BROADRIDGE FINANCIAL SOLUTIONS, INC.
Form DEF 14A
October 03, 2014

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

SCHEDULE 14A

(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the Registrant x   Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

BROADRIDGE FINANCIAL SOLUTIONS, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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¨ Fee paid previously with preliminary materials.

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, schedule or registration statement no.:

(3) Filing party:

(4) Date filed:

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1981 Marcus Avenue

Lake Success, New York 11042

Dear Stockholder:

You are cordially invited to attend the 2014 Annual Meeting of Stockholders of Broadridge Financial Solutions, Inc. Our 2014 Annual Meeting will be held on Thursday, November 13, 2014, at 10:00 a.m. Eastern Time. We are very pleased to note that this year s annual meeting will be our sixth completely virtual meeting of stockholders. You will be able to attend the 2014 Annual Meeting, vote, and submit your questions during the meeting via the Internet by visiting ***www.virtualshareholdermeeting.com/br14***.

At the meeting, our stockholders will elect our Board of Directors and conduct several other important items of business, and I will report on our fiscal year 2014 financial performance. I will also answer questions from our stockholders. Due to an age limitation for election to the Board provided in our Corporate Governance Principles, Sandra S. Jaffee, elected to the Board in 2010, will be rotating off the Board following the 2014 Annual Meeting. I wish Sandy well and thank her for her service on the Board.

Whether or not you plan to attend the 2014 Annual Meeting, please read our 2014 Proxy Statement for important information on each of the proposals, and our practices in the areas of corporate governance and executive compensation. Our 2014 Annual Report contains information about Broadridge and our financial performance.

Please provide your voting instructions by the Internet, telephone, or by returning a proxy card or voting instruction form. Your vote is important to us and our business and we strongly urge you to cast your vote.

I am very much looking forward to our 2014 Annual Meeting of Stockholders.

Sincerely,

Richard J. Daly

President and Chief Executive Officer

Lake Success, New York

October 3, 2014

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1981 Marcus Avenue

Lake Success, New York 11042

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

The 2014 Annual Meeting of Stockholders of Broadridge Financial Solutions, Inc., a Delaware corporation, will be held on Thursday, November 13, 2014, at 10:00 a.m. Eastern Time. You can attend the 2014 Annual Meeting online, vote your shares electronically and submit questions during the meeting, by visiting ***www.virtualshareholdermeeting.com/br14***. Be sure to have the control number we have provided to you to join the meeting. At the meeting, stockholders will be asked to:

- elect eight directors to hold office until the 2015 annual meeting of stockholders and until their successors are duly elected and qualified,
- hold an advisory vote to approve the compensation of our Named Executive Officers (the Say on Pay Vote),
- ratify the appointment of Deloitte & Touche LLP as our independent registered public accountants for the fiscal year ending June 30, 2015, and
- transact such other business as may properly come before the meeting and any adjournment or postponement thereof.

Stockholders of record at the close of business on September 22, 2014, are entitled to notice of, and to vote at, the 2014 Annual Meeting. Each stockholder is entitled to one vote for each share of common stock held at that time. A list of these stockholders will be open for examination by any stockholder for any purpose germane to the 2014 Annual Meeting for a period of 10 days prior to the meeting at our principal executive offices at 1981 Marcus Avenue, Lake Success, New York 11042, and electronically during the 2014 Annual Meeting at ***www.virtualshareholdermeeting.com/br14*** when you enter the control number we have provided to you.

As permitted by the rules of the Securities and Exchange Commission, we are pleased to be furnishing our proxy materials to stockholders primarily over the Internet. We believe this process expedites stockholders receipt of the materials, lowers the costs of our annual meeting, and conserves natural resources. On or about October 3, 2014, we mailed our stockholders a Notice containing instructions on how to access our 2014 Proxy Statement and 2014 Annual Report and vote online. The Notice also included instructions on how you can receive a paper copy of the proxy materials. If you received your proxy materials by mail, the 2014 Proxy Statement, 2014 Annual Report, and proxy card were enclosed. If you received your proxy materials via e-mail, the e-mail contained voting instructions and links to the 2014 Proxy Statement and 2014 Annual Report on the Internet.

We encourage you to vote at your earliest convenience, by one of the following means before the Annual Meeting:

By visiting *www.proxyvote.com* on the Internet through your computer or mobile device,

By calling 1-800-690-6903, or

By signing, dating and returning your proxy card or voting instruction form if you received your proxy materials by mail

You may also vote during the Annual Meeting via the Internet by visiting ***www.virtualshareholdermeeting.com/br14*** and following the instructions. Please vote as soon as possible to record your vote promptly, even if you plan to attend the 2014 Annual Meeting.

By Order of the Board of Directors,

Adam D. Amsterdam

Secretary

Lake Success, New York

October 3, 2014

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PROXY STATEMENT

FOR ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON NOVEMBER 13, 2014

This Proxy Statement is furnished to the stockholders of Broadridge Financial Solutions, Inc. (the *Company* or *Broadridge*) in connection with the solicitation of proxies by the Board of Directors of the Company (the *Board of Directors* or the *Board*) for use at the Annual Meeting of Stockholders of the Company to be held on November 13, 2014, at 10:00 a.m. Eastern Time via the Internet at ***www.virtualshareholdermeeting.com/br14*** (the *2014 Annual Meeting* or the *Meeting*), for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders.

ABOUT THE ANNUAL MEETING AND THESE PROXY MATERIALS

Annual Meeting of Stockholders

Time and Date	10:00 a.m. Eastern Time, November 13, 2014
Attend Meeting via Internet	***www.virtualshareholdermeeting.com/br14***
Record Date	September 22, 2014
Voting	Stockholders as of the Record Date are entitled to vote. Each share of common stock is entitled to one vote for each Director nominee and one vote for each of the other proposals. There is no cumulative voting.

What matters will be voted on at the Annual Meeting?

The following matters will be voted on at the Annual Meeting:

Proposal 1:	To elect the directors nominated by our Board of Directors and named in this Proxy Statement	**Page 9**
Proposal 2:	To hold an advisory vote to approve the compensation of our Named Executive Officers (the Say on Pay Vote)	**Page 31**
Proposal 3:	To ratify the appointment of Deloitte & Touche LLP as our independent registered public accountants for the fiscal year ending June 30, 2015	**Page 80**

Such other business as may properly come before the Meeting and any adjournment or postponement thereof

We do not expect any other items of business to be brought before the Annual Meeting because the deadlines for stockholder proposals and director nominations have already passed. Nonetheless, in case there is an unforeseen need, your proxy gives discretionary authority to the persons named on the proxy card to vote your shares with respect to any other matters that might be brought before the Meeting. Those persons intend to vote the proxy in accordance with their best judgment.

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When will the Annual Meeting take place?

The 2014 Annual Meeting of Stockholders will take place on Thursday, November 13, 2014, at 10:00 a.m. Eastern Time. The Annual Meeting will be a completely virtual meeting. You will be able to attend, vote, and submit questions during the Meeting via the Internet by visiting ***www.virtualshareholdermeeting.com/br14***.

How does the Board of Directors recommend that I vote?

- **FOR** the election of the eight directors nominated by our Board of Directors and named in this Proxy Statement;
- **FOR** the approval, on an advisory basis, of the compensation of our Named Executive Officers (the Say on Pay Vote); and
- **FOR** the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accountants for the fiscal year ending June 30, 2015.

Who may vote at the Annual Meeting?

Holders of our common stock at the close of business on September 22, 2014 (the *Record Date*) may vote at the Annual Meeting. We refer to the holders of our common stock as *stockholders* throughout this Proxy Statement. Each stockholder is entitled to one vote for each share of common stock held as of the Record Date.

Stockholders at the close of business on the Record Date may examine a list of all stockholders as of the Record Date for any purpose germane to the Annual Meeting for 10 days preceding the Annual Meeting, at our offices in Lake Success, New York, and electronically during the Annual Meeting at ***www.virtualshareholdermeeting.com/br14*** when you enter the control number we have provided to you.

What is the difference between holding shares as a stockholder of record and as a beneficial owner?

Stockholders of Record. You are a stockholder of record or registered stockholder if, at the close of business on the Record Date, your shares were registered directly in your name with Broadridge Corporate Issuer Solutions, Inc., our transfer agent.

Beneficial Owner. You are a beneficial owner, if at the close of business on the Record Date, your shares were held by a brokerage firm or other nominee and not in your name. Being a beneficial owner means that, like most of our stockholders, your shares are held in street name. As the beneficial owner, you have the right to direct your broker or nominee how to vote your shares by following the voting instructions your broker or other nominee provides. If you do not provide your broker or nominee with instructions on how to vote your shares, your broker or nominee will be able to vote your shares with respect to some of the proposals in this Proxy Statement, but not all. Please see the section titled *What if I submit a proxy, but do not specify how my shares are to be voted?* for additional information.

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What do I need to do to attend the Annual Meeting on the Internet?

Broadridge will be hosting the 2014 Annual Meeting via the Internet. A summary of the information you need to attend the Meeting online is provided below:

- Any stockholder can attend the 2014 Annual Meeting via the Internet at ***www.virtualshareholdermeeting.com/br14***
- We encourage you to access the Meeting online prior to its start time
- The Meeting starts at 10:00 a.m. Eastern Time
- Stockholders may vote and submit questions while attending the 2014 Annual Meeting on the Internet
- Please have the control number we have provided to you to join the 2014 Annual Meeting
- Instructions on how to attend and participate via the Internet, including how to demonstrate proof of stock ownership, are posted at ***www.virtualshareholdermeeting.com/br14***
- Questions regarding how to attend and participate via the Internet will be answered by calling 1-855-449-0991 on the day before the 2014 Annual Meeting and the day of the Meeting
- A replay of the 2014 Annual Meeting will be available on our website through November 13, 2015

If I am unable to attend the Annual Meeting on the Internet, can I listen to the Annual Meeting by telephone?

Yes. Stockholders unable to access the Annual Meeting on the Internet will be able to call 1-888-437-2685 and listen to the Meeting if they provide their control number. Although stockholders accessing the Annual Meeting by the telephone will be able to listen to the Meeting and may ask questions during the Meeting, you will not be considered present at the Annual Meeting and will not be able to vote unless you also attend the Meeting via the Internet.

Why did I receive a Notice in the mail regarding the Internet Availability of Proxy Materials instead of a full set of printed proxy materials?

Under rules adopted by the Securities and Exchange Commission (the *SEC*), we are making this Proxy Statement available to our stockholders primarily via the Internet (*Notice and Access*). On or about October 3, 2014, we will mail the Notice regarding the Internet Availability of Proxy Materials (the *Notice of Internet Availability*) to stockholders of our common stock at the close of business on the Record Date, other than those stockholders who previously requested electronic or paper delivery of communications from us. The Notice contains instructions on how to access an electronic copy of our proxy materials, including this Proxy Statement and our 2014 annual report to stockholders (the *Annual Report*). The Notice also contains instructions on how to request a paper copy of the proxy materials. We believe that this process will allow us to provide you with the information you need in a timely manner, while conserving natural resources and lowering the costs of printing and distributing our proxy materials.

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Can I vote my shares by filling out and returning the Notice regarding the Internet Availability of Proxy Materials?

No. The Notice of Internet Availability only identifies the items to be voted on at the Annual Meeting. You cannot vote by marking the Notice and returning it. The Notice provides instructions on how to cast your vote. For additional information, please see the section titled *How do I vote my shares and what are the voting deadlines?*

Why didn t I receive a Notice in the mail regarding the Internet Availability of the Proxy Materials?

We are providing some of our stockholders, including stockholders who have previously asked to receive paper copies of the proxy materials, with paper copies of the proxy materials instead of a Notice of Internet Availability. In addition, we are providing the proxy materials by e-mail to those stockholders who have previously elected delivery of the proxy materials electronically. Those stockholders should have received an e-mail containing a link to the website where those materials are available and a link to the proxy voting website.

Can I choose to receive future proxy materials by e-mail?

Yes. If you receive your proxy materials by mail, we encourage you to elect to receive future copies of proxy statements and annual reports by e-mail. To enroll in the online program, go to ***https://enroll.icsdelivery.com/br*** and follow the enrollment instructions that apply depending on whether you are a stockholder of record (or registered stockholder) or beneficial owner of Broadridge stock. Upon completion of enrollment, you will receive an e-mail confirming the election to use the electronic delivery services. The enrollment in the online program will remain in effect for as long as your account is active or until enrollment is cancelled. Enrolling to receive proxy materials online will save Broadridge the cost of printing and mailing documents, as well as help preserve our natural resources.

How do I vote my shares and what are the voting deadlines?

Stockholders of Record. If you are a stockholder of record, there are several ways for you to vote your shares:

By Internet Before the Meeting Date: Go to ***www.proxyvote.com*** and vote until 11:59 p.m. Eastern Time the day before the meeting date. Have your proxy card in hand when you access the website and follow the instructions on the website.

By Telephone: Call 1-800-690-6903 to vote by telephone until 11:59 p.m. Eastern Time the day before the meeting date. Have your proxy card in hand when you call and then follow the instructions.

By Mail: If you received paper copies in the mail of the proxy materials and proxy card, mark, sign and date your proxy card and return it in the postage-paid envelope we have provided.

By Internet During the Annual Meeting: You may attend the Annual Meeting on Thursday, November 13, 2014, at 10:00 a.m. Eastern Time via the Internet at ***www.virtualshareholdermeeting.com/br14*** and vote during the Annual Meeting using the control number we have provided to you.

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Even if you plan to attend the Annual Meeting, we recommend that you also submit your proxy card or vote by Internet or telephone by the applicable deadline so that your vote will be counted if you later decide not to attend the Meeting.

Beneficial Owners. If you are a beneficial owner of your shares, you should have received a Notice of Internet Availability or voting instructions from the broker or other nominee holding your shares. You should follow the instructions in the Notice or the voting instructions provided by your broker or nominee in order to instruct your broker or nominee on how to vote your shares. Notice and Access delivery of the proxy materials, and Internet and/or telephone voting, also will be offered to stockholders owning shares through most banks and brokers.

You may also attend the Annual Meeting on Thursday, November 13, 2014, at 10:00 a.m. Eastern Time via the Internet at ***www.virtualshareholdermeeting.com/br14*** and vote during the Annual Meeting.

Can I revoke or change my vote after I submit my proxy?

Stockholders of Record. If you are a stockholder of record, you may revoke your vote at any time before the final vote at the Annual Meeting by:

- Signing and returning a new proxy card with a later date;
- Submitting a later-dated vote by telephone or the Internet at ***www.proxyvote.com***, since only your latest telephone or Internet vote received by 11:59 p.m. Eastern Time on November 12, 2014 will be counted;
- Delivering a timely written revocation to our Corporate Secretary at 1981 Marcus Avenue, Lake Success, NY 11042, before the Annual Meeting; or
- Attending the Annual Meeting via the Internet at ***www.virtualshareholdermeeting.com/br14*** and vote again.

Beneficial Owners. If you are a beneficial owner of your shares, you must contact the broker or other nominee holding your shares and follow its instructions for changing your vote. Alternatively, you may attend the Annual Meeting via the Internet at ***www.virtualshareholdermeeting.com/br14*** and vote again.

What will happen if I do not vote my shares?

Stockholders of Record. If you are the stockholder of record of your shares and you do not vote by telephone or mail, or via the Internet before or during the Annual Meeting, your shares will not be voted at the Annual Meeting.

Beneficial Owners. If you are the beneficial owner of your shares and you do not instruct your broker or other nominee how to vote your shares, your broker or nominee may exercise its discretion to vote on some proposals at the Annual Meeting, but not all. Under the rules of the New York Stock Exchange (the *NYSE*), your broker or nominee does not have discretion to vote your shares on non-routine matters such as Proposals 1 and 2. However, your broker or nominee does have discretion to vote your shares on routine matters such as Proposal 3.

What if I submit a proxy, but do not specify how my shares are to be voted?

Stockholders of Record. If you are a stockholder of record and you submit a proxy card, but you do not provide voting instructions on the card, your shares will be voted:

FOR the election of the eight directors nominated by our Board of Directors and named in this Proxy Statement;

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For the approval, on an advisory basis, of the compensation of our Named Executive Officers (Say on Pay Vote);

For the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accountants for the fiscal year ending June 30, 2015; and

In the discretion of the named proxies regarding any other matters properly presented for a vote at the Annual Meeting.

Beneficial Owners. If you are a beneficial owner and you do not provide the broker or other nominee that holds your shares with voting instructions, the broker or nominee will determine if it has the discretionary authority to vote on your behalf. Under the NYSE s rules, brokers and nominees have the discretion to vote on routine matters such as Proposal 3, but do not have discretion to vote on non-routine matters such as Proposals 1 and 2. Therefore, if you do not provide voting instructions to your broker or nominee, your broker or nominee may only vote your shares on Proposal 3 and any other routine matters properly presented for a vote at the Annual Meeting.

What is the effect of a broker non-vote?

Brokers or other nominees who hold shares of our common stock for a *beneficial owner* have the discretion to vote on routine proposals when they have not received voting instructions from the beneficial owner at least 10 days prior to the Annual Meeting. A broker non-vote occurs when a broker or other nominee does not receive voting instructions from the beneficial owner and does not have the discretion to direct the voting of the shares.

Broker non-votes will be counted for purposes of calculating whether a quorum is present at the Annual Meeting, but will not be counted as votes cast at the Meeting. Therefore, a broker non-vote will not impact our ability to obtain a quorum and will not otherwise affect the outcome of the vote on any of the proposals to be considered at the Annual Meeting.

How many shares must be present or represented to conduct business at the Annual Meeting?

We need a quorum of stockholders to hold our Annual Meeting. A quorum exists when at least a majority of the outstanding shares entitled to vote at the close of business on the Record Date is represented at the Annual Meeting either in person or by proxy. On September 22, 2014, there were 119,961,983 shares of common stock outstanding and entitled to vote (excluding 34,499,144 treasury shares not entitled to vote).

Your shares will be counted towards the quorum if you vote by mail, by telephone, or via the Internet either before or during the Annual Meeting. Abstentions and broker non-votes also will count towards the quorum requirement. If a quorum is not met, a majority of the shares present at the Annual Meeting may adjourn the Meeting to a later date.

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What vote is required to approve each proposal?

Proposal	Vote Required	Broker Discretionary Voting Allowed
1 Election of eight directors	Majority of the Votes Cast for each Director Nominee (the number of votes cast FOR the nominee s election exceeds the number of votes cast AGAINST the nominee s election)	No
2 Approval, on an advisory basis, of the compensation of our Named Executive Officers	Majority of the Votes Cast	No
3 Ratification of the appointment of Deloitte & Touche LLP as our independent registered public accountants for the fiscal year ending June 30, 2015	Majority of the Votes Cast	Yes

With respect to all Proposals, you may vote FOR, AGAINST or ABSTAIN. If you ABSTAIN from voting on any of the Proposals, the vote is not considered cast and, as a result, it will have no effect on the outcome of the vote on any matter.

Can I confirm that my vote was cast in accordance with my instructions?

Stockholders of Record. Our stockholders have the opportunity to confirm that their vote was cast in accordance with their instructions. Vote confirmation is consistent with our commitment to sound corporate governance standards and an important means to increase transparency. Vote confirmation is available 24 hours after your vote is received beginning on October 29, 2014, with the final vote tabulation available through January 13, 2015. You may confirm your vote whether it was cast by proxy card, electronically or telephonically. To obtain vote confirmation, log onto ***www.proxyvote.com*** using the control number we have provided to you and receive confirmation on how your vote was cast.

Beneficial Owners. If you hold your shares through a bank or brokerage account, the ability to confirm your vote may be affected by the rules of your bank or broker and the confirmation will not confirm whether your bank or broker allocated the correct number of shares to you.

What is householding?

To reduce the expense of delivering duplicate proxy materials to stockholders who may have more than one account holding Broadridge stock but sharing the same address, we have adopted a procedure approved by the SEC called *householding*. Under this procedure, certain *stockholders of record* who have the same address and last name, and who do not participate in electronic delivery of proxy materials, will receive only one copy of our Notice of Internet Availability and, as applicable, any additional proxy materials that are delivered until such time as one or more of these stockholders notifies us that they want to receive separate copies. Stockholders who participate in householding will continue to have access to and utilize separate proxy voting instructions.

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If you are a *stockholder of record* and would like to have separate copies of the Notice of Internet Availability or proxy materials mailed to you in the future, you must submit a request to opt out of householding in writing to Broadridge Financial Solutions, Inc., Householding Department, 51 Mercedes Way, Edgewood, New York 11717 or call Broadridge at 1-800-542-1061, and we will cease householding all such documents within 30 days.

If you are a *beneficial owner*, information regarding householding of proxy materials should have been forwarded to you by your bank or broker.

However, please note that if you want to receive a paper proxy card or vote instruction form or other proxy materials for purposes of the 2014 Annual Meeting, you should follow the instructions included in the Notice of Internet Availability that was sent to you.

Who will count the votes?

We have retained independent inspectors of election who will count the shares voted including shares voted during the Annual Meeting and will certify the election results.

What happens if the Annual Meeting is adjourned or postponed?

Your proxy will still be effective and will be voted at the rescheduled or adjourned Annual Meeting. You will still be able to change or revoke your proxy until the rescheduled or adjourned Annual Meeting.

Who is paying for the costs of this proxy solicitation?

Your proxy is being solicited by and on behalf of the Board of Directors of the Company. The expense of preparing, printing and providing this proxy solicitation will be borne by the Company. The Company may retain D.F. King & Co. to assist with the solicitation of proxies for a fee estimated not to exceed $20,000 plus reimbursement of reasonable out-of-pocket expenses. Also, certain directors, officers, representatives and employees of the Company may solicit proxies by telephone and personal interview. Such individuals will not receive additional compensation from the Company for solicitation of proxies, but may be reimbursed by the Company for reasonable out-of-pocket expenses in connection with such solicitation. In accordance with the regulations of the SEC, banks, brokers and other custodians, nominees and fiduciaries also will be reimbursed by the Company, as necessary, for their reasonable expenses for sending proxy solicitation materials to the beneficial owners of common stock.

Copies of the proxy materials will be supplied to brokers and other nominees for the purpose of soliciting proxies from *beneficial owners*, and we will reimburse such brokers or other nominees for their reasonable expenses.

How can I find the results of the Annual Meeting?

Preliminary results will be announced at the Annual Meeting. Final results will be published in a current report on Form 8-K to be filed with the SEC within four business days after the Annual Meeting. If the official results are not available at that time, we will provide preliminary voting results in the Form 8-K and will provide the final results in an amendment to the Form 8-K as soon as they become available.

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PROPOSAL 1 ELECTION OF DIRECTORS

At the 2014 Annual Meeting, eight directors are to be elected, each of whom will serve until the 2015 annual meeting of stockholders and until their respective successors are duly elected and qualified. The Board has nominated the following individuals as members of the Board of Directors to serve for a period of one year and until their respective successors are duly elected and qualified: Leslie A. Brun, Richard J. Daly, Robert N. Duelks, Richard J. Haviland, Stuart R. Levine, Maura A. Markus, Thomas J. Perna, and Alan J. Weber.

Each of the nominees currently serves on the Board and was elected by the stockholders at the 2013 Annual Meeting. Due to an age limitation for election to the Board provided in the Company s Corporate Governance Principles (the *Corporate Governance Principles*), Sandra S. Jaffee is not standing for re-election and will be rotating off the Board when her term expires following the 2014 Annual Meeting. Each nominee has consented to be nominated and to serve, if elected.

Nominee Qualifications

Under the Company s Corporate Governance Principles, a majority of the Board must be comprised of directors who are independent under the rules of the NYSE. Under the rules of the NYSE, the Board is required to affirmatively determine which directors are independent and to disclose such determination for each annual meeting of stockholders. No director will be deemed to be independent unless the Board affirmatively determines that the director has no material relationship with the Company, either directly or as an officer, stockholder or partner of an organization that has a relationship with the Company. In its review of director independence, the Board of Directors considers all relevant facts and circumstances, including without limitation, all commercial, banking, consulting, legal, accounting, charitable or other business relationships any director may have with the Company in conjunction with the Corporate Governance Principles and Section 303A of the NYSE s Listed Company Manual (the *NYSE Listing Standards*).

