

BROADRIDGE FINANCIAL SOLUTIONS, INC.

Form 10-K

August 09, 2012

[Table of Contents](#)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE FISCAL YEAR ENDED JUNE 30, 2012

OR

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

COMMISSION FILE NUMBER 001- 33220

BROADRIDGE FINANCIAL SOLUTIONS, INC.

(Exact name of registrant as specified in its charter)

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DELAWARE
(State or other jurisdiction of

incorporation or organization)
1981 MARCUS AVENUE

LAKE SUCCESS, NY
(Address of principal executive offices)

33-1151291
(I.R.S. Employer

Identification No.)

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:	Name of Each Exchange on Which Registered:
Common Stock, par value \$0.01 per share	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.

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

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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, 2011, of common stock held by non-affiliates of the registrant was approximately \$2,772,014,819.

As of July 31, 2012, there were 124,903,708 shares of the registrant's common stock outstanding (excluding 28,046,796 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, 2012 are incorporated by reference into Part III.

Table of Contents**TABLE OF CONTENTS**

	PAGE
<u>PART I.</u>	3
ITEM 1. <u>Business</u>	3
ITEM 1A. <u>Risk Factors</u>	15
ITEM 1B. <u>Unresolved Staff Comments</u>	23
ITEM 2. <u>Properties</u>	23
ITEM 3. <u>Legal Proceedings</u>	23
ITEM 4. <u>Mine Safety Disclosures</u>	23
<u>PART II.</u>	24
ITEM 5. <u>Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	24
ITEM 6. <u>Selected Financial Data</u>	27
ITEM 7. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	28
ITEM 7A. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	51
ITEM 8. <u>Financial Statements and Supplementary Data</u>	52
ITEM 9. <u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	88
ITEM 9A. <u>Controls and Procedures</u>	88
ITEM 9B. <u>Other Information</u>	89
<u>PART III.</u>	90
ITEM 10. <u>Directors, Executive Officers and Corporate Governance</u>	90
ITEM 11. <u>Executive Compensation</u>	90
ITEM 12. <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	90
ITEM 13. <u>Certain Relationships and Related Transactions, and Director Independence</u>	90
ITEM 14. <u>Principal Accountant Fees and Services</u>	90
<u>PART IV.</u>	91
ITEM 15. <u>Exhibits and Financial Statement Schedule</u>	91

Table of Contents

PART I.

Forward-Looking Statements

This Annual Report on Form 10-K may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Statements that are not historical in nature and which may be identified by the use of words like expects, assumes, projects, anticipates, estimates, we believe, could be and other words of similar meaning, are forward-looking statements. In particular, information appearing under Business, Risk Factors, and Management's Discussion and Analysis of Financial Condition and Results of Operations includes forward-looking statements. These statements are based on management's expectations and assumptions and are subject to risks and uncertainties that may cause actual results to differ materially from those expressed. Factors that could cause actual results to differ materially from those contemplated by the forward-looking statements include:

the success of Broadridge Financial Solutions, Inc. (Broadridge or the Company) in retaining and selling additional services to its existing clients and in obtaining new clients;

Broadridge's reliance on a relatively small number of clients, the continued financial health of those clients, and the continued use by such clients of Broadridge's services with favorable pricing terms;

changes in laws and regulations affecting the investor communication services provided by Broadridge;

declines in participation and activity in the securities markets;

overall market and economic conditions and their impact on the securities markets;

any material breach of Broadridge security affecting its clients' customer information;

the failure of our outsourced data center services provider to provide the anticipated levels of service;

any significant slowdown or failure of Broadridge's systems or error in the performance of Broadridge's services;

Broadridge's failure to keep pace with changes in technology and demands of its clients;

the ability to attract and retain key personnel;

the impact of new acquisitions and divestitures; and

competitive conditions.

There may be other factors that may cause our actual results to differ materially from the forward-looking statements. Our actual results, performance or achievements could differ materially from those expressed in, or implied by, the forward-looking statements. We can give no

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assurances that any of the events anticipated by the forward-looking statements will occur or, if any of them do, what impact they will have on our results of operations and financial condition. You should carefully read the factors described in the Risk Factors section of this Annual Report on Form 10-K for a description of certain risks that could, among other things, cause our actual results to differ from these forward-looking statements.

All forward-looking statements speak only as of the date of this Annual Report on Form 10-K and are expressly qualified in their entirety by the cautionary statements included in this Annual Report on Form 10-K. We disclaim any obligation to update or revise forward-looking statements that may be made to reflect events or circumstances that arise after the date made or to reflect the occurrence of unanticipated events, other than as required by law.

ITEM 1. Business **Overview**

Broadridge is a leading global provider of investor communications and technology-driven solutions to banks/broker-dealers, mutual funds and corporate issuers. Our systems and services include investor

Table of Contents

communication solutions, and securities processing and operations outsourcing solutions. In short, we provide the infrastructure that helps the financial services industry operate. With 50 years of experience, we provide financial services firms with advanced, dependable, scalable and cost-effective integrated systems. Our systems help reduce the need for clients to make significant capital investments in operations infrastructure, thereby allowing them to increase their focus on core business activities.

We deliver a broad range of solutions that help our clients better serve their retail and institutional customers across the entire investment lifecycle, including pre-trade, trade, and post-trade processing. We serve a large and diverse client base across our four businesses: Bank/Broker-Dealer Communications, Mutual Fund and Retirement Solutions, Corporate Issuer Solutions, and Bank/Broker-Dealer Technology and Operations. Our businesses operate in our two business segments: Investor Communication Solutions and Securities Processing Solutions.

Investor Communication Solutions

Our Bank/Broker-Dealer Communications, Mutual Funds and Retirement Solutions and Corporate Issuer Solutions businesses operate within this segment. A large portion of our Investor Communication Solutions business involves the processing and distribution of proxy materials to investors in equity securities and mutual funds, as well as the facilitation of related vote processing. ProxyEdge®, our innovative electronic proxy delivery and voting solution for institutional investors and financial advisors, helps ensure the participation of the largest stockholders of many companies. We also provide the distribution of regulatory reports and corporate action/reorganization event information, as well as tax reporting solutions that help our clients meet their regulatory compliance needs. In addition, we provide financial information distribution and transaction reporting services to both financial institutions and securities issuers. These services include the processing and distribution of account statements and trade confirmations, traditional and personalized document fulfillment and content management services, marketing communications, and imaging, archival and workflow solutions that enable and enhance our clients' communications with investors. All of these communications are delivered in paper or electronic form. In addition, Broadridge provides corporate issuers with registrar, stock transfer and record-keeping services.

Bank/Broker-Dealer Communications: Broadridge is the leader in corporate governance activities, processing approximately 85 percent of the outstanding shares in the U.S. in the performance of our proxy services, and over 60 percent of the votes returned on shares distributed globally. We distribute more than one billion investor communications annually through a combination of physical and electronic channels.

Mutual Fund and Retirement Solutions: Through our governance activities, Broadridge has a service relationship with every major mutual fund complex in the U.S. Broadridge is the leading independent provider of retirement fund processing and provides unique data-driven market intelligence, specialized marketing communications and fund governance.

Corporate Issuer Solutions: Broadridge serves corporate issuers with a variety of their needs including proxy and transfer agency services, both domestically and globally.

Securities Processing Solutions

Our Bank/Broker-Dealer Technology and Operations business operates within this segment. We offer a suite of advanced computerized real-time transaction processing services that automate the securities transaction lifecycle, from desktop productivity tools, data aggregation, performance reporting, and portfolio management to order capture and execution, trade confirmation, settlement, and accounting. Our services help financial institutions efficiently and cost-effectively consolidate their books and records, gather and service assets under management, focus on their core businesses, and manage risk. With multi-currency capabilities, our Global Processing Solution supports real-time global trading of equity, option, mutual fund, and fixed income securities in established and emerging markets. In addition, our operations outsourcing solutions allow broker-dealers to

Table of Contents

outsource certain administrative functions relating to clearing and settlement, from order entry to trade matching and settlement, while maintaining their ability to finance and capitalize their business.

Bank/Broker-Dealer Technology and Operations: Broadridge is the leading back- and middle-office securities processing platform for North American and global broker-dealers. Provided on an application service provider (ASP) basis, Broadridge s platform is a global market solution, clearing and settling in over 50 countries. Broadridge processes on average over \$4.5 trillion in equity and fixed income trades per day, including approximately 60 percent of U.S. fixed income trades.

In September 2011, the Company acquired Paladyne Systems, Inc. (Paladyne), a provider of buy-side technology solutions for the global investment management industry. The purchase price was \$72.4 million, net of cash acquired.

History and Development of Our Company

We are the former Brokerage Services division of Automatic Data Processing, Inc. (ADP). Broadridge Financial Solutions, Inc. was incorporated in Delaware as a wholly-owned subsidiary of ADP on March 29, 2007 in anticipation of our spin-off from ADP. Five years ago, we spun off from ADP and began operating as an independent public company on March 30, 2007. Our company has 50 years of history of providing innovative solutions to financial services firms and publicly-held companies. In 1962, the Brokerage Services division of ADP opened for business with one client, processing an average of 300 trades per night. In 1979, we expanded our U.S.-based securities processing solutions to process Canadian securities.

We made significant additions to our Securities Processing Solutions business through two key acquisitions in the mid-1990s. In 1995, we acquired a London-based provider of multi-currency clearance and settlement services, to become a global supplier of transaction processing services. In 1996, we acquired a provider of institutional fixed income transaction processing systems.

We began offering our proxy services in 1989. The proxy services business, which started what has become our Investor Communication Solutions business, leveraged the information processing systems and infrastructure of our Securities Processing Solutions business. Our proxy services offering attracted 31 major clients in its first year of operations. In 1992, we acquired The Independent Election Corporation of America which further increased our proxy services capabilities. By 1999, we were handling over 90% of the investor communication distributions for all securities held of record by banks and broker-dealers in the U.S. from proxy statements to annual reports. During the 1990s, we expanded our proxy services business to serve security owners of Canadian and United Kingdom issuers and we began offering a complete outsourced solution for international proxies.

In 1998, having previously provided print and distribution services as an accommodation to our securities processing and proxy clients, we decided to focus on account statement and reporting services. In 2001, we developed and released PostEdge® to meet the need for electronic distribution and archiving of all investor communications.

In 2004, we purchased Bank of America Corporation s U.S. Clearing and Broker-Dealer Services businesses, which enabled us to provide securities clearing and operations outsourcing services through our subsidiary, Ridge Clearing & Outsourcing Solutions, Inc. (Ridge). In 2010, Ridge sold the contracts of substantially all of its securities clearing clients and no longer performs securities clearing services for correspondent broker-dealers. Our operations outsourcing services are now part of our Securities Processing Solutions business.

The Broadridge Business

Investor Communication Solutions

A majority of publicly-traded shares are not registered in companies records in the names of their ultimate beneficial owners. Instead, a substantial majority of all public companies shares are held in street name,

Table of Contents

meaning that they are held of record by broker-dealers or banks through their depositories. Most street name shares are registered in the name Cede & Co., the name used by The Depository Trust and Clearing Corporation (DTCC), which holds shares on behalf of its participant broker-dealers and banks. These participant broker-dealers and banks (which are known as nominees because they hold securities in name only) in turn hold the shares on behalf of their clients, the individual beneficial owners. Nominees, upon request, are required to provide companies with lists of beneficial owners who do not object to having their names, addresses, and share holdings supplied to companies, so called non-objecting beneficial owners (or NOBOs). Objecting beneficial owners (or OBOs) may be contacted directly only by the broker-dealer or bank.

Because DTCC's role is only that of custodian, a number of mechanisms have been developed in order to pass the legal rights it holds as the record owner (such as the right to vote) to the beneficial owners. The first step in passing voting rights down the chain is the omnibus proxy, which DTCC executes to transfer its voting rights to its participant nominees.

Under applicable rules, nominees must deliver proxy materials to beneficial owners and request voting instructions. Nominees are often prohibited by applicable New York Stock Exchange (NYSE), or other self-regulatory organization (SRO) rules, or by express agreements with their customers from voting the securities held in their customers' accounts in the absence of receiving such customers' voting instructions.

A large number of nominees have contracted out the administrative processes of distributing proxy materials and tabulating voting instructions to us. Nominees accomplish this by transferring to us via powers of attorney the authority to execute a proxy, which authority they receive from DTCC (via omnibus proxy). We then distribute the proxy materials and voting instruction forms (known as VIFs) to beneficial owners.

The Securities and Exchange Commission's (the SEC) rules require public companies to reimburse nominees for the expense of distributing stockholder communications to beneficial owners of securities held in street name. The reimbursement rates are set forth in the rules of SROs, including the NYSE. We act as a billing and collection agent for many nominees with respect to this reimbursement. We bill public companies on behalf of the nominees, collect the fee and remit to the nominee any difference between the fee that the nominee is entitled to collect and the amount that the nominee has agreed to pay us for our services. In addition, the NYSE rules establish fees specifically for the services provided by intermediaries in the proxy process such as Broadridge.

We also compile NOBO lists on behalf of nominees in response to requests from issuers. The preparation of NOBO lists is subject to reimbursement by the securities issuers requesting such lists to the broker-dealers. The reimbursement rates are based on the number of NOBOs on the list produced pursuant to NYSE or other SRO rules. Such rules also provide for certain fees to be paid to third party intermediaries who compile such NOBO lists. We function as such an intermediary in the NOBO process.

We also provide proxy distribution, vote tabulation, and various additional investor communication tools and services to institutional investors, corporate issuers, and investment companies.

The services we provide in this segment represented approximately 71%, 72%, and 76% of our total Revenues in fiscal years 2012, 2011, and 2010, respectively. These services include the following:

Bank and Brokerage Offerings. We handle the entire proxy materials distribution and voting process for our bank and broker-dealer clients on-line and in real-time, from coordination with third-party entities to ordering, inventory maintenance, mailing, tracking and vote tabulation. We offer electronic proxy delivery services for the electronic delivery of proxy materials to investors and collection of consents; maintenance of a database that contains the delivery method preferences of our clients' customers; posting of documents on the Internet; e-mail notification to investors notifying them that proxy materials are available; and proxy voting over the Internet, mobile devices and tablets. We also have the ability to combine stockholder communications for

Table of Contents

multiple stockholders residing at the same address which we accomplish by having ascertained the delivery preferences of investors. In addition, we provide a complete outsourced solution for the processing of international proxies. We also provide a complete reorganization communications solution to notify investors of reorganizations or corporate action events such as tender offers, mergers and acquisitions, bankruptcies, and class action lawsuits.

We also offer our bank and brokerage clients financial information distribution and transaction reporting services to help them meet their regulatory compliance requirements and business needs including: prospectus fulfillment services; electronic prospectus services; PostEdge, our electronic document archival and electronic delivery solution for documents including trade confirmations, tax documents and account statements; marketing communications; imaging, archival and workflow solutions; and on-demand digital print services. In addition, we offer our Mailbox products Advisor Mailbox and Investor Mailbox which provide a holistic network environment that supports and complements any investor communication strategy. Advisor Mailbox is the latest complement to our Investor Mailbox solution, our service providing the electronic delivery of investor communications to our clients' websites, creating investor access to regulatory delivery notices, day-to-day account and investment information and convenient response tools. Our Advisor Mailbox is an electronic communications platform for financial advisors that delivers immediate electronic access to the communications and documents sent to such advisors' customers. Advisor Mailbox streamlines multiple communication paths for all investor-related documents into a single-visit portal that is integrated onto an advisor's platform.

We also offer tax services to financial services firms that support their various information year-end reporting (e.g., Forms 1099) and withholding requirements, with a focus on securities and fund processing/clearance operations. Our tax data services provide tax content and data management, including securities tax classifications and reclassifications, calculations of original issue discount and other accrual and cost basis adjusting events. Our tax managed services provide technology and personnel outsourcing, withholding services and client reporting, including print/electronic distribution and archival.

In fiscal year 2011, the Company acquired NewRiver, Inc. (NewRiver), a leader in mutual fund electronic investor disclosure solutions. NewRiver has provided the Company with important capabilities for the broker-dealer and retirement and annuity markets. Specifically, the proprietary EDGAR extraction, normalization and presentation capabilities of this business have enabled us to enhance our prospectus post-sale fulfillment operations by moving to an on demand solution. This process provides efficiency for our clients as it reduces their reliance on offset print and fund delivered inventory. Broadridge has also been able to leverage the intellectual property in this business to provide portfolio-specific solutions for the retirement and annuity markets. Through our integration of this functionality into our existing output solutions capabilities, we offer a new and efficient fulfillment model for regulatory and compliance mailings.

