

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:

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|--|--|
| 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

| Exhibit Number | Description |
|-----------------------|--|
| 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.