On August 6, 2014, the Board reviewed each director s relationship with us and affirmatively determined that all of the directors, other than Mr. Daly, are independent under the NYSE Listing Standards. Mr. Daly was determined to be not independent because he is our President and Chief Executive Officer.

Broadridge is a leading global provider of investor communications and technology-driven solutions to the financial services industry. Our systems and services include investor communication solutions, and securities processing and business process outsourcing services. With over 50 years of experience, we provide financial services firms with advanced, dependable, scalable and cost-effective integrated systems. We serve a large and diverse client base in the financial services industry including retail and institutional brokerage firms, global banks, mutual funds, annuity companies, institutional investors, specialty trading firms, clearing firms, third party administrators, hedge funds, and financial advisors. We also provide services to corporate issuers.

The Governance and Nominating Committee seeks directors with established strong professional reputations and experience in areas relevant to the strategy and operations of the Company s businesses, particularly industries that Broadridge serves. Our directors skills, expertise, background and experiences encompass the areas of banking and financial services, information processing services, technology services, or as a provider of services to the financial services industry, all of which are areas important to our Company s businesses and strategy.

The biographies of the director nominees are set forth below. They contain information regarding the individual s service as a director of the Company, business experience, director positions held currently or any time in the past five years, and the experiences, qualifications, attributes or skills that caused the Board to determine that

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such individual should serve as a director of the Company. Each of the nominees for election as a director at the 2014 Annual Meeting holds or has held senior executive positions in large, complex organizations, and most hold or have held the role of chief executive officer. This experience demonstrates their ability to perform at the highest levels. In these positions, they have gained experience in core business skills, such as strategic and financial planning, public company financial reporting, compliance, risk management and leadership development. This experience enables them to provide sound judgment concerning the issues facing a large corporation in today s environment, provide oversight of these areas at the Company and evaluate our performance.

The Governance and Nominating Committee also believes that each of the nominees has other key attributes that are important to an effective board: wisdom, integrity, an understanding and general acceptance of the Company s corporate philosophy, valid business or professional knowledge and experience, a proven record of accomplishment with excellent organizations, an inquiring mind, a willingness to speak one s mind, an ability to challenge and stimulate management, and a willingness to commit time and energy. The Governance and Nominating Committee takes diversity into account in determining the Company s slate of nominees and believes that, as a group, the directors bring a diverse range of perspectives to the Board s deliberations.

In addition to the above, the Governance and Nominating Committee also considered the specific experience described in the biographical details that follow in determining to nominate the individuals set forth below for election as directors. For more information on the process undertaken by the Governance and Nominating Committee in recommending qualified director candidates to the Board, see the Corporate Governance Committees of the Board The Governance and Nominating Committee section of this Proxy Statement.

Information About the Nominees

***Leslie A. Brun*, age 62, has served as Chairman of the Board since 2011 and has been a member of our Board of Directors since 2007.**

Independent Chairman

Mr. Brun has been the Chairman and Chief Executive Officer of SARR Group, LLC, an investment holding company that manages his family investments, since 2006. In addition, he was formerly Managing Director and head of Investor Relations at CCMP Capital, a global private equity firm. He is also the founder and Chairman Emeritus of Hamilton Lane, a provider of asset management services for which he served as Chief Executive Officer and Chairman from 1991 until 2005. From 1988 to 1991, he was Managing Director and co-founder of the investment banking group of Fidelity Bank in Philadelphia. Mr. Brun has served as a director of Automatic Data Processing, Inc. (*ADP*), a provider of business outsourcing solutions and our former parent company, since 2003, and as ADP s Chairman of the Board since 2007. He has served as a director of Merck & Co., Inc., a health care company, since 2009. He is also a director of NXT Capital, Inc., a private company. Mr. Brun was elected to the Board of Trustees of Widener University in 2014, and is a former trustee of the University at Buffalo Foundation, Inc. and The Episcopal Academy in Merion, Pennsylvania.

Specific experience, qualifications, attributes or skills:

Extensive finance, management, investment banking, commercial banking, and financial advisory experience

Operating and management experience, including as chief executive officer of an investment holding company

Public company directorship and committee experience

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***Richard J. Daly*, age 61, is our President and Chief Executive Officer and has been a member of our Board of Directors since 2007.**

Management

In addition to serving as our Chief Executive Officer, a role he has held since we became an independent company in 2007, Mr. Daly was appointed President of Broadridge in 2014. Prior to the 2007 spin-off of Broadridge from ADP, Mr. Daly served as Group President of the Brokerage Services Group of ADP, as a member of the Executive Committee and a Corporate Officer of ADP since June 1996. In his role as President, he shared the responsibility of running the Brokerage Services Group with John Hogan and was directly responsible for our Investor Communication Solutions business. Mr. Daly joined ADP in 1989, as Senior Vice President of the Brokerage Services Group, following the acquisition by ADP of the proxy services business he founded. Mr. Daly is a member of the board of The ADT Corporation, a public company, and is a member of the Advisory Board of the National Association of Corporate Directors (the *NACD*).

Specific experience, qualifications, attributes or skills:

Chief Executive Officer s unique perspective and insights into the Company, including its businesses, relationships, competitive and financial positioning, senior leadership and strategic opportunities and challenges

Operating, business and management experience at a major global company as president of the Company s predecessor business

Founder of the Investor Communication Solutions business, the Company s largest business

Public company directorship and committee experience

Core business skills

***Robert N. Duelks*, age 59, is a member of the Audit Committee and the Compensation Committee. Mr. Duelks has been a member of our Board of Directors since 2009.**

Independent Director

Mr. Duelks served for 27 years in various capacities at Accenture plc. Throughout his tenure at Accenture, Mr. Duelks held multiple roles and had responsibilities including and ranging from local client service, regional operations management to management of global offerings. While at Accenture, he served on multiple leadership committees including the Board of Partners, the Management Committee and the Executive and Operating Committee for the Global Financial Services Operating Group. Mr. Duelks serves as an advisor to the senior executives of Tree Zero, a manufacturer of 100% tree free paper products. He is the former Chairman and a current member of the Board of Trustees of Gettysburg College, and previously served as a member of the Advisory Board for the Business School at Rutgers University.

Specific experience, qualifications, attributes or skills:

Extensive experience in the management and operation of a technology and consulting services business

Core business skills

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***Richard J. Haviland*, age 68, is the Chair and a member of the Audit Committee and a member of the Governance and Nominating Committee. He has been a member of our Board of Directors since 2007.**

Independent Director

Mr. Haviland served for 20 years in various executive and financial positions at ADP, most recently as its Chief Financial Officer and a member of its Executive Committee, retiring from ADP in 2001. His experience prior to ADP includes 11 years in the auditing and assurance practice of Touche Ross & Co., a predecessor firm of Deloitte & Touche LLP, a public accounting firm. Mr. Haviland is a former director of Bisys Group, Inc., a provider of outsourcing services to the financial services industry, where he served from 2004 until it was acquired in 2007.

Specific experience, qualifications, attributes or skills:

Significant experience in all areas of public company financial management, including as chief financial officer of a major global company

Expertise in finance, financial reporting, compliance and controls

Experience in an information processing services business

Public company directorship and committee experience

***Stuart R. Levine*, age 67, is the Chair and a member of the Governance and Nominating Committee and a member of the Audit Committee. He has been a member of our Board of Directors since 2007.**

Independent Director

Mr. Levine is the founder, Chairman and Chief Executive Officer of Stuart Levine and Associates LLC, an international management consulting and leadership development company. He is the Lead Director of J. D Addario & Company, Inc., a private manufacturer of musical instrument accessories, and also serves on the board of North

Shore-Long Island Jewish Health System. In addition, Mr. Levine is the bestselling author of The Leader in You (Simon & Schuster 2004), The Six Fundamentals of Success (Doubleday 2004) and Cut to the Chase (Doubleday 2007). In 2011, Mr. Levine was recognized as one of the top 100 directors in the United States by the NACD and was designated as one of 17 Governance Fellows by the NACD as a Board Leadership Fellow. He is the former Lead Director of Gentiva Health Services, Inc., a provider of home healthcare services, where he served from 2000 to 2009. He also served as a director of European American Bank from 1995 to 2001 and The Olsten Corporation, a provider of staffing solutions, from 1994 to 2000. From 1992 to 1996, he was Chief Executive Officer of Dale Carnegie & Associates, Inc., a provider of leadership, communication and sales skills training. Mr. Levine is a former Chairman of Dowling College as well as a former Member of the New York State Assembly.

Specific experience, qualifications, attributes or skills:

Operating and management experience, including as chief executive officer of a global client services business

Public company directorship and committee experience

Frequent panel chair and participant in director education programs sponsored by the NACD

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***Maura A. Markus*, age 56, is a member of the Audit Committee and the Compensation Committee. She has been a member of our Board of Directors since 2013.**

Independent Director

Ms. Markus is the former President and Chief Operating Officer of Bank of the West, a role she held from 2010 through 2014. She is also a former member of the Board of Directors of Bank of the West and BancWest Corporation, and the Bank s Executive Management Committee. Before joining Bank of the West, Ms. Markus was a 22-year veteran of Citigroup, having most recently served as Head of International Retail Banking in Citi s Global Consumer Group. She held a number of additional domestic and international management positions including President, Citibank North America from 2000 to 2007. In this position, she also served as Chairman of Citibank West. Ms. Markus also served as Citi s European Sales and Marketing Director in Brussels, Belgium, and as President of Citi s consumer business in Greece. Ms. Markus is a member of The Financial Services Roundtable. Among her numerous community interests, she is a board member of Catholic Charities CYO of San Francisco, and is a member of Year Up Bay Area s Talent and Opportunity Board.

Specific experience, qualifications, attributes or skills:

Operating and management experience, including as chief operating officer of a large financial services company

Extensive experience in the financial services industry, including as a senior executive of a major global financial institution

***Thomas J. Perna*, age 63, is a member of the Audit Committee and the Governance and Nominating Committee. He has been a member of our Board of Directors since 2009.**

Independent Director

Mr. Perna is the former Chairman and Chief Executive Officer of Quadriserv, Inc., a company that provides technology products for the securities lending industry. Prior to joining Quadriserv, Inc. in 2005, Mr. Perna served as Senior Executive Vice President of The Bank of New York, now known as The Bank of New York Mellon, in its Financial Institutions Banking, Asset Servicing and Broker Dealer Services sectors. In this role, he was responsible for over 6,000 employees globally. Mr. Perna joined The Bank of New York in 1986. In May 2012, Mr. Perna was elected as Chairman of the Board of Trustees of the Pioneer Mutual Fund Group. Prior to his appointment as Chairman, he served as a member of the Board of Trustees of the Funds from 2006, overseeing 57 open-end and closed-end investment companies in a mutual fund complex. Mr. Perna also serves as a Commissioner on the New Jersey Civil Service Commission, a position he has held since March 2011, and is a member of a number of banking and securities industry associations. Mr. Perna previously served on the Board of Directors of the Depository Trust & Clearing Corporation (DTCC), Euroclear Bank S.A., Euroclear Clearance System PLC and Omgeo PLC.

Specific experience, qualifications, attributes or skills:

- Operating and management experience, including as chief executive officer of a provider of technology products to the securities industry
- Experience in management of a global financial services firm
- Core business skills

***Alan J. Weber*, age 65, is the Chair and a member of the Compensation Committee and a member of the Audit Committee. He has been a member of our Board of Directors since 2007.**

Independent Director

Mr. Weber is the Chief Executive Officer of Weber Group LLC, a private investment firm. Mr. Weber retired as Chairman and Chief Executive Officer of U.S. Trust Corporation and as a member of the executive committee of the Charles Schwab Corporation in 2005. Previously, he was the Vice Chairman and Chief Financial Officer of Aetna Inc., where he was responsible for corporate strategy, capital management, information technology, investor relations and financial operations. He also held a number of senior level positions at Citibank N.A., where he worked from 1971 to 1998, including as Chairman of Citibank International and Executive Vice President of Citibank. During his tenure at Citibank, Mr. Weber oversaw operations in approximately 30 countries, including assignments in Japan, Italy and Latin America. Mr. Weber has served as a director of Diebold, Inc., a provider of self-service delivery and security systems and services, since 2005; and he has served as a director of SandRidge Energy, Inc., an energy exploration and production company, since 2013. He is also on the boards of OnForce, Inc., KGS-Alpha Capital Markets, Inc. and Street Diligence, Inc, all of which are private companies. Mr. Weber serves as a member of the board of DCTV, a New York based charitable organization.

Specific experience, qualifications, attributes or skills:

- Operating and management experience, including as chief executive officer and chief financial officer of global financial services firms

- Expertise in finance, financial reporting, compliance and controls

- Experience in financial services and information technology businesses

- Public company directorship and committee experience

Required Vote

Each director nominee receiving a majority of the votes cast at the 2014 Annual Meeting, in person or by proxy, and entitled to vote in the election of directors, will be elected; provided that a quorum is present. Abstentions and broker non-votes will be included in determining whether there is a quorum. In determining whether such nominees have received the requisite number of affirmative votes, abstentions will have no effect on the outcome of the vote. Pursuant to NYSE regulations, brokers do not have discretionary voting power with respect to this proposal, and broker non-votes will have no effect on the outcome of the vote.

RECOMMENDATION OF THE BOARD OF DIRECTORS

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE ELECTION OF ALL NOMINEES

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DIRECTOR COMPENSATION

The compensation of our non-management directors is determined by the Compensation Committee. The table below sets forth cash and equity compensation paid to our non-management directors (including our independent Chairman) in the fiscal year ended June 30, 2014. All of our directors are non-management directors, other than Mr. Daly, who is our President and Chief Executive Officer. Mr. Daly s compensation as President and Chief Executive Officer is reflected in the Summary Compensation Table on page 60 of the Executive Compensation section of this Proxy Statement. Mr. Daly does not receive any separate cash or equity compensation for his participation on the Broadridge Board of Directors.

The table below on non-management director compensation includes the following compensation elements:

Cash Compensation. In fiscal year 2014, non-management directors, other than our independent Chairman, Mr. Brun, received an annual retainer of $65,000 and meeting fees of $1,500 for each Board meeting and $1,500 for each committee meeting attended. The meeting fees are paid irrespective of whether meetings are held on the same date; and attendance at Board or committee meetings by telephone results in payment of one-half of the standard meeting fee. The Chairs of the Audit, Compensation, and Governance and Nominating Committees each received an additional annual retainer of $10,000 per year. Our independent Chairman of the Board received a retainer of $120,000 but does not receive meeting fees for participation in Board or committee meetings.

All retainers and meeting fees are paid in cash on a quarterly basis. Directors may elect to defer 100% of their retainers and meeting fees into a notional account in the form of phantom shares of Broadridge common stock. This election is made annually prior to the beginning of the calendar year in which the retainers and fees are earned and is irrevocable for the entire calendar year. Accounts are adjusted to reflect changes in value over time based on the change in Broadridge s stock price and are also credited with dividend equivalents in the form of additional phantom shares on a quarterly basis as cash dividends are declared by the Broadridge Board. Participants receive distributions of the value of their notional accounts in cash following their departure from the Board of Directors.

Equity Compensation. Non-management directors received an annual grant of stock options and deferred stock units (*DSUs*) under the 2007 Omnibus Award Plan (the *Omnibus Plan*) during fiscal year 2014. Our independent Chairman, Mr. Brun, received equity awards with a target value of $180,000, and the other non-management directors each received equity awards with a target value of $120,000. The equity target value is split equally between grants of stock options and DSUs. The number of shares comprising each director s equity awards is determined at the time of grant based on a 30-day average stock price and, for stock options, the binomial value.

All stock options are granted with an exercise price equal to the closing price of Broadridge common stock on the date of the grant. All options granted to our non-management directors are fully vested upon grant, and have a term of 10 years. On November 14, 2013, our independent Chairman, Mr. Brun, was granted 16,262 options with an exercise price of $36.35 per share, and the other non-management directors were each granted 10,841 stock options with an exercise price of $36.35 per share. Following separation from service on the Board, stock options held by directors expire at the earlier of the expiration of the option term and three years.

All DSUs are granted at the same time as stock options, are fully vested upon grant, and will settle as shares of common stock upon the director s separation from service on the Board. DSUs are credited with dividend equivalents in the form of additional DSUs on a quarterly basis as dividends are declared by the Broadridge Board. On November 14, 2013, our independent Chairman Mr. Brun was granted 2,712 DSUs, and the other non-management directors were each granted 1,808 DSUs.

The stock ownership requirements for the Company s non-management directors provide that each non-management director is expected to accumulate an amount of the Company s common stock equal in value to at

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least five times their annual cash retainer. In addition, the directors are required to hold 100% of their shares received upon exercise of stock options, net of their exercise price, tax liability, and transaction costs, until their separation from service on the Board. DSUs do not settle as shares of common stock until a director s separation from service on the Board. Because of the holding requirement, there is no minimum time period in which the directors are required to achieve the stock ownership multiple. All directors are making progress toward meeting the ownership multiple.

Other. Non-management directors may participate in the Broadridge Director & Officer Matching Gift Program on the same terms as the Company s executive officers. Under this program, a charitable foundation established and funded by the Company (the *Broadridge Foundation*) contributes an equal amount to any qualified tax-exempt organization that a director supports up to a maximum Company contribution of $10,000 per calendar year.

The non-management directors are also reimbursed for their reasonable expenses in connection with attending Board and committee meetings and other Company events.

Fiscal Year 2014 Non-Management Director Compensation

Name	**Fees Earned or Paid in Cash ($) (1)**	**Stock Awards ($) (2)**	**Option Awards ($) (3)**	**All Other Compensation ($) (4)**	**Total ($)**
Leslie A. Brun	$ 120,000	$ 107,833	$ 89,929	$ 10,000	$ 327,762
Robert N. Duelks	$ 86,750	$ 72,125	$ 59,951	$ 10,000	$ 228,826
Richard J. Haviland	$ 92,250	$ 72,125	$ 59,951	$ 10,000	$ 234,326
Sandra S. Jaffee (5)	$ 77,000	$ 72,125	$ 59,951	$ 10,000	$ 219,076
Stuart R. Levine	$ 95,250	$ 72,125	$ 59,951	$ 9,000	$ 236,326
Maura A. Markus	$ 80,000	$ 67,802	$ 59,951	$ 10,000	$ 217,753
Thomas J. Perna	$ 86,000	$ 72,125	$ 59,951	$ 0	$ 218,076
Alan J. Weber	$ 93,750	$ 72,125	$ 59,951	$ 10,000	$ 235,826

(1) This column reports the amount of cash compensation payable for fiscal year 2014 Board and committee service. Mr. Brun and Mr. Levine deferred their fiscal year 2014 cash compensation as follows:

Name	**Fees Earned in Cash ($)**	**Fees Paid in Cash ($)**	**Fees Deferred ($)**	**Number of Shares of Phantom Stock Credited to Notional Account (#)**
Leslie A. Brun	$ 120,000	$ 60,000	$ 60,000	1,704.0
Stuart R. Levine	$ 95,250	$ 0	$ 95,250	2,564.6

(2) As required by SEC rules, amounts in this column present the aggregate grant date fair value of DSU awards computed in accordance with Financial Accounting Standards Board s Accounting Standards Codification 718,

Compensation Stock Compensation (*FASB ASC Topic 718*). See Note 14, Stock-Based Compensation, to the Company s Consolidated Financial Statements for the fiscal year ended June 30, 2014 included in the 2014 Form 10-K, for the relevant assumptions used to determine the valuation of these awards. The total number of DSUs that were outstanding for each non-management director as of June 30, 2014 is as follows: 12,981 (Mr. Brun); 8,941 (Mr. Duelks); 8,941 (Mr. Haviland); 8,941 (Ms. Jaffee); 8,941 (Mr. Levine); 3,552 (Ms. Markus); 8,941 (Mr. Perna); and 8,941 (Mr. Weber).

(3) As required by SEC rules, amounts in this column present the aggregate grant date fair value of option awards computed in accordance with FASB ASC Topic 718. See Note 14, Stock-Based Compensation, to the Company s Consolidated Financial Statements for the fiscal year ended June 30, 2014 included in the 2014 Form 10-K, for the relevant assumptions used to determine the valuation of these awards. The total number of

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stock options outstanding for each non-management director as of June 30, 2014, all of which are exercisable, is as follows: 111,543 (Mr. Brun); 55,866 (Mr. Duelks); 92,166 (Mr. Haviland); 40,766 (Ms. Jaffee); 92,166 (Mr. Levine); 20,943 (Ms. Markus); 55,866 (Mr. Perna); and 92,166 (Mr. Weber).

(4) This column represents Company-paid contributions made to qualified tax-exempt organizations under the Matching Gift Program on behalf of the non-management directors. The Company matches 100% of all contributions made by its non-management directors to qualified tax-exempt organizations, up to a maximum Company contribution of $10,000 per calendar year. Amounts shown reflect total Company matching contributions in the fiscal year.

(5) Ms. Jaffee is rotating off the Board when her term expires on November 13, 2014 due to an age limitation in our Corporate Governance Principles.

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CORPORATE GOVERNANCE

The Board of Directors

The directors hold regular meetings, attend special meetings as required and spend such time on the affairs of the Company as their duties require. Our Corporate Governance Principles provide that directors are expected to attend regular Board meetings in person and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. All directors of the Company attended at least 75% of the meetings of the Board of Directors and of the committees on which they served during fiscal year 2014, except that Ms. Jaffee was unable to attend four of the 13 meetings held due to unavoidable conflicts with the meetings of another company s board on which she serves as a director.

The Board of Directors has three standing committees, each of which is comprised solely of independent directors and is led by an independent Chair: Audit Committee, Compensation Committee, and Governance and Nominating Committee. The independent directors meet in executive sessions during each regular Board meeting and committee meeting. In addition, at least once a year, our independent directors meet to review the Compensation Committee s annual review of the Chief Executive Officer.

						Committee		
Name	**Age**	**Occupation**	**Independent**	**Full Board**	**Audit**	**Compensation**	**Gov & Nom**	**Director Since**
Leslie A. Brun	62	Chairman and CEO, SARR Group, LLC	Yes (1)					2007
Richard J. Daly	61	President and CEO, Broadridge	No (2)					2007
Robert N. Duelks	59	Retired, Accenture plc	Yes		þ	þ		2009
Richard J. Haviland	68	Retired CFO, ADP	Yes		C,F		þ	2007
Sandra S. Jaffee (3)	72	Former CEO, Fortent Inc.	Yes				þ	2010
Stuart R. Levine	67	Chairman and CEO, Stuart Levine and Associates LLC	Yes		þ		C	2007
Maura A. Markus	56	Former President and COO, Bank of the West	Yes		þ	þ		2013
Thomas J. Perna	63	Former Chairman and CEO, Quadriserv, Inc.	Yes		þ		þ	2009
Alan J. Weber	65	CEO, Weber Group LLC	Yes		þ,F	C		2007
Number of Meetings in Fiscal Year 2014				**5**	**5**	**6**	**4**	

(1) Chairman of the Board

(2) President and CEO
(3) Rotating off the Board when her term expires on November 13, 2014 due to an age limitation in our Corporate Governance Principles
C Committee Chair
F Audit Committee Financial Expert

Board Leadership Structure

Our Corporate Governance Principles do not specify a policy with respect to the separation of the positions of Chairman and Chief Executive Officer or with respect to whether the Chairman should be a member of management or a non-management director. The Board recognizes that there is no single, generally accepted approach to providing Board leadership, and given the dynamic and competitive environment in which we

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operate, the Board s leadership structure may vary as circumstances warrant. The Board has determined that the leadership of the Board is currently best conducted by a Chairman. The Chairman provides overall leadership to the Board in its oversight function, while the Chief Executive Officer, Mr. Daly, provides leadership with respect to the day-to-day management and operation of our business. We believe the separation of the offices allows the Chairman to focus on managing Board matters and allows Mr. Daly to focus on managing our business. In addition, we believe the separation of the offices enhances the objectivity of the Board in its management oversight role. To further enhance the objectivity of the Board, the director nominees, other than Mr. Daly, are independent.