The Company also acquired Forefield, Inc. (Forefield) in fiscal year 2011, a leading provider of real-time sales, education and client communication solutions for financial institutions and their advisors. Forefield has expanded its services portfolio to leverage its industry leading financial content for use by financial services firms in their social media content libraries. Forefield has also launched an advisor website product that can be populated with Forefield's content or content created by the advisor. Forefield continues to develop new applications that further the goal of creating timely, accurate and meaningful communications for both advisors and their clients. For example, Forefield's newly released *Women's Resource Center*, which contains a broad selection of content for both the advisor and their client, focuses specifically on the requirements and challenges faced by women investors.

Institutional Investor Offerings. We provide a suite of services to manage the entire proxy voting process of institutional investors, including fulfilling their fiduciary obligations and meeting their reporting needs such as ProxyEdge, our workflow solution that integrates ballots for positions held across multiple custodians and presents them under a single proxy. Voting can be instructed for the entire position, by account vote group or on an individual account basis either manually or automatically based on the recommendations of participating

Table of Contents

governance research providers. ProxyEdge also provides for client reporting and regulatory reporting. ProxyEdge can be utilized for meetings of U.S. and Canadian companies and for meetings in many non-North American countries based on the holdings of our global custodian clients. ProxyEdge is offered in several languages and there are currently over 5,500 ProxyEdge users worldwide.

Corporate Issuer Offerings. We are the largest processor and provider of investor communication solutions to public companies. We offer our corporate issuer clients many tools to facilitate their communications with investors such as Internet and telephone proxy voting, electronic delivery of corporate filings, and householding of communications to stockholders at the same address. One of our opportunities for growth in the Investor Communication Solutions segment involves serving corporate issuer clients in providing communications services to registered stockholders that is, stockholders who do not hold their shares through a broker-dealer in street name. We also offer proxy services to non-North American corporate issuers in connection with their general and special meetings of stockholders. Our corporate issuer services include ShareLink®, which provides complete project management for the beneficial and registered proxy process.

Two years ago, we entered the transfer agency business through our acquisition of a provider of registrar, stock transfer and record-keeping services. Our strategy in the transfer agency business is to address the needs public companies have expressed for lower cost, more reliable stockholder record maintenance and communication services. We intend to accomplish this by leveraging our existing investor communications and securities processing capabilities to enable us to deliver enhanced transfer agency services to corporate issuers. In addition, we can offer issuers and their shareholders the ability to migrate their shareholders' holdings from registered to beneficial ownership, thereby creating efficiencies for issuers and greater convenience for their shareholders.

Our Shareholder Forum solution is an online venue that offers public companies the ability to host structured, controlled communication with their shareholders on a timely and regular basis. Validated shareholders can submit questions, answer surveys in preparation of the annual meeting and year-round, and communicate in various ways with a corporation. Our Virtual Shareholder Meeting service provides corporate issuers in a number of states with the ability to host their annual meeting electronically on the Internet, either on a stand-alone basis, or in conjunction with their physical annual meeting. As the entity that provides beneficial shareholder proxy processing on behalf of many banks and brokerage firms, we can provide shareholder validation and voting to companies that want to hold virtual meetings.

Mutual Fund Offerings. We provide a full range of tools that enable mutual funds to communicate with large audiences of investors efficiently, reliably, and often with substantial cost savings. Our solutions allow mutual funds to centralize all investor communications through one resource. We also provide printing and mailing of regulatory reports, prospectuses and proxy materials, as well as proxy solicitation services. In addition, we distribute marketing communications and informational materials and create on-demand enrollment materials for mutual fund investors. Our position in the industry enables us to manage the entire communication process with both registered and beneficial stockholders. Our SalesVision® platform provides comprehensive data aggregation and data management solutions. SalesVision is software delivered as a service (SaaS) and assists mutual funds in processing commission and distribution payments, monitoring their compliance with regulatory requirements, and assembling shareholder and intermediary data in a form to better drive their sales strategy and marketing programs.

In addition, we provide mutual fund processing services for third party administrators, financial advisors, banks and wealth management professionals through our subsidiary Matrix Financial Solutions, Inc. (Matrix) which was acquired in fiscal year 2011. Our back-office, trust, custody, trading and mutual fund settlement services are integrated into our product suite, thereby strengthening our role as a provider of data processing and distribution channel solutions to the mutual fund industry.

Table of Contents

Securities Processing Solutions

Transactions involving securities and other financial market instruments originate with an investor, who places an order with a broker who in turn routes that order to an appropriate market for execution. At that point, the parties to the transaction coordinate payment and settlement of the transaction through a clearinghouse. The records of the parties involved must then be updated to reflect completion of the transaction. Tax, custody, accounting and record-keeping requirements must be complied with in connection with the transaction and the customer's account information must correctly reflect the transaction. The accurate processing of trading activity and custody activity requires effective automation and information flow across multiple systems and functions within the brokerage firm and across the systems of the various parties that participate in the execution of a transaction.

Our securities processing solutions automate the transaction lifecycle of equity, mutual fund, fixed income, and option securities trading operations, from order capture and execution through trade confirmation, settlement, custody and accounting. Our services facilitate the automation of straight-through-processing operations and enable financial institutions to efficiently and cost-effectively consolidate their books and records, gather and service assets under management, focus on their core businesses, and manage risk. With our multi-currency capabilities, we support trading activities on a global basis.

In September 2011, we acquired Paladyne, a provider of buy-side technology solutions for the global investment management industry. Paladyne provides front-, middle-, and back-office solutions such as Order Management, Data Warehousing, Reporting and Portfolio Accounting to hedge funds, investment managers and the providers that service this space (prime brokers, hedge fund administrators and custodians). The scope of Paladyne's client base includes start-up or emerging managers through some of the largest global hedge fund complexes and global administrators. We are integrating our operational expertise with the Paladyne technology solutions to offer a set of managed services to the buy-side of the industry. Paladyne has enhanced the asset classes we service and expanded our global footprint and market coverage.

In March 2010, we entered into an Information Technology Services Agreement (the "IT Services Agreement") with International Business Machines Corporation ("IBM"), under which IBM provides certain aspects of our information technology infrastructure. The migration of our data center processing from ADP to IBM was substantially completed in June 2012. ADP will continue to perform data processing services until August 2012, when the migration to IBM is expected to be complete.

Our securities processing services represented approximately 29%, 28%, and 24% of our total Revenues in fiscal years 2012, 2011, and 2010, respectively. These services include the following:

North American Processing Services. We provide a set of sophisticated, multi-currency systems that support real-time processing of securities transactions in North American equities, options, fixed income securities, and mutual funds. Brokerage Processing Services ("BPS") is our core multi-currency back-office processing system that supports real-time processing of transactions in the U.S. markets. BPS handles everything from order management to clearance/settlement and custody, and assists our clients in meeting their regulatory reporting and other back-office requirements. BPS is provided on a hosted ASP basis. We also offer a version of BPS for processing Canadian securities. In addition to our BPS offering, we provide specialized transaction processing tools and services for small to mid-market financial firms in the U.S. and Canada that are operated on separate Broadridge technology platforms. We also provide state-of-the-art fixed income transaction processing capabilities and support for front-, middle-, and back-office functions. Our securities processing services can be integrated with our web-based desktop applications, wealth management tools, enterprise workflow, automated inquiry reporting and record-keeping services.

International Processing Services. We provide advanced multi-currency transaction processing solutions for institutional and retail securities operations, corporate actions, and business process outsourcing services such as data cleansing. Our Global Processing Solution is our integrated delivery of multiple securities processing

Table of Contents

products and services to create a comprehensive system that is capable of processing transactions in equity, option, mutual fund, and fixed income securities in established and emerging markets, at any time. Its advanced real-time processes automate the securities transaction lifecycle from order capture and execution through confirmation, settlement, and accounting.

Operations Outsourcing Services. We also provide operations outsourcing services relating to a variety of securities clearing, record-keeping, and custody-related functions. Our clients execute and clear their securities transactions and engage us to perform a number of related administrative back-office functions, such as record-keeping and reconciliations. In this capacity, we are not the broker-dealer of record.

Broadridge's Integrated Solutions

Our core systems for processing equity, option, and mutual fund transactions in the U.S. markets can also be combined with our specialized systems for processing fixed income and international securities transactions. These specialized securities processing services can be fully integrated with operations outsourcing services. In addition, our clients can integrate our securities processing and operations outsourcing services with our other services including: (i) the processing of trade confirmations and account statements, delivered in paper or electronically; (ii) equity and mutual fund prospectus processing; (iii) automated workflow tools that help our clients streamline their securities processing and operations activities; and (iv) a full suite of wealth management products including data aggregation tools, end-customer websites, broker desktop, financial planning and modeling tools, performance reporting and portfolio accounting.

Clients

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, independent broker-dealers, and clearing firms. We also provide services to corporate issuers.

In fiscal year 2012, we:

processed approximately 85% of the outstanding shares in the U.S. in the performance of our proxy services;

distributed over 1.0 billion investor communications in either paper or electronic form;

processed on average over \$4.5 trillion in equity and fixed income trades per day of U.S. and Canadian securities; and

provided fixed income trade processing services to 15 of the 21 primary dealers of fixed income securities in the U.S.

In fiscal year 2012, we derived approximately 23% of our consolidated revenues from five clients. Our largest single client accounted for approximately 5% of our consolidated revenues.

Competition

We operate in a highly competitive industry. Our Investor Communication Solutions business competes with companies that provide investor communication and corporate governance solutions including transfer agents who handle communication services to registered (non-beneficial) securities holders, proxy advisory firms, proxy solicitation firms and other proxy services providers. We also face competition from numerous firms in the compiling and printing of transaction confirmations and account statements. Our Securities Processing Solutions business principally competes with brokerage firms that perform their trade processing in-house, and with numerous other outsourcing vendors. Our back-office support services offered through this segment also compete with very large financial institutions that manage their own back-office record-keeping operations. In many cases, clients engage us only to perform certain functions, such as back-office processing, and do not outsource their other functions such as clearing operations support that we would also perform for them.

Table of Contents

Technology

We have several information processing systems which serve as the core foundation of our technology platform. We leverage these systems in order to provide our services. We are committed to maintaining extremely high levels of quality service through our skilled technical employees and the use of our technology within an environment that seeks continual improvement.

Our mission-critical applications are designed to provide high levels of availability, scalability, reliability, and flexibility. They operate on industry standard enterprise architecture platforms that provide high degrees of horizontal and vertical scaling. This scalability and redundancy allows us to provide high degrees of system availability. In March 2010, we entered into the IT Services Agreement with IBM, under which IBM performs a broad range of technology services including supporting our mainframe, midrange, open systems, network and data center operations, as well as providing disaster recovery services. We have the option of incorporating additional services into the agreement over time. The IT Services Agreement expires on June 30, 2022. We have the right to renew it for up to an additional 12-month term. Our principal data center systems and applications had previously been operated and managed by ADP. The migration of our data center processing from ADP to IBM was substantially completed in June 2012. ADP will continue to perform data processing services until August 2012, when the migration to IBM is expected to be complete.

We have the right to terminate the IT Services Agreement for several reasons including for cause, for convenience, or in the event of a change of ownership control of IBM. However, several of the grounds for termination of the IT Services Agreement by Broadridge require us to pay a termination fee to IBM. IBM also has certain termination rights in the event of a material breach of the Company's obligations under the IT Services Agreement and its failure to cure.

Most of our systems and applications process in Tier III+ and Tier IV data centers. Tier III+ and Tier IV data centers employ multiple active power and cooling distribution paths, redundant components, and are capable of providing 99.995% availability. Tier III+ and Tier IV data centers provide infrastructure capacity and capability to permit any planned activity without disruption to the critical load, and can sustain at least one worst-case, unplanned failure or event with no critical load impact. Our geographically dispersed processing centers also provide disaster recovery and business continuity processing.

To further demonstrate our commitment to maintaining the highest levels of quality service and client satisfaction within an environment that fosters continual improvement, our data centers are International Organization for Standardization (ISO) 9001:2000 certified. In addition, Broadridge's core applications and facilities for the provision of our proxy, U.S. equity and fixed income securities processing services, and IBM's data centers are ISO 27001 certified. This security standard specifies the requirements for establishing, implementing, operating, monitoring, reviewing, maintaining and improving a documented Information Security Management System within the context of the organization's overall business risks. It specifies the requirements for the implementation of security controls customized to the needs of individual organizations. This standard addresses confidentiality, access control, vulnerability, business continuity, and risk assessment.

Product Development. Our products and services are designed with reliability, availability, scalability, and flexibility so that we can fully meet our clients' processing needs. These applications are built in a manner which allows us to meet the breadth and depth of requirements of our financial services industry clients in a highly efficient manner. We continually upgrade, enhance, and expand our existing products and services taking into account input from clients, industry-wide initiatives and regulatory changes affecting our clients.

Intellectual Property. We own registered marks for our trade name and own or have applied for trademark registrations for many of our services and products. We regard our products and services as proprietary and utilize internal security practices and confidentiality restrictions in contracts with employees, clients, and others for protection. We believe that we hold all proprietary rights necessary to conduct our business.

Table of Contents

Employees

At June 30, 2012, we had approximately 6,200 employees. None of our employees are subject to collective bargaining agreements governing their employment with our company. We believe that our employee relations are good.

Regulation

The securities and financial services industries are subject to extensive regulation in the U.S. and in other jurisdictions. As a matter of public policy, regulatory bodies in the U.S. and the rest of the world are charged with safeguarding the integrity of the securities and other financial markets and with protecting the interests of investors participating in those markets.

In the U.S., the securities and financial services industries are subject to regulation under both federal and state laws. At the federal level, the SEC regulates the securities industry, along with the Financial Industry Regulatory Authority, Inc. (FINRA), the various stock exchanges, and other SROs. Our Investor Communication Solutions and Securities Processing Solutions businesses are generally not directly subject to federal, state, or foreign laws and regulations that are specifically applicable to financial institutions. However, as a provider of services to financial institutions and issuers of securities, our services are provided in a manner to assist our clients in complying with the laws and regulations to which they are subject, such as our proxy distribution, processing, and voting services. As a result, the services we provide may change as applicable SEC, FINRA and SRO regulations are revised. For example, the SEC has in recent years amended the proxy rules to allow public companies to follow a notice and access model of proxy material delivery. The SEC's notice and access rules have caused us to develop and offer a number of new and additional services.

On July 14, 2010, the SEC voted unanimously to issue for public comment a concept release (the Concept Release) focusing on a wide range of topics related to the U.S. proxy system. The Concept Release is organized by the three general topics on which the SEC sought public input: (1) ensuring the accuracy, transparency, and efficiency of the voting process, (2) enhancing shareholder communication and participation, and (3) addressing the relationship between voting power and economic interest. The comment period on the Concept Release ended in 2010. The SEC may, but is not necessarily required to, engage in rulemaking with respect to the topics addressed by the Concept Release. There are no indicators that would enable the Company to make a determination as to whether there will be any modifications made to the current proxy system, and if so, what impact, if any, any such modifications to the current proxy system will have on our business. However, as with any regulatory change, we may have to incur additional costs to adapt our business to possible modifications in the proxy system that could result from the rulemaking process initiated by the Concept Release. In September 2010, the NYSE formed the Proxy Fee Advisory Committee made up of issuers, broker-dealers and investors to review the NYSE proxy distribution fees. In May 2012, the Proxy Fee Advisory Committee issued its recommendations on the fees paid by issuers for the distribution of proxy materials to beneficial shareholders. The report makes recommendations for changes in fees; however, at this time it is not a formal proposal for changing the NYSE rules pertaining to fees. Any such changes would be subject to public comment and SEC approval. We will monitor any future actions taken by the SEC, the SROs or other participants in the proxy process with respect to the Concept Release and the Proxy Fee Advisory Committee recommendations. If changes are made to the U.S. proxy system, we expect to continue to adapt our business practices and service offerings to assist our clients in fulfilling their obligations under any new or modified legal requirements and industry practices.

