common stock have no voting rights and cannot be voted at the 2013 annual meeting.

(3) Consists of 5,826,101 shares of common stock reported as beneficially owned by Janus Capital Management LLC over which Janus Capital Management LLC reports sole voting power and sole dispositive power. We obtained information regarding beneficial ownership of these shares solely from the Schedule 13G that was filed with the SEC on March 15, 2013.

(4) Consists of 5,314,382 shares of common stock reported as beneficially owned by T. Rowe Price Associates, Inc. including 533,850 shares of common stock over which T. Rowe Price Associates, Inc. reports sole voting power and 5,314,382 shares of common stock over which T. Rowe Price Associates, Inc. reports sole dispositive power. We obtained information regarding beneficial ownership of these shares solely from the Schedule 13G that was filed with the SEC on February 13, 2013.

(5) Consists of 4,289,078 shares of common stock reported as jointly beneficially owned by MSD Torchlight Partners, L.P. and MSDC Management, L.P. MSD Torchlight Partners, L.P. and MSDC Management, L.P. report shared voting power and shared dispositive power over 4,289,078 shares of common stock. We obtained information regarding beneficial ownership of these shares solely from the Schedule 13G that was filed with the SEC on March 25, 2013.

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(6) Includes 1,243,711 shares of our common stock subject to outstanding stock options exercisable on or within the 60-day period following April 11, 2013.

(7) Includes 24,250 shares of our common stock subject to outstanding stock options exercisable on or within the 60-day period following April 11, 2013.

(8) Does not include 14,969,799 shares of our common stock held by investment funds associated with or designated by Carlyle. Messrs. Holt, Watts and Dyer are executives of Carlyle. They disclaim beneficial ownership of the shares held by investment funds associated with or designated by Carlyle.

(9) Consists of 533,423 shares of our common stock subject to outstanding stock options exercisable on or within the 60-day period following April 11, 2013.

(10) Includes 24,250 shares of our common stock subject to outstanding options exercisable on or within the 60-day period following April 11, 2013.

(11) Includes 24,250 shares of our common stock subject to outstanding stock options exercisable on or within the 60-day period following April 11, 2013.

(12) Includes 3,755,110 shares of our common stock subject to outstanding stock options exercisable on or within the 60-day period following April 11, 2013.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires certain officers, directors and beneficial owners of more than 10% of our common stock to file reports of ownership and changes of ownership with the SEC on Forms 3, 4 and 5. Based on a review of the copies of such forms provided to us and written representations furnished to us, we believe that during the year ended December 31, 2012, all reports required by Section 16(a) to be filed by these persons were filed on a timely basis.

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PROPOSAL 1

ELECTION OF DIRECTORS

Our certificate of incorporation provides for a classified Board. This means our Board is divided into three classes, with each class having as nearly as possible an equal number of directors. The term of service of each class of directors is staggered so that the term of one class expires at each annual meeting of the stockholders.

Our Board currently consists of eight members, divided into three classes as follows:

- Class I is comprised of Normand A. Boulanger, Campbell R. Dyer and David A. Varsano, each with a term ending at the 2014 annual meeting;
- Class II is comprised of William A. Etherington and Jonathan E. Michael, each with a term ending at the 2015 annual meeting; and
- Class III is comprised of Allan M. Holt, William C. Stone and Claudius E. Watts IV, each with a term ending at the 2013 annual meeting.

At each annual meeting of stockholders, directors are elected for a full term of three years to succeed those directors whose term is expiring. Messrs. Holt, Stone and Watts are current directors whose terms expire at the 2013 annual meeting. Messrs. Holt and Stone have been nominated by the Nominating Committee (and their nomination has been ratified by the Board) for re-election as a Class III directors, with a term ending at the 2016 annual meeting.

Unless otherwise instructed in the proxy, all proxies will be voted FOR the election of each of the nominees identified above to a three-year term ending at the 2016 annual meeting, each such nominee to hold office until his successor has been duly elected and qualified. Stockholders who do not wish their shares to be voted for one or more of these three nominees may so indicate by striking out the name of such nominee(s) on the proxy card. Each of the nominees has indicated his willingness to serve on our Board, if elected. If any nominee should be unable to serve, the person acting under the proxy may vote the proxy for a substitute nominee designated by our Board. We do not contemplate that either of the two nominees will be unable to serve if elected.

A plurality of the shares of common stock present in person or represented by proxy at the 2013 annual meeting and entitled to vote is required to elect each nominee as a director.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE ELECTION OF ALLAN M. HOLT AND WILLIAM C. STONE.

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PROPOSAL 2

RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED

PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed the firm of PricewaterhouseCoopers LLP, independent registered public accounting firm, to audit our books, records and accounts for fiscal 2013. This appointment is being presented to the stockholders for ratification at the 2013 annual meeting.