The Board is currently led by our independent Chairman, Mr. Brun. Therefore, the Board does not believe that the appointment of a designated lead independent director is necessary and the Board currently has not appointed a lead independent director. The Board believes that having an independent Chairman vested with key duties and responsibilities and three independent Board committees chaired by independent directors provides a formal structure for strong independent oversight of the Company s management team. The independent Chairman has the following duties and responsibilities:

- advising the independent directors with respect to the quality, quantity and timeliness of information provided by Company management to the Board, and with respect to including items on the agendas of Board meetings;
- developing agendas for, and presiding over executive sessions of, the Board s independent directors; and
- discussing with senior management on behalf of the independent directors such matters which, in the judgment of the Chairman, merit the attention of senior management.

Committees of the Board

Audit Committee

The Board of Directors has determined that each of the members of the Audit Committee is independent as defined by NYSE Listing Standards and the rules of the SEC applicable to audit committee members, and that Mr. Haviland and Mr. Weber qualify as audit committee financial experts as defined in the applicable SEC rules.

The Audit Committee has a charter under which its responsibilities and authorities include assisting the Board in overseeing the:

- Company s systems of internal controls regarding finance, accounting, legal and regulatory compliance;
- Company s auditing, accounting and financial reporting processes generally;
- integrity of the Company s financial statements and other financial information provided by the Company to its stockholders and the public;

Company s compliance with legal and regulatory requirements; and

performance of the Company s Internal Audit Department and independent registered public accountants. In addition, in the performance of its oversight duties and responsibilities, the Audit Committee also reviews and discusses with management the Company s quarterly financial statements and earnings press releases as well as financial information and earnings guidance included therein; reviews periodic reports from management covering changes, if any, in accounting policies, procedures and disclosures, and management s assessment of the effectiveness of internal control over financial reporting to ensure compliance with Section 404 of the Sarbanes-Oxley Act of 2002; and reviews and discusses with the Company s internal auditors and with its independent registered public accountants the overall scope and plans of their respective audits.

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In connection with the Company s risk oversight process, the Audit Committee reviews and discusses with management the Company s major financial and certain compliance risk exposures and the steps management has taken to monitor and control such exposures (including management s risk assessment and risk management policies).

The Report of the Audit Committee is included on page 79 of this Proxy Statement. The Audit Committee s charter is available on the Company s website at ***www.broadridge.com*** under the heading Investor Relations Corporate Governance.

Compensation Committee

The Board of Directors has determined that each member of the Compensation Committee is independent as defined by NYSE Listing Standards. In addition, each member of the Compensation Committee is independent for purposes of the applicable SEC and tax rules. The Compensation Committee has a charter under which its responsibilities and authorities include:

- reviewing the Company s compensation strategy;
- reviewing the performance of the senior management;
- reviewing the risks associated with the Company s compensation programs;
- approving the compensation of the Chief Executive Officer; and
- reviewing and making recommendations to the Board regarding the compensation of all other executive officers.

In addition, the Compensation Committee administers the Company s equity-based compensation plans and takes such other action as may be appropriate or as directed by the Board of Directors to ensure that the compensation policies of the Company are reasonable and fair.

As necessary, the Compensation Committee consults with Frederic W. Cook & Co. (*Cook & Co.*) as its independent compensation consultant to advise on matters related to our executive officers and directors compensation and general compensation programs. Cook & Co. assists the Compensation Committee by providing comparative market data on compensation practices and programs. Cook & Co. also provides guidance on industry best practices, the design of incentive plans and other indirect elements of our overall compensation program, the setting of performance goals, and the drafting of compensation-related disclosures. For further discussion of the roles of the Compensation Committee and Cook & Co., please see the section of this Proxy Statement entitled Compensation Discussion and Analysis beginning on page 34.

The Compensation Committee Report is included on page 59 of this Proxy Statement. The Compensation Committee s charter is available on the Company s website at ***www.broadridge.com*** under the heading Investor Relations Corporate Governance.

Governance and Nominating Committee

The Board of Directors has determined that each member of the Governance and Nominating Committee is independent as defined by NYSE Listing Standards.

The Governance and Nominating Committee has a charter, under which its responsibilities and authorities include:

- identifying individuals qualified to become Board members and recommending that the Board select a group of director nominees for each annual meeting of the Company s stockholders;

- ensuring that the Audit, Compensation and Governance and Nominating Committees of the Board of Directors shall have the benefit of qualified and experienced independent directors; and

- developing and recommending to the Board a set of effective corporate governance policies and procedures applicable to the Company.

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The Corporate Governance Principles and the Governance and Nominating Committee s charter is available on the Company s website at ***www.broadridge.com*** under the heading Investor Relations Corporate Governance.

Nomination Process

When seeking candidates for director, the Governance and Nominating Committee may solicit suggestions from incumbent directors, management, stockholders or others. While the Governance and Nominating Committee has authority under its charter to retain a search firm for this purpose, no such firm has been retained. After conducting an initial evaluation of a potential candidate, the Governance and Nominating Committee will interview that candidate if it believes such candidate might be suitable to be a director. The candidate may also meet with members of the Board other than the members of the Governance and Nominating Committee. At the candidate s request, they may also meet with management. If the Governance and Nominating Committee believes a candidate would be a valuable addition to the Board, it will recommend to the full Board that candidate s election.

The Governance and Nominating Committee selects each nominee based on the nominee s skills, achievements and experience. The Corporate Governance Principles provide that director nominees should have experience in positions with a high degree of responsibility, be leaders in the companies or institutions with which they are affiliated, and be selected based upon contributions they can make.

The Governance and Nominating Committee considers a variety of factors in selecting candidates. The minimum characteristics that the Governance and Nominating Committee believes must be met include: independence, wisdom, integrity, an understanding and general acceptance of the Company s corporate philosophy, valid business or professional knowledge and experience, a proven record of accomplishment with excellent organizations, an inquiring mind, a willingness to speak one s mind, an ability to challenge and stimulate management, and a willingness to commit time and energy.

In making its selection of candidates to recommend for election, the Corporate Governance Principles provide that the Board seeks members from diverse professional, racial, cultural, ethnic and gender backgrounds that combine a broad spectrum of experience and expertise with a reputation for integrity. Exceptional candidates who do not meet all of these criteria may still be considered.

This year, due to an age limitation for election to the Board in the Corporate Governance Principles, Sandra S. Jaffee is not standing for re-election and will be rotating off the Board. Her term will expire following the Annual Meeting on November 13, 2014.

The Corporate Governance Principles do not provide for a fixed number of directors, but provide that the optimum size of the Company s Board of Directors is 8 to 12 directors.

Stockholders who wish to submit nominees for election at an annual or special meeting of stockholders should follow the procedure described on page 82. The Governance and Nominating Committee will apply the same standards in considering candidates submitted by stockholders as it does in evaluating candidates submitted by members of the Board of Directors.

The Board s Role in Risk Oversight

The Company s management is responsible for managing risks affecting the Company, including identifying, assessing and appropriately mitigating risk. The responsibilities of the Board of Directors include oversight of the Company s risk management processes. The Board of Directors has two primary methods of overseeing risk. The first method is through the Company s Enterprise Risk Management (*ERM*) process which allows for full Board oversight of the most significant risks facing the Company. The second is through the functioning of the Board s committees.

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Management established the ERM process to ensure a complete Company-wide approach to risk over five distinct but overlapping core areas:

- Strategic the risks that could impede the Company from achieving its strategic vision and goals;
- Financial the risks related to maintaining accurate financial statements, and timely and complete financial disclosures;
- Operational the risks in the processes, people and technology the Company employs to achieve its strategy and normal business operations;
- Compliance the risks related to the Company s legal and regulatory compliance requirements and violations of laws; and
- Reputational the risks that impact the Company s reputation including failing to meet the expectations of its customers, investors, employees, regulators or the public.

The goal of the ERM process is to provide an ongoing process, effected at all levels of the Company across each business unit and corporate function, to identify and assess risk, monitor risk, and agree on mitigating action. Central to Broadridge s risk management process is its risk committee, which oversees management s identification and assessment of the key risks in the Company, and reviews the controls management has in place with respect to these risks. The risk committee is comprised of executive officers and senior executives of the Company including the Chief Operating Officer, Chief Financial Officer, General Counsel, Chief Information Officer, and Corporate Vice President, Human Resources. The risk committee communicates the results of its work directly to the Chief Executive Officer and the Board. The Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer meet regularly to discuss specific risks and the Company s risk management processes.

In addition, the Board and the Audit and Compensation Committees of the Board oversee specific areas of risk as follows:

- The full Board has oversight responsibility of the Company s Strategic, Operational, and Reputational risks.
- The Chief Financial Officer updates the full Board on the Strategic, Reputational and non-information technology Operational risks.
- The Chief Information Officer updates the full Board on information technology Operational risks.

The Audit Committee has oversight responsibility of the Company s Financial and Compliance risks (other than compensation program design risk).

The Chief Financial Officer, Corporate Controller and Treasurer update the Audit Committee on the Financial risks.

The Chief Financial Officer, Corporate Controller, General Counsel, and other business and finance executives update the Audit Committee on the Compliance risks.

The Compensation Committee has oversight responsibility of the Company s compensation program design risk.

The Corporate Vice President, Human Resources updates the Compensation Committee on compensation program design risk.

The Chairs of the Audit Committee and Compensation Committee may address risks directly with management, or, where appropriate, may elevate a risk for consideration by the full Board. The ERM process and the full Board and committee approach to risk management leverages the Board s leadership structure to ensure that risk is overseen by the Board on both a Company-wide approach and through specific areas of competency.

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Risk Assessment of Compensation Programs

With the assistance of Cook & Co., the Compensation Committee reviews our compensation programs for all Broadridge employees on an annual basis. The Committee concluded that our compensation programs do not create risks that are reasonably likely to have a material adverse effect on the Company.

The key design features in our compensation programs that support this conclusion are:

- The mix between fixed and variable compensation, annual and long-term compensation, and cash and equity compensation are designed to encourage strategies and actions that are in Broadridge s and our stockholders long-term best interests.

- Stock options and performance-based restricted stock units (*RSU*) provide for significant long-term wealth creation for executive officers only when we provide consistent total shareholder return (as reflected in an increase in our common stock price and quarterly dividend payments) over a sustained period.

- Long-term compensation is designed to reward executives for creating sustained increases in stockholder value over a multiple year period. The multiple year vesting periods of 2.5 to four years for equity compensation awards encourage executives to focus on sustained stock price appreciation.

- Incentive awards are determined based on a review of a variety of financial and non-financial indicators of performance, which diversifies the risk associated with any single performance measure.

- The Compensation Committee reviews and approves executive officer objectives to ensure that goals are aligned with the Company s business plans, achieve the proper risk/reward balance, and do not encourage unnecessary or excessive risk taking.

- Annual and long-term incentive awards have a cap on the maximum payment and design features intended to balance pay for performance within appropriate time periods.

- The Compensation Committee has the ability to use its discretion to reduce earned incentive awards based on a subjective evaluation of each individual s performance against strategic and leadership objectives and other factors.

- We maintain a clawback policy that requires the reimbursement by an executive officer of cash or equity incentive compensation earned by any executive officer in connection with a restatement of our financial statements due to material noncompliance with financial reporting requirements.

Officer Stock Ownership Guidelines are in place for all of the Company s executive officers, including the Named Executive Officers listed on page 34, providing the goal that executive officers accumulate shares of our common stock at least equal in value to two to six times their current annual base salary.

Officer Stock Retention and Holding Period Guidelines are in place providing the goal that all executive officers, including the Named Executive Officers listed on page 34, retain at least 50% of the net profit shares realized from stock option exercises and RSU vesting in the form of our common stock. These net profit shares must be held indefinitely if the executive officer has not met the stock ownership guideline and must be held for a minimum of one year if the executive officer has met the ownership guideline.

A Pre-Clearance and Insider Trading Policy is in place that requires pre-approval of any transactions in our common stock by executive officers and directors and prohibits the hedging or pledging of our stock.

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Communications with the Board of Directors

All interested parties who wish to communicate with the Board of Directors or any of the non-management directors, may do so by sending a letter to the Secretary, Broadridge Financial Solutions, Inc., 1981 Marcus Avenue, Lake Success, New York 11042, and should specify the intended recipient or recipients. All such communications, other than unsolicited commercial solicitations or communications, will be forwarded to the appropriate director or directors for review. Any such unsolicited commercial solicitation or communications not forwarded to the appropriate director or directors will be available to any non-management director who wishes to review it. The Governance and Nominating Committee, on behalf of the Board, will review any letters it may receive concerning the Company s corporate governance processes and will make recommendations to the Board based on such communications.

Code of Business Conduct and Code of Ethics

The Company has adopted a Code of Business Conduct and Ethics (the *Code of Business Conduct*) and a Code of Ethics for Principal Executive Officer and Senior Financial Officers (the *Code of Ethics*) which applies, among others, to the Company s principal executive officer, principal financial officer and controller. The Company will post on its website any amendment to the Code of Business Conduct or the Code of Ethics and any waiver of the Code of Business Conduct or the Code of Ethics granted to any of its directors or executive officers to the extent required by applicable rules.

Website Access to Corporate Governance Documents

Copies of the Corporate Governance Principles, Code of Business Conduct, Code of Ethics and the Charters of the Committees of the Board of Directors are available on our corporate website at ***www.broadridge.com*** under the heading Investor Relations Corporate Governance or by writing to the Secretary, Broadridge Financial Solutions, Inc., 1981 Marcus Avenue, Lake Success, New York 11042.

Certain Relationships and Related Transactions

The Audit Committee of the Board of Directors is responsible for reviewing and evaluating the Company s transactions with persons who are related to the Company such as a director, executive officer of the Company, or an immediate family member of a director or executive officer of the Company. In addition, the Code of Business Conduct prohibits Company personnel, including members of the Board of Directors from exploiting their positions or relationships with Broadridge for personal gain. In that regard such personnel must avoid:

- causing Broadridge to engage in business transactions with relatives or friends;
- using non-public Broadridge, client or vendor information for personal gain by the employee, their relatives or friends (including securities transactions based on such information);
- having more than a modest financial interest in Broadridge s vendors, clients or competitors;

- receiving a loan, or guarantee of obligations, from Broadridge or a third party as a result of their positions at Broadridge; or

- competing or preparing to compete, with Broadridge while still employed by Broadridge.

The Code of Business Conduct provides that there shall be no waiver of any part of the Code of Business Conduct, except by a vote of the Board of Directors or a designated committee, which will ascertain whether a waiver is appropriate and ensure that the waiver is accompanied by appropriate controls designed to protect Broadridge.

In the fiscal year ended June 30, 2014, the Company did not engage in any transaction with a related person in which the amount involved exceeded $120,000.

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Director Attendance at Annual Meetings

The Company does not have a formal policy with regard to the directors attendance at annual meetings of stockholders. Generally, however, Board and committee meetings are held the same day as the annual meeting of stockholders, with directors attending the annual meeting. All of the directors then in office attended the Company s 2013 annual meeting of stockholders.

MANAGEMENT

Directors and Executive Officers

The following table sets forth information regarding individuals who serve as our executive officers. Information about the individuals who serve as our directors is set forth in the Proposal 1 Election of Directors Information About the Nominees section of this Proxy Statement.

Name	Age	Position(s)
Richard J. Daly	61	President and Chief Executive Officer, Director
Timothy C. Gokey	53	Corporate Senior Vice President and Chief Operating Officer
Christopher J. Perry	52	Corporate Senior Vice President, Global Sales, Marketing and Client Solutions
Robert Schifellite	56	Corporate Senior Vice President, Investor Communication Solutions
Adam D. Amsterdam	53	Corporate Vice President, General Counsel and Secretary
Maryjo T. Charbonnier	44	Corporate Vice President, Human Resources
Lyell Dampeer	63	Corporate Vice President, U.S. Investor Communication Solutions
Douglas R. DeSchutter	44	Corporate Vice President, U.S. Regulatory and Digital Communications
Robert F. Kalenka	51	Corporate Vice President, Global Procurement and Facilities
Charles J. Marchesani	54	Corporate Vice President, Securities Processing Solutions
Gerard F. Scavelli	59	Corporate Vice President, Investor Communication Solutions-Mutual Funds
James M. Young	43	Corporate Vice President and Chief Financial Officer

Richard J. Daly. Mr. Daly is our President and Chief Executive Officer and a member of our Board of Directors. Mr. Daly s biographical information is set forth in the Proposal 1 Election of Directors Information About the Nominees section of this Proxy Statement.

Timothy C. Gokey. Mr. Gokey is our Corporate Senior Vice President and Chief Operating Officer with responsibility for all Broadridge s business units. Previously, he served as Broadridge s Chief Corporate Development Officer and was responsible for the Company s growth initiatives, including sales and marketing, strategy, mergers and acquisitions, partnerships, and other growth-related activities. Prior to joining Broadridge in 2010, Mr. Gokey was President of the Retail Tax business at H&R Block from 2004. Prior to joining H&R Block, Mr. Gokey spent 13 years at McKinsey and Company, a global consulting firm, most recently as a partner of the firm. At McKinsey, Mr. Gokey served over two dozen Fortune 500 and 1000 companies primarily in the financial services industry. He also led McKinsey s North American Financial Services Marketing Practice.

Christopher J. Perry. Mr. Perry is our Corporate Senior Vice President, Global Sales, Marketing and Client Solutions. He joined Broadridge in September 2014 after more than 25 years of experience in banking, brokerage and financial information services. Most recently, he was Global Managing Director of Risk for the Financial & Risk division of Thomson Reuters. In this role, he was the general manager of a global segment which includes Governance, Risk, Compliance, Pricing, Valuation and Reference Services. Over the previous

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14 years, Mr. Perry held numerous roles at Thomson Reuters and its predecessor, Thomson Financial. From 2011 to 2013, he was President, Global Sales & Account Management at the Financial & Risk division of Thomson Reuters. From 2006 to 2010, he served as President, Americas for Thomson Reuters and its predecessor, Thomson Financial. Earlier in his career, Mr. Perry worked for A-T Financial and PC Quote, after spending many years in institutional trading and retail brokerage with Kemper Financial s Blunt Ellis & Loewi unit.

Robert Schifellite. Mr. Schifellite is our Corporate Senior Vice President, Investor Communication Solutions. He is responsible for the bank, broker-dealer and corporate issuer solutions businesses of our Investor Communications segment. Mr. Schifellite joined ADP s Brokerage Services Group in 1992 as Vice President, Client Services. In 1996, he was promoted to Senior Vice President and General Manager of Investor Communication Services. In 2011, Mr. Schifellite s title was changed from Corporate Vice President to Corporate Senior Vice President of Broadridge.

Adam D. Amsterdam. Mr. Amsterdam is our Corporate Vice President, General Counsel and Secretary. Mr. Amsterdam is responsible for all legal matters related to the Company. Prior to the spin-off, he served as Associate General Counsel and Staff Vice President of ADP since January 2006. Mr. Amsterdam joined ADP in 1991 as Corporate Counsel responsible for the Brokerage Services Group. In 1994, he was promoted to Senior Corporate Counsel of ADP. Mr. Amsterdam was promoted in 1996 to Assistant General Counsel and then again in 2002 to Associate General Counsel of ADP.

Maryjo T. Charbonnier. Ms. Charbonnier is our Corporate Vice President, Human Resources. She is responsible for all aspects of human resources within Broadridge. She joined the Company in August 2008 and was promoted to her current role in June 2009. Prior to joining Broadridge, Ms. Charbonnier held many senior human resource positions at PepsiCo, Inc. in the United States, Canada and Mexico over a 13-year period. In her last role at PepsiCo, she was the Vice President of Talent Sustainability PepsiCo Foods and she led the talent management strategy and implementation for PepsiCo s largest division.

Lyell Dampeer. Mr. Dampeer is our Corporate Vice President, U.S. Investor Communication Solutions. He is responsible for our U.S. regulatory communication services, and for our issuer and transfer agency services. Prior to the appointment to his current role in 2012, Mr. Dampeer served as the head of our U.S. regulatory communications services including post-sale fulfillment from 2009. Mr. Dampeer joined ADP s Brokerage Services Group in 2000 as Vice President, Client Services. Prior to that, he held a variety of senior management positions at companies providing outsourcing services.

Douglas R. DeSchutter. Mr. DeSchutter is our Corporate Vice President, U.S. Regulatory and Digital Communications. Mr. DeSchutter s responsibilities include our U.S. regulatory communication services (proxy and prospectus) and our digital strategy. Prior to the appointment to his current role in 2012, Mr. DeSchutter was responsible for our customer communication services from 2009, including transaction reporting, electronic communications, document management, and new account processing solutions. Mr. DeSchutter was the Chief Strategy and Business Development Officer for Broadridge, responsible for mergers and acquisitions and strategy, from 2007 to 2009. Prior to the spin-off, Mr. DeSchutter served as Vice President of Corporate Development for ADP from 2002 until he was promoted to Staff Vice President of Corporate Development in 2006. Prior to joining ADP in 2002, he was Vice President of Mergers & Acquisitions at Lehman Brothers focusing on the technology sector.

Robert F. Kalenka. Mr. Kalenka is our Corporate Vice President, Global Procurement and Facilities. In addition to being responsible for global procurement and facilities, he is responsible for the operations of our Investor Communication Solutions business. In 2014, Mr. Kalenka s responsibilities were expanded to include responsibility for our transaction reporting, PostEdge, and Imaging and Workflow Solutions businesses. Mr. Kalenka joined ADP s Brokerage Services Group in 1992 in the Investor Communication Services Division

as Director of Finance. He was promoted to Vice President of Operations of the Investor Communication Services Division in 1994, and again as Chief Operating Officer and Senior Vice President of the Investor Communication Services Division in 1999.

Charles J. Marchesani. Mr. Marchesani is our Corporate Vice President, Securities Processing Solutions. He is responsible for our global technology and operations solutions business. In 2013, his role was expanded to include responsibility for our international securities processing solutions and business process outsourcing solutions businesses. Prior to his current role, Mr. Marchesani was responsible for the U.S. securities processing solutions business. Mr. Marchesani joined ADP s Brokerage Services Group in 1992 in the Market Data Services Division as Director of the Help Desk and served in various roles of increasing responsibility within the Brokerage Processing Services business until he was promoted to General Manager of the Brokerage Processing Services business in 2005.

Gerard F. Scavelli. Mr. Scavelli is our Corporate Vice President, Investor Communication Solutions-Mutual Funds. He is responsible for the mutual fund solutions businesses of our Investor Communication Solutions segment. Mr. Scavelli joined ADP s Brokerage Services Group in 1997 as Vice President of Business Development. In 1999, he was promoted to Senior Vice President and General Manager of Information Distribution Services, and again in 2008 as Senior Vice President and General Manager of mutual fund services. In 2009, Mr. Scavelli was promoted to his current role.

James M. Young. Mr. Young is our Corporate Vice President and Chief Financial Officer. He joined Broadridge in June 2014 after serving in senior finance roles at Visa Inc., a global payments technology company, where he worked from 2006 until 2014. Most recently, Mr. Young served as Senior Vice President, Finance and was responsible for global financial planning and analysis for Visa s businesses in North America, Latin America, Asia Pacific, Central Europe, the Middle East and Africa since July 2013. Previously, he served as the Head of Corporate Finance, where he was responsible for Visa s global controllership, tax and financial planning and analysis functions. Earlier, he held several finance roles with increasing responsibility including leading finance for Visa s North America division from 2008 to 2010 and playing a lead role in Visa s $19 billion IPO in 2008. Prior to joining Visa, Mr. Young was a finance executive at early stage technology companies Arena Solutions and Grand Central Communications.

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OWNERSHIP OF COMMON STOCK BY

MANAGEMENT AND CERTAIN BENEFICIAL OWNERS

The following table shows the number of shares of common stock beneficially owned by (a) each of our directors, (b) each of our director nominees, (c) each executive officer named in the Summary Compensation Table, and (d) by all directors, director nominees, and executive officers as a group.