Certain of the securities processing services we provide may be deemed to be mission-critical functions of financial institutions that are regulated by one or more member agencies of the Federal Financial Institutions Examination Council (FFIEC). We are therefore subject to examination by the member agencies of the FFIEC which are the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation, the Office of the Comptroller of the Currency, the Office of Thrift Supervision, and the National Credit Union Association. The FFIEC conducts periodic reviews of certain of our operations in order to identify existing or

Table of Contents

potential risks associated with our operations that could adversely affect the financial institutions to which we provide services, evaluates our risk management systems and controls, and determines our compliance with applicable laws that affect the services we provide to financial institutions. In addition to examining areas such as our management of technology, data integrity, information confidentiality and service availability, the reviews also assess our financial stability. A sufficiently unfavorable review from the FFIEC could result in our clients not being allowed to use our services. In addition, we engage independent auditors to review many of our operations to provide internal control evaluations for our clients and their regulators.

Our operations outsourcing and mutual fund processing services are performed by registered broker-dealers. As registered broker-dealers and members of FINRA, they are subject to regulations concerning many aspects of their business, including trade practices, capital requirements, record retention, money laundering prevention, the protection of customer funds and customer securities, and the supervision of the conduct of directors, officers and employees. A failure to comply with any of these laws, rules or regulations could result in censure, fine, the issuance of cease-and-desist orders, or the suspension or revocation of SEC or FINRA authorization granted to allow the operation of their businesses or disqualification of their directors, officers or employees. In addition, as registered broker-dealers, they are required to participate in the Securities Investor Protection Corporation (SIPC) for the benefit of customers. In addition, MG Trust Company, LLC (MG Trust), a subsidiary of Matrix, is a Colorado State non-depository trust company whose primary business is to provide cash agent, custodial and directed or non-discretionary trust services to institutional customers. MG Trust operates pursuant to the rules and regulations of the Colorado Division of Banking.

In addition, our operations outsourcing services are subject to regulatory oversight by the SEC and FINRA. The recent economic turmoil has resulted in increased regulatory scrutiny of the securities industry including the outsourcing of regulatory functions. This oversight could result in the future enactment of more restrictive laws or rules with respect to operations outsourcing. We will monitor any future actions taken by the SEC and FINRA, and if new requirements are enacted, we expect to adapt our business practices and service offerings to assist our clients in fulfilling their obligations under any new or modified legal requirements and industry practices. In addition, if we expand our outsourcing solutions services into other countries in the future, we will be required to comply with the regulatory controls of each country in which we conduct business.

Our transfer agency business, Broadridge Corporate Issuer Solutions, Inc., is subject to certain rules and regulations promulgated by the SEC, including without limitation, with respect to registration with the SEC, annual reporting, examination, internal controls, proper disposal of shareholder information and obligations relating to its operations. Our transfer agency business has been formally approved by the NYSE to act as a transfer agent or registrar for issuers of NYSE listed securities and is subject to certain NYSE requirements concerning operational standards. Furthermore, it is also subject to U.S. Internal Revenue Service (the IRS) and postal regulations, as well as certain provisions of the Gramm-Leach-Bliley Act and the Federal Trade Commission's regulations with respect to maintenance of information security safeguards.

Privacy and Information Security Regulations

The processing of personal information is required to provide our services. Data privacy laws and regulations in the U.S. and foreign countries apply to the collection, transfer, use, storage, and destruction of personal information. In the U.S., the federal Gramm-Leach-Bliley Act, which applies to financial institutions, applies to certain aspects of our operations outsourcing, mutual fund processing and transfer agency businesses and to the services that involve data processing for financial institutions, and applies indirectly to our other businesses through contractual commitments with our clients and through industry standards. In addition, state privacy and information security laws, and consumer protection laws, which apply to businesses that collect or process personal information, also apply directly to our businesses. These laws may require notification to affected individuals, state officers, and consumer reporting agencies in the event of a security breach that results in unauthorized access to or disclosure of certain non-public personal information. These regulations and laws also impose requirements for safeguarding personal information through internal policies and procedures.

Table of Contents

Similar data privacy laws related to the collection, transfer, use, and storage of personal information exist outside of the U.S., such as the European Union's 95/46 EC Directive of the European Parliament, Canada's Personal Information Protection and Electronic Documents Act, individual European national laws, and data privacy laws of other countries. In some cases, these laws may be more restrictive and may require different compliance requirements than the Gramm-Leach-Bliley Act, the U.S. state privacy laws or consumer protection laws, and may impose additional duties on companies.

There has been increased public attention regarding the corporate use of personal information, accompanied by legislation and regulations intended to strengthen data protection, information security and consumer privacy. The law in these areas is not consistent or settled. While we believe that Broadridge is compliant with its regulatory responsibilities, the legal, political, and business environments in these areas are rapidly changing, and subsequent legislation, regulation, litigation, court rulings, or other events could expose Broadridge to increased program costs, liability, and possible damage to our reputation.

Other

Our businesses, both directly and indirectly, rely on the Internet and other electronic communications gateways. We intend to expand our use of these gateways. To date, the use of the Internet has been relatively free from regulatory restraints. However, governmental agencies within the U.S. and other jurisdictions are beginning to address regulatory issues that may arise in connection with the use of the Internet. Accordingly, new regulations or interpretations may be adopted that constrain our own and our clients' abilities to transact business through the Internet or other electronic communications gateways.

Seasonality

Processing and distributing proxy materials and annual reports to investors in equity securities and mutual funds comprises a large portion of our Investor Communication Solutions business. We process and distribute the greatest number of proxy materials and annual reports during our fourth fiscal quarter (the second quarter of the calendar year). The recurring periodic activity of this business is linked to significant filing deadlines imposed by law on public reporting companies and mutual funds. Historically, this has caused our revenues, operating income, net earnings, and cash flows from operating activities to be higher in our fourth fiscal quarter than in any other quarter. The seasonality of our revenues makes it difficult to estimate future operating results based on the results of any specific fiscal quarter and could affect an investor's ability to compare our financial condition, results of operations, and cash flows on a fiscal quarter-by-quarter basis.

Segment and Geographic Area Financial Information

You can find financial information regarding our operating segments and our geographic areas in Note 19, "Financial Data By Segment" to our Consolidated Financial Statements under Item 8 of Part II of this Annual Report on Form 10-K.

Available Information

Our headquarters are located at 1981 Marcus Avenue, Lake Success, New York 11042, and our telephone number is (516) 472-5400.

We maintain an Investor Relations website on the Internet at www.broadridge-ir.com. We make available free of charge, on or through this website, our annual, quarterly and current reports, and any amendments to those reports as soon as reasonably practicable following the time they are electronically filed with or furnished to the SEC. To access these, just click on the "SEC Filings" link found on our Investor Relations homepage. You can also access our Investor Relations website through our main website at www.broadridge.com by clicking on the "Investor Relations" link, which is located at the top of our homepage. Information contained on our website is not incorporated by reference into this Annual Report on Form 10-K or any other report filed with the SEC.

Table of Contents

ITEM 1A. Risk Factors

You should carefully consider each of the following risks and all of the other information set forth in this Annual Report on Form 10-K or incorporated by reference herein. Based on the information currently known to us, we believe that the following information identifies the material risk factors affecting our company. However, additional risks and uncertainties not currently known to us or that we currently believe to be immaterial may also adversely affect our business.

If any of the following risks and uncertainties develop into actual events, they could have a material adverse effect on our business, financial condition, or results of operations.

Consolidation in the financial services industry could adversely affect our revenues by eliminating some of our existing and potential clients and could make us increasingly dependent on a more limited number of clients.

There has been and continues to be merger, acquisition, and consolidation activity in the financial services industry. In recent years, the economic slowdown and in particular, its impact on the financial services industry, resulted in increased mergers or consolidations of our clients. Mergers or consolidations of financial institutions could reduce the number of our clients and potential clients. If our clients merge with or are acquired by other firms that are not our clients, or firms that use fewer of our services, they may discontinue or reduce the use of our services. In addition, it is possible that the larger financial institutions resulting from mergers or consolidations could decide to perform in-house some or all of the services that we currently provide or could provide. Any of these developments could have a material adverse effect on our business and results of operations.

A large percentage of our revenues are derived from a small number of clients in the financial services industry.

In fiscal year 2012, we derived approximately 23% of our consolidated revenues from our five largest clients and approximately 63% of the revenues of our Securities Processing Solutions segment from the 15 largest clients in that segment. Our largest single client accounted for approximately 5% of our consolidated revenues. While these clients generally work with multiple business segments, the loss of business from any of these clients due to merger or consolidation, financial difficulties or bankruptcy, or the termination or non-renewal of contracts would have a material adverse effect on our revenues and results of operations. Also, in the event a client experiences financial difficulties or bankruptcy resulting in a reduction in their demand for our services or loss of the client's business, in addition to losing the revenue from that client, the Company would be required to write-off any investments made by the Company in connection with that client. Under a number of our contracts, our clients have the opportunity to renegotiate their contracts with us and to consider whether to renew their contracts or engage one of our competitors to provide services. If we are not successful in achieving high renewal rates with favorable terms, particularly with these clients, our revenues from such renewals and the associated earnings could be negatively impacted. In addition, the current economic slowdown and its specific impact on the financial services industry, has resulted in increased pricing pressure, particularly with respect to our Securities Processing Solutions business.

The financial services industry has experienced increasing scrutiny by regulatory authorities in recent years and further changes in legislation or regulations may adversely affect our ability to conduct our business or may reduce our profitability.

The legislative and regulatory environment of the financial services industry has recently undergone significant change and may undergo further change in the future. The SEC, FINRA, various stock exchanges, and other U.S. and foreign governmental or regulatory authorities continuously review legislative and regulatory initiatives and may adopt new or revised laws and regulations. These legislative and regulatory initiatives may adversely affect the way in which we conduct our business and may make our business less profitable. Also,

Table of Contents

changes in the interpretation or enforcement of existing laws and regulations by those entities may adversely affect our business.

Our Investor Communication Solutions and Securities Processing Solutions businesses are generally not directly subject to federal, state, or foreign laws and regulations that are specifically applicable to financial institutions. However, as a provider of services to financial institutions and issuers of securities, our services are particularly sensitive to changes in laws and regulations governing our clients and the securities markets. On July 14, 2010, the SEC voted unanimously to issue the Concept Release for public comment. The Concept Release focuses on a wide range of topics related to the U.S. proxy system. The Concept Release is organized by the three general topics on which the SEC sought public input: (1) ensuring the accuracy, transparency, and efficiency of the voting process, (2) enhancing shareholder communication and participation, and (3) addressing the relationship between voting power and economic interest. The comment period on the Concept Release ended in 2010. The SEC may, but is not necessarily required to, engage in rulemaking with respect to the topics addressed by the Concept Release. There are no indicators that would enable the Company to make a determination as to whether there will be any modifications made to the current proxy system, and if so, what impact, if any, any such modifications to the current proxy system will have on our business. However, as with any regulatory change, we may have to incur additional costs to adapt our business to possible modifications in the proxy system that could result from the rulemaking process initiated by the Concept Release. In September 2010, the NYSE formed the Proxy Fee Advisory Committee made up of issuers, broker-dealers and investors to review the NYSE proxy distribution fees. In May 2012, the Proxy Fee Advisory Committee issued its recommendations on the fees paid by issuers for the distribution of proxy materials to beneficial shareholders. The report makes recommendations for changes in fees; however, at this time it is not a formal proposal for changing the NYSE rules pertaining to fees. Any such changes would be subject to public comment and SEC approval. We will monitor any future actions taken by the SEC, the SROs or other participants in the proxy process with respect to the Concept Release and the Proxy Fee Advisory Committee recommendations.

Certain of the securities processing services we provide may be deemed to be mission-critical functions of financial institutions that are regulated by one or more member agencies of the FFIEC. We are therefore subject to examination by the member agencies of the FFIEC. The FFIEC has been conducting periodic reviews of certain of our operations since August 2006 in order to identify existing or potential risks associated with our operations that could adversely affect the financial institutions to which we provide services, evaluates our risk management systems and controls, and determines our compliance with applicable laws that affect the services we provide to financial institutions. In addition to examining areas such as our management of technology, data integrity, information confidentiality and service availability, the reviews also assess our financial stability. A sufficiently unfavorable review from the FFIEC could result in our clients not being allowed to use our services, which could have a material adverse effect on our business, financial condition and results of operations.

In addition, our operations outsourcing, mutual fund processing and transfer agency solutions as well as the entities providing those services are subject to regulatory oversight. Our provision of these services must comply with applicable rules and regulations of the SEC, FINRA, and various stock exchanges, state securities commissions, and other regulatory bodies charged with safeguarding the integrity of the securities markets and other financial markets and protecting the interests of investors participating in these markets. If we fail to comply with any applicable regulations in performing those services, we could lose our clients, be subject to suits for breach of contract or to governmental proceedings, censures and fines, our reputation could be harmed and we could be limited in our ability to obtain new clients. Our ability to comply with these regulations depends largely upon the maintenance of an effective compliance system which can be time consuming and costly, as well as our ability to attract and retain qualified compliance personnel. In addition, the future enactment of more restrictive laws or rules with respect to our regulated subsidiaries could have an adverse impact on the financial performance of those businesses. Furthermore, regulatory approval may be required before expansion of these business activities. We may not be able to obtain the necessary regulatory approvals for any desired expansion. Even if approvals are obtained, they may impose restrictions on our business and could require us to incur significant compliance costs or adversely affect the development of business activities in affected markets.

Table of Contents

There has been increased public attention regarding the corporate use of personal information, accompanied by legislation and regulations intended to strengthen data protection, information security and consumer privacy. The law in these areas is not consistent or settled. While we believe that Broadridge is compliant with its regulatory responsibilities, the legal, political and business environments in these areas are rapidly changing, and subsequent legislation, regulation, litigation, court rulings or other events could expose Broadridge to increased program costs, liability, and possible damage to our reputation.

Our clients in the financial services industry are subject to increasing regulation and oversight by regulators, which could adversely affect our ability to conduct our business or may reduce our profitability.

We provide technology solutions to 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, independent broker-dealers, and clearing firms. These clients are generally subject to extensive regulation in the U.S. and in other jurisdictions. The current legislative and regulatory environment may impact the way that our clients do business in a way that could adversely impact us. For example, new regulations governing our clients could result in significant expenditures that could cause them to reduce their use of our services, seek to renegotiate existing agreements, or cease or curtail their operations, all of which could adversely impact our business. In addition, the financial services industry has experienced increased scrutiny in recent years and penalties and fines sought by regulatory authorities, including the SEC, FINRA, securities exchanges, state attorneys general and international regulators, have increased accordingly. Failure to comply with laws, regulations or policies, could result in fines, limitations on business activity or suspension or expulsion from the industry, any of which could have a material adverse effect upon our clients. Adverse regulatory actions that change our clients' businesses or adversely affect their operating results or financial condition could decrease their ability to purchase, or demand for, our products and services, thus causing loss of business from these clients. The loss of business from our largest clients could have a material adverse effect on our revenues and results of operations.

Our revenues may decrease due to declines in the number of unique securities positions, levels of event-driven communications activity, trading volume, market prices, or the liquidity of the securities markets.

We generate significant revenues from the transaction processing fees we earn from our services. These revenue sources are substantially dependent on the levels of participation and activity in the securities markets. The number of unique securities positions held by investors through our clients and our clients' customer trading volumes reflect the levels of participation and activity in the markets, which are impacted by market prices, and the liquidity of the securities markets, among other factors. Over the past several years, the U.S. and foreign securities markets have experienced significant volatility. Sudden sharp or gradual but sustained declines in market participation and activity can result in reduced investor communications activity, including reduced proxy and event-driven communications processing such as mutual fund proxy, and mergers and acquisitions and other special corporate event communications processing, and reduced trading volumes. The occurrence of any of these events would likely result in reduced revenues and decreased profitability from our business operations.

General economic and political conditions and broad trends in business and finance that are beyond our control may contribute to reduced levels of activity in the securities markets, which could result in lower revenues from our business operations.

The number of unique securities positions held by investors through our clients, the level of event-driven communications activity we process on behalf of our clients, trading volume, market prices, and liquidity of the securities markets are affected by general national and international economic and political conditions, and broad trends in business and finance that result in changes in participation and activity in the securities markets. These factors include:

economic, political and market conditions;

legislative and regulatory changes;

Table of Contents

the availability of short-term and long-term funding and capital;

the level and volatility of interest rates;

currency values and inflation; and

national, state, and local taxation levels affecting securities transactions.

These factors are beyond our control and may contribute to reduced levels of participation and activity in the securities markets. Our revenues have historically been largely driven by transaction processing based on levels of participation and activity in the securities markets. Accordingly, any significant reduction in participation and activity in the securities markets would likely result in lower revenues from our business operations.