PricewaterhouseCoopers LLP, or PwC, has no direct or indirect material financial interest in our Company or our subsidiaries. Representatives of PwC are expected to be present at the 2013 annual meeting and will be given the opportunity to make a statement on the firm s behalf if they so desire. The representatives also will be available to respond to appropriate questions.

PwC was our independent registered public accounting firm for fiscal 2012 and for our fiscal year ended December 31, 2011, which we refer to as fiscal 2011. The following table summarizes the fees of PwC billed to us for each of fiscal 2012 and fiscal 2011. For fiscal 2012 audit fees include an estimate of amounts not yet billed.

Nature of Service	**2012 Fees**	**2011 Fees**
Audit Fees[(1)]	$ 1,286,697	$ 1,088,613
Audit-Related Fees[(2)]	2,429,482	924,099
Tax Fees[(3)]	326,672	79,987
All Other Fees[(4)]		
Total:	$ 4,042,851	$ 2,092,699

(1) Audit fees consist of fees for the audit of our financial statements, the review of the interim financial statements included in our Quarterly Reports on Form 10-Q, and services related to our filings of Registration Statements on Form S-3 in 2012 and 2011, such as the issuance of consents.

(2) Audit-related fees consist of fees for assurance and related services that are reasonably related to the performance of the audit and the review of our financial statements and which are not reported under Audit Fees . These services relate to accounting consultations in connection with acquisitions, procedures performed for SSAE 16 reports, attest services that are not required by statute or regulation and consultations concerning internal controls, financial accounting and reporting standards. None of the audit-related fees billed in 2011 or 2012 related to services provided under the de minimis exception to the Audit Committee pre-approval requirements.

(3) Tax fees consist of fees for tax compliance, tax advice and tax planning services. Tax compliance services, which relate to preparation of original and amended tax returns, claims for refunds and tax payment-planning services, accounted for approximately $132,983 of the total tax fees billed in 2012 and approximately $61,000 of the total tax fees billed in 2011. Tax advice and tax planning services relate to assistance with tax audits and appeals, tax advice related to acquisitions and requests for rulings or technical advice from taxing authorities. None of the tax fees billed in 2011 or 2012 related to services provided under the de minimis exception to the Audit Committee pre-approval requirements.

(4) All other fees for 2011 and 2012 consist of the licensing of accounting and finance research technology owned by PricewaterhouseCoopers LLP. None of the all other fees billed in 2011 and 2012 were provided under the de minimis exception to the Audit Committee pre-approval requirements.

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All the services described above were approved by our Audit Committee in advance of the services being rendered. The Audit Committee is responsible for the appointment, compensation and oversight of the work performed by the independent registered public accounting firm. The Audit Committee must pre-approve all audit (including audit-related) services and permitted non-audit services provided by the independent registered public accounting firm in accordance with the pre-approval policies and procedures established by the Audit Committee. The Audit Committee annually approves the scope and fee estimates for the quarterly reviews, year-end audit, statutory audits and tax work to be performed by our independent registered public accounting firm for the next fiscal year. With respect to other permitted services, management defines and presents specific projects and categories of service for which the advance approval of the Audit Committee is requested. The Audit Committee pre-approves specific engagements, projects and categories of services on a fiscal year basis, subject to individual project thresholds and annual thresholds. In assessing requests for services by the independent registered public accounting firm, the Audit Committee considers whether such services are consistent with the independent registered public accounting firm s independence, whether the independent registered public accounting firm is likely to provide the most effective and efficient service based upon their familiarity with us, and whether the service could enhance our ability to manage or control risk or improve audit quality.

Proxies solicited by management will be voted for the ratification unless stockholders specify otherwise. Ratification by the stockholders is not required. Although we are not required to submit the appointment to a vote of the stockholders, our Board believes it is appropriate as a matter of policy to request that the stockholders ratify the appointment of PwC as our independent registered public accounting firm. If the stockholders do not ratify the appointment, the Audit Committee will investigate the reasons for stockholder rejection and consider whether to retain PwC or appoint another independent registered public accounting firm. Even if the appointment is ratified, our Board and the Audit Committee in their discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if they determine that such a change would be in the best interests of our Company and our stockholders.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2013.

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OTHER MATTERS

As of the date of this proxy statement, we know of no matter not specifically referred to above as to which any action is expected to be taken at the 2013 annual meeting and the advance notice period applicable to the 2013 annual meeting as prescribed by our By-laws has expired. If any other business should properly come before the 2013 annual meeting, the proxies will be voted in the discretion of the proxy holders. Each of the persons appointed by the enclosed form of proxy present and acting at the meeting, in person or by substitute, may exercise all of the powers and authority of the proxies in accordance with their judgment.

Stockholder Proposals and Director Nominations

Stockholder Proposals for 2014 Annual Meeting

Proposals of stockholders intended to be presented at the 2014 annual meeting of stockholders, pursuant to Rule 14a-8 under the Exchange Act must be received by us no later than December 26, 2013 in order to be included in the proxy statement and form of proxy relating to that meeting. Proposals should be sent to SS&C Technologies Holdings, Inc., 80 Lamberton Road, Windsor, Connecticut 06095, Attention: Corporate Secretary.

