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DST SYSTEMS INC  
Form S-8 POS  
January 15, 2004

FILE NO. 333-69611

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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POST-EFFECTIVE AMENDMENT NO. 3  
TO  
FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

DST SYSTEMS, INC.  
(Exact Name of Registrant as Specified in its Charter)

DELAWARE 43-1581814  
(Jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

333 WEST 11TH STREET, 5TH FLOOR  
KANSAS CITY, MISSOURI 64105-1594  
(Address, including zip code, of principal executive offices)

DST SYSTEMS OF CALIFORNIA, INC. 401(K) RETIREMENT PLAN  
(Full title of the plan)  
(formerly known as USCS International, Inc. 401(k) Retirement Plan)

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RANDALL D. YOUNG, ESQ.  
VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY  
DST SYSTEMS, INC.  
333 WEST 11TH STREET, 5TH FLOOR  
KANSAS CITY, MISSOURI 64105-1594  
(816) 435-1000  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

EXPLANATORY STATEMENT

This Post-Effective Amendment is being filed to provide information regarding the merger of the DST Systems of California, Inc. 401(k) Retirement Plan (the "California Plan") as specified herein. DST Systems, Inc. ("DST" or the "Registrant") amended and restated the DST Systems, Inc. 401(k) Profit Sharing Plan (the "DST Plan") effective December 31, 2003 to, among other things, merge the California Plan into the DST Plan. Certain shares of common stock, par value \$0.01 per share (the "Common Stock"), of DST have been previously registered on this Registration Statement for sale in connection with

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the California Plan as specified below:

FILING DATE	SHARES PREVIOUSLY REGISTERED		FILING FEE PAID
	PRE-SPLIT	POST-SPLIT(1)	
12/23/98	15,000	30,000	\$231

(1) As adjusted to reflect DST's 2-for-1 stock split, effected in the form of a 100% stock dividend, payable October 19, 2000 to shareholders of record October 6, 2000 and reflected in Post-Effective Amendment No. 1 dated October 16, 2000.

No shares of Common Stock remain available for sale in connection with the California Plan pursuant to this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS

The exhibits are listed in the Exhibit Index of this Post-Effective Amendment to the Registration Statement, which Exhibit Index is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant, DST SYSTEMS, INC., certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form S-8 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Kansas City, Missouri on this 14th day of January, 2004.

DST SYSTEMS, INC.

By: /S/ KENNETH V. HAGER

Name: Kenneth V. Hager  
 Title: Vice President, Chief Executive Officer  
 and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
THOMAS A. MCDONNELL*	President,	January 14, 2004
Thomas A. McDonnell	Chief Executive Officer (Principal Executive Officer);	

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and Director

A. EDWARD ALLISON\* Director January 14, 2004

-----  
A. Edward Allison

MICHAEL G. FITT\* Director January 14, 2004

-----  
Michael G. Fitt

WILLIAM C. NELSON\* Director January 14, 2004

-----  
William C. Nelson

M. JEANNIE STRANDJORD\* Director January 14, 2004

-----  
M. Jeannie Strandjord

THOMAS A. MCCULLOUGH\* Director January 14, 2004

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Thomas A. McCullough

Director January 14, 2004

-----  
Travis E. Reed

/S/ KENNETH V. HAGER Vice President, Chief January 14, 2004

-----  
Kenneth V. Hager Financial Officer, and  
Treasurer (Principal  
Financial Officer)

/S/ GREGG W. GIVENS Vice President and January 14, 2004

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Gregg W. Givens Chief Accounting  
Officer

\*By:

/S/ KENNETH V. HAGER

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Kenneth V. Hager, Attorney-in-fact

THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Kansas City, State of Missouri, on January 14, 2004.

DST SYSTEMS, INC.