Breaches of our information security policies or safeguards could adversely affect our ability to operate, could result in the personal or account information of our clients customers being misappropriated, and may cause us to be held liable or suffer harm to our reputation.

We process and transfer the personal and account information of customers of financial institutions and investors in public companies and mutual funds. Our clients that are financial institutions or clients that collect or handle personal information outside the U.S. are subject to laws and regulations in the U.S. and other jurisdictions designed to protect the privacy of personal information and to prevent that information from being inappropriately disclosed, misused, altered, destroyed or otherwise compromised, and they require that we abide by such laws and regulations in performing our services for them. In the U.S., the federal Gramm-Leach-Bliley Act, which applies to financial institutions, applies to certain aspects of our operations outsourcing, mutual fund processing and transfer agency businesses and to the services that involve data processing for financial institutions, and applies indirectly to our other businesses through contractual commitments with our clients and through industry standards. In addition, state privacy and information security laws, and consumer protection laws, which apply to businesses that collect or process personal information, also apply directly to our businesses. We have developed and maintain technical and operational safeguards which vary based on service and information type, including encryption, authentication technology, and transmission of data over private networks in order to effect secure transmissions of confidential information over computer systems and the Internet. However, despite those safeguards, it is possible that unauthorized individuals could improperly access our systems or improperly obtain or disclose the personal or account information of our clients customers or investors in public companies and mutual funds. Any breach of our information security policies or safeguards resulting in the unauthorized use or disclosure of personal or account information could result in interruptions to our operations or delivery of services to our clients, and we could be liable to parties who are financially harmed by those breaches. Our liability risk is anticipated in our services agreements with our clients and our insurance coverage. However, we may not be adequately protected against all possible losses through the terms of our services agreements and our insurance coverage. In addition, we may incur significant costs to protect against the threat of information security breaches or to respond to or alleviate problems caused by such breaches. Furthermore, such breaches could cause us to lose revenues, lose clients or cause damage to our reputation.

We purchase a significant portion of our data center services, including disaster recovery capabilities, from a third party data center services provider, and if our data center services provider fails to adequately perform the data center services in the manner necessary to meet our clients needs, our business, financial condition, and results of operations may be harmed.

IBM provides us with data center services under the IT Services Agreement that include supporting our mainframe, midrange, open systems, network and data center operations, as well as disaster recovery services. As a result, we currently purchase a significant portion of our data center services, including disaster recovery capabilities, from IBM. If IBM fails to adequately perform the data center services in the manner necessary to meet our clients needs, our business, financial condition and results of operations may be harmed. Some of these risks are anticipated and covered through service level credits, termination rights, and indemnification clauses in

Table of Contents

the IT Services Agreement. However, we may not adequately be protected against all possible losses through the terms of the IT Services Agreement.

Any slowdown or failure of our computer or communications systems or those of our outsourced data center services provider could impact our ability to provide services to our clients and support our internal operations and could subject us to liability for losses suffered by our clients or their customers.

Our services depend on our ability to store, retrieve, process, and manage significant databases, and to receive and process transactions and investor communications through a variety of electronic systems and media. Our systems, those of our outsourced data center services provider, or any other systems with which ours interact could slow down significantly or fail for a variety of reasons, including:

computer viruses or undetected errors in internal software programs or computer systems;

inability to rapidly monitor all system activity;

inability to effectively resolve any errors in internal software programs or computer systems once they are detected;

heavy stress placed on systems during peak times; or

power or telecommunications failure, fire, flood or any other disaster.

While we monitor system loads and performance and implement system upgrades to handle predicted increases in trading volume and volatility, we cannot assure you that we will be able to predict future volume increases or volatility accurately or that our systems and those of our data center services provider will be able to accommodate these volume increases or volatility without failure or degradation. Moreover, because we have outsourced our data center operations, the operation and performance of the data center involve factors beyond our control. Any significant degradation or failure of our computer systems, communications systems or any other systems in the performance of our services could cause our clients or their customers to suffer delays in their receipt of our services. These delays could cause substantial losses for our clients or their customers, and we could be liable to parties who are financially harmed by those failures. Our liability risk is anticipated in our services agreements with our clients and our insurance coverage. However, we may not be adequately protected against all possible losses through the terms of our services agreements and our insurance coverage. In addition, such failures could cause us to lose revenues, lose clients or damage our reputation.

Operational errors in the performance of our services could lead to liability for claims, client loss and result in reputational damage.

The failure to properly perform our services could result in our clients and/or certain of our subsidiaries being subjected to censures, fines, or other sanctions by applicable regulatory authorities, and we could be liable to parties who are financially harmed by those errors. Our liability risk is anticipated in our services agreements with our clients and our insurance coverage. However, we may not be adequately protected against all possible losses through the terms of our services agreements and our insurance coverage. In addition, such errors could cause us to lose revenues, lose clients or damage our reputation.

If the operational systems and infrastructure that we depend on fail to keep pace with our growth, we may experience operating inefficiencies, client dissatisfaction and lost revenue opportunities.

The growth of our business and expansion of our client base may place a strain on our management and operations. We believe that our current and anticipated future growth will require the implementation of new and enhanced communications and information systems, the training of personnel to operate these systems, and the expansion and upgrade of core technologies. While many of our systems are designed to accommodate additional growth without redesign or replacement, we may nevertheless need to make significant investments in additional hardware and software to accommodate growth. In addition, we cannot assure you that we will be able to predict the timing or rate of this growth accurately or expand and upgrade our systems and infrastructure on a timely basis.

Table of Contents

Our growth has required and will continue to require increased investments in management personnel and systems, financial systems and controls, and office facilities. In the absence of continued revenue growth, the costs associated with these investments would cause our operating margins to decline from current levels. We cannot assure you that we will be able to manage or continue to manage our recent or future growth successfully. If we fail to manage our growth, we may experience operating inefficiencies, dissatisfaction among our client base, and lost revenue opportunities.

If we are unable to respond to the demands of our existing and new clients, our ability to reach our revenue goals or maintain our profitability could be diminished.

The global financial services industry is characterized by increasingly complex and integrated infrastructures and products, new and changing business models and rapid technological and regulatory changes. Our clients' needs and demands for our products and services evolve with these changes. Our future success will depend, in part, on our ability to respond to our clients' demands for new services, capabilities and technologies on a timely and cost-effective basis, to adapt to technological advancements and changing regulatory standards, and to address our clients' increasingly sophisticated requirements.

Intense competition could negatively affect our ability to maintain or increase our market share and profitability.

The markets for our products and services continue to evolve and are highly competitive. We compete with a number of firms that provide similar products and services. In addition, our securities processing solutions compete with our clients' in-house capabilities to perform competitive functions. Our competitors may be able to respond more quickly to new or changing opportunities, technologies, and client requirements and may be able to undertake more extensive promotional activities, offer more attractive terms to clients and adopt more aggressive pricing policies than we will be able to offer or adopt. In addition, we expect that the markets in which we compete will continue to attract new competitors and new technologies, including international providers of similar products and services to ours. There can be no assurances that we will be able to compete effectively with current or future competitors. If we fail to compete effectively, our market share could decrease and our business, financial condition, and results of operations could be materially harmed.

Our business, financial position, and results of operations could be harmed by adverse rating actions by credit rating agencies.

If the credit ratings of our outstanding indebtedness are downgraded, or if rating agencies indicate that a downgrade may occur, our business, financial position, and results of operations could be adversely affected and perceptions of our financial strength could be damaged. A downgrade would have the effect of increasing our borrowing costs, and could decrease the availability of funds we are able to borrow, adversely affecting our business, financial position, and results of operations. In addition, a downgrade could adversely affect our relationships with our clients. For further information with respect to our borrowing costs, see Note 13, "Borrowings" to our Consolidated Financial Statements under Item 8 of Part II of this Annual Report on Form 10-K.

We may be unable to attract and retain key personnel.

Our continued success depends on our ability to attract and retain key personnel such as our senior management and other qualified personnel to conduct our business. The market for such experienced senior managers and other qualified personnel is extremely competitive. There can be no assurance that we will be successful in our efforts to recruit and retain the required key personnel. If we are unable to attract and retain qualified individuals or our recruiting and retention costs increase significantly, our operations and financial results could be materially adversely affected.

Table of Contents

The inability to identify, obtain and retain important intellectual property rights to technology could harm our business.

Our success depends in part upon the development and acquisition of systems and applications to conduct our business. These systems and applications are primarily developed by employees or independent contractors, or obtained through acquisitions. Our success will increasingly depend in part on our ability to identify, obtain and retain intellectual property rights to technology, both for internal use as well as for use in providing services to our clients, either through internal development, acquisition or licensing from others, or alliances with others. Our inability to identify, obtain and retain rights to certain technology on favorable terms and conditions would make it difficult to conduct business, or to timely introduce new and innovative products and services, which could harm our business, financial condition, and results of operations.

Our products and services, and the products and services provided to us by third parties, may infringe upon intellectual property rights of third parties, and any infringement claims could require us to incur substantial costs, distract our management, or prevent us from conducting our business.

Although we attempt to avoid infringing upon known proprietary rights of third parties, we are subject to the risk of claims alleging infringement of third-party proprietary rights. If we infringe upon the rights of third parties, we may be unable to obtain licenses to use those rights on commercially reasonable terms. Additionally, third parties that provide us with products and services that are integral to the conduct of our business may be subject to similar allegations, which could prevent them from continuing to provide these products and services to us. In either of these events, we would need to undertake substantial reengineering in order to continue offering our services and we may not succeed in doing so. In addition, any claim of infringement could cause us to incur substantial costs defending the claim, even if the claim is invalid, and could distract our management from our business. Furthermore, a party making such a claim could secure a judgment that requires us to pay substantial damages. A judgment could also include an injunction or other court order that could prevent us from conducting our business.

Acquisitions and integrating such acquisitions create certain risks and may affect operating results.

From time to time, we engage in, and expect to continue to engage in, business acquisitions. The acquisition and integration of businesses involve a number of risks. The core risks are in the areas of:

valuation: negotiating a fair price for the business based on inherently limited due diligence reviews;

integration: managing the complex process of integrating the acquired company's people, products, technology, and other assets so as to realize the projected value of the acquired company and the synergies projected to be realized in connection with the acquisition; and

legacy issues: protecting against actions, claims, regulatory investigations, losses, and other liabilities related to the predecessor business.

Also, the process of integrating these businesses may disrupt our business and divert our resources. These risks may arise for a number of reasons including, for example:

finding suitable businesses to acquire at affordable valuations or on other acceptable terms;

competition for acquisitions from other potential acquirors;

incurring unforeseen obligations or liabilities in connection with such acquisitions;

devoting unanticipated financial and management resources to an acquired business;

borrowing money from lenders or selling equity or debt securities to the public to finance future acquisitions on terms that may be adverse to us;

entering markets where we have minimal prior experience; and

experiencing decreases in earnings as a result of non-cash impairment charges.

Table of Contents

In addition, international acquisitions often involve additional or increased risks including, for example:

geographically separated organizations, systems, and facilities;

integrating personnel with diverse business backgrounds and organizational cultures;

complying with foreign regulatory requirements;

enforcing intellectual property rights in some foreign countries; and

general economic and political conditions.

In the event of a disaster, our disaster recovery and business continuity plans may fail, which could result in the loss of client data and adversely interrupt operations.

Our operations are dependent on our ability to protect our infrastructure against damage from catastrophe, natural disaster, or severe weather including events resulting from unauthorized security breach, power loss, telecommunications failure, terrorist attack, or other events that could have a significant disruptive effect on our operations. We have disaster recovery and business continuity plans in place in the event of system failure due to any of these events and we test our plans regularly. In addition, our outsourced data center services provider also has disaster recovery plans and procedures in place. However, we cannot be certain that our plans, or those of our primary outsourced data center services provider, will be successful in the event of a disaster. If our disaster recovery or business continuity plans are unsuccessful in a disaster recovery scenario, we could potentially lose client data or experience material adverse interruptions to our operations or delivery of services to our clients, and we could be liable to parties who are financially harmed by those failures. Our liability risk is anticipated in our services agreements with our clients and our insurance coverage. However, we may not be adequately protected against all possible losses through the terms of our services agreements and our insurance coverage. In addition, such failures could cause us to lose revenues, lose clients or damage our reputation.

Our business is highly dependent on the financial services industry and exchanges and market centers around the world that may be targets of terrorism.

Our business is highly dependent on the financial services industry and exchanges and market centers around the world that may be targets of terrorism. Terrorist activities in September 2001 caused the U.S. securities markets to close for four days. This impacted our revenues and profitability for that period of time. If terrorist incidents cause interruption of the financial services industry or securities market activity, our revenues and profits may be impacted negatively again.

Our mutual fund processing services may be exposed to risk from our counterparties and third parties.

In the normal course of business, our mutual fund processing services involve the settlement of transactions on behalf of our customers and third parties. With these activities, we may be exposed to risk in the event our customers, other broker-dealers, banks, clearing organizations, or depositories are unable to fulfill contractual obligations and the mutual fund counterparty is not able to cancel the transaction.

Our revenues are subject to seasonal variations because we process and distribute the greatest number of proxy materials and annual reports in our fourth fiscal quarter.

Processing and distributing proxy materials and annual reports to investors in equity securities and mutual funds comprises a large portion of our Investor Communication Solutions business. We process and distribute the greatest number of proxy materials and annual reports during our fourth fiscal quarter. The recurring periodic activity of this business is linked to significant filing deadlines imposed by law on public reporting companies and mutual funds. Historically, this has caused our revenues, operating income, net earnings, and cash flows from operating activities to be higher in our fourth fiscal quarter than in any other fiscal quarter. The seasonality of our revenues makes it difficult to estimate future operating results based on the results of any specific fiscal quarter and could affect an investor's ability to compare our financial condition,

results of operations, and cash flows on a fiscal quarter-by-quarter basis.

Table of Contents

ITEM 1B. Unresolved Staff Comments.

None.

ITEM 2. Properties.

We operate our business from 52 facilities. We own a 20,000 square foot facility in Mount Laurel, New Jersey, where we perform certain product development functions. We also own a 36,000 square foot facility in Wheat Ridge, Colorado, where we perform securities processing services. We lease four facilities in Edgewood, New York, with a combined space of 763,320 square feet which are used in connection with our Investor Communication Solutions business. We lease space at 46 additional locations, subject to customary lease arrangements, including a 67,000 square foot facility in Lake Success, New York, that serves as our corporate headquarters as well as the location of our operations outsourcing solutions business. Our leases expire on a staggered basis. We believe our facilities are currently adequate for their intended purposes and are adequately maintained.

ITEM 3. Legal Proceedings.

In the normal course of business, the Company is subject to claims and litigation. While the outcome of any claim or litigation is inherently unpredictable, and with the exception of the matter described in the following paragraph, the Company believes that the ultimate resolution of these matters will not, individually or in the aggregate, result in a material impact on its financial condition, results of operations, or cash flows.

On January 28, 2010, the Company filed a declaratory action in the U.S. District Court for the District of Delaware (the Delaware District Court) against Inveshare, Inc. (the Defendant) seeking a declaration by the court that Broadridge does not infringe two U.S. patents owned by the Defendant that included claims related to the delivery and distribution of an electronic solicitation. The Company's complaint also alleged that the Defendant's patents are invalid and/or are unenforceable due to inequitable conduct. On March 22, 2010, the Defendant answered the Company's complaint and filed a counterclaim against the Company alleging that Broadridge uses a process that infringes on one of the patents in the action. In its counterclaim, Defendant is seeking injunctive relief and unspecified damages. This lawsuit is in an early procedural stage, with the Delaware District Court recently issuing its claim construction ruling on April 11, 2012; however, due to the limited scope of this matter, the Company believes that the outcome of this litigation would not result in a material adverse impact on its financial condition, results of operations, or cash flows.

ITEM 4. Mine Safety Disclosures.

None.

