

FLEMING DOUGLAS W
Form 4
April 18, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FLEMING DOUGLAS W

(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)
VP & Chief Accounting Officer

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)
				(A) or (D)	Amount or Price		
Common Stock	04/16/2018		D	(1)	1,886 \$ 84	3,224	D
Common Stock	04/16/2018		D	(2)	3,224 \$ 0	0	D

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

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(9-02)

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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. Amount or Number of Shares
Stock Option	\$ 83.1	04/16/2018		D	7,118 (3)	04/16/2019 02/23/2028	Common Stock	7,118

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLEMING DOUGLAS W 333 WEST 11TH STREET KANSAS CITY, MO 64105			VP & Chief Accounting Officer	

Signatures

Douglas W. Fleming
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).

Consists of shares of common stock and vested RSUs 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. The Merger became effective on April 16, 2018 (the Effective Time).

(2) Consists of unvested restricted stock units (Unvested RSUs) that were converted, pursuant to the Merger Agreement into unvested RSUs in respect of SS&C common stock, with each unvested RSU converted into 1.70140 RSUs of SS&C.

(3) Consists of unvested stock options (Unvested Options) that were converted, pursuant to the Merger Agreement into Unvested Options in respect of SS&C common stock, with each Unvested Option converted into an option to purchase 1.70140 shares of SS&C common stock per share of company common stock.

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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