By /S/ KENNETH V. HAGER

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Kenneth V. Hager  
Vice President, Chief Financial Officer and  
Treasurer

### INDEX TO EXHIBITS

EXHIBIT NUMBER -----	DESCRIPTION OF EXHIBIT -----
4.1*	Agreement and Plan of Merger, dated September 2, 1998 by and among DST Systems, Inc., DST Acquisitions, Inc. and USCS International, Inc.
4.2	Paragraphs fourth, fifth, sixth, seventh, tenth, eleventh, and twelfth of DST's Amended Delaware Certificate of Incorporation, as restated, which is attached as Exhibit 3.1 to DST's Registration Statement on Form S-1 filed on September 1, 1995, as amended (Registration No. 33-96526) (the "IPO Registration Statement"), as amended by DST's Certificate of Amendment of Certificate of Incorporation dated May 9, 2000 which is attached as Exhibit 3.1 to DST's Form 10-Q for the quarter ended March 31, 2000 (Commission File No. 1-14036), are hereby incorporated by reference as Exhibit 4.2.
4.3	Article I, Sections 1, 2, 3 and 11 of Article II, Article V, Article VIII, Article IX of DST's Amended and Restated By-laws as amended and restated on May 13, 2003, which is attached as Exhibit 3.2 to DST's Form 10-Q for the quarter ended March 31, 2003 (Commission File No. 1-14036), are hereby incorporated by reference as Exhibit 4.3.
4.4.1*	The Certificate of Designations dated October 16, 1995, establishing the Series A Preferred Stock of DST Systems, Inc.
4.4.2	The summary of the preferred stock purchase rights set forth in DST's Registration Statement on Form 8-A dated November 15, 1995 in connection with the listing of the preferred stock purchase rights on the New York Stock Exchange (the "Form 8-A") (Commission File No. 1-14036), as amended by Amendment No. 1 on Form 8-A12B/A, dated July 30, 1998, Amendment No. 2 on Form 8-A12B/A, dated September 27, 1999, and Amendment No. 3 on Form 8-A12B/A, dated November 26, 2001 (Commission File No. 1-14036) are hereby incorporated by reference as Exhibit 4.4.2.
4.4.3*	The Rights Agreement dated as of October 6, 1995 (the "Rights Agreement"), between DST Systems, Inc. and State Street Bank and Trust Company, as rights agent.
4.4.4*	The First Amendment dated as of July 9, 1998 to the Rights Agreement, which amendment is attached as Exhibit 99 to Form 8-A12B/A, Amendment No. 1, dated July 30, 1998 (Commission File No. 1-14036), to the Form 8-A.
4.4.5*	The Second Amendment dated as of September 10, 1999 to the Rights Agreement, which amendment is attached as Exhibit 99 to Form 8-A12B/A, Amendment No. 2, dated September 27, 1999 (Commission File No. 1-14036).
4.4.6	The Third Amendment dated as of September 25, 2001 to the Rights Agreement, which amendment is attached as Exhibit 99 to Form 8-A12B/A, Amendment No. 3, dated November 26, 2001 (Commission File No. 1-14036), to the Form 8-A, is hereby incorporated by reference as Exhibit 4.4.6.
4.4.7	The Assignment, Acceptance and Consent dated as of November 7, 2001 and among DST, State Street Bank and Trust Company, and EquiServe Trust Company, N.A., and pertaining to the Rights Agreement, which is attached as Exhibit 4.3.4 to DST's Annual Report on Form 10-K for the year ended December 31, 2001 (Commission File No. 1-14036), is hereby incorporated by

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- reference as Exhibit 4.4.7
- 4.5 The description of DST's common stock, par value \$0.01 per share, set forth in DST's Registration Statement on Form 8-A dated October 30, 1995 (Commission File No. 1-14036), as amended by Amendment No. 1 on Form 8-A12B/A dated March 14, 2003, is hereby incorporated by reference as Exhibit 4.5.
- 4.6.1\* The USCS 401(k) Retirement Plan (the "401(k) Plan").
- 4.6.2\* The first amendment to the 401(k) Plan dated as of December 17, 1998.
- 4.6.3\* The second amendment to the 401(k) Plan dated as of December 17, 1998.
- 4.6.4\* The USCS 401(k) Retirement Plan, as Amended and Restated effective as of December 31, 1998 (the "Amended and Restated 401(k) Plan").
- 4.6.5\* Amendment No. 1 to the Amended and Restated 401(k) Plan dated December 29, 1999.
- 4.6.6\* Amendment No. 2 to the Amended and Restated 401(k) Plan dated March 12, 2001.
- 5.1\* Opinion of Sonnenschein Nath & Rosenthal, counsel to DST Systems, Inc., regarding legality.
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- 23.1\* Consent of Sonnenschein Nath & Rosenthal (included in Exhibit 5.1).
- 23.2\* Consent of PricewaterhouseCoopers LLP, independent accountants.
- 24\* Power of Attorney (included on signature page).

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\* Previously filed.