Table of Contents**PART II.****ITEM 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

Our common stock began trading regular way on the NYSE under the symbol BR on April 2, 2007. There were 15,192 stockholders of record of the Company's common stock as of July 31, 2012. This figure excludes an estimate of the indeterminate number of beneficial holders whose shares may be held of record by brokerage firms and clearing agencies. The following table presents the high and low closing prices of the Company's common stock on the NYSE as well as the cash dividends per share of common stock declared during the fiscal quarters indicated:

Common Stock Market Price	High	Low	Dividends Declared
Fiscal Year 2012			
First Quarter	\$ 24.75	\$ 19.59	\$ 0.16
Second Quarter	22.79	19.18	0.16
Third Quarter	24.85	22.57	0.16
Fourth Quarter	24.19	20.23	0.16
Fiscal Year 2011			
First Quarter	\$ 23.13	\$ 18.96	\$ 0.15
Second Quarter	23.08	20.59	0.15
Third Quarter	23.40	21.00	0.15
Fourth Quarter	24.07	21.79	0.15

Dividend Policy

We expect to pay cash dividends on our common stock. On August 8, 2012, our Board of Directors increased our quarterly cash dividend by \$0.02 per share to \$0.18 per share, an increase in our annual dividend amount from \$0.64 to \$0.72 per share. However, the declaration and payment of future dividends to holders of our common stock will be at the discretion of our Board of Directors, and will depend upon many factors, including our financial condition, earnings, capital requirements of our businesses, legal requirements, regulatory constraints, industry practice, and other factors that the Board of Directors deems relevant.

As a holding company with no material liquid assets other than the capital stock of our subsidiaries, our ability to pay dividends will be dependent on our receiving dividends from our operating subsidiaries. Our subsidiaries through which we provide our operations outsourcing and mutual fund processing services, are regulated and may be subject to restrictions on their ability to pay dividends to us.

Table of Contents**Performance Graph**

The following graph compares the cumulative total stockholder return on Broadridge common stock from March 22, 2007, the date our common stock commenced trading on a when issued basis, to June 30, 2012 with the comparable cumulative return of (i) the S&P 400 MidCap Index, and (ii) the S&P 400 Information Technology Index. The graph assumes \$100 was invested on March 22, 2007 in our common stock and in each of the indices and assumes that all cash dividends are reinvested. The table below the graph shows the dollar value of those investments as of the dates in the graph. The comparisons in the graph are required by the SEC and are not intended to forecast or be indicative of future performance of our common stock.

The following performance graph and related information shall not be deemed soliciting material or to be filed with the SEC, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or the Exchange Act, each as amended, except to the extent that Broadridge specifically incorporates it by reference into such filing.

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

	March 22, 2007	June 30, 2007	June 30, 2008	June 30, 2009	June 30, 2010	June 30, 2011	June 30, 2012
Broadridge Common Stock Value	\$ 100.00	\$ 95.42	\$ 106.29	\$ 85.20	\$ 100.48	\$ 130.46	\$ 118.76
S&P 400 MidCap Index Value	\$ 100.00	\$ 105.25	\$ 97.53	\$ 70.20	\$ 87.70	\$ 122.24	\$ 119.44
S&P 400 Information Technology Index Value	\$ 100.00	\$ 107.14	\$ 91.33	\$ 74.91	\$ 92.32	\$ 134.57	\$ 123.37

Table of Contents**Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

The following table contains information about our purchases of our equity securities for each of the three months during our fourth fiscal quarter ended June 30, 2012:

Period		Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of a Publicly Announced Plan(2)	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans(2)
April 1, 2012	April 30, 2012	460,897 ⁽¹⁾	\$ 23.91		
May 1, 2012	May 31, 2012				
June 1, 2012	June 30, 2012	250,000 ⁽²⁾	20.90	250,000	5,869,489
Total		710,897	\$ 22.85	250,000	5,869,489

(1) Represents shares purchased from employees to pay taxes related to the vesting of restricted stock units.

(2) On August 11, 2010, the Board of Directors authorized a stock repurchase plan for the repurchase of up to 10 million shares of the Company's common stock. During the fiscal quarter ended June 30, 2012, the Company repurchased 250,000 shares of common stock under this plan at an average price per share of \$20.90.

At June 30, 2012, there were 5,869,489 shares remaining for repurchase under the August 11, 2010 stock repurchase plan.

On August 8, 2012, the Board of Directors authorized a stock repurchase plan for the repurchase of up to 4 million shares of the Company's common stock. With this authorization, the Company currently has approximately 10 million shares available for repurchase under its stock repurchase plans.

Table of Contents**ITEM 6. Selected Financial Data**

The following tables set forth selected consolidated financial information from our audited Consolidated Financial Statements (the "Financial Statements") as of and for the fiscal years ended June 30, 2012, 2011, 2010, 2009 and 2008. The selected financial data presented below should be read in conjunction with our Financial Statements and the accompanying Notes included in this Annual Report on Form 10-K and Management's Discussion and Analysis of Financial Condition and Results of Operations.

	Years Ended June 30,				
	2012	2011	2010	2009	2008
(in millions, except for per share amounts)					
Statements of Earnings Data					
Revenues	\$ 2,303.5	\$ 2,166.9	\$ 2,209.2	\$ 2,073.0	\$ 2,130.8
Earnings from continuing operations before income taxes	\$ 200.9	\$ 269.7	\$ 342.1	\$ 346.0	\$ 319.7
Net earnings from continuing operations	\$ 125.0	\$ 171.8	\$ 225.1	\$ 223.1	\$ 188.4
Net earnings	\$ 123.6	\$ 169.6	\$ 190.0	\$ 223.3	\$ 192.2
Basic earnings per share from continuing operations(a)	\$ 1.01	\$ 1.38	\$ 1.66	\$ 1.60	\$ 1.35
Diluted earnings per share from continuing operations(a)	\$ 0.98	\$ 1.34	\$ 1.62	\$ 1.58	\$ 1.34
Basic Weighted-average shares outstanding	124.1	124.8	135.9	140.0	139.6
Diluted Weighted-average shares outstanding	127.5	128.3	139.1	141.6	141.0
Cash dividends declared per common share	\$ 0.64	\$ 0.60	\$ 0.56	\$ 0.28	\$ 0.24
	June 30,				
	2012	2011	2010	2009	2008
(in millions)					
Balance Sheet Data					
Cash and cash equivalents	\$ 320.5	\$ 241.5	\$ 412.6	\$ 173.4	\$ 54.7
Securities clearing receivables(b)			52.5	1,011.3	1,369.9
Total current assets	777.4	751.4	992.4	2,051.8	2,131.8
Property, plant and equipment, net	79.0	83.1	87.4	75.4	82.6
Total assets	1,987.6	1,904.0	1,794.4	2,774.7	2,833.6
Securities clearing payables(b)			77.4	1,088.1	1,157.4
Total current liabilities	410.3	782.7	486.4	1,429.9	1,532.2
Long-term debt	524.4	124.3	324.1	324.1	447.9
Total liabilities	1,137.1	1,106.7	987.3	1,865.7	2,087.8
Total stockholders' equity	\$ 850.5	\$ 797.3	\$ 807.1	\$ 909.0	\$ 745.8

(a) The computation of basic earnings per share (EPS) from continuing operations is based on the Company's Net Earnings divided by the basic Weighted-average shares outstanding. Diluted EPS reflects the potential dilution that could occur if outstanding stock options at the presented date are exercised, shares of restricted stock and restricted stock units have vested.

(b) See Note 8, "Discontinued Operations" to our Consolidated Financial Statements under Item 8 of Part II of this Annual Report on Form 10-K for additional information about our Securities clearing receivables and Securities clearing payables.

Table of Contents

ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

This discussion summarizes the significant factors affecting the results of operations and financial condition of Broadridge during the fiscal years ended June 30, 2012, 2011, and 2010 and should be read in conjunction with our Consolidated Financial Statements and accompanying Notes thereto included elsewhere herein. Certain information contained in Management's Discussion and Analysis of Financial Condition and Results of Operations are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Statements that are not historical in nature and which may be identified by the use of words like expects, assumes, projects, anticipates, estimates, we believe, could be and other words of similar meaning, are forward-looking statements. These statements are based on management's expectations and assumptions and are subject to risks and uncertainties that may cause actual results to differ materially from those expressed. Our actual results, performance or achievements may differ materially from the results discussed in this Item 7 because of various factors, including those set forth elsewhere herein. See Forward-Looking Statements and Risk Factors included in Item 1 of this Annual Report on Form 10-K.

DESCRIPTION OF THE COMPANY AND BUSINESS SEGMENTS

Broadridge is a leading global provider of investor communications and technology-driven solutions to banks/broker-dealers, mutual funds and corporate issuers. Our systems and services include investor communication solutions, and securities processing and operations outsourcing solutions. In short, we provide the infrastructure that helps the financial services industry operate. With 50 years of experience, we provide financial services firms with advanced, dependable, scalable and cost-effective integrated systems. Our systems help reduce the need for clients to make significant capital investments in operations infrastructure, thereby allowing them to increase their focus on core business activities. Our operations are classified into two business segments: Investor Communication Solutions and Securities Processing Solutions.

Investor Communication Solutions

A large portion of our Investor Communication Solutions business involves the processing and distribution of proxy materials to investors in equity securities and mutual funds, as well as the facilitation of related vote processing. ProxyEdge, our innovative electronic proxy delivery and voting solution for institutional investors, helps ensure the participation of the largest stockholders of many companies. We also provide the distribution of regulatory reports and corporate action/reorganization event information, as well as tax reporting solutions that help our clients meet their regulatory compliance needs. In addition, we provide financial information distribution and transaction reporting services to both financial institutions and securities issuers. These services include the processing and distribution of account statements and trade confirmations, traditional and personalized document fulfillment and content management services, marketing communications, and imaging, archival and workflow solutions that enable and enhance our clients' communications with investors. All of these communications are delivered in paper or electronic form.

Two years ago, Broadridge entered the transfer agency business through its acquisition of StockTrans, Inc. (renamed Broadridge Corporate Issuer Solutions, Inc.), a provider of registrar, stock transfer and record-keeping services.

In fiscal year 2011, the Company acquired three businesses in the Investor Communication Solutions segment. In August 2010, the Company acquired NewRiver, Inc. (NewRiver), a leader in mutual fund electronic investor disclosure solutions. In December 2010, the Company acquired Forefield, Inc. (Forefield), a leading provider of real-time sales, education and client communication solutions for financial institutions and their advisors. In January 2011, the Company acquired Matrix Financial Solutions, Inc. (Matrix). Matrix is a provider of mutual fund processing services for third party administrators, financial advisors, banks and wealth management professionals. Matrix's back-office, trust, custody, trading and mutual fund settlement services are integrated into our product suite thereby strengthening Broadridge's role as a provider of data processing and distribution channel solutions to the mutual fund industry.

Table of Contents

Securities Processing Solutions

We offer a suite of advanced computerized real-time transaction processing services that automate the securities transaction lifecycle, from desktop productivity tools, data aggregation, performance reporting, and portfolio management to order capture and execution, trade confirmation, settlement, and accounting. Our services help financial institutions efficiently and cost-effectively consolidate their books and records, gather and service assets under management, focus on their core businesses, and manage risk. With multi-currency capabilities, our Global Processing Solution supports real-time global trading of equity, option, mutual fund, and fixed income securities in established and emerging markets. In addition, our operations outsourcing solutions allow broker-dealers to outsource certain administrative functions relating to clearing and settlement, from order entry to trade matching and settlement, while maintaining their ability to finance and capitalize their business.

In fiscal year 2010, the Company acquired City Networks Ltd (City Networks), a leading software and services provider of reconciliation, multi-asset process automation and operational risk management solutions to the global financial services industry.

In fiscal year 2012, the Company acquired Paladyne Systems, Inc. (Paladyne), a provider of buy-side technology solutions for the global investment management industry.

ACQUISITIONS

Assets acquired and liabilities assumed in business combinations were recorded on the Company's Consolidated Balance Sheets as of the respective acquisition dates based upon their estimated fair values at such dates. The results of operations of businesses acquired by the Company were included in the Company's Consolidated Statements of Earnings since their respective dates of acquisition. The excess of the purchase price over the estimated fair values of the underlying assets acquired and liabilities assumed was allocated to Goodwill.

Acquisitions completed by the Company with an aggregate purchase price of greater than \$15.0 million during the fiscal years ended June 30, 2012, 2011 and 2010, were as follows:

During the fiscal year ended June 30, 2012, the Company acquired one business in the Securities Processing Solutions segment:

Paladyne Systems, Inc.

In September 2011, the Company acquired Paladyne, a provider of buy-side technology solutions for the global investment management industry. The purchase price was \$72.4 million, net of cash acquired. Net liabilities assumed were \$15.4 million. This acquisition resulted in \$64.0 million of goodwill. Intangible assets acquired, which totaled \$23.8 million, consist primarily of acquired software technology and customer relationships, which are being amortized over a seven-year life and ten-year life, respectively. This acquisition was not material to the Company's consolidated operations, financial position, or cash flows.

During the fiscal year ended June 30, 2011, the Company acquired three businesses in the Investor Communication Solutions segment. A summary of each acquisition is as follows:

NewRiver, Inc.

In August 2010, the Company acquired NewRiver, a leader in mutual fund electronic investor disclosure solutions. The purchase price was \$77.6 million, net of cash acquired. This acquisition resulted in \$47.8 million of goodwill, after post-closing adjustments for deferred taxes. Intangible assets acquired, which totaled \$27.3 million, consist primarily of customer relationships and software technology, which are being amortized over an eight-year and seven-year life, respectively. This acquisition was not material to the Company's operations, financial position, or cash flows.

Table of Contents

Forefield, Inc.

In December 2010, the Company acquired Forefield, a leading provider of real-time sales, education and client communication solutions for financial institutions and their advisors. The purchase price was \$18.3 million, net of cash acquired. This acquisition resulted in \$11.1 million of goodwill, after post-closing adjustments for deferred taxes. Intangible assets acquired, which totaled \$6.8 million, primarily consist of customer relationships and software technology that are being amortized over a seven-year and a five-year life, respectively. This acquisition was not material to the Company's operations, financial position, or cash flows.

Matrix Financial Solutions, Inc.

In January 2011, the Company acquired Matrix, a provider of mutual fund processing services for third party administrators, financial advisors, banks and wealth management professionals. The purchase price was \$197.6 million, net of cash acquired.

This acquisition resulted in \$154.7 million of goodwill, after post-closing adjustments for deferred taxes. Goodwill primarily resulted from the Company's expectation of sales growth and cost synergies from the integration of Matrix's technology and product offerings with the Company's technology and operations to provide an expansion of products and market reach. Intangible assets acquired, which totaled \$71.5 million, consist of customer relationships, software technology, trademarks and non-compete agreements, and are being amortized over a ten-year, seven-year, five-year and three-year life, respectively. This acquisition was not material to the Company's operations, financial position, or cash flows.

During the fiscal year ended June 30, 2010, the Company acquired one business in the Securities Processing Solutions segment:

City Networks, Ltd

In June 2010, the Company acquired City Networks, a leading software and services provider of reconciliation, multi-asset process automation and operational risk management solutions to the global financial services industry, for \$37.7 million. This acquisition resulted in \$20.9 million of goodwill. Intangible assets acquired, which totaled \$10.6 million, consist primarily of customer relationships and acquired software technology, which are being amortized over a ten-year life and five-year life, respectively. This acquisition was not material to the Company's operations, financial position, or cash flows.

The Company also completed acquisitions with individual aggregate purchase prices of less than \$15.0 million during fiscal year 2010 which were not material to the Company's operations, financial position or cash flows.

DIVESTITURES

In November 2009, the Company and its wholly owned subsidiary Ridge Clearing & Outsourcing Solutions, Inc. (Ridge), entered into an asset purchase agreement (the Asset Purchase Agreement) with Penson Worldwide, Inc. (PWI) and Penson Financial Services, Inc., a wholly owned subsidiary of PWI (PFSI, referred to together with PWI as Penson), to sell substantially all contracts of the securities clearing clients of Ridge to PFSI.

On June 25, 2010, the Company completed the sale of the contracts of substantially all of the securities clearing clients of Ridge to PFSI for an aggregate purchase price of \$35.2 million. The purchase price paid to Broadridge consisted of (i) a five-year subordinated note from PWI (the Seller Note) in the principal amount of \$20.6 million bearing interest at an annual rate equal to the London Inter-Bank Offer Rate (LIBOR) plus 550 basis points, and (ii) 2,455,627 shares of PWI's common stock (representing 9.5% of PWI's outstanding common

Table of Contents

stock as of May 31, 2010), at the June 25, 2010 closing price of PWI's common stock of \$5.95 per share (the Seller Shares). As a result of this transaction, we no longer provide securities clearing services for correspondent broker-dealers but continue to provide operations outsourcing solutions aligned with the Securities Processing Solutions business. See Note 11, Other Non-current Assets to our Consolidated Financial Statements under Item 8 of Part II of this Annual Report on Form 10-K for a discussion on the Seller Note and the Seller Shares.