The information set forth below is as of July 31, 2014, and is based upon information supplied or confirmed by the named individuals. Unless otherwise noted, the beneficial owners exercise sole voting and/or investment power over their shares. The address of each person named in the table below is c/o Broadridge Financial Solutions, Inc., 1981 Marcus Avenue, Lake Success, New York 11042.

Beneficial Owner	**Common Shares (1) (2) (3)**	**Percentage of Common Shares Beneficially Owned**
Leslie A. Brun	125,089	*
Richard J. Daly (4)	1,715,585	1.4%
Lyell Dampeer	46,275	*
Robert N. Duelks	66,852	*
Timothy C. Gokey	378,403	*
Richard J. Haviland (5)	114,437	*
John Hogan (6)	534,509	*
Sandra S. Jaffee (7)	49,752	*
Stuart R. Levine	110,614	*
Michael Liberatore	8,646	*
Maura A. Markus	24,512	
Thomas J. Perna	69,852	*
Robert Schifellite	456,012	*
Dan Sheldon (6)	598,500	*
Alan J. Weber	108,152	*
James M. Young	31,358	*
All directors, director nominees, and executive officers as a group (8)	6,112,081	5.1%

* Represents beneficial ownership of less than 1% of the issued and outstanding shares of our common stock.

(1) Includes unrestricted shares of common stock over which each director or executive officer has sole voting and investment power.

(2) Amounts reflect vested stock options and stock options that will vest within 60 days of July 31, 2014. If shares are acquired, the director or executive officer would have sole discretion as to voting and investment. The shares beneficially owned include: (i) the following shares subject to such options granted to the following directors and executive officers: 111,543 (Mr. Brun); 1,286,407 (Mr. Daly); 39,130 (Mr. Dampeer); 55,866 (Mr. Duelks); 351,096 (Mr. Gokey); 92,166 (Mr. Haviland); 491,325 (Mr. Hogan); 40,766 (Ms. Jaffee); 92,166 (Mr. Levine); 3,685 (Mr. Liberatore); 20,943 (Ms. Markus); 55,866 (Mr. Perna); 396,966 (Mr. Schifellite); 518,596 (Mr. Sheldon); 92,166 (Mr. Weber); and 26,260 (Mr. Young); and (ii) 5,164,608 shares subject to such options granted

to all directors and executive officers as a group.

(3) Amounts provided for each director, other than Mr. Daly, include DSU awards which are fully vested upon grant, and will settle as shares of common stock upon the director s separation from service on the Board. The DSUs are credited with dividend equivalents in the form of additional DSUs on a quarterly basis as dividends are declared by the Broadridge Board.

(4) Includes 43,000 shares of common stock held by the EED 2012 Trust, 43,000 shares of common stock held by the KLD 2012 Trust, and 124,907 shares of common stock held by the RD 2014 GRAT Trust. Mr. Daly and his wife are co-trustees of these trusts.

(5) Includes 13,285 shares of common stock held in two trusts in which Mr. Haviland and his wife are co-trustees.

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(6) Mr. Hogan was no longer an executive officer of the Company as of December 31, 2013. Mr. Sheldon was no longer an executive officer of the Company as of February 5, 2014 and separated from the Company on April 11, 2014. The information presented in this table is as of the dates they each ceased to be officers of the Company.
(7) Ms. Jaffee is rotating off the Board when her term expires on November 13, 2014 due to an age limitation in our Corporate Governance Principles.
(8) Christopher J. Perry joined the Company on September 10, 2014 and his ownership is not included in the table.

The following table sets forth, as of July 31, 2014, the amount of beneficial ownership of each beneficial owner of more than five percent (5%) of our common stock:

Beneficial Owner	Common Shares	Percentage of Common Shares Beneficially Owned
The Vanguard Group (1)	8,259,739	6.9%
BlackRock, Inc. (2)	7,832,325	6.6%
Harris Associates L.P. and Harris Associates Inc. (3)	6,109,809	5.1%

(1) Based on information contained in Amendment No.1 to Schedule 13G filed on February 11, 2014 by The Vanguard Group, Inc. (*Vanguard Group*) which amends the Schedule 13G filing made by Vanguard Group on February 13, 2013. Vanguard Group reported that it has beneficial ownership of 8,259,739 shares of the Company s common stock, which includes 67,445 shares beneficially owned by Vanguard Fiduciary Trust Company, a wholly owned subsidiary of Vanguard Group, as a result of its serving as investment manager of collective trust accounts, and 7,600 shares beneficially owned by Vanguard Investments Australia, Ltd, a wholly owned subsidiary of Vanguard Group, as a result of its serving as an investment manager. The Vanguard Group has sole voting power with respect to 75,045 shares of the Company s common stock, sole dispositive power with respect to 8,192,294 shares of the Company s common stock and shared dispositive power with respect to 67,445 shares of the Company s common stock. The address of Vanguard Group is 100 Vanguard Blvd., Malvern, PA 19355.
(2) Based on the information contained in Amendment No. 4 to Schedule 13G filed on January 28, 2014 by BlackRock, Inc. (*BlackRock*) which amends the Schedule 13G filing made by BlackRock on January 29, 2010, as amended by Amendment No. 1 to Schedule 13G filed with the SEC on February 3, 2011, as amended by Amendment No. 2 to Schedule 13G filed with the SEC on February 13, 2012, as amended by Amendment No. 3 to Schedule 13G filed with the SEC on February 6, 2013. BlackRock reported sole voting power with respect to 6.891,423 shares of the Company s common stock and sole dispositive power with respect to 7,832,325 shares of the Company s common stock. The address of BlackRock is 40 East 52nd Street, New York, NY 10022.
(3) Based on information contained in Amendment No. 3 to Schedule 13G filed on February 12, 2014 by Harris Associates L.P. (*Harris*) and Harris Associates Inc., Harris general partner (*Harris General Partner*), which amends the Schedule 13G filing made by Harris and Harris General Partner on February 8, 2011, as amended by Amendment No. 1 to Schedule 13G filed with the SEC on February 14, 2012, as amended by Amendment No. 2 to Schedule 13G filed with the SEC on February 11, 2013. Harris General Partner, for itself and as a general partner of Harris, reported sole beneficial ownership of 6,109,809 shares of the Company s common stock. The address of Harris and Harris General Partner is Two North LaSalle Street, Suite 500, Chicago, IL 60602-3790.

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SECTION 16(a) BENEFICIAL OWNERSHIP COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended (the *Exchange Act*) requires the Company s executive officers, directors and persons who own more than 10 percent of our common stock to file initial reports of ownership and changes in ownership with the SEC. To the Company s knowledge, with respect to the fiscal year ended June 30, 2014, all applicable filings were timely made, except that each of the following executive officers inadvertently failed to timely file one Form 4 reporting the disposition of shares of common stock for taxes withheld upon the vesting of RSUs on April 1, 2014: Adam D. Amsterdam, Maryjo T. Charbonnier, Richard J. Daly, Lyell Dampeer, Douglas R. DeSchutter, Timothy C. Gokey, Robert F. Kalenka, Charles J. Marchesani, Gerard F. Scavelli, and Robert Schifellite. The executive officers reported this transaction on Forms 4 filed with the SEC on April 10, 2014.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth, as of June 30, 2014, certain information related to the Company s equity compensation plans.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column(a)) (c)
Equity compensation plans approved by security holders (1)	9,847,291 (2)	$ 23.73	6,935,631 (3)
Equity compensation plans *not* approved by security holders			
Total	9,847,291	$ 23.73	6,935,631

(1) The Omnibus Plan.

(2) This amount consists of stock options which have an average remaining term as of June 30, 2014 of 5.75 years. This amount does not include outstanding unvested Whole Share Awards of: (i) 1,866,408 time-based RSUs; and (ii) 662,282 performance-based RSUs.

(3) These shares can be issued as stock options, stock appreciation rights, restricted stock, RSUs, or stock bonus awards under the Omnibus Plan.

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PROPOSAL 2 ADVISORY VOTE TO APPROVE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS (THE SAY ON PAY VOTE)

We recognize the interest the Company s stockholders have in the Company s executive compensation policies and practices. In recognition of that interest and in accordance with the requirements of the SEC rules and the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the *Dodd-Frank Act*), this proposal provides the Company s stockholders with an opportunity to cast an annual advisory vote on the compensation of the executive officers listed on the Summary Compensation Table on page 60 (the *Named Executive Officers*), as disclosed pursuant to the SEC s compensation disclosure rules, including the discussion of the Company s compensation program and philosophy and the compensation tables of this Proxy Statement (the *Say on Pay Proposal*).

At the 2013 annual meeting of stockholders, over 98% of the votes cast on the Say on Pay Proposal were voted in favor of the proposal. The Committee discussed the results of this advisory vote in connection with its review of compensation decisions.

As described in more detail beginning on page 34 of this Proxy Statement under the heading Executive Compensation Compensation Discussion and Analysis, the Company has adopted an executive compensation program that reflects the Company s philosophy that executive compensation should be structured to align each executive s interests with the interests of our stockholders. Provided below are a few highlights of our performance and our executive compensation policies and practices in 2014.

> *Pay for Performance*. The mix of compensation elements for the Named Executive Officers, and particularly the CEO, is more heavily weighted towards variable, performance-based compensation than for the balance of the Company s executive officers. This is intended to ensure that the executives who are most responsible for overall performance and changes in stockholder value are held most accountable for results. For example, approximately 84% of the total target fiscal year 2014 compensation of our CEO, and approximately 69% of the total target fiscal year 2014 compensation of our other Named Executive Officers who are currently corporate officers, is at risk and tied primarily to the long-term growth and profitability of the Company.

As discussed in more detail in the 2014 Financial Performance Highlights section below, in fiscal year 2014, we reported record revenues, net earnings, earnings per share (*EPS*) and closed sales results, highlighted by a 9% growth in recurring revenues, a 24% increase in net earnings presented in accordance with generally accepted accounting principles in the United States (*GAAP*), a 25% increase in our GAAP diluted EPS, and a 14% increase in closed sales. In line with the Company s overall strong financial performance in fiscal year 2014, the total direct compensation of the Named Executive Officers increased, primarily due to an increase in their annual cash incentive award payments. The annual cash incentive payments for the Named Executive Officers who are currently corporate officers ranged from 122% to 134% of their targets, as compared to 112% to 121% of the targets for the fiscal year 2013 Named Executive Officers. In addition, because of our strong EPS performance in fiscal year 2014, performance-based RSU target awards which were earned based on average adjusted EPS performance over fiscal years 2013 and 2014, were earned at 150% of their target amounts at the end of fiscal year 2014. The performance-based RSU awards earned at the end of fiscal year 2013 were earned at 100% of the target award opportunity.

In summary, the Compensation Committee concluded that fiscal year 2014 compensation was well aligned with our performance for the year and that the connection between pay and performance is strong.

Pay targeted at Median. Our goal is to position target compensation, on average, at the median of the external market for the Named Executive Officers. On an individual basis, target compensation for each Named Executive Officer may be set above or below median based on a variety of factors

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including sustained performance over time, readiness for promotion to a higher level, and skill set and experience relative to external market counterparts. Actual compensation varies above or below the target level based on the degree to which specific performance goals are attained in the variable incentive plans, changes in stock value over time, and the individual performance of each executive.

Risk Mitigation Policies and Practices. The Company has certain policies in place to minimize excessive risk taking such as a clawback policy and a policy that prohibits the hedging or pledging of the Company s stock. In addition, with the assistance of its independent compensation consultant, Cook & Co., the Compensation Committee has reviewed our compensation programs for all Broadridge employees and has concluded that they do not create risks that are reasonably likely to have a material adverse effect on the Company.

In addition, the Company has the following governance and compensation policies and practices in place to ensure that we meet best practices in corporate governance:

Clawback Policy. Executive officer cash or equity incentive compensation is subject to reimbursement, if and to the extent that the payment, grant, or vesting was predicated upon the achievement of financial results that were subsequently the subject of a financial restatement due to material noncompliance with financial reporting requirements by the Company, and a lower payment, award, or vesting would have occurred based upon the restated financial results.

Double-trigger on Change in Control. Our Change in Control Severance Plan is based on a double-trigger, such that payments of cash and vesting of equity awards occur only if termination of employment without cause or with good reason occurs during the three-year period after a change in control.

No Re-pricing or Discount Stock Options. We do not lower the exercise price of any outstanding stock options, and the exercise price of our stock options is not less than 100% of the fair market value of our common stock on the date of grant.

No Dividends on Unearned Performance-based RSUs. Dividends are not earned or accrued by our performance-based RSUs until they vest and convert to shares of common stock.

Share Ownership and Retention and Holding Period Guidelines. To encourage equity ownership among our executive officers, we maintain share ownership guidelines based on a multiple of their salaries, which include stock retention and holding period guidelines that provide that they retain 50% of the net profit shares they receive as compensation. These net profit shares must be held indefinitely if the executive officer has not met the stock ownership guideline and must be held for a minimum of one year if the executive officer has met the ownership guideline.

No Hedging or Pledging of Stock. Our Named Executive Officers are prohibited from engaging in hedging and pledging activities or short sales with respect to their Broadridge common stock.

No Excise Tax Gross-ups. We do not provide for excise tax gross-ups to executive officers upon a change in control of the Company.

Modest Perquisites. We offer only modest perquisites that are supported by a business interest.

Independence of our Compensation Committee and Advisor. The Compensation Committee of our Board of Directors, which is comprised solely of independent directors, utilizes the services of Cook & Co., as an independent compensation consultant. Cook & Co. reports to the Committee, does not perform any other services for the Company, and has no economic or other ties to the Company or the management team that could compromise their independence or objectivity.

The stockholder vote on this proposal is not intended to address any specific element of compensation, but rather the overall compensation of our Named Executive Officers. Pursuant to the Dodd-Frank Act, this vote is

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advisory and will not be binding on the Company. However, the Board of Directors and the Compensation Committee will review and consider the voting results when evaluating future compensation decisions relating to our Named Executive Officers.

We request that stockholders approve, on an advisory basis, the compensation of our Named Executive Officers, as disclosed in the Proxy Statement, including the Compensation Discussion and Analysis, related compensation tables and disclosures, pursuant to the compensation disclosure requirements of the SEC.

Required Vote

The affirmative vote of a majority of votes cast at the 2014 Annual Meeting, in person or by proxy, and entitled to be voted on this proposal at the Meeting is required for advisory approval of the proposal; provided that a quorum is present. Abstentions and broker non-votes will be included in determining whether there is a quorum. In determining whether the proposal has received the requisite number of affirmative votes, abstentions will have no effect on the outcome of the vote. Pursuant to NYSE regulations, brokers do not have discretionary voting power with respect to this proposal, and broker non-votes will have no effect on the outcome of the vote.

RECOMMENDATION OF THE BOARD OF DIRECTORS

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE APPROVAL OF THE

COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THIS PROXY STATEMENT

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EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

This section of the Proxy Statement explains the design and operation of our executive compensation programs with respect to the following Named Executive Officers listed on the Summary Compensation Table on page 60:

Richard J. Daly, President and Chief Executive Officer (*CEO*)

James M. Young, Corporate Vice President and Chief Financial Officer (*CFO*)

Timothy C. Gokey, Corporate Senior Vice President and Chief Operating Officer (*COO*)

Robert Schifellite, Corporate Senior Vice President, Investor Communication Solutions

Lyell Dampeer, Corporate Vice President, U.S. Investor Communication Solutions

Dan Sheldon, who served as our Corporate Vice President and Chief Financial Officer until February 5, 2014, and separated from the Company on April 11, 2014

John Hogan, who served as our President until December 31, 2013, and currently serves in the non-officer role of Senior Managing Director, Global Technology

Michael Liberatore, who served as our Acting Principal Financial Officer from December 4, 2013 until June 22, 2014, and currently serves in the non-officer role of Senior Vice President, Finance

EXECUTIVE SUMMARY

Objectives of our Executive Compensation Program

Pay for performance: Our program is designed to provide a clear line of sight and connection among individual performance, organizational performance, and compensation. A significant portion of each executive s pay varies based on individual, organizational and, when appropriate, business unit performance.

Hire and motivate talented executive officers: Base salaries and target incentive opportunities are designed to be market competitive to attract, engage and retain executives who will help ensure our future success. In addition, our program is designed to motivate and inspire behavior that fosters a high performance culture while maintaining a reasonable level of risk and adherence to the highest standards of overall corporate governance.

Align compensation with stockholder value: We use two specific incentive compensation programs to align the interests of our executives with stockholder interests and to ensure that our executive officers are motivated to increase stockholder value:

Our annual cash incentive program is designed to reward annual performance as measured by achievement against pre-set annual financial and operating goals.

Our long-term equity incentive compensation program is designed to align executive officer financial interests with those of stockholders and to help improve our long-term profitability and stability through the attraction and retention of superior talent.

2014 Financial Performance Highlights

In fiscal year 2014, we achieved another year of record revenues, net earnings, EPS, and closed sales performance:

Revenues increased $127 million, or 5%, to $2,558 million, compared to $2,431 million for the prior year.

Recurring fee revenues increased $131 million, or 9%, to $1,642 million from $1,511 million for the prior year. The higher recurring fee revenues reflected an increase in Net New Business (which we define as recurring revenue closed sales less client losses), internal growth and acquisitions.

GAAP net earnings of $263 million increased 24%, compared to $212 million in the prior year.

Non-GAAP net earnings increased 18% to $279 million, compared to $236 million in the prior year.

GAAP diluted EPS growth was 25%, to $2.12 per share, from $1.69 per share in the prior year.

Non-GAAP diluted EPS increased 20% to $2.25 per share, compared to $1.88 per share in the prior year.

Closed sales increased 14% from last fiscal year to $179 million.

Recurring revenue closed sales increased 5% from last fiscal year to $127 million.

In addition, in fiscal year 2014:

GAAP pre-tax earnings margins of 15.5% increased as compared to 13.3% for the previous fiscal year.

Non-GAAP pre-tax earnings margins of 16.4% increased as compared to 15.1% for the same period last year.

We generated free cash flows (Non-GAAP) of $334 million. The Company defines free cash flows to exclude capital expenditures and software purchases from our GAAP net operating activity cash flow results.

We returned a total of $208 million to our stockholders through a combination of $97 million in cash dividends and $111 million in share repurchases.

Also, in August 2014, our Board of Directors increased our annual dividend amount by approximately 29%, from $0.84 per share to $1.08 per share, subject to the discretion of the Board of Directors to declare quarterly dividends. With this increase, our annual dividend has increased for the seventh consecutive year since our first full year of dividend payments in 2008.

Certain financial results in this Financial Performance Highlights section are Non-GAAP financial measures and should be viewed in addition to, and not as a substitute for, the Company s reported results. Our reported results are adjusted to exclude the impact of certain items as we believe this Non-GAAP information helps investors understand the effect of these items on our reported results and provides a better representation of our actual performance. In fiscal year 2014, our Non-GAAP net earnings, diluted EPS, and pre-tax earnings margins results are adjusted to exclude the impact of amortization charges associated with intangible asset values and other deal costs associated with our acquisitions (*Acquisition Amortization and Other Costs*). In addition, our fiscal year 2013 Non-GAAP net earnings, diluted EPS, and pre-tax earnings margins results are adjusted to exclude the impact of Acquisition Amortization and Other Costs, restructuring charges, and a one-time tax benefit.

Adjusted net earnings, adjusted diluted EPS, adjusted pre-tax earnings margins, and free cash flows are Non-GAAP measures. Please see Explanation and Reconciliation of the Company s Use of Non-GAAP Financial Measures on pages 10 and 11 of the Annual Report accompanying this Proxy Statement, for more information on the use of these Non-GAAP financial measures and a reconciliation of these Non-GAAP measures to the comparable GAAP measures.

2014 Compensation Highlights

Our goal is to position target compensation, on average, at the median of the external market for the Named Executive Officers. On an individual basis, target compensation for each Named Executive Officer may be set above or below median based on a variety of factors including sustained performance over time, readiness for promotion to a higher level, and skill set and experience relative to external market counterparts. Actual compensation varies above or below the target level based on the degree to which specific performance goals are attained in the variable incentive plans, changes in stock value over time, and the individual performance of each executive.

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In fiscal year 2014, we reported record revenues, net earnings, EPS and closed sales results, as discussed in the Financial Performance Highlights section above. In line with the Company s strong overall financial performance in fiscal year 2014, the total direct compensation of the Named Executive Officers increased, primarily due to an increase in their annual cash incentive award payments. The annual cash incentive payments for the Named Executive Officers who are currently corporate officers ranged from 122% to 134% of their targets, as compared to 112% to 121% of the targets for the fiscal year 2013 Named Executive Officers. In addition, because of our strong EPS performance in fiscal year 2014, performance-based RSU target awards that were earned based on average adjusted EPS performance over fiscal years 2013 and 2014 were earned at 150% of their target amounts at the end of fiscal year 2014. The performance-based RSU awards earned at the end of fiscal year 2013 were earned at 100% of the target award opportunity.

In summary, the Compensation Committee concluded that fiscal year 2014 compensation was well aligned with the Company s performance for the year and that the connection between pay and performance is strong.

Compensation Objectives and 2014 Compensation Actions

The primary elements of our total direct compensation program for corporate officers and a summary of the actions taken by the Committee during the year are set forth below.

Compensation Component	Principal Objectives	2014 Compensation Actions
Base Salary (Page 42)	Provide regular and continued payments appropriate to position, experience and responsibilities.	Provided merit-based increases for the Named Executive Officers who are currently corporate officers of approximately 3.0%. In addition, Mr. Daly received a salary adjustment of 11.9% and Mr. Schifellite received a salary adjustment of 10.1%.
Annual Cash Incentive **Compensation** (Page 43)	Focus executives on achieving annual financial and operating results. Elements in the plan are directly linked to driving increases in stockholder value.	Annual cash incentive payments for the Named Executive Officers who are currently corporate officers ranged from 122% to 134% of their targets based on achievement of financial and strategic performance targets.
Long-Term Equity Incentive Compensation (Page 49)	Align executive officer financial interests with those of stockholders, and help to improve our long-term profitability and stability through the attraction and retention of a talented management team.	Based on the average EPS performance in fiscal years 2013 and 2014, 150% of the target shares of the performance-based RSU awards granted in October 2012 were earned at the end of fiscal year 2014 and will vest in April 2015 subject to continued employment with the Company. Performance-based RSU awards were granted in October 2013 and will be earned based on average

EPS performance in fiscal years 2014 and 2015. The number of RSUs earned is determined at the end of the two-year performance cycle. The earned RSUs vest 30 months from the date of grant subject to continued employment with the Company.

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Compensation Component	Principal Objectives	2014 Compensation Actions
		In February 2014, the Company granted annual stock options to the Named Executive Officers. The awards vest 25% per year on the anniversary of the date of the grant for the following four years, provided continued employment. In addition to the annual stock option award grants, Mr. Dampeer and Mr. Liberatore received special stock option grants.

In addition to the compensation elements described above, we also provide the compensation described below.

Compensation Component	Principal Objectives	2014 Compensation Actions
Retirement Benefits (Page 56)	Provide for the financial security of executives.	No changes were made to retirement benefits in fiscal year 2014. In August 2014, the Committee made the following changes to our executive retirement program, effective January 1, 2015: The Supplemental Officer Retirement Plan (*SORP*) and Supplemental Executive Retirement Plan (*SERP*) were closed to new participants. Future accruals will continue for existing participants. The Executive Deferred Compensation Plan (*DC Plan*) was amended to close it to new deferrals and Company contributions. A new Executive Retirement and Savings Plan (*ERSP*) was adopted for those executives who are not participants in the SORP or SERP. The ERSP is a defined contribution restoration plan that mirrors Broadridge squalified 401(k) Plan. The purpose of the ERSP is to provide specified deferred compensation benefits to a select group of United States-based management or highly compensated employees. The ERSP allows for voluntary associate deferrals of base salary and/or cash incentive compensation and employer contributions above the qualified defined contribution compensation and deferral limitations

The changes to the Company s retirement benefits are intended to limit non-performance-based compensation and increase the emphasis on the pay for performance elements of our executive compensation program consistent with evolving market practices.

