

BROADRIDGE FINANCIAL SOLUTIONS, INC.

Form 10-K/A

October 27, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

(Mark One)

**x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934
FOR THE FISCAL YEAR ENDED JUNE 30, 2010**

OR

**.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934
FOR THE TRANSITION PERIOD FROM TO**

COMMISSION FILE NUMBER 001-33220

BROADRIDGE FINANCIAL SOLUTIONS, INC.

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(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

33-1151291
(I.R.S. Employer
Identification No.)

1981 MARCUS AVENUE

LAKE SUCCESS, NY
(Address of principal executive offices)

11042
(Zip code)

(516) 472-5400

(Registrant's telephone number, including area code)

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

Title of Each Class:
Common Stock, par value \$0.01 per share

Name of Each Exchange on Which Registered:
New York Stock Exchange

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

None

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

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

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

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

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

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

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

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

The aggregate market value, as of December 31, 2009, of common stock held by non-affiliates of the registrant was approximately \$3,036,389,271.

As of July 30, 2010, there were 126,733,539 shares of the registrant's common stock outstanding (excluding 19,185,386 shares held in treasury), par value \$0.01 per share.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the fiscal year end of June 30, 2010 are incorporated by reference into Part III.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (this Amendment) amends the Annual Report on Form 10-K of Broadridge Financial Solutions, Inc. for the fiscal year ended June 30, 2010, previously filed with the United States Securities and Exchange Commission (the SEC) on August 12, 2010 (the Original Filing). We are filing this Amendment to replace the Amendment, Assignment and Assumption Agreement (the Agreement) that was filed as Exhibit 10.23 to the Original Filing. The replacement of Exhibit 10.23 includes an exhibit to the Agreement that had previously been omitted pursuant to Item 601(b)(2) of Regulation S-K under the Securities Exchange Act of 1934, as amended (the Exchange Act). The exhibit to the Agreement filed with this Amendment has been redacted pursuant to a request for confidential treatment.

In addition, this Amendment amends the Original Filing to include the following compensation plan documents that were amended to comply with the requirements of Section 409A of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder:

- Exhibit 10.26 Amendment Number One to the Broadridge Financial Solutions, Inc. Change in Control Severance Plan for Corporate Officers effective December 31, 2008.
- Exhibit 10.27 Amended and Restated Broadridge Financial Solutions, Inc. Supplemental Officers Retirement Plan.
- Exhibit 10.28 Amendment Number One to the Change in Control Enhancement Agreement for Richard J. Daly effective December 31, 2008
- Exhibit 10.29 Amendment Number One to the Change in Control Enhancement Agreement for John Hogan effective December 31, 2008
- Exhibit 10.30 2009 Director Deferred Compensation Plan.

Exhibit 10.31 Broadridge Financial Solutions, Inc. Supplemental Executive Retirement Plan.

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

No modification or update is otherwise made to any other disclosures or Exhibits in the Original Filing, nor does this Amendment reflect any events occurring after the date of the Original Filing. As such, this Form 10-K/A should be read in conjunction with the Original Filing made with the SEC on August 12, 2010.

SIGNATURES

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

Date: October 27, 2010

BROADRIDGE FINANCIAL SOLUTIONS, INC.

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

EXHIBIT INDEX

| Exhibit Number | Description of Exhibit(1) |
|-----------------------|---|
| 10.23 | Amendment, Assignment and Assumption Agreement, dated as of June 25, 2010, by and among SAI Holdings, Inc., Penson Financial Services, Inc., Penson Worldwide, Inc., Penson Financial Services Ltd., Penson Financial Services Canada Inc., Broadridge Financial Solutions, Inc., Ridge Clearing & Outsourcing Solutions, Inc., Broadridge Financial Solutions (Canada) Inc., and Ridge Clearing & Outsourcing Solutions Limited.(1)(2) |
| 10.26 | Amendment Number One to the Broadridge Financial Solutions, Inc. Change in Control Severance Plan for Corporate Officers effective December 31, 2008. |
| 10.27 | Amended and Restated Supplemental Officers Retirement Plan. |
| 10.28 | Amendment Number One to the Change in Control Enhancement Agreement for Richard J. Daly effective December 31, 2008. |
| 10.29 | Amendment Number One to the Change in Control Enhancement Agreement for John Hogan effective December 31, 2008. |
| 10.30 | 2009 Director Deferred Compensation Plan. |
| 10.31 | Broadridge Financial Solutions, Inc. Supplemental Executive Retirement Plan. |
| 31.1 | Certification of the Chief Executive Officer of Broadridge Financial Solutions, Inc., pursuant to Rule 13a-14 of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification of the Chief Financial Officer of Broadridge Financial Solutions, Inc., pursuant to Rule 13a-14 of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |

- (1) Certain schedules to the Asset Purchase Agreement filed as Exhibit 2.1, as amended by the Amendment, Assignment and Assumption Agreement filed as Exhibit 10.23, have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Registrant hereby undertakes to furnish supplemental copies of any omitted schedules upon request by the SEC.
- (2) Certain Confidential Information contained in this Exhibit was omitted by means of redacting a portion of the text and replacing it with an asterisk. This Exhibit has been filed separately with the Secretary of the SEC without the redaction pursuant to a Confidential Treatment Request under Rule 24b-2 of the Exchange Act.