Concurrent with entering into the Asset Purchase Agreement, the Company entered into a master services agreement with PWI (the Outsourcing Services Agreement) for an eleven-year term expiring in December 2022. Under the Outsourcing Services Agreement, Ridge provided securities processing and back-office support services to PFSI, including services for the clients acquired from Ridge and PWI's existing clients. As of January 2012, the Company completed the conversion of PWI's U.S. and Canadian businesses. On June 5, 2012, the Company entered into a ten-year master services agreement (the Apex MSA) with Apex Clearing Corporation (Apex Clearing) under which Broadridge will perform outsourcing services for Apex Clearing consistent with the securities processing and back-office support services it had previously performed for Penson. The Apex MSA was part of a series of related transactions involving Broadridge, Penson, PEAK6 Investments, L.P. (PEAK6) and Apex Clearing Holdings LLC (Apex Holdings), an entity created by Penson and PEAK6 to provide clearing and related services to Penson's U.S. securities correspondents. As part of the series of related transactions, Broadridge transferred ownership of its broker-dealer subsidiary, Ridge, to Apex Holdings and Ridge was renamed Apex Clearing Corporation. Penson's U.S. broker-dealer subsidiary, PFSI, then sold its U.S. clearing contracts to Apex Clearing.

In addition, on June 5, 2012, Broadridge, Ridge (prior to its transfer to Apex Holdings) and Broadridge Financial Solutions (Canada), Inc. entered into a termination and mutual release agreement with PWI, PFSI and Penson Financial Services Canada, Inc. (PFSC) (the Termination Agreement), thereby terminating certain schedules including the U.S. schedule (the U.S. Schedule) to the Outsourcing Services Agreement. See Note 11, Other Non-current Assets to our Consolidated Financial Statements under Item 8 of Part II of this Annual Report on Form 10-K for a discussion on the impact of the Termination Agreement.

The Termination Agreement: (i) terminates the schedules under the Outsourcing Services Agreement, including the U.S. Schedule, other than to the extent necessary to provide any transition services that may be required under the Apex MSA and for Broadridge to continue to service Penson's Canadian subsidiary, PFSC; and (ii) terminates, discharges and releases in full PWI's obligations, including all obligations to make principal and interest payments, under the Seller Note. The Termination Agreement also provides that PWI and Broadridge mutually release all claims arising under the Outsourcing Services Agreement, provided that Broadridge will retain claims of up to \$20 million under the Outsourcing Services Agreement against PFSC while PWI will retain all of its rights under the Outsourcing Services Agreement to defend any such claims against PFSC.

See Note 8, Discontinued Operations to our Consolidated Financial Statements under Item 8 of Part II of this Annual Report on Form 10-K for detailed information on discontinued operations.

BORROWINGS

On March 29, 2007, the Company entered into a \$1,190.0 million senior unsecured credit facility, consisting of a \$440.0 million five-year term loan, a \$500.0 million five-year revolving credit facility and a \$250.0 million one-year revolving credit facility. In May 2007, the Company refinanced the \$250.0 million one-year revolving credit facility through an offering of \$250.0 million of 6.125% Senior Notes discussed below. Borrowings under the five-year term loan facility bore interest at LIBOR plus 40 to 90 basis points based on debt ratings at the time of the borrowing. The five-year term loan facility was subject to interest at LIBOR plus 40 basis points as of June 30, 2011. Borrowings under the five-year revolving credit facility bore interest at LIBOR plus 27 to 75 basis points based on debt ratings and the utilization percentage of the facility at the time of the borrowing. At June 30, 2011, the Company had outstanding borrowings of \$200.0 million on the five-year revolving credit facility and \$200.0 million on the five-year term loan facility.

Table of Contents

On September 22, 2011, the Company entered into a \$990.0 million senior unsecured credit facility, consisting of a \$490.0 million five-year term loan facility (the Fiscal 2012 Term Loan) and a \$500.0 million five-year revolving credit facility (the Fiscal 2012 Revolving Credit Facility) (collectively the Fiscal 2012 Credit Facilities). Borrowings under the Fiscal 2012 Term Loan and Fiscal 2012 Revolving Credit Facility bear interest at LIBOR plus 125 basis points. The Fiscal 2012 Revolving Credit Facility also has an annual facility fee equal to 15 basis points, on the unused portion of the facility. The Company incurred \$3.0 million in debt issuance costs to establish the Fiscal 2012 Credit Facilities, of which \$0.1 million of these costs were expensed as incurred and \$2.9 million of these costs have been capitalized in Other non-current assets in the Consolidated Balance Sheets and will be amortized to interest expense on a straight-line basis, which approximates the effective interest method, over the terms of these facilities. At June 30, 2012, \$0.4 million had been amortized related to the Fiscal 2012 Credit Facilities.

The Company used a portion of the Fiscal 2012 Term Loan proceeds to repay \$200.0 million of outstanding borrowing under the previous five-year term loan and \$200.0 million of outstanding borrowing under the previous five-year revolving credit facility. The previous five-year term loan facility and the previous five-year revolving credit facility both had expiration dates of March 2012 and were cancelled upon repayment in September 2011. The weighted-average interest rate on the previous five-year term loan facility was 0.65% and 0.77% for the fiscal years ended June 30, 2012 and 2011, respectively. The weighted-average interest rate on the previous five-year revolving credit facility was 0.51% and 0.57% for the fiscal years ended June 30, 2012 and 2011, respectively.

The Fiscal 2012 Term Loan contains a repayment schedule that requires the Company to make minimum principal repayments on the loan of \$12.3 million, on a quarterly basis, commencing with the first payment due by March 31, 2013, and the final payment due by June 30, 2016, for a total repayment of \$171.5 million before the balance of the loan becomes due in September 2016.

During the fiscal year ended June 30, 2012, the Company repaid \$90.0 million of the \$490.0 million of borrowings under the Fiscal 2012 Term Loan. Under the terms of the Fiscal 2012 Term Loan agreement, any prepayment of a term borrowing shall be applied to reduce the subsequent scheduled repayment, in direct order of maturity, with no prepayment penalty. At June 30, 2012, the Company had met the repayment requirements on the Fiscal 2012 Term Loan through September 30, 2014. Under the terms of the Fiscal 2012 Term Loan agreement, as a portion of the outstanding borrowing is paid down, the total borrowing capacity is reduced commensurately, leaving a borrowing capacity of \$400.0 million at June 30, 2012. The weighted-average interest rate on the Fiscal 2012 Term Loan was 1.54% for the fiscal year ended June 30, 2012.

The Fiscal 2012 Credit Facilities are subject to covenants, including financial covenants consisting of a leverage ratio and an interest coverage ratio. At June 30, 2012, the Company is not aware of any instances of any non-compliance with the financial covenants of the Fiscal 2012 Credit Facilities. The carrying value of the Fiscal 2012 Term Loan approximates fair value.

In May 2007, the Company completed an offering of \$250.0 million in aggregate principal amount of senior notes (the Senior Notes). The Senior Notes will mature on June 1, 2017 and bear interest at a rate of 6.125% per annum. Interest on the Senior Notes is payable semi-annually in arrears on June 1 and December 1 of each year. The Senior Notes were issued at a price of 99.1% (effective yield to maturity of 6.251%). The indenture governing the Senior Notes contains certain covenants including covenants restricting the Company's ability to create or incur liens securing indebtedness for borrowed money and to enter into certain sale-leaseback transactions. At June 30, 2012, the Company is not aware of any instances of non-compliance with the financial covenants of the indenture governing the Senior Notes. The indenture also contains covenants regarding the purchase of the Senior Notes upon a change of control triggering event. The Senior Notes are senior unsecured obligations of the Company and rank equally with our other senior indebtedness. The Company may redeem the Senior Notes in whole or in part at any time before their maturity. The Company incurred \$1.9 million in debt issuance costs to establish the Senior Notes. These costs have been capitalized and will be amortized to interest

Table of Contents

expense on a straight-line basis, which approximates the effective interest method, over the ten-year term. At June 30, 2012, \$0.8 million had been amortized related to the Senior Notes. The fair value of the fixed-rate Senior Notes at June 30, 2012 was \$137.6 million based on quoted market prices.

Please refer to Note 13, *Borrowings* to our Consolidated Financial Statements under Item 8 of Part II of this Annual Report on Form 10-K for a more detailed discussion.

BASIS OF PRESENTATION

The Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the U.S. These Consolidated Financial Statements present the consolidated position of the Company. These Consolidated Financial Statements include the entities in which the Company directly or indirectly has a controlling financial interest and various entities in which the Company has investments recorded under the cost and equity methods of accounting. Intercompany balances and transactions have been eliminated.

In presenting the Consolidated Financial Statements, management makes estimates and assumptions that affect the amounts reported and related disclosures. Estimates, by their nature, are based on judgment and available information. Accordingly, actual results could differ from those estimates. In management's opinion, the Consolidated Financial Statements contain all normal recurring adjustments necessary for a fair presentation of results reported. The results of operations reported for the periods presented are not necessarily indicative of the results of operations for subsequent periods.

CRITICAL ACCOUNTING POLICIES

We continually evaluate the accounting policies and estimates used to prepare the Consolidated Financial Statements. The estimates are based on historical experience and are believed to be reasonable. Actual amounts and results could differ from these estimates made by management. Certain accounting policies that require significant management estimates and are deemed critical to our results of operations or financial position are discussed below.

Goodwill. We review the carrying value of all our goodwill in accordance with Accounting Standards Codification (ASC) No. 350, *Intangibles—Goodwill and Other* (ASC No. 350), by comparing the carrying value of our reporting units to their fair values. We are required to perform this comparison at least annually or more frequently if circumstances indicate possible impairment. When determining fair value, we utilize a discounted future cash flow approach using various assumptions, including projections of revenues based on assumed long-term growth rates, estimated costs and appropriate discount rates based on the particular business' weighted-average cost of capital. The principal factors used in the discounted cash flow analysis requiring judgment are the projected future operating cash flows, the weighted-average cost of capital and the terminal value growth rate assumptions. The weighted-average cost of capital takes into account the relative weights of each component of our consolidated capital structure (equity and long-term debt). Our estimates of long-term growth and costs are based on historical data, various internal estimates and a variety of external sources, and are developed as part of our routine, long-range planning process. Changes in economic and operating conditions impacting these assumptions could result in goodwill impairments in future periods. We had \$780.0 million of goodwill as of June 30, 2012. Given the significance of our goodwill, an adverse change to the fair value could result in an impairment charge, which could be material to our earnings.

The Company performs a sensitivity analysis under Step 1 of the goodwill impairment test as prescribed in ASC No. 350, assuming hypothetical reductions in the fair values of our reporting units. A 10% change in our estimates of projected future operating cash flows, discount rates, or terminal value growth rates used in our calculations of the fair values of the reporting units would not result in an impairment of our goodwill.

Income Taxes. We account for income taxes in accordance with ASC No. 740, *Income Taxes*, which establishes financial accounting and reporting standards for the effect of income taxes. The objectives of

Table of Contents

accounting for income taxes are to recognize the amount of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in an entity's financial statements or tax returns. Judgment is required in addressing the future tax consequences of events that have been recognized in our Consolidated Financial Statements or tax returns (e.g., realization of deferred tax assets, changes in tax laws or interpretations thereof). The Company is subject to the continuous examination of our income tax returns by the IRS, state and foreign tax authorities. A change in the assessment of the outcomes of such matters could materially impact our Consolidated Financial Statements. As of June 30, 2012, we had estimated foreign net operating loss carryforwards of approximately \$21.7 million of which \$0.6 million expires in 2017 through 2027 and \$21.1 million which has an indefinite utilization period. In addition, the Company has estimated U.S. federal net operating loss carryforwards of approximately \$63.6 million, which expire in 2018 through 2032. We have recorded valuation allowances of \$14.7 million and \$12.1 million at June 30, 2012 and 2011, respectively, because the Company does not believe that it is more likely than not that it will be able to utilize the deferred tax assets attributable to net operating and capital loss carryforwards of certain subsidiaries to offset future taxable earnings.

Share-based Payments. ASC No. 718 Compensation Stock Compensation requires the measurement of stock-based compensation expense based on the fair value of the award on the date of grant. We determine the fair value of stock options issued by using a binomial option-pricing model. The binomial option-pricing model considers a range of assumptions related to volatility, dividend yield, risk-free interest rate and employee exercise behavior. Expected volatilities utilized in the binomial option-pricing model are based on a combination of implied market volatilities, historical volatility of our stock price and other factors. Similarly, the dividend yield is based on historical experience and expected future changes. The risk-free rate is derived from the U.S. Treasury yield curve in effect at the time of grant. The binomial option-pricing model also incorporates exercise and forfeiture assumptions based on an analysis of historical data. The expected life of the stock option grants is derived from the output of the binomial model and represents the period of time that options granted are expected to be outstanding. Determining these assumptions are subjective and complex, and therefore, a change in the assumptions utilized could impact the calculation of the fair value of our stock options. A hypothetical change of five percentage points applied to the volatility assumption used to determine the fair value of the fiscal year 2012 stock option grants would result in approximately a \$1.1 million change in total pre-tax stock-based compensation expense for the fiscal year 2012 grants, which would be amortized over the vesting period. A hypothetical change of one year in the expected life assumption used to determine the fair value of the fiscal year 2012 stock option grants would result in approximately a \$0.2 million change in the total pre-tax stock-based compensation expense for the fiscal year 2012 grants, which would be amortized over the vesting period. A hypothetical change of one percentage point in the forfeiture rate assumption used for the fiscal year 2012 stock option grants would result in approximately a \$0.1 million change in the total pre-tax stock-based compensation expense for the fiscal year 2012 grants, which would be amortized over the vesting period. A hypothetical one-half percentage point change in the dividend yield assumption used to determine the fair value of the fiscal year 2012 stock option grants would result in approximately a \$0.4 million change in the total pre-tax stock-based compensation expense for the fiscal year 2012 grants, which would be amortized over the vesting period.

IBM INFORMATION TECHNOLOGY SERVICES AGREEMENT

In March 2010, the Company and IBM entered into the IT Services Agreement, under which IBM provides certain aspects of the Company's information technology infrastructure that were previously provided by ADP. Under the IT Services Agreement, IBM will provide a broad range of technology services to the Company including supporting its mainframe, midrange, server, network and data center operations, as well as providing disaster recovery services. The Company has the option of incorporating additional services into the agreement over time. The IT Services Agreement expires on June 30, 2022. The Company has the right to renew the initial term of the IT Services Agreement for up to one additional 12-month term.

The migration of our data center processing from ADP to IBM was substantially completed in June 2012. ADP will continue to perform data processing services until August 2012, when the migration to IBM is

Table of Contents

expected to be complete. The Company is anticipating that it will realize approximately \$25.0 million in average annual cost savings, net of deferred cost amortization, over the term of the IT Services Agreement beginning in the fiscal year ending June 30, 2013.

During the course of the migration to IBM, the Company incurred migration costs as part of establishing an operable IBM data center. For the fiscal year ended June 30, 2012, the Company recorded expenses of \$24.6 million in the Consolidated Statements of Earnings related to this agreement. The Company currently estimates that it will incur total migration costs of approximately \$85.0 million related to this agreement until the migration is complete. We expensed approximately \$30.9 million of these costs and we capitalized the remaining \$52.7 million of the migration costs through June 30, 2012.

RESULTS OF OPERATIONS

The following discussions of Analysis of Consolidated Statements of Earnings from Continuing Operations and Analysis of Reportable Segments refer to the fiscal year ended June 30, 2012 compared to the fiscal year ended June 30, 2011, and the fiscal year ended June 30, 2011 compared to the fiscal year ended June 30, 2010. The following discussions of the Company's results of continuing operations exclude the results related to the securities clearing business. This business is segregated from continuing operations and included in discontinued operations for fiscal year ended June 30, 2012 and the fiscal year ended June 30, 2011. The Analysis of Consolidated Statements of Earnings from Continuing Operations should be read in conjunction with the Analysis of Reportable Segments, which provides more detailed discussions concerning certain components of the Consolidated Statements of Earnings from Continuing Operations.

