

BROADRIDGE FINANCIAL SOLUTIONS, INC.

Form 10-K/A

October 08, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 10-K/A**

(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

FOR THE FISCAL YEAR ENDED JUNE 30, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

FOR THE TRANSITION PERIOD FROM            TO

COMMISSION FILE NUMBER 001- 33220

**BROADRIDGE FINANCIAL SOLUTIONS, INC.**

(Exact name of registrant as specified in its charter)

<b>DELAWARE</b> (State or other jurisdiction of incorporation or organization) <b>1981 MARCUS AVENUE</b>	<b>33-1151291</b> (I.R.S. Employer Identification No.)
<b>LAKE SUCCESS, NY</b> (Address of principal executive offices)	<b>11042</b> (Zip code)

**(516) 472-5400**  
(Registrant's telephone number, including area code)

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

<b>Title of Each Class:</b> <b>Common Stock, par value \$0.01 per share</b>	<b>Name of Each Exchange on Which Registered:</b> <b>New York Stock Exchange</b>
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**Securities registered pursuant to Section 12(g) of the Act:**

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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):

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Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer  Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value, as of December 31, 2012, of common stock held by non-affiliates of the registrant was approximately \$2,769,467,282.

As of July 31, 2013, there were 119,067,195 shares of the registrant's common stock outstanding (excluding 35,393,932 shares held in treasury), par value \$0.01 per share.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive proxy statement to be filed with the Securities and Exchange Commission within

120 days after the fiscal year end of June 30, 2013 are incorporated by reference into Part III.

**EXPLANATORY NOTE**

This Amendment No. 1 on Form 10-K/A (this Amendment) amends the Annual Report on Form 10-K of Broadridge Financial Solutions, Inc. for the fiscal year ended June 30, 2013, previously filed with the United States Securities and Exchange Commission (the SEC) on August 8, 2013 (the Original Filing). We are filing this Amendment to replace the Performance Graph on page 24 of the Original Filing with the following Performance Graph:

*Comparison of Cumulative Total Return Among Broadridge Financial Solutions, Inc., S&P 400 MidCap**Index and S&P 400 Information Technology Index (in dollars)*

	June 30, 2007	June 30, 2008	June 30, 2009	June 30, 2010	June 30, 2011	June 30, 2012	June 30, 2013
Broadridge Common Stock Value	\$ 100.00	\$ 111.40	\$ 89.29	\$ 105.31	\$ 136.73	\$ 124.50	\$ 160.22
S&P 400 MidCap Index Value	\$ 100.00	\$ 92.79	\$ 66.81	\$ 83.55	\$ 116.49	\$ 113.98	\$ 142.95
S&P 400 Information Technology Index Value	\$ 100.00	\$ 84.78	\$ 69.50	\$ 85.66	\$ 124.87	\$ 114.44	\$ 130.06

In connection with the filing of this Amendment and pursuant to the rules of the SEC, we are including with this Amendment certain currently dated certifications as Exhibits.

No modification or update is otherwise made to any other disclosures or Exhibits in the Original Filing, nor does this Amendment reflect any events occurring after the date of the Original Filing. As such, this Form 10-K/A should be read in conjunction with the Original Filing made with the SEC on August 8, 2013.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Annual Report on Form 10-K/A to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 7, 2013

BROADRIDGE FINANCIAL SOLUTIONS, INC.

By: /s/Dan Sheldon  
Name: **Dan Sheldon**  
Title: **Vice President, Chief Financial Officer**

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description of Exhibit(1)</b>
31.1	Certification of the Chief Executive Officer of Broadridge Financial Solutions, Inc., pursuant to Rule 13a-14 of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Chief Financial Officer of Broadridge Financial Solutions, Inc., pursuant to Rule 13a-14 of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.