In addition, our bylaws require that we be given advance notice of stockholder nominations for election to our Board and of other business that stockholders wish to present for action at an annual meeting of stockholders (other than matters included in our proxy statement in accordance with Rule 14a-8 under the Exchange Act). The required notice must contain the information required by our By-laws and be delivered by the stockholder and received by the Secretary at our principal executive offices (i) no earlier than 120 days before and no later than 90 days before the first anniversary of the date of the preceding year s annual meeting, or (ii) if the date of the annual meeting is advanced by more than 20 days or delayed by more than 60 days from the first anniversary date, (a) no earlier than 120 days before the annual meeting and (b) no later than 90 days before the annual meeting or ten days after the day notice of the annual meeting was mailed or publicly disclosed, whichever occurs first. Assuming the date of our 2014 annual meeting is not so advanced or delayed, stockholders who wish to make a proposal at the 2014 annual meeting (other than one to be included in our proxy statement) should notify us no earlier than January 29, 2014 and no later than February 28, 2014.

Householding of Proxies

The SEC has adopted rules that permit companies and intermediaries such as brokers to satisfy delivery requirements for annual reports and proxy statements with respect to two or more stockholders sharing the same address by delivering a single annual report and/or proxy statement addressed to those stockholders. This process, which is commonly referred to as householding, potentially provides extra convenience for stockholders and cost savings for companies. We and some brokers household annual reports and proxy materials, delivering a single annual report and/or proxy statement to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders.

Once you have received notice from your broker or us that they or we will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent.

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If, at any time, (1) you no longer wish to participate in householding and would prefer to receive a separate annual report and/or proxy statement in the future or (2) you and another stockholder sharing the same address wish to participate in householding and prefer to receive a single copy of our annual report and/or proxy statement, please notify your broker if your shares are held in a brokerage account or us if you hold registered shares. You can notify us by sending a written request to Investor Relations, 80 Lamberton Road, Windsor, Connecticut 06095, or call 860-298-4500.

YOUR VOTE IS IMPORTANT!

You are cordially invited to attend the 2013 annual meeting. However, to ensure that your shares are represented at the 2013 annual meeting and that the Company has the quorum necessary to convene the 2013 annual meeting and conduct business, even if you plan to attend the 2013 annual meeting in person, please complete, sign, date and return the enclosed proxy card promptly. Submitting a proxy or voting instructions in advance will not prevent you from attending the 2013 annual meeting and voting in person, if you so desire. A postage-paid, return-addressed envelope is enclosed for your convenience. No postage need be affixed if mailed in the United States. Your cooperation in giving this your immediate attention is appreciated.

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ANNUAL MEETING OF STOCKHOLDERS OF

SS&C TECHNOLOGIES HOLDINGS, INC.

May 29, 2013

GO GREEN

e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via www.amstock.com to enjoy online access.

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The proxy statement and proxy card

are available at http://www.ssctech.com/2013annualmeeting

Please sign, date and mail

your proxy card in the

envelope provided as soon

as possible.

Please detach along perforated line and mail in the envelope provided.

¢ 20230000000000000000 0 052913

The Board of Directors recommends a vote FOR the nominees listed in Proposal 1 to serve for a term ending in 2016 and FOR Proposal 2.

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x

1. The election of the nominees listed below as Class III directors (except as marked to the contrary below).

NOMINEES:

¨ **FOR ALL NOMINEES** — Allan M. Holt, William C. Stone

¨ **WITHHOLD AUTHORITY FOR ALL NOMINEES**

¨ **FOR ALL EXCEPT** (See instructions below)

INSTRUCTIONS: To withhold authority to vote for any

	FOR	AGAINST	ABSTAIN
2. The ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013.	¨	¨	¨

The undersigned acknowledges receipt from the Company before the execution of this proxy of the Notice of Annual Meeting of Shareholders, a Proxy Statement for the Annual Meeting of Shareholders and the 2012 Annual Report to Shareholders.

individual nominee(s), mark **FOR ALL**

EXCEPT and fill in the circle next to each

nominee you wish to withhold, as shown here:

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. ..

Signature of Stockholder	Date:	Signature of Stockholder	Date:

¢ **Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person. ¢

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SS&C TECHNOLOGIES HOLDINGS, INC.

80 Lamberton Rd

Windsor, CT 06095

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints William C. Stone, Patrick J. Pedonti and Paul G. Igoe as proxy holders, each with full power of substitution, to represent and vote as designated on the reverse side, all the shares of Common Stock of SS&C Technologies Holdings, Inc. held of record by the undersigned on April 11, 2013, at the Annual Meeting of Stockholders to be held at the Company s headquarters located at 80 Lamberton Rd, Windsor, CT, 06095, at 9:00 a.m. on May 29, 2013, or any adjournment or postponement thereof.

(Continued and to be signed on the reverse side)

¡ 14475 ¡