The following references are utilized in the discussions of Analysis of Consolidated Statements of Earnings from Continuing Operations and Analysis of Reportable Segments:

Acquisitions refers to the Company's acquisitions of Matrix, NewRiver, and Forefield in the Investor Communication Solutions segment and Paladyne in our Securities Processing Solutions segment.

IBM Migration costs refers to costs related to the Company's IT Services Agreement with IBM and the associated migration of the Company's data center to IBM.

Pension Charges, net referred to herein represents the following:

Pension OTTI charge refers to the charge that resulted after the Company reviewed its investment in the PWI common stock for impairment. Based on the Company's review, factoring in the level of decline in the fair value of the PWI common stock, management determined that the market value of the PWI common stock may not equal or exceed the cost basis of our investment within a reasonable period of time. After consideration of the severity and duration of this decline in fair value as well as the reasons for the decline in value, the Company believes that the impairment is other-than-temporary and has recorded a charge of \$12.5 million for the fiscal year ended June 30, 2012.

Pension Note Receivable impairment charge refers to the charge the Company recorded as a result of a restructuring support agreement Broadridge and Ridge entered into with PWI and certain of its subsidiaries on March 13, 2012. The restructuring support agreement provided for proposed transactions related to the restructuring of Pension's outstanding indebtedness, including the note receivable in the principal amount of \$20.6 million issued by PWI to Broadridge as part of the consideration in the sale of the Ridge clearing contracts to Pension. As part of PWI's proposed debt restructuring, Broadridge agreed to cancel this note receivable in exchange for additional shares of PWI's common stock, and the Company recorded a \$21.4 million charge at June 30, 2012, which included \$0.8 million of accrued interest on the note receivable.

Pension Deferred Costs impairment charge refers to the charge the Company recorded as a result of the termination of the U.S. Schedule to the Outsourcing Services Agreement on June 5, 2012. Upon termination of

Table of Contents

this agreement, Broadridge determined that a charge for impairment was appropriate on Broadridge's deferred client conversion and start-up costs associated with the Outsourcing Services Agreement. The charge taken by the Company on the Deferred Costs was \$47.2 million for the fiscal year ended June 30, 2012, representing all deferred costs related to the Outsourcing Services Agreement with Penson.

Eliminated obligation to pay or credit Penson fees refers to Broadridge's obligation to pay or credit to Penson fees in the amount of \$15.1 million related to a third party vendor's services that were replaced by the Outsourcing Services Agreement that was extinguished with the termination of the U.S. Schedule to the Outsourcing Services Agreement on June 5, 2012.

Penson Shutdown costs refers to costs of \$8.2 million including severance, legal and other costs associated with the Penson transaction consummated on June 5, 2012 including the transfer of the Ridge entity to Apex Holdings.

The following definitions describe the Company's Revenues:

Fee revenues in the Investor Communication Solutions segment are derived from both recurring and event-driven activity. In addition, the level of recurring and event-driven activity we process directly impacts distribution revenues. While event-driven activity is highly repeatable, it may not recur on an annual basis. The types of services we provide that comprise event-driven activity are:

Mutual Fund Proxy: The proxy and related services we provide to mutual funds when certain events occur requiring a shareholder vote including changes in directors, sub-advisors, fee structures, investment restrictions, and mergers of funds.

Mutual Fund Communications: Mutual fund communications services consist primarily of the distribution on behalf of mutual funds of supplemental information required to be provided to the annual mutual fund prospectus as a result of certain triggering events such as a change in portfolio managers. In addition, mutual fund communications consist of notices and marketing materials such as newsletters.

Proxy Contests and Specials, Corporate Actions, and Other: The proxy services we provide in connection with shareholder meetings driven by special events such as proxy contests, mergers and acquisitions, and tender/exchange offers.

Event-driven fee revenues are based on the number of special events and corporate transactions we process. Event-driven activity is impacted by financial market conditions and changes in regulatory compliance requirements, resulting in fluctuations in the timing and levels of event-driven fee revenue. As such, the timing and level of event-driven activity and its potential impact on revenues and earnings is difficult to forecast.

Fiscal year 2010 pre-sale fulfillment revenues have been reclassified from event-driven revenues to recurring revenues to conform to the current period's presentation.

Generally, mutual fund proxy activity has been subject to a greater level of volatility than the other components of event-driven activity. During fiscal year 2010, the Company processed a record level of mutual fund proxy activity. In contrast, during fiscal years 2011 and 2012, mutual fund proxy fee revenues were 74% and 28% lower respectively, than their prior fiscal years. Although it is difficult to forecast the levels of event-driven activity, we expect that the portion of fee revenues derived from mutual fund proxy activity may continue to experience volatility in the future. However, the level of volatility experienced between fiscal year 2010 and fiscal year 2011 was greater than we have experienced in prior years.

Revenues derived from sales are a component of Net New Business, which is defined herein as our closed sales less client losses. Closed sales 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

Table of Contents

client contract. For recurring revenue closed sales, the amount of the closed sale is generally a reasonable estimate of annual revenues based on client volumes or activity, excluding pass-through revenues such as distribution revenues. Event-driven revenue closed sales primarily occur in our Investor Communication Solutions segment. The amount of the event-driven revenue closed sale is generally a reasonable estimate of production revenues based on client volumes or activity, excluding pass-through revenues such as distribution revenues. Broadridge's determination of the amount of a closed sale is based on the client's estimate of transaction volumes and activity levels, as our fees are largely based on transaction volume and activity levels. The inherent variability of transaction volumes and activity levels can result in some variability of amounts reported as closed sales. Larger recurring revenue closed sales can take up to 12 to 24 months to convert to revenues, particularly for the services provided by our Securities Processing Solutions segment. The majority of event-driven revenue closed sales are usually recognized during the year the contract is signed.

The Company tracks actual revenue achieved during the first year that the client contract is fully implemented and compares this to the amount that was included in the Company's previously reported closed sales amount. The Company adjusts the current year closed sales amount for any difference between the prior year's reported closed sales amount and the actual revenue achieved in the first year of the applicable contract. Closed sales were adjusted by \$(3.1) million, \$0.9 million and \$2.4 million for the fiscal years ended June 30, 2012, 2011 and 2010, respectively. Recurring revenue closed sales were adjusted by \$(3.1) million, \$0.9 million and \$1.1 million for the fiscal years ended June 30, 2012, 2011 and 2010, respectively.

ANALYSIS OF CONSOLIDATED STATEMENTS OF EARNINGS FROM CONTINUING OPERATIONS**Fiscal Year 2012 Compared to Fiscal Year 2011**

The table below presents Consolidated Statements of Earnings from continuing operations data for the fiscal years ended June 30, 2012 and 2011, and the dollar and percentage changes between periods:

	Years Ended June 30,		Change	
	2012	2011	(\$)	(%)
	(\$ in millions, except for per share amounts)			
Revenues	\$ 2,303.5	\$ 2,166.9	\$ 136.6	6
Cost of revenues	1,715.1	1,617.1	98.0	6
Selling, general and administrative expenses	299.9	270.0	29.9	11
Impairment and other charges, net	74.2		74.2	NM*
Other expenses, net	13.4	10.1	3.3	33
Total expenses	2,102.6	1,897.2	205.4	11
Earnings from continuing operations before income taxes	200.9	269.7	(68.8)	(26)
Margin	8.7%	12.4%		(3.7) pts
Provision for income taxes	75.9	97.9	(22.0)	(22)
Effective tax rate	37.8%	36.3%		1.5 pts
Net earnings from continuing operations	\$ 125.0	\$ 171.8	\$ (46.8)	(27)
Basic earnings per share from continuing operations	\$ 1.01	\$ 1.38	\$ (0.37)	(27)
Diluted earnings per share from continuing operations	\$ 0.98	\$ 1.34	\$ (0.36)	(27)

* Not Meaningful

Revenues. Revenues for the fiscal year ended June 30, 2012 were \$2,303.5 million, an increase of \$136.6 million, or 6%, compared to \$2,166.9 million for the fiscal year ended June 30, 2011. The \$136.6 million increase was driven by higher recurring fee revenues of \$139.6 million and higher distribution revenues of \$0.3 million,

Table of Contents

partially offset by lower event-driven fee revenues, which declined from \$135.0 million to \$131.9 million, or \$3.1 million, mainly due to lower mutual fund proxy activity. The positive contribution from recurring fee revenues reflected higher Net New Business, revenues from internal growth, gains from Acquisitions, and the Outsourcing Services Agreement. Fluctuations in foreign currency exchange rates were unfavorably impacted by \$0.2 million. Revenues from Acquisitions and the Outsourcing Services Agreement contributed \$109.8 million.

Closed sales for the fiscal year ended June 30, 2012 were \$148.7 million, an increase of \$15.0 million, or 11%, compared to \$133.7 million for the fiscal year ended June 30, 2011. Recurring revenue closed sales for the fiscal year ended June 30, 2012 were \$120.2 million, an increase of \$6.8 million, or 6%, compared to \$113.4 million for the fiscal year ended June 30, 2011.

Total Expenses. Total expenses for the fiscal year ended June 30, 2012 were \$2,102.6 million, an increase of \$205.4 million, or 11%, compared to \$1,897.2 million for the fiscal year ended June 30, 2011. The IBM Migration costs, Pension Charges, net, and restructuring charges contributed \$105.5 million, or 51%, of the \$205.4 million increase in Total expenses. Costs related to our Acquisitions and the Outsourcing Services Agreement constituted \$87.0 million, or 42%, of the increase in Total expenses. The remaining increases to Total expenses constitute costs related to our core business operations. These items are discussed in detail in the following paragraphs:

Cost of revenues for the fiscal year ended June 30, 2012 were \$1,715.1 million, an increase of \$98.0 million, or 6%, compared to \$1,617.1 million for the fiscal year ended June 30, 2011. The increase reflects costs of \$40.1 million related to Acquisitions and the Outsourcing Services Agreement, distribution costs of \$8.0 million, increased IBM Migration costs of \$18.3 million, restructuring charges of \$6.7 million, and other variable costs of \$35.4 million. Distribution cost of revenues for the fiscal year ended June 30, 2012 were \$621.0 million, an increase of \$7.5 million, or 1%, compared to \$613.5 million for the fiscal year ended June 30, 2011. Distribution cost of revenues consists primarily of postage related expenses. Fluctuations in foreign currency exchange rates decreased cost of revenues by \$2.8 million.

Selling, general and administrative expenses for the fiscal year ended June 30, 2012 were \$299.9 million, an increase of \$29.9 million, or 11%, compared to \$270.0 million for the fiscal year ended June 30, 2011. The 11% increase was mainly due to increased costs related to Acquisitions of \$16.0, and higher selling expenses of \$10.4 million on higher closed sales. Fluctuations in foreign currency exchange rates decreased Selling, general and administrative expenses by \$1.0 million.

Impairment and other charges, net for the fiscal year ended June 30, 2012 were \$74.2 million as a result of the Pension Charges, net.

Other expenses, net for the fiscal year ended June 30, 2012 were \$13.4 million, an increase of \$3.3 million, compared to \$10.1 million for the fiscal year ended June 30, 2011. The increase is primarily driven by higher interest expense on our Long-term borrowings of \$3.4 million. Fluctuations in foreign currency exchange rates slightly decreased Other expenses, net by \$1.4 million.

Earnings from continuing operations before income taxes. Earnings from continuing operations before income taxes for the fiscal year ended June 30, 2012 were \$200.9 million, a decrease of \$68.8 million, or 26%, compared to \$269.7 million for the fiscal year ended June 30, 2011. The decrease is mainly due to higher Total expenses which more than offset the increase in Revenues. As discussed above, higher Total expenses were driven by the IBM Migration costs, Pension Charges, net, and restructuring charges. Margin decreased from 12.4% for the fiscal year ended June 30, 2011 to 8.7% for the fiscal year ended June 30, 2012. The impact of the IBM Migration costs, Pension Charges, net, and restructuring charges was 460 basis points on the Margin for the fiscal year ended June 30, 2012.

Provision for income taxes. Provision for income taxes and Effective tax rates for the fiscal year ended June 30, 2012 were \$75.9 million and 37.8%, respectively, compared to \$97.9 million and 36.3%, for the fiscal

Table of Contents

year ended June 30, 2011, respectively. The change in the Company's Effective tax rate was attributable to a valuation allowance on capital tax losses related to the PWI common stock, a write-off of certain state net operating loss carryforwards and changes in the geographical mix of income.

Net earnings from continuing operations and Basic and Diluted earnings per share from continuing operations. Net earnings from continuing operations for the fiscal year ended June 30, 2012 were \$125.0 million, a decrease of \$46.8 million, or 27%, compared to \$171.8 million for the fiscal year ended June 30, 2011. The decrease in Net earnings from continuing operations reflects lower Earnings from continuing operations, as discussed above, including the impact of the IBM Migration costs, Pension Charges, net, and restructuring charges.

Basic and Diluted earnings per share from continuing operations for the fiscal year ended June 30, 2012 were \$1.01, a decrease of \$0.37, or 27%, and \$0.98, a decrease of \$0.36, or 27%, respectively, compared to \$1.38 and \$1.34 for the fiscal year ended June 30, 2011, respectively. The IBM Migration costs, Pension Charges, net, and restructuring charges decreased diluted earnings per share by \$0.12, \$0.42 and \$0.03, respectively.

Fiscal Year 2011 Compared to Fiscal Year 2010

The table below presents Consolidated Statements of Earnings from continuing operations data for the fiscal years ended June 30, 2011 and 2010, and the dollar and percentage changes between periods:

	Years Ended June 30,		Change	
	2011	2010	(\$)	(%)
	(\$ in millions, except for per share amounts)			
Revenues	\$ 2,166.9	\$ 2,209.2	\$ (42.3)	(2)
Cost of revenues	1,617.1	1,616.4	0.7	
Selling, general and administrative expenses	270.0	241.6	28.4	12
Other expenses, net	10.1	9.1	1.0	11
Total expenses	1,897.2	1,867.1	30.1	2
Earnings from continuing operations before income taxes	269.7	342.1	(72.4)	(21)
Margin	12.4%	15.5%		(3.1) pts
Provision for income taxes	97.9	117.0	(19.1)	(16)
Effective tax rate	36.3%	34.2%		2.1 pts
Net earnings from continuing operations	\$ 171.8	\$ 225.1	\$ (53.3)	(24)
Basic earnings per share from continuing operations	\$ 1.38	\$ 1.66	\$ (0.28)	(17)
Diluted earnings per share from continuing operations	\$ 1.34	\$ 1.62	\$ (0.28)	(17)

Revenues. Revenues for the fiscal year ended June 30, 2011 were \$2,166.9 million, a decrease of \$42.3 million, or 2%, compared to \$2,209.2 million for the fiscal year ended June 30, 2010. The 2% decrease was driven by lower event-driven fee revenues of \$121.4 million, mainly the result of a decrease in mutual fund proxy activity when compared to the record level of activity during the fiscal year ended June 30, 2010. Also contributing to the 2% decline were lower distribution revenues driven by the lower event-driven mutual fund proxy activity of \$76.5 million, or 10%, down from \$780.6 million to \$704.1 million, for the fiscal year ended June 30, 2010 compared to the fiscal year ended June 30, 2011, respectively. These declines were partially offset by a positive contribution from recurring fee revenues of \$143.2 million reflecting gains from Acquisitions, and the Outsourcing Services Agreement, revenue from Net New Business, internal growth, and the favorable impact of foreign currency exchange rates of \$12.4 million. Revenues from Acquisitions and the Outsourcing Services Agreement contributed \$122.5 million.

Closed sales for the fiscal year ended June 30, 2011 were \$133.7 million, a decrease of \$41.3 million, or 24%, compared to \$175.0 million for the fiscal year ended June 30, 2010. Recurring revenue closed sales for the

Table of Contents

fiscal year ended June 30, 2011 were \$113.4 million, a decrease of \$5.3 million, or 4%, compared to \$118.7 million for the fiscal year ended June 30, 2010. Excluding the three large recurring revenue sales that are described below, recurring revenue closed sales for the fiscal year ended June 30, 2011 were \$80.0 million, an increase of \$1.9 million, or 2%, compared to \$78.1 million for the fiscal year ended June 30, 2010. During the fiscal years ended June 30, 2011 and 2010, the Investor Communication Solutions segment closed a fulfillment services recurring revenue sale with Fidelity Investments for \$11.2 million and a transaction reporting services recurring revenue sale with Morgan Stanley Smith Barney LLC (MSSB) for \$40.6 million, respectively. During the fiscal year ended June 30, 2011, the Securities Processing Solutions segment closed a recurring revenue sale with a large global institutional bank for equity and fixed income securities processing services of \$22.2 million. Event-driven revenue closed sales for the fiscal year ended June 30, 2011 were \$20.3 million, a decrease of \$36.0 million, or 64%, compared to \$56.3 million for the fiscal year ended June 30, 2010, primarily due to lower registered mutual fund proxy and solicitation services.