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Compensation Component	Principal Objectives	2014 Compensation Actions
Severance Benefits (Page 55)	Provide temporary compensation to bridge executives transition to new employment.	Mr. Daly and Mr. Hogan agreed to amend their Change in Control Enhancement Agreements to give up their right to excise tax gross-up payments which could have been payable in the event of a qualified termination following a change in control of the Company.
Perquisites (Page 57)	Helps to attract and retain talented executives with benefits that are comparable to those offered by companies with which we compete for talent.	The Company offers modest perquisites and no changes were made in fiscal year 2014.

Summary of Target Compensation for Named Executive Officers

A summary of the fiscal year 2014 total target direct compensation of the Named Executive Officers as approved by the Compensation Committee, is set forth in the table below. The compensation presented in this table differs from the compensation presented in the Summary Compensation Table which can be found on page 60 of this Proxy Statement, and is not a substitute for such information. As required by SEC rules, the stock award and stock option columns in the Summary Compensation Table represent the grant date fair value of awards made during fiscal year 2014. The target equity values in the table below represent a target used by the Compensation Committee.

The mix of compensation elements for the Named Executive Officers is also detailed in the table below. Pay mix is more heavily weighted towards variable, performance-based compensation for the Named Executive Officers, particularly the CEO, than for the other executive officers. This is intended to ensure that the executives who are most responsible for overall performance and changes in stockholder value are held most accountable for results.

Mr. Young joined the Company as its Corporate Vice President and CFO on June 23, 2014, one week before the end of the Company s fiscal year. As such, other than the approval of the terms of his offer letter dated May 21, 2014 (the *Offer Letter*), the Compensation Committee did not make determinations regarding his compensation during fiscal year 2014. Please see the Employment Agreements section for a description of the Offer Letter.

Typically, Broadridge s Named Executive Officers are corporate officers of the Company. However, two of the fiscal year 2014 Named Executive Officers, Mr. Hogan and Mr. Liberatore, are not corporate officers of the Company. Mr. Hogan was a corporate officer until December 31, 2013, and Mr. Liberatore was our Acting Principal Financial Officer from December 4, 2013 until June 22, 2014. Mr. Liberatore is not a corporate officer and therefore his compensation was not approved by the Compensation Committee.

The compensation of corporate officers varies in several regards from our non-officers:

Corporate officers participate in the corporate officer bonus plan (the *Corporate Officer Bonus Plan*), while non-officer executives participate in the Management by Objectives Bonus Plan (the *MBO Bonus Plan*).

Corporate officers annual equity incentive stock awards consist of performance-based RSUs, while senior non-officer executives, such as Mr. Liberatore, receive annual stock awards that are comprised of both time-based and performance-based RSUs.

Non-officers are not eligible to participate in the SORP. Depending on their level, senior non-officer executives may participate in the SERP or the DC Plan.

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	Base Salary		Annual Cash Incentive			Annual Equity Incentive		Total
Named Executive Officer	Annual Value	Fixed Cash as % of Target TDC	Cash Incentive Target as % of Base	Target Value	Cash Incentive as % of Target TDC	Target Value	Equity as % of Target TDC	Target Direct Compensation (TDC)
Mr. Daly	$ 800,000	16%	165%	$ 1,320,000	26%	$ 3,000,000	59%	$ 5,120,000
Mr. Gokey	$ 547,000	23%	130%	$ 711,100	30%	$ 1,100,000	47%	$ 2,358,100
Mr. Schifellite	$ 474,047	28%	110%	$ 521,452	31%	$ 700,000	41%	$ 1,695,499
Mr. Dampeer	$ 386,250	42%	80%	$ 309,000	33%	$ 230,000	25%	$ 925,250
Mr. Sheldon (1)	$ 379,166	35%	77%	$ 292,800	27%	$ 400,000	37%	$ 1,071,966
Mr. Hogan (2)	$ 528,100	26%	145%	$ 767,150	38%	$ 737,500	36%	$ 2,032,750
Mr. Liberatore (3)	$ 300,235	55%	37%	$ 111,267	21%	$ 130,000	24%	$ 541,502

(1) Compensation reflects a prorated cash incentive for the period Mr. Sheldon was employed during fiscal year 2014 prior to his separation from the Company and his target RSU award. The cash incentive target percentage is rounded to the nearest whole percentage. Mr. Sheldon was not eligible for a stock option award in fiscal year 2014 because he was no longer an officer of the Company at the time of this grant.

(2) Compensation reflects annualized target amounts for Mr. Hogan s compensation based on his transition from the role of President to the non-officer role of Senior Managing Director, Global Technology on January 1, 2014. It reflects his total cash incentive target in dollars which was converted to an annualized target as a percentage of base salary. The cash incentive target percentage is rounded to the nearest whole percentage. The target annual equity incentive includes his RSU target in the role of President and his stock option target in the role of Senior Managing Director, Global Technology.

(3) Mr. Liberatore was promoted in February 2014. His annual cash incentive award target as a percentage of his base salary was 35% from July 1, 2013 to January 31, 2014, and 40% from February 1, 2014 to June 30, 2014. The target percentage of his annual cash incentive reflected in the table is based on the number of days he worked at each bonus level, and is rounded to the nearest whole percentage.

Strong Stockholder Support for our Compensation Programs

Each year, the Company provides stockholders with an opportunity to cast an advisory vote on the compensation of the Company s Named Executive Officers. At the 2013 annual meeting of stockholders, stockholders continued their strong support of our executive compensation programs with over 98% of the votes cast in favor of the proposal. The Committee discussed the results of this advisory vote in connection with its review of compensation decisions. Based on the outcome of the annual advisory vote, and after taking into account stockholder feedback, the Compensation Committee believes that the Company s current executive compensation program has the support of the Company s stockholders. Accordingly, the Compensation Committee decided to retain the core elements and pay for performance design of our executive compensation program for fiscal year 2014. However, in order to further align with emerging best practices and broad investor views on performance-based pay, the Committee made revisions to the retirement plans as discussed above, effective January 1, 2015.

The Committee will continue to consider the outcome of the Company s annual Say on Pay Proposal votes and the views of our stockholders when making future compensation decisions for the Named Executive Officers. The Company will present the Say on Pay Proposal for advisory vote on an annual basis at least until the next advisory vote on the frequency of say on pay votes (no later than the 2017 annual meeting of stockholders).

Governance and Compensation Policies and Practices

Risk Mitigation Policies and Practices. The Company has certain policies in place to minimize excessive risk taking such as a clawback policy and a policy that prohibits the hedging or pledging of the Company s stock. In addition, with the assistance of its independent compensation consultant, Cook & Co., the Compensation

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Committee has reviewed our compensation programs for all Broadridge employees and has concluded that they do not create risks that are reasonably likely to have a material adverse effect on the Company. For more information, please see the Risk Assessment of Compensation Programs section on page 23.

In addition, the Company has the following governance and compensation policies and practices in place to ensure that we meet best practices in corporate governance:

Clawback Policy. Executive officer cash or equity incentive compensation is subject to reimbursement, if and to the extent that the payment, grant, or vesting was predicated upon the achievement of financial results that were subsequently the subject of a financial restatement due to material noncompliance with financial reporting requirements by the Company, and a lower payment, award, or vesting would have occurred based upon the restated financial results.

Double-trigger on Change in Control. Our Change in Control Severance Plan is based on a double-trigger, such that payments of cash and vesting of equity awards occur only if termination of employment without cause or with good reason occurs during the three-year period after a change in control.

No Re-pricing or Discount Stock Options. We do not lower the exercise price of any outstanding stock options, and the exercise price of our stock options is not less than 100% of the fair market value of our common stock on the date of grant.

No Dividends on Unearned Performance-based RSUs. Dividends are not earned or accrued by our performance-based RSUs until they vest and convert to shares of common stock.

Share Ownership and Retention and Holding Period Guidelines. To encourage equity ownership among our executive officers, we maintain share ownership guidelines based on a multiple of their salaries, which include stock retention and holding period guidelines that provide that they retain 50% of the net profit shares they receive as compensation. These net profit shares must be held indefinitely if the executive officer has not met the stock ownership guideline and must be held for a minimum of one year if the executive officer has met the ownership guideline.

No Hedging or Pledging of Stock. Our Named Executive Officers are prohibited from engaging in hedging and pledging activities or short sales with respect to their Broadridge common stock.

No Excise Tax Gross-ups. We do not provide for excise tax gross-ups to executive officers upon a change in control of the Company.

Modest Perquisites. We offer only modest perquisites that are supported by a business interest.

Independence of our Compensation Committee and Advisor. The Compensation Committee of our Board of Directors, which is comprised solely of independent directors, utilizes the services of Cook & Co., as an independent compensation consultant. Cook & Co. reports to the Committee, does not perform any other services for the Company, and has no economic or other ties to the Company or the management team that could compromise their independence or objectivity.

KEY ROLES AND PROCESSES FOR EXECUTIVE COMPENSATION DECISION-MAKING

Role of the Compensation Committee

The Compensation Committee, which consists solely of independent directors, has oversight of all compensation elements provided to Broadridge s executive officers, including those who are Named Executive Officers.

The Compensation Committee plays a significant role in the evolution of Broadridge s executive compensation strategies and policies in order to ensure that our executive compensation program supports our long-term business strategy and enhances our performance and return to stockholders. Among its duties, the

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Committee determines and approves the total compensation of our CEO and approves the compensation for the remainder of our executive officers after taking into account the CEO s recommendations including:

Review and approval of corporate incentive goals and objectives relevant to compensation;

Evaluation of the competitiveness of each executive officer s total compensation package; and

Approval of any changes to the total compensation package, including, but not limited to, base salary, annual cash incentive and long-term equity incentive award opportunities.

Role of the Independent Consultant

The Compensation Committee engages Cook & Co. as its independent compensation consultant to provide compensation market analysis and insight with respect to the compensation of our executive officers. In addition, Cook & Co. provided the Compensation Committee advice regarding selection of the Peer Group companies (as defined below), market competitive compensation, restatement of the Omnibus Plan, executive compensation trends, governance and regulatory updates, and an assessment of the compensation risk of Broadridge s incentive plans. Cook & Co. also provides ongoing assistance in the design and structure of the variable incentive plans, including the selection of performance metrics and the setting of performance goals.

The Compensation Committee reviewed the independence of Cook & Co. and concluded that Cook & Co. is independent and their work has not raised any conflicts of interest. Please see the Corporate Governance section of this Proxy Statement for additional information about the role of Cook & Co.

Role of Management

Each year our CEO makes recommendations to the Compensation Committee with respect to the base salaries, annual cash incentive awards and long-term incentive awards for executive officers, within the framework of the executive compensation program approved by the Committee and taking into account Cook & Co. s review of market competitive compensation data on behalf of the Committee. These recommendations are based upon his assessment of each executive officer s performance, the performance of the individual s respective business or function, and employee retention considerations. The Committee considers the CEO s recommendations in its sole discretion. Our CEO does not make recommendations that affect his own compensation.

Peer Group Selection and Market Data

The list of companies determined to be Broadridge s peers for executive officer compensation benchmarking purposes is reviewed annually by the Compensation Committee. The Compensation Committee, with the assistance of its independent compensation consultant, Cook & Co., determined that the following 17 companies are Broadridge s peers for fiscal year 2014 compensation benchmarking purposes (the *Peer Group*):

Alliance Data Systems Corp.
Convergys Corp.

DST Systems Inc.
Dun & Bradstreet Corp.
Equifax Inc.
Euronet Worldwide Inc.
Fidelity National Information Services, Inc.
Fiserv Inc.
Global Payments Inc.
Heartland Payment Systems Inc.
Jack Henry & Associates
Lender Processing Services, Inc.
Paychex Inc.
TeleTech Holdings Inc.
Total System Services Inc.
VeriFone Holdings Inc.
Western Union Company

In determining the Peer Group for fiscal year 2014 compensation review, Cognizant Technology Solutions Corp and SEI Investments Co. were excluded from the Peer Group due to size considerations. Western Union was added due to its revenue size and classification in the same eight digit Global Industry Classification Standard code as Broadridge.

The Peer Group companies were selected based primarily on two factors:

- Comparable business (*i.e.*, the peer companies operate in similar industries and have similar cost structures, business models, compensation models and global reach); and

- Size (*i.e.*, the peer companies are within a reasonable size range, both larger and smaller).

Peer Group data is considered a primary source of information for the determination of both market practices and market compensation levels for the Named Executive Officers. As there is limited data on positions other than the CEO and CFO in the Peer Group data, the Compensation Committee also reviews data from national survey sources related to general industry companies (the *General Industry Group*) size-adjusted for Broadridge s total revenues, as described in the next paragraph, or in the case of the roles of Mr. Schifellite and Mr. Dampeer, size-adjusted for the total revenues of the businesses they manage, when it considers the market competitiveness of Named Executive Officer compensation levels and/or market practices.

In fiscal year 2014, the surveys utilized are Towers Watson s CDB General Industry Executive Compensation Survey, which includes 442 participating companies, and Aon Hewitt s TCM Executive Total Compensation Regression Analysis: United States, which includes more than 470 participating companies. The Committee does not review the specific companies included in these surveys, and the data presented to the Committee is general and not specific to any particular subset of companies. For comparison purposes, due to the variance in size among the companies in the General Industry Group, regression analysis, which is an objective analytical tool used to determine the relationship between one variable and another, is used to adjust the data for differences in the General Industry Group company revenues in order to be comparable to Broadridge. Regressed General Industry Group data was reviewed by the Compensation Committee in conjunction with Peer Group data to determine market rates and year-over-year changes in Named Executive Officers total compensation, which are discussed in more detail below.

CEO Evaluation Process

The Board of Directors evaluates the performance of the CEO annually. The Board s evaluation of Mr. Daly s performance considers the attainment of financial, strategic, operational excellence, human capital, and client goals. Ratings were tabulated by a third-party service provider and reviewed by the Board of Directors. In previous years this process included an assessment of Mr. Daly s leadership by the executive officers of the Company. The Board elected to not conduct this review in 2014 because the results were consistent year-over-year.

The Board of Directors concluded that Mr. Daly exceeded its overall expectations and made recommendations to the Compensation Committee reflecting this evaluation. At the conclusion of the fiscal year, the results were considered by the Compensation Committee in determining Mr. Daly s compensation.

ELEMENTS OF EXECUTIVE COMPENSATION

Base Salary

The base salaries of the Named Executive Officers who are corporate officers are reviewed and approved by the Compensation Committee in the first quarter of the Company s fiscal year. Base salaries are targeted at the median based on Peer Group benchmarking and a General Industry Group survey and a review of market trends prepared by Cook & Co. Actual positioning varies above or below the median to reflect each executive s role and responsibilities, performance over time, and experience and skill set relative to the Company s other executive officers.

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In September 2013, the Compensation Committee reviewed the base salaries of the Named Executive Officers and approved the following changes for fiscal year 2014 based on the reasons set forth below, effective on September 1, 2013:

Named Executive Officer	Fiscal Year 2013 Base Salary	Increase	Fiscal Year 2014 Base Salary	
Richard J. Daly	$ 715,000	11.9%	$ 800,000	Salary adjustment due to Mr. Daly s performance, tenure and to position his salary closer to the median of the Peer Group
Timothy C. Gokey	$ 530,500	3.1%	$ 547,000	Merit increase due to his performance
Robert Schifellite	$ 430,560	10.1%	$ 474,047	Salary adjustment due to the strong performance of his business unit, which is Broadridge s largest business
Lyell Dampeer	$ 375,000	3.0%	$ 386,250	Merit increase due to his performance
Dan Sheldon (1)	$ 473,800	3.0%	$ 488,000	Merit increase due to his performance
John Hogan (2)	$ 540,000	3.0%	$ 556,000	Merit increase due to his performance

(1) Mr. Sheldon was no longer an officer of the Company as of February 5, 2014 and separated from the Company on April 11, 2014.
(2) The Committee also set Mr. Hogan s base salary at $500,000, effective January 1, 2014, for his non-officer role as Senior Managing Director, Global Technology.

In February 2014, Mr. Liberatore was promoted to reflect his leadership of the Investor Communications Mutual Funds business and to reflect the changes in responsibilities attributable to his interim role as Acting Principal Financial Officer. At that time, Mr. Liberatore s base salary was increased by 7.0% to $300,235.

Annual Performance-Based Cash Incentive Compensation

Annual Corporate Officer Bonus Plan

Broadridge provides annual performance-based cash incentives to all of its corporate officers, including those who are Named Executive Officers, in the form of a cash bonus plan under the Omnibus Plan. The incentives are intended to qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code of 1986, as amended (the *Code*). The Corporate Officer Bonus Plan is designed to reward annual performance, as measured by achievement against pre-set goals.

Certain of the corporate performance targets discussed in this Proxy Statement related to cash and equity incentive compensation are measured in a manner that reflects specific pre-determined adjustments to results. The Compensation Committee determines at the time it establishes the targets certain types of expenses, costs and other matters (such as acquisition costs and restructuring and integration costs, as well as changes in accounting rules that occur after the awards are made) that it believes should not affect the calculation of the achievement of a performance goal. Similarly, divisional performance targets typically exclude corporate allocations, costs associated with corporate initiatives, or other matters that management recommends to the Committee not to be considered when measuring performance. The purpose of these adjustments is to ensure that the measurement of performance reflects factors that management can directly control and that payout levels are not artificially inflated or impaired by factors unrelated to the ongoing operation of the business.

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Corporate Officer Bonus Plan Fiscal Year 2014 Award Target Changes

In September 2013, after reviewing Broadridge s fiscal year 2014 business plan and taking into account the results of the Cook & Co. study, for the reasons set forth below, the Committee made the following changes to the annual cash incentive targets as a percentage of base salary of the Named Executive Officers named below:

	Annual Cash Incentive Target as a % of Base Salary		
Named Executive Officer	**Fiscal Year 2013**	**Fiscal Year 2014**	
Timothy C. Gokey	115%	130%	Reflected Mr. Gokey s expanded responsibilities resulting from his promotion to the role of COO
Dan Sheldon (1)	75%	80%	Reflected the Company s desire to move Mr. Sheldon s total direct compensation package towards the median of the Peer Group
John Hogan (2)	150%	150%/140%	Mr. Hogan s cash incentive award target was reduced as of January 1, 2013 from 150% of base salary to 140% of base salary to reflect his new non-officer role as Senior Managing Director, Technology

(1) Fiscal year 2014 annual cash incentive target percentage represents the target for the full fiscal year. Mr. Sheldon s actual target percentage for fiscal year 2014 was approximately 77%, which is the prorated target percentage for the period Mr. Sheldon was employed during the fiscal year prior to his separation from the Company.

(2) Fiscal year 2014 annual cash incentive target percentages represent the target amounts for fiscal year 2014 based on his transition from the role of President to the non-officer role of Senior Managing Director, Global Technology on January 1, 2014. Mr. Hogan s actual target percentage for fiscal year 2014 was approximately 145%, which is the average of his two target percentages for the fiscal year.

Corporate Officer Bonus Plan Maximum Awards Available

The Compensation Committee established that no annual cash incentive awards would be payable to the Company s officers under the corporate officer cash incentive plan in fiscal year 2014 unless the Company s fiscal year 2014 adjusted net earnings were at least $156 million. The Committee selected this metric because it measures annual corporate growth and is believed to provide alignment with our stockholders interests. Adjusted net earnings was defined as the Company s net earnings from continuing operations after income taxes reported in the Company s financial statements for the 2014 fiscal year, as adjusted to exclude the impact of the amount of all items of gain, loss, charge or expense relating to the items specified by the Compensation Committee within the first 90 days of the performance period, and as disclosed in the Company s financial statements, footnotes to the financial statements or in management s discussion and analysis of financial condition and results of operations appearing in the Company s Form 10-K for the fiscal year. In fiscal year 2014, these adjustments consisted of costs associated with acquisitions or divestitures, other than the Company s acquisition of Bonaire Software Solutions, LLC (*Bonaire*), and reorganization and restructuring programs to the extent such programs resulted in aggregate net expenses in excess of $6 million.

Achievement of this performance threshold goal establishes a maximum award amount that each executive officer is eligible to receive, equal to 200% of their target amount set forth below. However, the actual cash incentive award payable is determined by the Compensation Committee in its discretion, taking into account financial and non-financial performance of the Company, individual performance, and any other factors the Compensation Committee deems relevant, limited to the maximum award amount.

Broadridge s adjusted net earnings for fiscal year 2014 exceeded $156 million; therefore, the Company achieved the required threshold to pay cash incentive awards under this plan.

Corporate Officer Bonus Plan 2014 Performance Metrics

For fiscal year 2014, the Committee determined that the annual cash incentive awards for the Named Executive Officers would be based primarily on the following three components:

Financial Goals (70% of total award)

Client Satisfaction (5% of total award)

Strategic and Leadership Goals (25% of total award)

Corporate Officer Bonus Plan Financial Goals

Achievement of financial goals is the most heavily weighted set of goals for the Named Executive Officers because the Compensation Committee considers these goals to provide the most relevant measures of the Company s overall business performance for the year, as it believes attainment of the annual goals set for each metric is necessary to achieve the Company s long-term growth and profitability objectives.

The Committee establishes a threshold, a target and a maximum level for each financial goal. Each level represents a different performance expectation considering factors such as the Company s prior year s performance and strategic plan growth goals. The following financial goals are part of the scoring of annual cash incentive plans for Named Executive Officers:

Metric	**Definition**	**Reason Selected**
Fee-Based Revenues	The Company s total annual revenues from continuing operations less distribution revenues that consist primarily of postage-related fees.	Due to the importance of increasing the Company s fee-based revenues as a foundation for future growth.
Income before Taxes and Extraordinary Items	Earnings from continuing operations before income taxes, as adjusted to exclude the impact of extraordinary items as determined by the Compensation Committee (*EBT*). In fiscal year 2014, the adjustments consisted of costs associated with acquisitions or divestitures, other than the acquisition of Bonaire, and reorganization and restructuring programs to the extent such programs resulted in aggregate net expenses in excess of $6 million.	One of Broadridge s primary measures of annual corporate growth and is believed to provide alignment with our stockholders interests.
Total Recurring Revenue Closed Sales	The total amount of recurring revenue closed sales in the fiscal year. Closed sales	Due to the importance of setting and implementing top-line growth strategies

represent anticipated revenues for new client contracts that were signed by Broadridge during the periods referenced. A sale is considered closed when the Company has received the signed client contract. The amount of a recurring revenue closed sale is generally a reasonable estimate of the annual revenues to be generated by the closed sale excluding pass-through revenues, such as distribution revenues.	that drive the Company s sales performance.

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In addition to the Broadridge Company-wide Financial Goals, the financial goals for Mr. Schifellite and Mr. Dampeer include divisional goals based on the performance of the bank, broker-dealer and corporate issuer solutions business of our Investor Communication Solutions segment (*Bank/Broker/Issuer division*) because they are directly responsible for the results of the division. The Broadridge Company-wide goals and those of the Bank/Broker/Issuer division are given equal weight in the determination of the cash incentive awards for Mr. Schifellite and Mr. Dampeer.

Also, for divisional officers such as Mr. Schifellite and Mr. Dampeer, divisional total recurring revenue closed sales is split into two components: Core Closed Sales (sales with revenues of less than $5 million in annual value) and Strategic Closed Sales (sales with revenues equal to or greater than $5 million in annual value). For divisional officers, if 85% or greater of their Core Recurring Revenue Closed Sales target is achieved, the full value of the actual Strategic Recurring Revenue Closed Sales will be credited toward the achievement of the divisional total recurring revenue closed sales target. If 85% or greater of their Core Recurring Revenue Closed Sales target is not achieved, a flat amount of $5 million for each Strategic Recurring Revenue Closed Sale will be credited toward achievement of the divisional total recurring revenue closed sales target.

Our purpose in focusing on Core Recurring Revenue Closed Sales for divisional officers is to drive revenue for fiscal year 2015 as our core sales typically convert into revenues in less than 12 months.

