

SUNGARD CAPITAL CORP
Form 8-K
May 29, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): May 22, 2014

Commission file numbers:

SunGard Capital Corp. 000-53653

SunGard Capital Corp. II 000-53654

SunGard Data Systems Inc. 1-12989

SunGard® Capital Corp.

SunGard® Capital Corp. II

SunGard® Data Systems Inc.

(Exact name of registrant as specified in its charter)

| | |
|-------------------------------------|----------------------------|
| Delaware | 20-3059890 |
| Delaware | 20-3060101 |
| Delaware | 51-0267091 |
| (State or other jurisdiction | (I.R.S. Employer |
| of incorporation) | Identification No.) |

| | |
|---|-------------------|
| 680 Swedesford Road | |
| Wayne, Pennsylvania | 19087 |
| (Address of principal executive offices) | (Zip Code) |
| Registrant's telephone number, including area code: (484) 582-2000 | |

Not Applicable

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:

- .. 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 22, 2014, Martin Brand resigned from the boards of directors of SunGard Capital Corp. (SCC), SunGard Capital Corp. II (SCC II) and SunGard Data Systems Inc. (SDS, and together with SCC and SCC II, the Company).

On May 22, 2014, David Johnson was elected to the board of directors of each of SCC, SCC II and SDS in accordance with the terms of (i) the Second Amended and Restated Stockholders Agreement, dated March 31, 2014, which gives each principal investor group the right to designate one nominee to the board of directors of SCC, and (ii) the Second Amended and Restated Principal Investor Agreement, dated March 31, 2014, which provides for the boards of directors of SCC II, SDS and other specified holding companies to consist of the same members as the board of SCC. Mr. Johnson was designated by certain funds associated with The Blackstone Group.

Mr. Johnson will serve on the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee of the boards of directors.

The Blackstone Group, the principal investor group that designated Mr. Johnson, and its respective affiliates have from time to time entered into, and may continue to enter into, arrangements with the Company to use the Company's products and services, or for the Company to use products and services of The Blackstone Group or its respective affiliates, in the ordinary course of business, which often result in revenues or costs to the Company in excess of \$120,000 annually.

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.

SunGard Capital Corp.

SunGard Capital Corp. II

SunGard Data Systems Inc.

May 29, 2014

By: /s/ Victoria E. Silbey
Victoria E. Silbey
Senior Vice President-Legal and Chief Legal
Officer