

BROADRIDGE FINANCIAL SOLUTIONS, INC.

Form S-8

December 09, 2013

As filed with the Securities and Exchange Commission on December 9, 2013

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**BROADRIDGE FINANCIAL SOLUTIONS, INC.**  
**(Exact Name of Registrant as Specified in Its Charter)**

|  |  |  |
|--|--|--|
| <b>Delaware</b><br><b>(State or Other Jurisdiction of</b><br><b>Incorporation or Organization)</b> | <b>1981 Marcus Avenue</b><br><b>Lake Success, New York 11042</b><br><b>(Address, Including Zip Code, of</b><br><b>Principal Executive Offices)</b> | <b>33-1151291</b><br><b>(I.R.S. Employer</b><br><b>Identification No.)</b> |
|--|--|--|

**BROADRIDGE FINANCIAL SOLUTIONS, INC. 2007 OMNIBUS AWARD PLAN**

**(Full Title of the Plan)**

**Adam D. Amsterdam, Esq.**

**Vice President, General Counsel and Secretary**

**1981 Marcus Avenue**

**Lake Success, New York 11042**

**(Name and Address of Agent for Service)**

**516-472-5458**

**(Telephone Number, Including Area Code, of Agent For Service)**

*Copy to:*

**Jonathan I. Mark, Esq.**

**Cahill Gordon & Reindel LLP**

**Eighty Pine Street**

**New York, New York 10005-1702**

**212-701-3000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

### CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities<br>to be Registered  | Amount<br>to be<br>Registered <sup>(1)</sup> | Proposed<br>Maximum<br>Offering Price<br>Per Share <sup>(2)</sup> | Proposed<br>Maximum<br>Aggregate<br>Offering Price <sup>(3)</sup> | Amount of<br>Registration Fee |
|--|--|---|---|-------------------------------|
| Common Stock, par value \$0.01 per share<br>(available pursuant to the Broadridge<br>Financial Solutions, Inc. 2007 Omnibus<br>Award Plan) | 6,650,000 shares                             | \$38.42   | \$255,493,000   | \$32,907.49                   |

- (1) This Registration Statement covers 6,650,000 additional shares of common stock, par value \$0.01 per share, of Broadridge Financial Solutions, Inc. (the Registrant or the Corporation ) available for issuance pursuant to awards under the Corporation's 2007 Omnibus Award Plan, as amended and restated effective November 14, 2013, (the Plan ). This Registration Statement also covers any additional shares of common stock of the Registrant that become issuable pursuant to awards under the Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction that results in an increase in the number of the outstanding shares of common stock of the Registrant.
- (2) Calculated solely for purposes of this offering under Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, on the basis of the average of the high and low selling prices per share of common stock of the Registrant on December 6, 2013, as reported on the New York Stock Exchange.
- (3) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of additional securities for the Plan. A Registration Statement on Form S-8 has been filed previously on March 29, 2007 (File No. 333-141673) covering 24,000,000 shares of common stock reserved for issuance pursuant to awards under the Plan, on February 4, 2009 (File No. 333-157105) covering an additional 2,700,000 shares of common stock reserved for issuance pursuant to awards under the Plan, on November 30, 2009 (File No. 333-163401) covering an additional 2,500,000 shares of common stock reserved for issuance pursuant to awards under the Plan, and on February 9, 2011 (File No. 333-172126) covering an additional 5,000,000 shares of common stock reserved for issuance pursuant to awards under the Plan.

**EXPLANATORY NOTE**

Incorporation by Reference. This Registration Statement is filed pursuant to General Instruction E to Form S-8. The contents of the Registration Statements on Form S-8 (File Nos. 333-141673, 333-157105, 333-163401, and 333-172126) are incorporated herein by reference and made a part hereof.