Determination of Fiscal Year 2014 Corporate Officer Bonus Financial Goals

Financial Metrics	% of Bonus (Corporate Shared Services Officers)	% of Bonus (Divisional Officers)	Target Goals	Threshold (Payment = 50% of Target)	Maximum (Payment = 200% of Target)	Achievement	% Earned
Fiscal Year 2014 Broadridge Fee-Based Revenues	15%	7.5%	$ 1,747 million	$1,485 million (85% of target)	$2,009 million (115% of target)	$ 1,787 million	115.3%
Fiscal Year 2014 Broadridge Income before Taxes and Extraordinary Items	35%	17.5%	$ 396 million	$277 million (70% of target)	$515 million (130% of target)	$ 425 million	124.4%
Fiscal Year 2014 Broadridge Total Recurring Revenue Closed Sales	20%	10%	$ 135 million	$95 million (70% of target)	$176 million (130% of target)	$ 125 million	87.5%

As stated above, the annual cash incentive awards for Mr. Schifellite and Mr. Dampeer include goals based on the performance of the Bank/Broker/Issuer division. The Company has not disclosed the fee-based revenues, fee-based EBT, and recurring revenue closed sales targets and ranges pertaining to the Bank/Broker/Issuer division because this information is not otherwise publicly disclosed by the Company, and the Company believes it would cause competitive harm to do so in this Proxy Statement. The probability of achieving the Bank/Broker/Issuer division goals was substantially uncertain at the time the goals were set. Achievement of the Bank/Broker/Issuer division goals ranged from 113.6% to 200% in fiscal year 2014, 110.6% to 121.7% in fiscal year 2013, 77% to 91% in fiscal year 2012, and 0% to 64.5% in 2011.

Corporate Officer Bonus Plan Client Satisfaction Goal

Broadridge conducts a client satisfaction survey for each business unit annually. Each year, target, threshold and stretch goals are established, with target and stretch award levels based on exceeding the prior year s performance. The results of the client satisfaction survey are included as a component of the Corporate Officer Bonus Plan because of the importance of client retention to the achievement of Broadridge s revenue goals.

For the Named Executive Officers, other than Mr. Schifellite and Mr. Dampeer, client satisfaction is the weighted average achievement against pre-set targets in Broadridge s client satisfaction survey of the Securities Processing Solutions and Investor Communication Solutions business segments. The scores for Mr. Schifellite and Mr. Dampeer are based solely on the performance of the Bank/Broker/Issuer division. The percentage earned by Mr. Schifellite and Mr. Dampeer was 200% of target, and the percentage earned by the other Named Executive Officers who are currently corporate officers was 193.4% of target.

The Company-wide financial and client satisfaction goals had a weighted average score of 117% of target based on the achievements set forth above.

Corporate Officer Bonus Plan Strategic and Leadership Goals

Strategic and leadership goals are developed for each executive based on each officer s role and the strategic plan. By aligning a portion of each executive officer s cash incentive bonus to strategic and leadership goals, the Compensation Committee reinforces their importance. The actual amount payable based on the strategic and leadership goals is determined based on the Committee s evaluation of the degree to which each Named Executive Officer achieved his or her goals.

CEO

The following are the primary strategic and leadership goals that were communicated to Mr. Daly by the Compensation Committee at the beginning of the fiscal year:

- Achieve the fiscal year financial targets
- Drive strategic growth through new products, innovation and global expansion
- Develop executive bench strength throughout the organization

In evaluating Mr. Daly s achievement of these strategic and leadership goals, the Compensation Committee considered the following key accomplishments, which are set forth in the CEO scorecard:

- Mr. Daly s very strong personal performance in fiscal year 2014 in leading the Company to the achievement of record results, including his expanded role in the absence of a chief financial officer and chief sales officer for much of the fiscal year
- The Company s positive stock price performance as a result of the Company s strong operational performance

Based on these accomplishments and the Compensation Committee s assessment of his overall performance, the Committee decided to pay Mr. Daly 175% of the target on the strategic and leadership goals portion of his cash incentive award.

Other Named Executive Officers

The strategic and leadership goals for the other Named Executive Officers were similar to the qualitative measures used by the Compensation Committee to evaluate the performance of Mr. Daly. The goals varied by Named Executive

Officer. The following key accomplishments were considered in determining the achievement of the strategic and leadership goals portion of the other Named Executive Officers cash incentive awards:

- Success in driving strategic growth through new products, innovation and global expansion
- Increased revenues from our emerging and acquired products portfolio
- Enhanced productivity and operating leverage
- Progress on investments in three major strategic industry trends of digitization, cost mutualization and big data
- Maintained a strong client revenue retention rate of 98%

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Mr. Daly made a recommendation to the Compensation Committee of a payment on the strategic and leadership goals metric for each of the other executive officers which the Committee reviewed in assessing the performance in relation to their strategic and leadership goals. The amounts earned by the other Named Executive Officers who are currently corporate officers on the strategic and leadership goals portion of their cash incentive awards was approximately 134% of their respective target amounts. Mr. Hogan earned 130% of target on this component of his Corporate Officer Bonus and MBO Bonus; Mr. Liberatore earned 140% of target on this component of his MBO Bonus; and the scoring on this component for Mr. Sheldon was determined by his separation agreement at the weighted average of the Company-wide financial metric and client satisfaction goals score of 117% of target.

Annual Non-Officer Management by Objectives Cash Bonus Plan

Associates and executives are permitted to participate in one annual cash incentive plan at a given point in time. Mr. Hogan participated in the Corporate Officer Bonus Plan in the first half of fiscal year 2014 and in the MBO Bonus Plan in the second half of fiscal year 2014 after he was no longer an executive officer.

MBO Bonus targets are set as a percentage of base salary for each eligible associate and are based on several factors, including the role, managerial and technical responsibility, external compensation competitiveness and experience in the role. MBO Bonuses are scored and payments are determined through a multi-step process:

Funding the MBO Bonus Pool Overall

The MBO Bonus pool is funded based on the Company s achievement of fiscal year-end EBT against a pre-set goal. In fiscal year 2014, the plan paid out at 124% of target based upon achievement of the same EBT metric as the Corporate Officer Bonus Plan of $425 million. The target pool for distribution among all MBO Bonus Plan eligible associates is the sum of the dollar values of all MBO Bonus targets at fiscal year-end.

Allocating the MBO Bonus Pool

Once the total pool is determined, it is allocated as follows:

- 65% of the pool is allocated to achievement of financial goals (60%) and client satisfaction goals (5%). This amount is allocated directly to MBO Bonus Plan participants based on the financial achievement of Broadridge and its divisions; and

- 35% of the pool is allocated to individual achievement. This amount is allocated to managers of MBO Bonus Plan participants, who then have the responsibility to distribute the allocation among their associates based on their individual achievement measured against personal or team goals.

Scoring Financial Achievement (60% of total target)

Shared services executives, including Mr. Hogan and Mr. Liberatore, are scored on the same financial metrics as the Corporate Officer Bonus Plan:

- Fee-based Revenues (15%)

EBT, as adjusted to exclude the impact of certain extraordinary items (30%)

Recurring Revenue Closed Sales (15%)

Scoring Client Satisfaction Achievement (5% of total target)

Client satisfaction goals are scored based on actual achievement against pre-set goals established by each business unit. For shared services executives, including Mr. Hogan and Mr. Liberatore, client satisfaction is the weighted average achievement against pre-set targets in Broadridge s client satisfaction survey of the Securities Processing Solutions and Investor Communication Solutions business segments.

Scoring Individual Achievement (35% of total target)

Twenty-five percent of this component is based on personal goals which are assessed and scored by managers. The manager s assessment of performance is used to distribute allocated MBO Bonus funds. The

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remaining 10% of this component is a leadership goal that is designed to reward associates who demonstrate the ability to impact important non-financial measures such as influencing broad collaborative change in the organization and demonstrated leadership of organizational development initiatives.

Fiscal Year 2014 Annual Cash Incentive Award Payments

The results of the annual cash incentive award calculations for fiscal year 2014 are as follows:

	Fiscal Year 2014 Annual Cash Incentive Totals		
Name	**Target $**	**Earned $**	**Earned as % of Target**
Richard J. Daly	$ 1,320,000	$ 1,738,770	131.7%
Timothy C. Gokey	$ 711,100	$ 865,800	121.8%
Robert Schifellite	$ 521,452	$ 697,337	133.7%
Lyell Dampeer	$ 309,000	$ 413,226	133.7%
Dan Sheldon (1)	$ 292,800	$ 343,572	117.3%
John Hogan (2)	$ 767,150	$ 940,170	122.6%
Michael Liberatore (3)	$ 111,267	$ 142,973	128.5%

(1) Represents a prorated target cash incentive award for the period Mr. Sheldon was employed during fiscal year 2014 prior to his separation from the Company.

(2) Represents an annualized target cash incentive award based on Mr. Hogan s eligibility for a Corporate Officer Bonus for his role as President through December 31, 2013, and for an MBO Bonus for the remainder of the fiscal year.

(3) Mr. Liberatore also received a special cash bonus of $70,000 for his service as Acting Principal Financial Officer.

Long-Term Equity Incentive Compensation

The purpose of long-term equity incentive compensation provided under the Omnibus Plan is to align executive officer financial interests with those of stockholders, and to improve our long-term profitability and stability through the attraction and retention of superior talent.

The Company grants both stock options and performance-based RSUs to its executive officers annually in order to reinforce key long-term business strategies. Stock options, with an expiration date of 10 years from the grant date, align executive officers with stockholder interests to create long-term growth in the Broadridge stock price. Performance-based RSUs, with a two-year performance period prior to a vesting period, reinforce year-over-year EPS growth, which has an impact on the Company s stock price growth.

Long-Term Equity Incentive Grants

Each executive officer has an annual long-term equity incentive target grant denoted in terms of dollar value, which is allocated evenly between stock options and performance-based RSUs. Broadridge s grant guidelines are generally intended to result in a median total direct compensation opportunity when combined with the cash compensation opportunity.

The Compensation Committee considers recommendations from the CEO with regard to stock option and performance-based RSU grants to the executive officers other than himself. The Compensation Committee retains full responsibility for approval of individual grants.

Stock Options

In September 2013, the Compensation Committee determined the target dollar value of stock options to be granted to each executive officer, and the stock option grants were approved and made the following

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February 2014. The stock option target dollar value is converted into grants of stock options by dividing the target dollar value by an assumed option value determined using a standard stock option valuation model under FASB ASC Topic 718 and based on a 30-day average closing price of Broadridge common stock, typically determined one week prior to the Compensation Committee meeting in February.

The exercise price equals the common stock closing price on the date of the grant (*i.e.*, fair market value). Stock option grants are generally made effective two business days following the Company s next quarterly earnings release after the grant s approval. Stock options have a 10-year term. We require that executives agree to be bound by a restrictive covenant agreement containing non-competition, non-solicitation and confidentiality provisions as a condition to receiving a grant.

Annual stock options awarded to executives vest 25% per year on the anniversary date of the grant for the following four years, subject to continued employment with the Company.

Performance-Based Restricted Stock Units

The performance criteria under the Omnibus Plan required to earn RSUs, and the individual awards to the CEO and the other Named Executive Officers, are approved by the Compensation Committee prior to the grant of awards. The fiscal year 2014 performance-based RSU award and target values were approved in September 2013 and the awards were granted on October 1, 2013. We require that executives agree to be bound by a restrictive covenant agreement containing non-competition, non-solicitation and confidentiality provisions as a condition to receiving a grant.

The performance-based RSU dollar targets are converted into RSUs based on the average closing price of Broadridge common stock in the 30 days prior to approval of the grant. The use of an average closing price for purposes of converting dollar value targets into shares is intended to reduce the impact of short-term stock price volatility on individual awards, thereby mitigating the risk of a windfall or impairment to the award opportunity.

The number of performance-based RSUs that are earned after the conclusion of a two-year performance period depends on Broadridge s financial performance over the performance period compared to a pre-set goal. For the fiscal year 2014 award, the financial metric is the average adjusted EPS performance over the fiscal years 2014 and 2015 performance cycle. This metric was selected because it is Broadridge s primary measure of long-term corporate profitability and is believed to provide alignment with our stockholders interests. The number of shares that can be earned based on performance ranges from 0% to 150% of the total target RSUs.

Once the number of earned RSUs is determined at the end of the performance period, they will vest on April 1st of the following calendar year, resulting in a 30-month cycle from date of award to date of vesting, provided the participant is employed with Broadridge on the vesting date. Upon vesting, the RSUs convert to Broadridge shares at a ratio of one Broadridge share for each RSU. RSUs do not earn or accrue dividends or dividend equivalents during the vesting period.

In addition to his annual stock option award grant, in fiscal year 2014 Mr. Dampeer received a special stock option award with a target grant value of $400,000 for retention purposes and in recognition of his critical role with the Company. This award was granted on February 10, 2014, and vests 25% per year on the anniversary of the date of the grant for the following four years, provided Mr. Dampeer is actively employed with Broadridge on the vesting date.

Mr. Liberatore received non-officer compensation including long-term equity awards in the form of time-based RSUs, performance-based RSUs and stock options. Time-based RSU awards are approved by the Compensation Committee prior to grant and the conversion from a dollar target to units is done using the same methodology as performance-based RSUs. The fiscal year 2014 RSU awards were approved in September 2013

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and the awards were granted on October 1, 2013. Time-based RSUs will vest 30 months after grant, provided the participant is actively employed with Broadridge on the vesting date. Upon vesting, the RSUs convert to Broadridge shares at a ratio of one Broadridge share for each time-based RSU. Participants do not receive dividends or dividend equivalents during any part of the vesting cycle.

In addition to his annual stock option award grant, in fiscal year 2014 Mr. Liberatore received a special stock option award with a target value of $200,000 to reflect his performance and critical role with the Company. This award was granted on February 10, 2014, and vests in full on the four-year anniversary of the date of grant, provided Mr. Liberatore is actively employed with Broadridge on the vesting date.

The RSU awards granted to the Named Executive Officers in fiscal year 2014 are detailed in the Long-Term Equity Incentive Compensation Fiscal Year 2014 RSU Target Awards section of this Proxy Statement.

The results of the conclusion of the performance-based RSU cycle for fiscal years 2013 and 2014 are detailed in the Long-Term Equity Incentive Compensation Fiscal Year 2014 Performance-Based RSU Earned Awards section of this Proxy Statement.

Fiscal Year 2014 Long-Term Equity Incentive Target Changes

In September 2013, taking into account the review of the Peer Group market analysis completed by Cook & Co. and for the reasons described below, the Compensation Committee approved the following increases to the long-term equity incentive award targets for fiscal year 2014 for three of the Named Executive Officers:

	Long-Term Equity Incentive Target		
Named Executive Officer	**Fiscal Year 2013**	**Fiscal Year 2014**	
Richard J. Daly	$ 2,500,000	$ 3,000,000	Reflected the positive assessment of Mr. Daly s performance and leadership, and brings his total target direct compensation closer to the median of chief executive officers in the Peer Group
Timothy C. Gokey	$ 900,000	$ 1,100,000	Reflected Mr. Gokey s expanded responsibilities resulting from his promotion to the role of COO
Dan Sheldon (1)	$ 600,000	$ 800,000	Brought Mr. Sheldon s total target direct compensation closer to the median of chief financial officers in the Peer Group

(1) Represents the full long-term incentive target for fiscal year 2014. Mr. Sheldon s actual fiscal year 2014 long-term incentive award was $400,000, which represents the performance-based RSU award he received on October 1, 2013. Mr. Sheldon was not eligible to receive the remaining $400,000 of the long-term incentive because he was no longer an officer of the Company when this award was granted.

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Fiscal Year 2014 Stock Option Awards

On February 5, 2014, the Compensation Committee approved the grant of the following stock option awards, with a grant date of February 10, 2014.

Name	Stock Option Awards (#) (1)	Target Value ($)
Richard J. Daly	166,112	$ 1,500,000
Timothy C. Gokey	60,908	$ 550,000
Robert Schifellite	38,759	$ 350,000
Lyell Dampeer	12,735	$ 115,000
Lyell Dampeer (2)	44,296	$ 400,000
Dan Sheldon (3)	N/A	N/A
John Hogan	13,842	$ 125,000
Michael Liberatore	5,537	$ 50,000
Michael Liberatore (4)	20,703	$ 200,000

(1) The number of stock options granted was determined by dividing the target value by an assumed option value determined using a standard stock option valuation model under FASB ASC Topic 718 and based on a 30-day average closing price of Broadridge common stock in December 2013 and January 2014 of $38.86.
(2) In addition to his annual stock option award grant, Mr. Dampeer received a special stock option award with a target grant value of $400,000 for retention purposes and in recognition of his critical role with the Company.
(3) Mr. Sheldon was not eligible for a stock option award in fiscal year 2014 because he was no longer an officer of the Company when this award was granted.
(4) In addition to his annual stock option award grant, Mr. Liberatore received a special stock option award with a target grant value of $200,000 in recognition of his performance and critical role with the Company.

Fiscal Year 2014 RSU Target Awards

In September 2013, the Compensation Committee approved the grant of the following performance-based and time-based RSU awards, with a grant date of October 1, 2013.

Name	Form of Award	RSU Award (#) (1)	Value ($) (2)
Richard J. Daly	Performance-based	49,423	$ 1,500,000
Timothy C. Gokey	Performance-based	18,121	$ 550,000
Robert Schifellite	Performance-based	11,532	$ 350,000
Lyell Dampeer	Performance-based	3,789	$ 115,000
Dan Sheldon (3)	Performance-based	13,179	$ 400,000
John Hogan	Performance-based	20,181	$ 612,500
Michael Liberatore	Performance-based	1,565	$ 47,500
Michael Liberatore	Time-based	1,565	$ 47,500

(1) The target number of performance-based RSUs and the number of time-based RSUs awarded was determined by dividing the target value by the 30-day average closing price of Broadridge Common Stock in August 2013 of $30.35 per share, rounded down to the nearest share. Performance-based awards are reflected at target.
(2) Performance-based awards are valued at target.
(3) Represents the performance-based RSU award granted to Mr. Sheldon on October 1, 2013. In accordance with Mr. Sheldon s separation agreement, the award was prorated to 4,942 RSUs to reflect the portion of the performance period he was employed prior to his separation from the Company.

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The number of shares that can be earned based on adjusted EPS performance over the fiscal years 2014 and 2015 performance period ranges from 0% to 150% of the total target RSUs. In August 2013, the Committee set the fiscal years 2014 and 2015 EPS goals, and the applicable automatic adjustments to these performance goals were established by the Committee in accordance with the Omnibus Plan at the time the performance goals were set. If earned, these RSUs will vest on April 1, 2016.

Fiscal Year 2013-2014 Performance-Based RSU Earned Awards

The goals for performance-based RSUs granted on October 1, 2012 were set and evaluated by the Compensation Committee in August 2012. Following the end of the two-year performance period, the Compensation Committee determined that the Named Executive Officers earned 150% of the performance-based RSU target award amounts, due to the achievement of average adjusted EPS of $1.98 in fiscal years 2013 and 2014. Broadridge s adjusted EPS achievement for fiscal years 2013 and 2014 was $1.78 and $2.18, respectively.

In scoring the achievement of the fiscal year 2013 EPS goal, the Compensation Committee adjusted the EPS result for restructuring charges related to severance, one-time system development costs, and the restructuring and outsourcing of certain processing related to our desktop applications. In scoring the achievement of the fiscal year 2014 EPS goal, the Compensation Committee adjusted the EPS result for costs associated with acquisitions or divestitures, other than the acquisition of Bonaire, and reorganization and restructuring programs to the extent such programs resulted in aggregate net expenses in excess of $6 million.

The earned RSUs will vest and convert to shares of our common stock on April 1, 2015, provided that the plan participant remains actively employed with Broadridge on the vesting date.

Financial Metric	Target Goal	Threshold Goal	Maximum Goal	Achievement	% Earned
EPS Average for Fiscal Years 2013 and 2014	$1.65-$1.71 per share	$1.35 per share (50% of target)	$1.95 per share (150% of target)	$1.98 per share	150%

The number of performance-based RSUs earned by each Named Executive Officer was as follows:

Name	Original RSU Target Award (#)	Actual RSUs Achieved (#)	Value on Payment Determination Date ($) (1)
Richard J. Daly	55,334	83,001	$ 3,373,161
Timothy C. Gokey	19,920	29,880	$ 1,214,323
Robert Schifellite	15,493	23,239	$ 944,433
Lyell Dampeer	5,090	7,635	$ 310,286
Dan Sheldon (2)	11,620	17,430	$ 708,355
John Hogan	27,113	40,669	$ 1,652,788
Michael Liberatore	1,992	2,988	$ 121,432

(1) The value on the payment determination date is based on the closing price of the common stock on August 6, 2014 of $40.64 per share.

(2) Represents the prorated portion of award of 13,280 performance-based RSUs granted to Mr. Sheldon on October 1, 2012. In accordance with Mr. Sheldon s separation agreement, the award was prorated to reflect the portion of the performance period he was employed prior to his separation from the Company.

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Corporate Governance Policies

Stock Ownership and Retention and Holding Period Guidelines

The Company s stock ownership guidelines reinforce the objective of increasing equity ownership of the Company among executive officers in order to more closely align their interests with those of our stockholders. The ownership guidelines are based on each executive officer acquiring and holding a total equity value at least equal to a specified multiple of his or her annual base salary. The multiples of base salary by executive officer position are:

- Chief Executive Officer: 6x base salary
- Chief Financial Officer: 3x base salary
- Chief Operating Officer: 4x base salary
- All other Corporate Senior Vice Presidents and Corporate Vice Presidents: 2x base salary

Equity ownership that counts toward this ownership objective are shares owned outright, shares beneficially owned by direct family members (spouse, dependent children), and shares held in the executive s account under a 401(k) plan or other savings plan. Unexercised stock options and unvested RSUs do not count toward satisfying the guideline goals.

The Compensation Committee has also established stock retention and holding period guidelines for the executive officers. Specifically:

- An executive officer should retain at least 50% of his or her net profit shares realized after the exercise of stock options or vesting of RSUs until the guideline ownership level is reached. Net profit shares are the shares remaining after the sale of shares to finance payment of the stock option exercise price, taxes and transaction costs owed at exercise or vesting.
- After the guideline ownership level is met, the executive officer must continue to hold at least 50% of future net profit shares for one year.

Presently, all executive officers are in compliance with the stock retention requirement and are making progress toward meeting the ownership multiples.

Clawback Policy

The Company maintains a clawback policy that requires reimbursement by an executive officer of all or part of any bonus, incentive or equity-based compensation that is paid, awarded or vests if and to the extent that: (a) the payment, grant, or vesting was predicated upon the achievement of financial results that were subsequently the subject of a financial restatement due to material noncompliance with financial reporting requirements by the Company, and (b) a lower payment, award, or vesting would have occurred based upon the restated financial results.

Under this policy, the Company will, to the extent allowable under applicable laws, require reimbursement of any bonus, incentive or equity-based compensation previously awarded or cancel any unvested, unexercised or deferred stock awards previously granted to the executive officer in the amount by which the individual executive officer s bonus, incentive or equity-based compensation for the relevant period exceeded the lower amount that would have been received based on the restated financial results. However, the Company will not seek to recover bonuses, incentive or equity-based compensation that was paid or had vested more than three years prior to the date the applicable restatement is disclosed.

Pre-Clearance and Insider Trading Policy and Prohibition on Hedging and Pledging

The Broadridge trading policy for the Company s executive officers and directors provides that the Company s executive officers and directors or their immediate family members, family trusts or other controlled entities cannot engage in any transaction in Broadridge securities (including purchases, sales, broker assisted cashless exercises of stock options and the sale of the common stock acquired pursuant to exercise of stock options) without first obtaining the approval of the Company s General Counsel. Approval of transactions can be sought only during a defined window period when the executive officers and directors are not in possession of material non-public information about the Company. The window period is generally defined as the period of time commencing on the second day after the public release by Broadridge of its quarterly and annual earnings information and ending on the date of distribution to Broadridge s executive officers of the flash financial performance results for the second month of the then current fiscal quarter, but can be closed by the Company s General Counsel at any time if the person seeking approval is in possession of material non-public information. The Broadridge trading policy also clarifies the obligations of Broadridge s officers, directors and employees with respect to securities law prohibitions against insider trading. In addition, the trading policy includes prohibitions against hedging of economic exposure in Broadridge securities through derivative transactions and short sales, and also prohibits holding Broadridge securities in a margin account or pledging Broadridge securities as collateral for a loan.

