

BROADRIDGE FINANCIAL SOLUTIONS, LLC  
Form 10-12B/A  
March 02, 2007

File No. 001-33220

---

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

---

## AMENDMENT NO. 2

### TO

### FORM 10

GENERAL FORM FOR REGISTRATION OF SECURITIES

PURSUANT TO SECTION 12(b) OR 12(g) OF

THE SECURITIES EXCHANGE ACT OF 1934

---

## Broadridge Financial Solutions, LLC

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation or Organization)

00-000000  
(I.R.S. Employer  
Identification No.)

2 Journal Square Plaza  
Jersey City, NJ  
(Address of Principal Executive Offices)

(201) 714-3000

07306  
(Zip Code)

(Registrant's telephone number, including area code)

---

Securities to be registered

**pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
Common Stock, par value \$.01 per share	New York Stock Exchange

**Securities to be registered**

**pursuant to Section 12(g) of the Act:**

None

---

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**CROSS-REFERENCE SHEET BETWEEN INFORMATION STATEMENT AND ITEMS OF FORM 10**

Item 1.	Business	See Summary, Risk Factors, Distribution, Management's Discussion and Analysis of Financial Condition and Results of Operations, Business and Our Relationship with ADP
Item 1A.	Risk Factors	See Risk Factors
Item 2.	Financial Information	See Summary, Unaudited Pro Forma Combined Financial Statements, Selected Combined Financial Data and Management's Discussion and Analysis of Financial Condition and Results of Operations
Item 3.	Properties	See Business Properties
Item 4.	Security Ownership of Certain Beneficial Owners and Management	See Management and Principal Stockholders
Item 5.	Directors and Executive Officers	See Management
Item 6.	Executive Compensation	See Management, Our Relationship with ADP and Description of Capital Stock, Charter Documents, Transfer Agent and NYSE Listing
Item 7.	Certain Relationships and Related Transactions	See Management's Discussion and Analysis of Financial Condition and Results of Operations, Management and Our Relationship with ADP
Item 8.	Legal Proceedings	See Business Legal Proceedings
Item 9.	Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters	See Summary, Distribution, Dividend Policy, Description of Capital Stock, Charter Documents, Transfer Agent and NYSE Listing and Management
Item 10.	Recent Sales of Unregistered Securities	See Description of Capital Stock, Charter Documents, Transfer Agent and NYSE Listing
Item 11.	Description of Registrant's Securities to be Registered	See Distribution, Dividend Policy and Description of Capital Stock, Charter Documents, Transfer Agent and NYSE Listing
Item 12.	Indemnification of Directors and Officers	See Indemnification of Directors and Officers
Item 13.	Financial Statements and Supplementary Data	See Unaudited Pro Forma Combined Financial Statements and Index to Financial Statements and the statements referenced thereon
Item 14.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	Not Applicable
Item 15.	Financial Statements and Exhibits	See Unaudited Pro Forma Combined Financial Statements, Index to Financial Statements and the statements referenced thereon and Exhibit Index and the exhibits referenced thereon

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Broadridge Financial Solutions, LLC

By: /s/ RICHARD J. DALY  
Name: Richard J. Daly

Title: Chief Executive Officer

Dated: March 2, 2007

---

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
3.1*	Form of Certificate of Incorporation of the Registrant
3.2*	Form of By-laws of the Registrant
10.1*	Form of Separation and Distribution Agreement between the Registrant and Automatic Data Processing, Inc. ( ADP )
10.2*	Form of Tax Allocation Agreement between the Registrant and ADP
10.3*	Form of Transition Services Agreement between the Registrant and ADP
10.4*	Form of Intellectual Property Transfer Agreement between the Registrant and ADP
10.5*	Form of Data Center Outsourcing Services Agreement between the Registrant and ADP
10.6*	Form of Employee Matters Agreement between the Registrant and ADP
10.7*	Form of Broadridge Financial Solutions, Inc. Change in Control Severance Plan for Corporate Officers
10.8**	Form of Supplemental Officers Retirement Plan
10.9*	Form of Daly Change in Control Enhancement Agreement
10.10*	Form of Hogan Change in Control Enhancement Agreement
10.11**	Form of 2007 Omnibus Award Plan
10.12	Form of 2007 Deferred Compensation Plan
21.1*	Subsidiaries of the Registrant
99.1**	Information Statement

---

\* Previously filed.

\*\* Replaces previously filed exhibit.  
Filed herewith.