

GIVENS GREGG WM

Form 4

April 18, 2018

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GIVENS GREGG WM

(Last) (First) (Middle)

333 WEST 11TH STREET

(Street)

KANSAS CITY, MO 64105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DST SYSTEMS INC [DST]

3. Date of Earliest Transaction
(Month/Day/Year)
04/16/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

Sr VP, CFO & Treasurer

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 Ownership (Instr. 4)
Common Stock	04/16/2018		A	Amount (1) 15,933	(A) or (D) A \$ 0 83,957	D	
Common Stock	04/16/2018		A	Amount (1) 23,216	A \$ 0 107,173	D	
Common Stock	04/16/2018		D	Amount (2) 107,173	D \$ 84 0	D	

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

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SEC 1474
(9-02)

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. Date of Exercise (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 23.755	04/16/2018		D	8,098 (3)	12/01/2012	12/01/2021	Common Stock	8,098

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GIVENS GREGG WM 333 WEST 11TH STREET KANSAS CITY, MO 64105	Sr VP, CFO & Treasurer

Signatures

Gregg Wm.
Givens 04/18/2018

 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) Consists of accelerated vesting of PSUs pursuant to the terms of that certain Separation Agreement dated as of April 11, 2018 among Mr. Givens, the Company and SS&C.

- (2) Consists of shares of common stock, vested RSUs and vested PSUs that were cancelled in exchange for \$84.00 per share pursuant to the terms of an Agreement and Plan of Merger (the Merger Agreement) dated as of January 11, 2018 among DST Systems, Inc. (the Company), SS&C Technologies Holdings, Inc. (SS&C) and Diamond Merger Sub, Inc. (Merger Sub), pursuant to which Merger Subs will merge (the Merger) with and into the Company, whereupon the existence of Merger Sub will cease and the Company will become the surviving corporation and an indirect wholly owned subsidiary of SS&C and the terms of the Separation Agreement. The Merger became effective on April 16, 2018 (the Effective Time).

- (3) Pursuant to the terms of the Merger Agreement, each vested option to purchase Common Stock that was outstanding prior to the Effective Time was cancelled and converted into the right to receive a cash payment equal to the product of (A) the number of shares of Common Stock underlying such option and (B) the excess, if any, of \$84.00 over the applicable exercise price of such option.

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

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