Change in Control Severance Plan

Our change in control severance plan is designed to neutralize the potential conflict our executive officers could face with a potential change in control and possible termination of employment and to facilitate our ability to attract and retain executives as we compete for talented individuals in a marketplace where such protections are commonly offered.

In March 2007, the Broadridge Board of Directors adopted the Change in Control Severance Plan for Broadridge executive officers (the *CIC Plan*) to provide the executive officers of Broadridge equivalent protection in the event of a change in control as the change in control plan that was in place for executive officers of ADP at the time of the spin-off of Broadridge from ADP. The purpose of the CIC Plan is to protect and enhance stockholder value by encouraging executive officers to evaluate potential transactions with independence and objectivity, ensuring continuity of management prior to and after a transaction, and ensuring that executives receive reasonable severance compensation in the event that their positions are eliminated as a result of a transaction.

All Named Executive Officers, other than Mr. Liberatore, participate in the CIC Plan. Mr. Hogan is no longer a corporate officer of the Company as of December 31, 2013, and is no longer a participant in the CIC Plan.

The CIC Plan is a double-trigger plan that requires both a change in control of the Company and a subsequent qualifying termination of employment in order for the executive officer to receive any payment under the plan. Under the CIC Plan, if a participant s employment is terminated by the Company without cause or by the participant for good reason, as those terms are defined under the CIC Plan, within a three-year period following a change in control, the participant would be eligible to receive a severance payment and certain equity awards will be accelerated.

Mr. Daly and Mr. Hogan are each party to Change in Control Enhancement Agreements with the Company (each an *Enhancement Agreement*) under which each is entitled to receive, on an item-by-item basis, the greater of the benefits and payments under the Enhancement Agreements and the CIC Plan. The Enhancement Agreements were put in place at the time of the spin-off of Broadridge from ADP by the Board of Directors of ADP. In September 2013, Mr. Daly and Mr. Hogan agreed to amend the Enhancement Agreements to give up their right to an excise tax gross-up payment which could have been payable in the event of a qualified termination of their employment following a change in control of the Company.

Please see the Potential Payments Upon a Termination or Change in Control section on page 70 of this Proxy Statement for further information regarding Broadridge s CIC Plan.

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Officer Severance Plan

The Company maintains a severance plan for executive officers (the *Officer Severance Plan*), including the Named Executive Officers, with the exception of Mr. Hogan and Mr. Liberatore, in order to enhance recruitment and retention of senior officers who are key to our long-term success without the necessity of having separate employment agreements. The Officer Severance Plan provides for severance benefits when an executive officer is terminated without cause as defined in the Officer Severance Plan. Upon a qualifying termination the executive officer would be eligible to receive severance payments, and the vesting of certain equity awards will continue during the severance period. In the instance that an executive officer is due benefits or payments under both the Officer Severance Plan and the CIC Plan, the executive officer would be eligible to receive the greater of the benefits and payments and the more favorable terms and conditions determined on an item-by-item basis. Please see the Potential Payments Upon a Termination or Change in Control section on page 70 of this Proxy Statement for further information regarding the Officer Severance Plan.

As a condition to receiving any severance payments under the Officer Severance Plan, executive officers will be required to enter into agreements that contain a general release of the Company and certain restrictive covenants, including non-competition provisions that will be in force for a longer period than was applicable under the Company s award agreements (*i.e.*, an additional 12 months for the CEO and an additional six months for all other executive officers).

Special Officer Separation Agreement with Mr. Sheldon

On February 5, 2014, following his return from a temporary medical leave of absence and in recognition of his 30 years of valued service to the Company, the Company and Mr. Sheldon entered into a special officer separation agreement. Additional information concerning the terms of Mr. Sheldon s separation agreement is provided under the heading Special Officer Separation Agreement with Mr. Sheldon in the Potential Payments Upon a Termination or Change in Control section on page 72 of this Proxy Statement.

Retirement Plans

Broadridge provides its Named Executive Officers with retirement benefits on the same terms as those offered to other employees generally through the Broadridge Financial Solutions, Inc. Retirement Savings Plan (the *401(k) Plan*), a tax-qualified defined contribution plan. The 401(k) Plan allows our U.S. employees to save for retirement on a tax-deferred or Roth after-tax basis, and Broadridge makes matching contributions to the 401(k) Plan to encourage participation in this plan.

In addition, the Named Executive Officers, other than Mr. Young and Mr. Liberatore, participate in the Company s SORP or SERP, which are non-qualified supplemental retirement plans. The Broadridge SORP provides supplemental benefits to executive officers and is intended to support the objective of attracting and retaining key talent by improving the market competitiveness of our overall rewards package and tying the receipt of value to continued tenure through a defined retirement age. The Broadridge SERP provides similar benefits for certain non-officer executives and Mr. Dampeer. Please see the Pension Benefits Table on page 68 in this Proxy Statement for further information regarding Broadridge s retirement plans.

In August 2014, the Committee made the following changes to our executive retirement program, effective January 1, 2015:

The SORP and SERP were closed to new participants. Future accruals will continue for existing participants.

The DC Plan was amended to close it to new deferrals and Company contributions.

A new ERSP was adopted for those executives who are not participants in the SORP or SERP. The ERSP is a defined contribution restoration plan that mirrors Broadridge s qualified 401(k) Plan.

> The purpose of the ERSP is to provide specified deferred compensation benefits to a select group of United States-based management or highly compensated employees. The plan allows for voluntary associate deferrals of base salary and/or cash incentive compensation and employer contributions above the qualified defined contribution compensation and deferral limitations.

The changes to the Company s retirement benefits are intended to limit non-performance-based compensation and increase the emphasis on the pay for performance elements of our executive compensation program consistent with evolving market practices.

Executive Retiree Health Insurance Plan

Certain key executives, including all Named Executive Officers, who terminate employment with the Company after they have attained age 55 and have been credited with at least 10 years of service are also eligible to participate in our Executive Retiree Health Insurance Plan. This plan is a post-retirement benefit plan pursuant to which the Company helps defray the health care costs of certain eligible key executive retirees and qualifying dependents until they reach the age of 65. This plan is intended to support the objective of attracting and retaining key talent by improving the market competitiveness of our overall rewards package.

Non-Qualified Executive Deferred Compensation Plan

Broadridge sponsors the Executive Deferred Compensation Plan, an unfunded, non-qualified deferred compensation plan for the benefit of its Named Executive Officers and selected other executives each year. The DC Plan allows Broadridge participants to defer the obligation to pay certain income taxes until the time the funds are distributed, thus providing an alternative investment vehicle for financial planning.

Mr. Dampeer elected to defer $50,000 of his fiscal year 2014 Officer Bonus and Mr. Liberatore elected to defer $20,000 of his fiscal year 2014 MBO Bonus into the DC Plan.

Please see the Non-Qualified Deferred Compensation section on page 70 of this Proxy Statement for more information regarding the DC Plan.

Benefit Plans

Broadridge provides its Named Executive Officers with health and welfare benefits during active employment on the same terms as those offered to other employees.

Perquisites

Broadridge provides the Named Executive Officers with a Company-paid car, with the exception of Mr. Liberatore who is provided a monthly car allowance of $375 per month.

In addition, the Broadridge Foundation, a charitable foundation established and funded by the Company, provides up to $10,000 per calendar year in matching of charitable contributions made to qualified tax-exempt organizations on behalf of executive officers, which is a higher amount than the standard associate match of $1,500. Mr. Liberatore may receive a match of up to $1,500 of his contributions to qualified tax-exempt organizations, and Mr. Hogan s maximum is $1,500 starting in calendar year 2014.

These perquisites are consistent with both general industry market practice based on independent third-party executive benefit and perquisite surveys and Broadridge s executive rewards strategy. The Compensation Committee reviewed these perquisites in fiscal year 2014 and determined that they are in line with perquisites provided by companies with which Broadridge competes for talent.

Please see the All Other Compensation column of the Summary Compensation Table on page 60 and the All Other Compensation Table of this Proxy Statement for more information regarding the perquisites provided to the Named Executive Officers.

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Employment Agreements

Broadridge does not have formal employment agreements in place with any Named Executive Officers as of June 30, 2014.

On June 23, 2014, Mr. Young joined the Company as its Corporate Vice President and CFO. Mr. Young s Offer Letter sets forth the terms of his compensation. The Offer Letter provides that his employment with the Company is at will, which means his employment is not for any definite period of time and that either he or the Company can terminate his employment at any time, with or without cause or notice. The Offer Letter provides the following terms:

Base Salary: Mr. Young s annual base salary is $515,000 per year.

Cash Incentive Award: Mr. Young s annual cash incentive award target is 85% of his base salary with his participation beginning in fiscal year 2015.

Long-Term Equity Incentive Compensation: Mr. Young will receive performance-based RSUs and stock options annually based on target values that are reviewed and approved by the Compensation Committee. The Compensation Committee has approved the following long-term equity value targets for Mr. Young starting in fiscal year 2015: $525,000 in performance-based RSUs vesting in April 2017, and $525,000 in value of stock options with standard four-year vesting provisions. Each of the foregoing equity grants for fiscal year 2015 shall be subject to the terms and conditions applicable to grants made to all other executive officers of the Company.

Executive Benefits: Mr. Young is eligible to participate in Broadridge s employee and executive benefit programs, including the Company s Officer Severance Plan and CIC Plan for Corporate Officers. In addition, Mr. Young is entitled to the perquisites customarily paid to the Company s executive officers.

Relocation: Mr. Young participated in Broadridge s executive relocation program, which provides reimbursement of all regular and customary expenses related to his move to the New York area.

In addition, pursuant to the Offer Letter, Mr. Young received the following one-time at-hire awards. These awards were structured to replace similar awards he forfeited when he left his former employer.

Cash Bonus: Mr. Young received a cash bonus of $500,000; $300,000 of which shall be subject to repayment if he voluntarily leaves the Company or is terminated for cause within 12 months of the payment date.

Stock Bonus Award: On June 23, 2014, Mr. Young received a stock bonus award of 5,098 fully vested shares of our common stock. The value of this award was approximately $200,000; the number of shares awarded was determined using a 30-day average closing stock price ending the day before the Compensation

Committee approval materials were distributed to the Committee.

RSUs: On August 11, 2014, Mr. Young was awarded 14,634 time-based RSUs that will vest over three years. The value of this award was approximately $600,000; the number of shares awarded was determined using a 30-day average closing stock price ending the day before the Compensation Committee approval materials were distributed to the Committee.

Stock Options: On August 11, 2014, Mr. Young was awarded 26,260 stock options that vested immediately upon grant. These options have a termination date of 10 years from the date of grant and an exercise price equal to the closing price of Broadridge common stock on the date of grant. The value of this award was approximately $250,000. The number of stock options granted was determined by dividing $250,000 by an assumed option value determined using a standard stock option valuation model under FASB ASC Topic 718 and based on a 30-day average closing price of Broadridge common stock ending the day before the Compensation Committee approval materials were distributed to the Committee.

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Impact of Accounting and Tax Considerations

As a general matter, the Compensation Committee reviews and considers the various tax and accounting implications of the compensation elements utilized by the Company.

With respect to accounting considerations, the Compensation Committee examines the accounting cost associated with equity compensation in light of requirements under FASB ASC Topic 718. Annual equity grants, including performance-based RSU and stock option grants, are made on a target value basis and then converted into a set number of RSUs and/or stock options, so as to limit the total accounting cost of the grants.

With respect to taxes, the Compensation Committee considers the impact of Section 162(m) of the Code, which generally prohibits any publicly-held corporation from taking a federal income tax deduction for compensation paid in excess of $1 million in any taxable year to the Named Executive Officers other than the CFO, subject to certain exceptions.

The annual incentive awards are intended to comply with Section 162(m) of the Code by selecting financial measures for the funding of payments under the plan only from the list of performance criteria under the stockholder approved Omnibus Plan, and approving specific performance goals and automatic adjustments within the first 90 days of the fiscal year. The annual performance-based RSU grants are intended to comply with Section 162(m) of the Code by making the vesting of all grants subject to performance conditions that are selected from the list of performance criteria under the Omnibus Plan, and approving specific multiple-year performance goals and automatic adjustments within the first 90 days of the performance period. The annual stock option grants are intended to comply with Section 162(m) of the Code by having an exercise price set equal to the fair market value of the Company s stock on the date of grant.

In general, the Company intends that compensation paid to executive officers should be deductible for U.S. tax purposes. In certain instances, however, we may determine that it is in our best interest and that of our stockholders to have the flexibility to pay compensation that is not deductible under the limitations of Section 162(m) of the Code in order to provide a compensation package consistent with our program and objectives. We have requested and obtained stockholder approval of the Omnibus Plan so that awards under the Plan may qualify as performance-based compensation under Section 162(m) of the Code.

Compensation Committee Report

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis. Based on such reviews and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company s 2014 Proxy Statement and be incorporated by reference in the 2014 Form 10-K.

Compensation Committee of the Board of Directors

Alan J. Weber, *Chair*

Robert N. Duelks

Maura A. Markus

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SUMMARY COMPENSATION TABLE

and Principal Position	Year	Salary	Bonus	Stock Awards (3)	Option Awards (4)	Non-Equity Incentive Plan Compensation (5)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings (6)	All other Compensation (7)	Tot
rd J. Daly	2014	$ 785,833	$ 0	$ 1,494,057	$ 1,360,457	$ 1,738,770	$ 819,319	$ 52,095	$ 6,250
ent and Chief Executive	2013	$ 711,667	$ 0	$ 1,176,401	$ 1,215,244	$ 1,330,611	$ 934,053	$ 49,940	$ 5,417
r	2012	$ 691,667	$ 0	$ 946,538	$ 1,121,584	$ 1,064,184	$ 1,523,675	$ 44,852	$ 5,392
M. Young (1) nd Chief Financial r	2014	$ 12,262	$ 500,000	$ 208,559	$ 0	$ 0	$ 0	$ 86,092	$ 806
hy C. Gokey	2014	$ 544,250	$ 0	$ 547,798	$ 498,837	$ 865,800	$ 215,444	$ 40,440	$ 2,712
nd Chief Operating	2013	$ 527,917	$ 0	$ 423,499	$ 437,490	$ 706,800	$ 139,286	$ 40,716	$ 2,275
r	2012	$ 512,500	$ 0	$ 273,430	$ 498,480	$ 487,200	$ 134,659	$ 48,713	$ 1,954
t Schifellite	2014	$ 466,799	$ 0	$ 348,612	$ 317,436	$ 697,337	$ 404,015	$ 37,219	$ 2,271
Investor Communication	2013	$ 428,133	$ 0	$ 329,381	$ 340,268	$ 571,900	$ 256,563	$ 34,731	$ 1,960
ons	2012	$ 413,333	$ 0	$ 252,404	$ 299,087	$ 437,900	$ 415,779	$ 30,229	$ 1,848
Dampeer U.S. Investor unication Solutions	2014	$ 384,375	$ 0	$ 114,541	$ 467,084	$ 413,226	$ 194,101	$ 47,624	$ 1,620
heldon	2014	$ 379,166	$ 0	$ 166,447	$ 0	$ 343,572	$ 182,871	$ 2,174,730	$ 3,246
r CVP and Chief	2013	$ 471,500	$ 0	$ 402,517	$ 767,915	$ 411,700	$ 182,674	$ 45,839	$ 2,282
cial Officer	2012	$ 457,708	$ 0	$ 252,404	$ 337,294	$ 399,200	$ 405,301	$ 43,340	$ 1,895
Hogan	2014	$ 525,400	$ 0	$ 610,072	$ 113,366	$ 940,170	$ 334,308	$ 74,416	$ 2,597
r Managing Director	2013	$ 540,000	$ 0	$ 576,422	$ 595,471	$ 908,000	$ 513,513	$ 33,200	$ 3,166
l Technology, Former ent	2012	$ 540,000	$ 0	$ 515,339	$ 610,639	$ 701,500	$ 397,928	$ 32,798	$ 2,798
el Liberatore (2) r Acting Principal cial Officer	2014	$ 286,981	$ 70,000	$ 94,620	$ 226,706	$ 142,973	$ 0	$ 42,542	$ 863

(1) Mr. Young commenced employment with the Company on June 23, 2014. Amount in the Bonus column reflects an at-hire cash bonus paid upon his joining the Company, and amount in the Stock Awards column reflects an at-hire stock bonus award granted upon his joining the Company.

(2) Amount in the Bonus column reflects a special cash bonus paid for Mr. Liberatore s service as Acting Principal

Financial Officer during fiscal year 2014.

(3) Reflects performance-based RSUs granted under the Omnibus Plan for all executive officers other than Mr. Young. Amounts in this column represent the aggregate grant date fair value of the RSUs computed in accordance with FASB ASC Topic 718, excluding the effect of estimated forfeitures. See Note 14, Stock-Based Compensation, to the Company s Consolidated Financial Statements for the fiscal year ended June 30, 2014 included in the 2014 Form 10-K, for the relevant assumptions used to determine the valuation of these awards. For the performance-based RSUs, the amounts shown reflect the grant date fair value based upon the probable outcome of the performance conditions as of the grant date. The maximum value of the performance-based RSUs granted in fiscal year 2014 assuming achievement of the highest level of performance is: Mr. Daly: $2,241,071; Mr. Gokey: $821,682; Mr. Schifellite: $522,919; Mr. Dampeer: $171,797; Mr. Sheldon: $249,670; and Mr. Hogan: $915,092. Mr. Liberatore s award is comprised of 50% performance-based RSUs and 50% time-based RSUs. The maximum value of the performance-based RSUs granted to Mr. Liberatore in fiscal year 2014 assuming achievement of the highest level of performance is $70,950.

(4) Reflects stock options granted under the Omnibus Plan. Amounts in this column represent the aggregate grant date fair value of option awards computed in accordance with FASB ASC Topic 718, excluding the effect of estimated forfeitures. Please see Note 14, Stock-Based Compensation, to the Company s Consolidated Financial Statements for the fiscal year ended June 30, 2014 included in the 2014 Form 10-K, for the relevant assumptions used to determine the valuation of these awards. The fair value of each option award is estimated on the date of grant using the binomial stock option valuation method.

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(5) Represents annual incentive cash compensation earned under the Omnibus Plan based on performance of the Named Executive Officers during the corresponding fiscal year, which was paid to the Named Executive Officers in the next following fiscal year. For Mr. Dampeer and Mr. Liberatore, amount includes the portion of the annual incentive compensation elected for deferral under the DC Plan for fiscal year 2014: Mr. Dampeer: $50,000; and Mr. Liberatore: $20,000.

(6) Represents changes in the actuarial present value of the Named Executive Officer s benefit under the SORP or SERP. Mr. Liberatore does not participate in either plan. See the Pension Benefits Table for a discussion of the SORP and SERP.

(7) The amounts shown in this column are described in detail in the section below entitled All Other Compensation.

ALL OTHER COMPENSATION

Name	Year	Perquisites and other Personal Benefits (1)	Tax Reimbursements (2)	Company Contributions to Defined Contribution Plans (3)	Insurance Premiums (4)	Matching Charitable Contributions (5)	Separation (6)	Relocation (7)	Total
Richard J. Daly	2014	$ 16,358	$ 500	$ 22,440	$ 1,547	$ 11,250	$ 0	$ 0	$ 52,095
	2013	$ 15,910	$ 500	$ 22,000	$ 1,530	$ 10,000	$ 0	$ 0	$ 49,940
	2012	$ 14,762	$ 500	$ 21,560	$ 1,530	$ 6,500	$ 0	$ 0	$ 44,852
James M. Young	2014	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0	$ 86,092	$ 86,092
Timothy C. Gokey	2014	$ 15,358	$ 500	$ 13,260	$ 1,322	$ 10,000	$ 0	$ 0	$ 40,440
	2013	$ 15,910	$ 500	$ 13,000	$ 1,306	$ 10,000	$ 0	$ 0	$ 40,716
	2012	$ 14,762	$ 9,930	$ 12,740	$ 1,281	$ 10,000	$ 0	$ 0	$ 48,713
Robert Schifellite	2014	$ 6,705	$ 500	$ 24,353	$ 1,161	$ 4,500	$ 0	$ 0	$ 37,219
	2013	$ 7,212	$ 500	$ 23,875	$ 1,144	$ 2,000	$ 0	$ 0	$ 34,731
	2012	$ 2,211	$ 0	$ 23,398	$ 1,120	$ 3,500	$ 0	$ 0	$ 30,229
Lyell Dampeer	2014	$ 16,358	$ 500	$ 17,959	$ 1,057	$ 11,750	$ 0	$ 0	$ 47,624
Dan Sheldon	2014	$ 49,288	$ 0	$ 24,353	$ 1,022	$ 12,100	$ 2,087,967	$ 0	$ 2,174,730
	2013	$ 11,750	$ 0	$ 23,875	$ 1,214	$ 9,000	$ 0	$ 0	$ 45,839
	2012	$ 11,750	$ 0	$ 23,398	$ 1,192	$ 7,000	$ 0	$ 0	$ 43,340
John Hogan	2014	$ 11,750	$ 0	$ 21,324	$ 1,342	$ 40,000 (8)	$ 0	$ 0	$ 74,416
	2013	$ 11,750	$ 0	$ 20,125	$ 1,325	$ 0	$ 0	$ 0	$ 33,200
	2012	$ 11,750	$ 0	$ 19,723	$ 1,325	$ 0	$ 0	$ 0	$ 32,798
Michael Liberatore	2014	$ 13,016	$ 500	$ 26,703	$ 823	$ 1,500	$ 0	$ 0	$ 42,542

(1) For all Named Executive Officers other than Mr. Liberatore, represents actual cost to the Company of leasing automobiles used for personal travel. For Mr. Liberatore, represents a car allowance paid by the Company. For

Mr. Daly (fiscal years 2012, 2013 and 2014), Mr. Gokey (fiscal years 2012, 2013 and 2014), Mr. Schifellite (fiscal years 2013 and 2014), Mr. Dampeer (fiscal years 2013 and 2014), and Mr. Liberatore (fiscal year 2014), this also includes an amount paid by the Company on behalf of their spouses or significant others who accompanied them on business travel. For Mr. Sheldon, the fiscal year 2014 amount includes a payment for accrued vacation time in the amount of $37,538 made in connection with his separation from the Company.

(2) For Mr. Daly, Mr. Gokey, Mr. Schifellite, Mr. Dampeer and Mr. Liberatore, represents reimbursement of taxes on amounts paid by the Company on behalf of their spouses or significant others who accompanied them on travel sponsored by the Company. For Mr. Gokey, the fiscal year 2012 amount includes reimbursement of certain relocation expenses incurred in fiscal year 2011 under the Company s executive relocation program.

(3) Represents contributions made by the Company to the 401(k) Plan on behalf of the executives. For Mr. Liberatore, also includes a Company match in the DC Plan. Mr. Liberatore elected to defer $20,000 of his fiscal year 2014 MBO Bonus into the Company s DC Plan. As a non-officer executive, Mr. Liberatore is eligible to receive a Company match of 50% of his deferral election up to a maximum of $10,000 per year.

(4) Represents life insurance, accidental death and dismemberment and long-term disability premiums paid by the Company on behalf of the executives.

(5) Represents Company-paid contributions made to qualified tax-exempt organizations on behalf of the Named Executive Officers under the Broadridge Director & Officer Matching Gift Program. The Company matches 100% of all contributions made by its executive officers to qualified tax-exempt organizations, up to a maximum Company

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contribution of $10,000 per calendar year, and up to $1,500 per calendar year for non-officer executives. Amounts shown reflect total Company matching contributions in each fiscal year, and therefore may be greater than the calendar year maximum.