Registration of Additional Shares of Common Stock Under the Plan. This Registration Statement on Form S-8 is filed by the Registrant to register an additional 6,650,000 shares of common stock, par value \$0.01 per share, of Broadridge Financial Solutions, Inc., which may be awarded under the 2007 Omnibus Award Plan pursuant to an amendment and restatement of such plan authorized by the stockholders of the Registrant on November 14, 2013.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The contents of the Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission (the Commission) on March 29, 2007 (File No. 333-141673), February 4, 2009 (File No. 333-157105), November 30, 2009 (File No. 333-163401), and February 9, 2011 (File No. 333-172126) by Broadridge Financial Solutions, Inc., a Delaware corporation (the Corporation or the Registrant), are incorporated herein by reference. In addition, the following new documents filed with the Commission by the Corporation are incorporated herein by reference:

- (a) the Corporation's Annual Report on Form 10-K for the fiscal year ended June 30, 2013, filed with the Commission on August 8, 2013, as amended by Form 10-K/A filed on October 8, 2013;
- (b) the Corporation's Quarterly Report for the fiscal quarter ended September 30, 2013, filed with the Commission on November 7, 2013;
- (c) the Current Reports on Form 8-K, filed with the Commission on August 9, 2013, August 16, 2013, August 21, 2013, September 13, 2013, September 20, 2013, October 7, 2013, November 7, 2013, November 8, 2013, November 13, 2013, November 14, 2013, November 15, 2013 and December 4, 2013 (excluding information furnished under Items 2.02, 7.01, and 9.01); and
- (d) the description of common stock contained in Exhibit 99.1 to Amendment No. 4 to the Registration Statement on Form 10 (File No. 001-33220), filed by Broadridge Financial Solutions, LLC with the Commission on March 16, 2007, and any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the effective date of this Registration Statement, prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents. In no event, however, will any information that the Registrant discloses under Item 2.02 or Item 7.01 of any Current Report on Form 8-K that the Registrant may from time to time furnish to the Commission be incorporated by reference into, or otherwise become a part of, this Registration Statement. Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

**Item 8. Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 4.1                | Broadridge Financial Solutions, Inc. 2007 Omnibus Award Plan, Amended and Restated Effective November 14, 2013 (incorporated by reference to Exhibit 4.1 on Form 8-K filed on November 15, 2013 (File No. 001-33220)) |
| 4.2                | Certificate of Incorporation of Broadridge Financial Solutions, Inc. (incorporated by reference to Exhibit 3.1 to the Form 8-K filed on April 2, 2007 (File No. 001-33220))   |
| 4.3                | Amended and Restated By-laws of Broadridge Financial Solutions, Inc. (incorporated by reference to Exhibit 3.2 to the Form 8-K filed on June 7, 2007 (File No. 001-33220))  |

- 5.1 Opinion of Cahill Gordon & Reindel LLP\*
- 23.1 Consent of Deloitte & Touche LLP\*
- 23.2 Consent of Cahill Gordon & Reindel LLP (included in the opinion filed as Exhibit 5.1)\*
- 24.1 Power of Attorney (included on signature page)\*

\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Lake Success, New York on this 9th day of December, 2013.

**BROADRIDGE FINANCIAL SOLUTIONS, INC.**

By: /s/ Richard J. Daly  
Richard J. Daly  
Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Adam D. Amsterdam and Dan Sheldon, and each of them individually, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement on Form S-8 and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them individually, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| <b>Signature</b>                               | <b>Title</b>   | <b>Date</b>      |
|--|--|------------------|
| /s/ Richard J. Daly<br>Richard J. Daly         | Chief Executive Officer and Director (principal executive officer) | December 9, 2013 |
| /s/ Leslie A. Brun<br>Leslie A. Brun           | Chairman of the Board of Directors                                 | December 9, 2013 |
| /s/ Robert N. Duelks<br>Robert N. Duelks       | Director   | December 9, 2013 |
| /s/ Richard J. Haviland<br>Richard J. Haviland | Director   | December 9, 2013 |
| /s/ Sandra S. Jaffee<br>Sandra S. Jaffee       | Director   | December 9, 2013 |



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/s/ Maura A. Markus  
Maura A. Markus

Director

December 9, 2013

/s/ Stuart R. Levine  
Stuart R. Levine

Director

December 9, 2013

| <b>Signature</b>                             | <b>Title</b>                        | <b>Date</b>         |
|--|-------------------------------------|---------------------|
| /s/ Thomas J. Perna<br>Thomas J. Perna       | Director                            | December 9,<br>2013 |
| /s/ Alan J. Weber<br>Alan J. Weber           | Director                            | December 9,<br>2013 |
| /s/ Michael Liberatore<br>Michael Liberatore | Acting Principal Financial Officer  | December 9,<br>2013 |
| /s/ David Lisa<br>David Lisa                 | Acting Principal Accounting Officer | December 9,<br>2013 |

**EXHIBIT INDEX**

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