(6) Reflects the incremental fair value with respect to the modification of outstanding awards of options and RSUs in connection with the separation agreement with Mr. Sheldon dated February 5, 2014, and does not represent new equity awards. Incremental fair value is computed as of the date of the modification in accordance with FASB ASC Topic 718 and includes the full fair value of the portion of the modified awards that otherwise would not have vested in accordance with their original terms.

(7) For Mr. Young, includes reimbursement of certain relocation expenses incurred in fiscal year 2014 under the Company s executive relocation program for expenses including: house-hunting trips to the New York region for Mr. Young and his family, movement of physical goods, temporary housing, and the final move to the New York region.

(8) Includes charitable contributions made in prior fiscal years that were matched by the Company in fiscal year 2014.

GRANTS OF PLAN-BASED AWARDS TABLE

The following table summarizes awards made to our Named Executive Officers in fiscal year 2014. Please see the Outstanding Equity Awards at Fiscal Year-End Table for the outstanding stock option awards and unvested stock awards held by each of the Named Executive Officers as of June 30, 2014.

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards (2)						
Grant Date	Committee Award Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)	All Other Stock Awards: Number of Shares of Stock or Units(#)	All Other Option Awards: Number of Securities Underlying Options(#)	Exercise or Base Price of Option Awards ($/Sh)	G Fair St O A (
		$ 660,000	$ 1,320,000	$ 2,640,000							
10/1/2013 (4)	9/19/2013				24,712	49,423	74,135				$ 1
2/10/2014 (5)	2/5/2014								166,112	36.97	$ 1
6/23/2014 (6)	6/12/2014							5,098			$
		$ 355,550	$ 711,100	$ 1,422,200							
10/1/2013 (4)	9/19/2013				9,061	18,121	27,182				$
2/10/2014 (5)	2/5/2014								60,908	36.97	$
		$ 260,726	$ 521,452	$ 1,042,904							
10/1/2013 (4)	9/19/2013				5,766	11,532	17,298				$
2/10/2014 (5)	2/5/2014								38,759	36.97	$
		$ 154,500	$ 309,000	$ 618,000							

10/1/2013 (4)	9/19/2013				1,895	3,789	5,684				$
2/10/2014 (5)	2/5/2014								12,735	36.97	$
2/10/2014 (7)	2/5/2014								44,296	36.97	$
		$ 146,400	$ 292,800	$ 585,600							
10/1/2013 (4)	9/19/2013				2,471	4,942	7,413				$
		$ 383,500	$ 767,000	$ 1,534,000							
10/1/2013 (4)	9/19/2013				10,091	20,181	30,272				$
2/10/2014 (5)	2/5/2014								13,842	36.97	$
		$ 55,634	$ 111,269	$ 222,534							
10/1/2013 (4)	9/19/2013				783	1,565	2,348				$
10/1/2013 (8)	9/19/2013							1,565			$
2/10/2014 (5)	2/5/2014								5,537	36.97	$
2/10/2014 (9)	2/5/2014								20,703	36.97	$

(1) Amounts consist of the threshold, target and maximum annual cash incentive award levels. Amounts in the threshold awards column represent 50% of the target award which is the minimum performance level required for a payout of the award. Actual amounts paid to the Named Executive Officers are reported in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table with respect to fiscal year 2014. Mr. Sheldon s target was prorated to reflect the portion of the fiscal year he was employed prior to his separation from the Company. Mr. Young joined the Company at the end of the fiscal year and is not eligible for a cash incentive award until fiscal year 2015.

(2) Amounts consist of the threshold, target and maximum performance-based RSU awards set in fiscal year 2014 under the Omnibus Plan. Amounts in the threshold awards column represent 50% of the target award which is the minimum performance level required for a payout of the award.

(3) These amounts are valued based on the aggregate grant date fair value of the award determined pursuant to FASB ASC Topic 718, and based on the probable outcome of the performance condition in the case of performance-based RSUs. See Note 14, Stock-Based Compensation, to the Consolidated Financial Statements included in the 2014 Form 10-K, for a discussion of the relevant assumptions used in calculating these amounts.

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(4) Represents performance-based RSUs granted under the Omnibus Plan. RSU awards granted by Broadridge on October 1, 2013 that will vest and convert to Broadridge shares on April 1, 2016, provided that pre-set financial performance goals are met over the fiscal years 2014 and 2015 performance cycle. Named Executive Officers can earn from 0% to 150% of their stated RSU award amount in shares.
(5) Represents a stock option award granted under the Omnibus Plan on February 10, 2014, that will vest ratably over the next four years on the anniversary of the date of grant.
(6) Represents an at-hire stock bonus award of fully vested Broadridge shares granted under the Omnibus Plan on June 23, 2014.
(7) Represents a special stock option award granted under the Omnibus Plan on February 10, 2014, that will vest ratably over the next four years on the anniversary of the date of grant.
(8) Represents time-based RSUs granted under the Omnibus Plan on October 1, 2013, that will vest and convert to Broadridge shares on April 1, 2016.
(9) Represents a special stock option award granted under the Omnibus Plan on February 10, 2014, that will vest on the fourth anniversary of the date of grant.

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OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END TABLE

The following table provides information regarding outstanding stock option awards and unvested stock awards held by each of the Named Executive Officers as of June 30, 2014.

	Option Awards					Stock Awards (1)					
	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price ($)	Option Expiration Date		Number of Shares of Stock that Have Not Vested (#)	Market Value of Shares of Stock that Have Not Vested ($)		Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that Have Not Vested	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that Have Not Vested	
Richard J. Daly	114,600	0	$ 21.87	2/3/2018	(2)						
	28,466	0	$ 18.97	2/24/2018	(3)						
	28,467	0	$ 20.87	2/24/2018	(3)						
	28,467	0	$ 22.76	2/24/2018	(3)						
	171,533	0	$ 18.97	2/24/2018	(4)						
	171,533	0	$ 20.87	2/24/2018	(4)						
	171,534	0	$ 22.76	2/24/2018	(4)						
	126,500	0	$ 21.39	2/8/2020	(5)						
	126,500	0	$ 23.53	2/8/2020	(5)						
	126,500	0	$ 25.67	2/8/2020	(5)						
	111,934	111,935	$ 24.25	2/9/2022	(6)						
	80,373	241,120	$ 22.27	2/11/2023	(7)						
	0	166,112	$ 36.97	2/10/2024	(8)						
						83,001	$ 3,456,162	(23)			
									49,423	$ 2,057,974	(25)
James M. Young	0	0	$ 0.00			0	$ 0		0	$ 0	
Timothy C. Gokey	100,000	0	$ 21.94	5/12/2020	(9)						
	120,000	30,000	$ 21.94	5/12/2020	(10)						
	52,414	34,944	$ 22.39	2/10/2021	(11)						
	49,748	49,749	$ 24.25	2/9/2022	(6)						
	28,934	86,804	$ 22.27	2/11/2023	(7)						
	0	60,908	$ 36.97	2/10/2024	(8)						

						29,880	$ 1,244,203	(23)			
									18,121	$ 754,558	(25)
Robert Schifellite	24,569	0	$ 18.18	1/26/2016	(12)						
	24,569	0	$ 19.19	1/25/2017	(12)						
	18,100	0	$ 21.87	2/3/2018	(2)						
	41,666	0	$ 18.97	2/24/2018	(3)						
	41,667	0	$ 20.87	2/24/2018	(3)						
	41,667	0	$ 22.76	2/24/2018	(3)						
	24,916	0	$ 13.79	2/2/2019	(13)						
	24,917	0	$ 15.17	2/2/2019	(13)						
	24,917	0	$ 16.55	2/2/2019	(13)						
	25,875	0	$ 21.39	2/8/2020	(5)						
	25,875	0	$ 23.53	2/8/2020	(5)						
	25,875	0	$ 25.67	2/8/2020	(5)						
	29,849	29,849	$ 24.25	2/9/2022	(6)						
	22,504	67,514	$ 22.27	2/11/2023	(7)						
	0	38,759	$ 36.97	2/10/2024	(8)						
						23,239	$ 967,672	(23)			
									11,532	$ 480,192	(25)

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	Option Awards					Stock Awards (1)					
	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price ($)	Option Expiration Date		Number of Shares of Stock that Have Not Vested (#)	Market Value of Shares of Stock that Have Not Vested ($)		Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that Have Not Vested	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that Have Not Vested	
Lyell Dampeer	1,376	0	$ 19.19	1/25/2017	(12)						
	5,600	0	$ 21.87	2/3/2018	(2)						
	2,920	0	$ 13.79	2/2/2019	(13)						
	8,560	2,140	$ 21.39	2/8/2020	(5)						
	6,813	4,543	$ 22.39	2/10/2021	(11)						
	6,467	6,468	$ 24.25	2/9/2022	(6)						
	7,394	22,183	$ 22.27	2/11/2023	(7)						
	0	44,296	$ 36.97	2/10/2024	(27)						
	0	12,735	$ 36.97	2/10/2024	(8)						
						7,635	$ 317,921	(23)			
									3,789	$ 157,774	(25)
Dan Sheldon	24,569	0	$ 17.60	1/26/2015	(12)						
	29,482	0	$ 18.18	1/26/2016	(12)						
	29,482	0	$ 19.19	1/25/2017	(12)						
	10,100	0	$ 19.93	4/11/2017	(14)						
	36,200	0	$ 21.87	4/11/2017	(15)						
	54,600	0	$ 18.97	4/11/2017	(16)						
	54,600	0	$ 20.87	4/11/2017	(16)						
	54,600	0	$ 22.76	4/11/2017	(16)						
	2,066	0	$ 18.97	4/11/2017	(17)						
	2,067	0	$ 20.87	4/11/2017	(17)						
	2,067	0	$ 22.76	4/11/2017	(17)						
	28,750	0	$ 13.79	4/11/2017	(18)						
	28,750	0	$ 15.17	4/11/2017	(18)						
	28,750	0	$ 16.55	4/11/2017	(18)						
	27,791	0	$ 21.39	4/11/2017	(19)						
	27,792	0	$ 23.53	4/11/2017	(19)						
	27,792	0	$ 25.67	4/11/2017	(19)						
	29,849	29,849	$ 24.25	4/11/2017	(20)						
	19,289	57,869	$ 22.27	4/11/2017	(21)						

						17,430	$ 725,785	(23)			
									4,942	$ 205,785	(25)
John Hogan	65,166	0	$ 13.79	2/2/2019	(13)						
	65,167	0	$ 15.17	2/2/2019	(13)						
	65,167	0	$ 16.55	2/2/2019	(13)						
	65,166	0	$ 21.39	2/8/2020	(5)						
	65,167	0	$ 23.53	2/8/2020	(5)						
	65,167	0	$ 25.67	2/8/2020	(5)						
	60,942	60,942	$ 24.25	2/9/2022	(6)						
	39,383	118,149	$ 22.27	2/11/2023	(7)						
	0	13,842	$ 36.97	2/10/2024	(8)						
						40,669	$ 1,693,457	(23)			
									20,181	$ 840,337	(25)

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	Option Awards				Stock Awards (1)			
	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares of Stock that Have Not Vested (#)	Market Value of Shares of Stock that Have Not Vested ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that Have Not Vested	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that Have Not Vested
Michael Liberatore	3,685	0	$ 18.18	1/26/2016 (12)				
	0	5,537	$ 36.97	2/10/2024 (8)				
	0	20,703	$ 36.97	2/10/2024 (22)				
					2,988	$ 124,420 (23)		
					1,992	$ 82,947 (24)	1,565	$ 65,167 (25)
							1,565	$ 65,167 (26)

(1) All stock awards were based on a June 30, 2014 common stock closing price of $41.64 per share.
(2) Represents stock options granted on February 4, 2008. This grant terminates 10 years from the date of grant, vest 20% per year over five years, starting on the first anniversary of the date of grant.
(3) Represents special stock options granted on February 25, 2008. This grant terminates 10 years from the date of grant, and vested in full four months after the grant date.
(4) Represents special stock options granted on April 29, 2008. These options were granted subject to stockholder approval of the amendment and restatement of the Omnibus Plan. Broadridge stockholders approved the amendment and restatement of the Omnibus Plan on November 13, 2008, and these options vested in full on that date. This grant terminates on February 24, 2018.
(5) Represents special stock options granted on February 8, 2010. This grant terminates 10 years from the date of grant, and vests 33.3% per year over three years, starting on the first anniversary of the date of grant.
(6) Represents annual stock options granted on February 9, 2012. This grant terminates 10 years from the date of grant, and vests 25% per year over four years, starting on the first anniversary of the date of grant.
(7) Represents annual stock options granted on February 11, 2013. This grant terminates 10 years from the date of grant, and vests 25% per year over four years, starting on the first anniversary of the date of grant.
(8) Represents annual stock options granted on February 10, 2014. This grant terminates 10 years from the date of grant, and vests 25% per year over four years, starting on the first anniversary of the date of grant.
(9) Represents at-hire stock options granted on May 12, 2010. This grant terminates 10 years from the date of grant, and vests 50% per year over two years, starting on the first anniversary of the date of grant.
(10) Represents at-hire stock options granted on May 12, 2010. This grant terminates 10 years from the date of grant, and vests 20% per year over five years, starting on the first anniversary of the date of grant.
(11) Represents annual stock options granted on February 10, 2011. This grant terminates 10 years from date of grant, and vests 20% per year over five years, starting on the first anniversary of the date of grant.

(12) Represents stock options granted by ADP that were converted to Broadridge stock options on the March 2007 spin-off date. This grant terminates 10 years from the date of grant, and vests 20% per year over five years, starting on the second anniversary of the date of grant.

(13) Represents special stock options granted on February 2, 2009. This grant terminates 10 years from the date of grant, and vests 33.3% per year over three years, starting on the first anniversary of the date of grant.

(14) Represents stock options granted on June 1, 2007, vesting 20% per year over five years starting on the first anniversary of the date of grant. In connection with Mr. Sheldon s separation agreement, these grants terminate on April 11, 2017.

(15) Represents special stock options granted on February 4, 2008, vesting 20% per year over five years starting on the first anniversary of the date of grant. In connection with Mr. Sheldon s separation agreement, these options terminate on April 11, 2017.

(16) Represents special stock options granted on February 25, 2008, vesting in full four months after the grant date. In connection with Mr. Sheldon s separation agreement, these options terminate on April 11, 2017.

(17) Represents special stock options granted on April 29, 2008. These options were granted subject to stockholder approval of the amendment and restatement of the Omnibus Plan. Broadridge stockholders approved the amendment and restatement of the Omnibus Plan on November 13, 2008, and these options vested in full on that date. In connection with Mr. Sheldon s separation agreement, these options terminate on April 11, 2017.

(18) Represents special stock options granted on February 2, 2009, vesting 33.3% per year over three years starting on the first anniversary of the date of grant. In connection with Mr. Sheldon s separation agreement, these options terminate on April 11, 2017.

(19) Represents special stock options granted on February 8, 2010, vesting 33.3% per year over three years starting on first anniversary of the date of grant. In connection with Mr. Sheldon s separation agreement, these options terminate on April 11, 2017.

(20) Represents annual stock options granted on February 9, 2012, vesting 25% per year over four years starting on the first anniversary of the date of grant. In connection with Mr. Sheldon s separation agreement, these options terminate on April 11, 2017.

(21) Represents annual stock options granted on February 11, 2013, vesting 25% per year over four years starting on the first anniversary of the date of grant. In connection with Mr. Sheldon s separation agreement, these options terminate on April 11, 2017.

(22) Represents special stock options granted on February 10, 2014. This grant terminates 10 years from the date of grant, and vests on the fourth anniversary of the date of grant.
(23) Represents performance-based RSUs awarded on October 1, 2012. Based on achievement against pre-set financial performance goals over the fiscal years 2013 and 2014 performance cycle, 150% of target shares were earned. Pursuant to his separation agreement, Mr. Sheldon s award was prorated to reflect the portion of the performance period he was employed prior to his separation from the Company. These RSU awards will vest and convert to Broadridge shares on April 1, 2015.
(24) Represents annual time-based RSUs awarded on October 1, 2012. These RSU awards will vest and convert to Broadridge shares on April 1, 2015.
(25) Represents annual performance-based RSUs awarded on October 1, 2013. Pursuant to his separation agreement, Mr. Sheldon s award was prorated to reflect the portion of the performance period he was employed prior to his separation from the Company. These RSU awards will vest and convert to Broadridge shares on April 1, 2016, provided that pre-set financial performance goals are met over the fiscal years 2014 and 2015 performance cycle. The Named Executive Officers can earn from 0% to 150% of their stated RSU award amount in shares.
(26) Represents annual time-based RSUs awarded on October 1, 2013. These RSU awards will vest and convert to Broadridge shares on April 1, 2016.
(27) Represents special stock options granted on February 10, 2014. This grant terminates 10 years from the date of grant, and vests 25% per year over four years, starting on the first anniversary of the date of grant.

OPTION EXERCISES AND STOCK VESTED TABLE

The following table provides information regarding the number of Broadridge stock options that were exercised by Named Executive Officers and the number of RSU awards that vested during fiscal year 2014, and the value realized from the exercise or vesting of such awards.

	Stock Options (1)		Stock Awards and Restricted Stock (2)	
Name	**Number of Shares Acquired on Exercise (#)**	**Value Realized on Exercise ($)**	**Number of Shares Acquired on Vesting (#)**	**Value Realized on Vesting ($)**
Richard J. Daly	603,214	$ 13,863,860	53,750	$ 2,037,125
James M. Young	0	$ 0	5,098	$ 208,559
Timothy C. Gokey	0	$ 0	15,527	$ 588,473
Robert Schifellite	24,569	$ 596,204	14,333	$ 543,221
Lyell Dampeer	0	$ 0	6,306	$ 238,997
Dan Sheldon	0	$ 0	14,333	$ 543,221
John Hogan	654,138	$ 11,111,059	29,264	$ 1,109,106
Michael Liberatore	2,284	$ 48,741	3,822	$ 144,854

(1) The shares shown acquired on exercise represent shares of our common stock. The value realized upon the exercise of stock options equals the difference between the closing price of the common stock on the date of exercise and the exercise price of the stock options.
(2) The shares acquired and the value realized on vesting reflects the vesting of RSUs for all executives other than Mr. Young. Upon the vesting of RSUs, each unit converts to a share of the common stock and the value realized upon the vesting equals the number of RSUs multiplied by the closing price of the common stock on the date of

vesting. Mr. Young received a stock bonus award of 5,098 fully vested shares of common stock upon joining the Company.

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PENSION BENEFITS TABLE

The following table sets forth for each Named Executive Officer certain information with respect to the Broadridge SORP and SERP which provides for pension benefits in connection with retirement. Mr. Young and Mr. Liberatore are not eligible to participate in either plan.

Name	Plan Name	Number of Years of Credited Service (1) (#)	Present Value of Accumulated Benefit (2) ($)	Payments During Last Fiscal Year ($)
Richard J. Daly	Broadridge SORP	20.0	$ 6,050,172	
James M. Young				
Timothy C. Gokey	Broadridge SORP	3.0	$ 523,756	
Robert Schifellite	Broadridge SORP	13.0	$ 1,777,790	
Lyell Dampeer	Broadridge SERP	5.0	$ 595,282	
Dan Sheldon	Broadridge SORP	10.0	$ 1,587,956	
John Hogan	Broadridge SORP	19.0	$ 3,603,881	
Michael Liberatore				

(1) Broadridge SORP- and SERP-credited service is defined as complete calendar years. Years of service recognized under the Broadridge SORP for Mr. Daly, Mr. Sheldon, Mr. Hogan and Mr. Schifellite differ from their actual service with the Company, because they were credited with their service under ADP s SORP (as described in more detail below). For actuarial valuation purposes, credited service is attributed through the Statement of Financial Accounting Standards measurement date.

(2) Service credit and actuarial values are calculated as of June 30, 2014, the pension plan s measurement date for the last fiscal year. Actuarial values are based on the RP-2000 white collar mortality table (projected to 2021), a 4.51% discount rate for the SORP, a 4.64% discount rate for the SERP, and a normal retirement age of 65. The method of valuation to determine the liabilities presented includes discounting the value of the respective benefits, based on service accrued through the measurement date and payable at age 65, for interest and mortality with mortality not applicable prior to the commencement of benefits. The present value amounts for the SORP include the impact of the years of service credited under the ADP SORP, and are also net of the ADP SORP offset (as described in more detail below).

The SORP is available to executive officers of the Company and the SERP is available to select non-officer executives, as designated by the Company. Benefits under the SORP and SERP are not subject to any maximum benefit limitations under the Code. Although benefits under the SORP and SERP are generally payable out of the general assets of the Company, the Company has established a rabbi trust, which is intended to provide a source of funds to be contributed by the Company to assist the Company in meeting its liabilities under the SORP and SERP.

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The Broadridge SORP provides for a lifetime annuity retirement benefit payable annually equal to the product of: (a) a participant s final five-year average compensation; (b) years of service to the Company while a participant in the SORP; (c) a multiplier which equals 2% for every year of credited service up to 20 years, plus an additional 1% for every year of service in excess of 20 years; and (d) the applicable vesting percentage. The Broadridge SERP provides for a lifetime annuity retirement benefit payable annually equal to the product of: (a) a participant s final five-year average compensation; (b) years of service to the Company while a participant in the SERP; (c) a multiplier which equals 1.6% for every year of credited service up to 20 years, plus an additional 0.8% for every year of service in excess of 20 years; and (d) the applicable vesting percentage. The vesting schedule for the Broadridge SORP and SERP is as follows:

Credited Service	Vesting Percentage
0-4	0%
5	50%
6	60%
7	70%
8	80%
9	90%
10	100%

Compensation covered under the Broadridge SORP and SERP includes base salary and annual cash incentive award (paid or deferred) and is not subject to the limitations under the Code. Equity compensation is not included in the calculation of the SORP and SERP benefit. Payments are also available in other forms of annuities.

Reduced benefits are available after age 60 using an early retirement reduction of 5% for each year the benefit commences earlier than age 65. If a participant with a vested benefit terminates employment with the Company prior to reaching age 60, payment of the benefit is delayed until the participant reaches age 60. In addition, the Broadridge SORP and SERP provide: (i) a disability retirement benefit, generally calculated in the same manner as the retirement benefit, if a participant incurs a disability while employed by the Company; and (ii) if a participant dies, a spousal benefit equal to 50% of the benefit the participant would have been entitled to at death, provided the participant is at least 35 years old and the vested percentage is greater than 0%.

Mr. Daly, Mr. Sheldon, Mr. Hogan, and Mr. Schifellite are also credited with the service they accrued under the ADP SORP as of the March 2007 spin-off date, or 13.0, 3.0, 12.0, and 6.0 years, respectively. While the net effect of this increases the accrued benefit they receive under the Broadridge SORP, the benefits are then offset by the amount of their vested, accrued benefits payable under the ADP SORP. The amounts of the offset will continue to be the obligations of ADP and are as follows: $223,770 for Mr. Daly, $0 for Mr. Sheldon, $206,108 for Mr. Hogan, and $25,916 for Mr. Schifellite.

The Broadridge SORP provides for a minimum annual age 65 benefit in any given year for Mr. Daly and Mr. Hogan of $435,526, subject to the offset for their vested accrued benefits under the ADP SORP.

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NON-QUALIFIED DEFERRED COMPENSATION

Non-Qualified Deferred Compensation Plan

The following table presents contribution, earnings and balance information under the DC Plan for our Named Executive Officers for fiscal year 2014:

Name	Executive Contributions in Last FY ($) (1)	Registrant Contributions in Last FY ($)	Aggregate Earnings in Last FY ($) (2)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at Last FYE ($)
Richard J. Daly					
James M. Young					
Timothy C. Gokey					
Robert Schifellite					
Lyell Dampeer	$ 50,000		$ 95,723		$495,619
Dan Sheldon					
John Hogan					
Michael Liberatore					

(1) Represents deferral from fiscal year 2013 annual performance-based cash incentive plan credited into the DC Plan during fiscal year 2014.