Total Expenses. Total expenses for the fiscal year ended June 30, 2011 were \$1,897.2 million, an increase of \$30.1 million, or 2%, compared to \$1,867.1 million for the fiscal year ended June 30, 2010. The increase reflects higher Cost of revenues of \$0.7 million, higher Selling, general and administrative expenses of \$28.4 million, or 12%, and higher Other expenses, net of \$1.0 million, or 11%. The increase in Total expenses relate mainly to Acquisitions and the Outsourcing Services Agreement of \$136.6 million and IBM Migration costs of \$6.3 million, mostly offset by \$112.8 million of lower expenses mainly from lower event-driven activity including the decline in cost of distribution revenues as discussed above.

Cost of revenues for the fiscal year ended June 30, 2011 were \$1,617.1 million, an increase of \$0.7 million, compared to \$1,616.4 million for the fiscal year ended June 30, 2010. The increase reflects costs of \$105.9 million related to acquisitions and the Outsourcing Services Agreement, IBM Migration costs of \$6.3 million, and fluctuations in foreign currency exchange rates of \$5.5 million, virtually offset by lower distribution costs related to lower distribution revenues of \$100.7 million (excluding Acquisitions and fluctuations in foreign currency exchange rates) and other variable costs of \$17.0 million. Distribution cost of revenues for the fiscal year ended June 30, 2011 were \$613.5 million, a decrease of \$72.2 million, or 11%, compared to \$685.7 million for the fiscal year ended June 30, 2010. Distribution cost of revenues consist primarily of postage related expenses.

Selling, general and administrative expenses for the fiscal year ended June 30, 2011 were \$270.0 million, an increase of \$28.4 million, or 12%, compared to \$241.6 million for the fiscal year ended June 30, 2010. The 12% increase is primarily due to increased costs of \$30.7 million related to Acquisitions and the Outsourcing Services Agreement.

Other expenses, net for the fiscal year ended June 30, 2011 were \$10.1 million, an increase of \$1.0 million, or 11%, compared to \$9.1 million for the fiscal year ended June 30, 2010. The increase is mainly due to the net impact of a higher foreign currency exchange loss of \$2.7 million and higher interest income of \$1.5 million.

Earnings from continuing operations before income taxes. Earnings from continuing operations before income taxes for the fiscal year ended June 30, 2011 were \$269.7 million, a decrease of \$72.4 million, or 21%, compared to \$342.1 million for the fiscal year ended June 30, 2010. The decrease is mainly due to lower revenues and higher expenses as discussed above. Margin decreased from 15.5% to 12.4% for the fiscal year ended June 30, 2011 compared to the fiscal year ended June 30, 2010, respectively. Margin for the fiscal year ended June 30, 2011 was unfavorably impacted by 180 basis points as a result of the impact of Acquisitions, the Outsourcing Services Agreement, and IBM Migration costs.

Provision for income taxes. Provision for income taxes and Effective tax rates for the fiscal year ended June 30, 2011 were \$97.9 million and 36.3%, respectively, compared to \$117.0 million and 34.2%, for the fiscal year ended June 30, 2010, respectively. The increase in the Effective tax rate for the fiscal year ended June 30, 2011 compared to the fiscal year ended June 30, 2010 was primarily attributable to the one-time recognition of tax benefits associated with the release of a valuation allowance on a deferred tax asset for certain tax loss carryforwards in fiscal year 2010.

Table of Contents

Net earnings from continuing operations and Basic and Diluted earnings per share from continuing operations. Net earnings from continuing operations for the fiscal year ended June 30, 2011 were \$171.8 million, a decrease of \$53.3 million, or 24%, compared to \$225.1 million for the fiscal year ended June 30, 2010. The decrease in Net earnings from continuing operations reflects a higher effective tax rate and lower Earnings from continuing operations before income taxes, as discussed above.

Basic and Diluted earnings per share from continuing operations for the fiscal year ended June 30, 2011 were \$1.38, a decrease of \$0.28, or 17%, and \$1.34, a decrease of \$0.28, or 17%, respectively, compared to \$1.66 and \$1.62 for the fiscal year ended June 30, 2010, respectively. The Company's Basic and Diluted earnings per share from continuing operations benefited by \$0.09 per share, respectively, from its repurchase of 8.7 million shares of its common stock under the Company's stock repurchase plans during the fiscal year ended June 30, 2011.

ANALYSIS OF REPORTABLE SEGMENTS

As a result of Broadridge's sale of substantially all of the contracts of the securities clearing clients of Ridge to PFSI, Broadridge now has two reportable operating business segments: (1) Investor Communication Solutions and (2) Securities Processing Solutions. Ridge's securities clearing business is reflected in discontinued operations (see Note 1, Basis of Presentation and Note 8, Discontinued Operations to our Consolidated Financial Statements under Item 8 of Part II of this Annual Report on Form 10-K for detailed information on discontinued operations), and the operations outsourcing solutions business is now reported as part of the Securities Processing Solutions business segment. This change is reflected in all prior periods presented in this Annual Report on Form 10-K.

The primary components of Other are IBM Migration costs, Penson Charges, net, restructuring charges, and the elimination of intersegment revenues and profits as well as certain unallocated expenses. Foreign exchange is a reconciling item between the actual foreign exchange rates and budgeted foreign exchange rates.

Certain corporate expenses, as well as certain centrally managed expenses, are allocated based upon budgeted amounts in a reasonable manner. Because the Company compensates the management of its various businesses on, among other factors, segment profit, the Company may elect to record certain segment-related expense items of an unusual or non-recurring nature in consolidation rather than reflect such items in segment profit.

Revenues

	Years Ended June 30,			2012 vs. 2011		Change		
	2012	2011	2010	\$	%	\$	%	
	(\$ in millions)							
Investor Communication Solutions	\$ 1,634.0	\$ 1,559.4	\$ 1,669.6	\$ 74.6	5	\$ (110.2)	(7)	
Securities Processing Solutions	655.5	593.6	535.9	61.9	10	57.7	11	
Other	0.5	0.2	2.4	0.3	150	(2.2)	92	
Foreign currency exchange	13.5	13.7	1.3	(0.2)	(1)	12.4	NM*	
Revenues	\$ 2,303.5	\$ 2,166.9	\$ 2,209.2	\$ 136.6	6	\$ (42.3)	(2)	

* Not Meaningful

Table of Contents**Earnings (Loss) from Continuing Operations before Income Taxes**

	Years Ended June 30,			Change		2011 vs. 2010		
	2012	2011	2010	2012 vs. 2011		\$	%	
				\$	%	\$	%	
	(\$ in millions)							
Investor Communication Solutions	\$ 242.8	\$ 213.4	\$ 272.8	\$ 29.4	14	\$ (59.4)	(22)	
Securities Processing Solutions	91.1	87.4	99.3	3.7	4	(11.9)	(12)	
Other	(146.8)	(41.3)	(34.1)	(105.5)	NM*	(7.2)	(21)	
Foreign currency exchange	13.8	10.2	4.1	3.6	35	6.1	NM*	
Earnings from continuing operations before income taxes	\$ 200.9	\$ 269.7	\$ 342.1	\$ (68.8)	(26)	\$ (72.4)	(21)	

* Not Meaningful

Investor Communication Solutions**Fiscal Year 2012 Compared to Fiscal Year 2011**

Revenues. Investor Communication Solutions segment's Revenues for the fiscal year ended June 30, 2012 were \$1,634.0 million, an increase of \$74.6 million, or 5%, compared to \$1,559.4 million for the fiscal year ended June 30, 2011. Higher recurring fee revenues contributed \$77.4 million and higher distribution revenues contributed \$0.3 million, and were partially offset by lower event-driven fee revenues, which declined from \$135.0 million to \$131.9 million, or \$3.1 million. The positive contribution from recurring fee revenues were driven primarily by Net New Business, internal growth, and Acquisitions. The decrease in event-driven fee revenues was primarily due to lower mutual fund proxy activity. Distribution revenues for the fiscal year ended June 30, 2012 were \$704.4 million, an increase of \$0.3 million, compared to \$704.1 million for the fiscal year ended June 30, 2011. Position growth was positive 1% for annual equity proxy and positive 9% for mutual fund interim communications, resulting in a net increase in pieces processed for the fiscal year ended June 30, 2012.

Earnings from continuing operations before income taxes. Earnings from continuing operations before income taxes for the fiscal year ended June 30, 2012 were \$242.8 million, an increase of \$29.4 million, or 14%, compared to \$213.4 million for the fiscal year ended June 30, 2011, primarily due to higher recurring revenues. Margin increased by 120 basis points from 13.7% to 14.9% mainly as a result of higher recurring revenues and cost containment efforts.

Fiscal Year 2011 Compared to Fiscal Year 2010

Revenues. Investor Communication Solutions segment's Revenues for the fiscal year ended June 30, 2011 were \$1,559.4 million, a decrease of \$110.2 million, or 7%, compared to \$1,669.6 million for the fiscal year ended June 30, 2010. The 7% decrease was driven by a decline in event-driven fee revenues of \$121.4 million, mainly the result of a decrease in mutual fund proxy activity when compared to the record level of activity during the fiscal year ended June 30, 2010. Also contributing to the 7% decline were lower distribution revenues of \$76.5 million, or 10%, down from \$780.6 million to \$704.1 million, for the fiscal year ended June 30, 2010 compared to the fiscal year ended June 30, 2011, respectively. These declines were partially offset by recurring revenues from Acquisitions completed during fiscal year 2011 and Net New Business mainly as a result of the contract with MSSB. Position growth, a key measure in the number of pieces processed, was unchanged for annual equity proxy and a positive 9% for mutual fund interim communications. Revenues from Acquisitions completed during fiscal year 2011 contributed \$74.1 million.

Earnings from continuing operations before income taxes. Earnings from continuing operations before income taxes for the fiscal year ended June 30, 2011 were \$213.4 million, a decrease of \$59.4 million, or 22%,

Table of Contents

compared to \$272.8 million for the fiscal year ended June 30, 2010. The decrease was mainly driven by lower event-driven activity as discussed above. Margin decreased by 260 basis points from 16.3% to 13.7% as a result of the decline in event-driven mutual fund proxy revenues and related distribution revenues. Excluding Acquisitions, overall margin decreased by 160 basis points from 16.3% to 14.7%.

Securities Processing Solutions***Fiscal Year 2012 Compared to Fiscal Year 2011***

Revenues. Securities Processing Solutions segment's Revenues for the fiscal year ended June 30, 2012 were \$655.5 million, an increase of \$61.9 million, or 10%, compared to \$593.6 million for the fiscal year ended June 30, 2011. The increase was driven mainly by positive contributions from the Paladyne acquisition, the Outsourcing Services Agreement and from Net New Business.

Earnings from continuing operations before income taxes. Earnings from continuing operations before income taxes for the fiscal year ended June 30, 2012 were \$91.1 million, an increase of \$3.7 million, or 4%, compared to \$87.4 million for the fiscal year ended June 30, 2011. Margin decreased by 80 basis points from 14.7% to 13.9% for the fiscal year ended June 30, 2012 mainly due to the effect of the Paladyne acquisition. Excluding the dilutive impact of the operating results from the Paladyne acquisition, overall margin increased by 40 basis points from 14.7% to 15.1%.

Fiscal Year 2011 Compared to Fiscal Year 2010

Revenues. Securities Processing Solutions segment's Revenues for the fiscal year ended June 30, 2011 were \$593.6 million, an increase of \$57.7 million, or 11%, compared to \$535.9 million for the fiscal year ended June 30, 2010. Revenues from Acquisitions and the Outsourcing Services Agreement constituted 84% of the \$57.7 million increase. The remaining \$9.3 million or 16% increase in revenues, were from contributions by new business and internal growth, partially offset by the carryover impact of the prior fiscal year's client losses and price concessions. Internal growth was driven by higher fixed income trade volumes.

Earnings from continuing operations before income taxes. Earnings from continuing operations before income taxes for the fiscal year ended June 30, 2011 were \$87.4 million, a decrease of \$11.9 million, or 12%, compared to \$99.3 million for the fiscal year ended June 30, 2010. Margin decreased by 380 basis points from 18.5% to 14.7% for the fiscal year ended June 30, 2011. Excluding the impact of the Outsourcing Services Agreement and the City Networks, Ltd acquisition, Earnings from continuing operations increased by \$7.3 million and overall margin improved by 120 basis points from 18.5% to 19.7%, for the fiscal year ended June 30, 2011 compared to the fiscal year ended June 30, 2010.

Other***Fiscal Year 2012 Compared to Fiscal Year 2011***

Revenues. There were no significant reportable Revenues in our Other segment for the periods presented.

Loss from continuing operations before income taxes. Loss from Continuing Operations before income taxes was \$146.8 million for the fiscal year ended June 30, 2012, an increase of \$105.5 million, compared to a \$41.3 million loss from continuing operations before income taxes for the fiscal year ended June 30, 2011. The increased loss was mainly due to the Pension Charges, net of \$74.2 million, IBM Migration costs of \$18.3 million, restructuring charges of \$6.7 million and higher interest expense on our Long-term borrowings of \$3.4 million.

Fiscal Year 2011 Compared to Fiscal Year 2010

Revenues. Other segment Revenues for the fiscal year ended June 30, 2011 were \$0.2 million, a decrease of \$2.2 million, compared to \$2.4 million for the fiscal year ended June 30, 2010 driven by one-time, non-recurring revenues during the fiscal year ended June 30, 2010.

Table of Contents

Loss from continuing operations before income taxes. Loss from continuing operations before income taxes was \$41.3 million for the fiscal year ended June 30, 2011, an increase of \$7.2 million, or 21%, compared to a \$34.1 million loss from continuing operations before income taxes for the fiscal year ended June 30, 2010. The increased loss was primarily due to IBM Migration costs incurred during the fiscal year ended June 30, 2011.

Adjusted Net Earnings from Continuing Operations

We define Adjusted net earnings from continuing operations as Net earnings from continuing operations, net of taxes excluding all items associated with Pension Charges, net, IBM Migration costs, restructuring charges and the impact of one-time tax (expense)/benefit items. Adjusted net earnings from continuing operations is not a measure defined in accordance with GAAP and should not be construed as an alternative to net income (loss), as determined in accordance with GAAP.

We use Adjusted net earnings from continuing operations as a financial measure for a number of reasons, including:

in communications with our board of directors concerning our consolidated financial performance;

we believe it is an enterprise level performance measure commonly reported and widely used by analysts and investors; and

for planning purposes, including the preparation of our annual operating budget.

We are reporting our Adjusted net earnings from continuing operations to exclude the impact of these items from our GAAP results because these items are significant and we believe this information helps our investors understand the effect of these non-recurring items on our reported results and therefore, will provide a better representation of our actual performance. Our presentation of Adjusted net earnings from continuing operations should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.

Set forth below is a reconciliation of Adjusted net earnings from continuing operations (Non-GAAP) to the comparable GAAP measure:

	Years ended June 30,		
	2012	2011	2010
	(\$ in millions)		
Adjusted net earnings from continuing operations (Non-GAAP)	\$ 198.0	\$ 175.8	\$ 217.1
Adjustments:			
Pension Charges, net	(74.2)		
IBM Migration costs	(24.6)	(6.3)	
Restructuring charges	(6.7)		
Tax impact of adjustments	39.9	2.3	
One-time tax (expense)/benefit	(7.4)		8.0
Net Earnings from continuing operations (GAAP)	\$ 125.0	\$ 171.8	\$ 225.1

Table of Contents

Set forth below is a reconciliation of Adjusted earnings per share from continuing operations (Non-GAAP) to the comparable GAAP measure:

	Years ended June 30,		
	2012	2011	2010
Adjusted diluted earnings per share from continuing operations (Non-GAAP)	\$ 1.55	\$ 1.37	\$ 1.56
Adjustments:			
Pension Charges, net	(0.58)		
IBM Migration costs	(0.19)	(0.05)	
Restructuring charges	(0.05)		
Tax impact of adjustments	0.31	0.02	
One-time tax (expense)/benefit	(0.06)		0.06
Diluted earnings per share from continuing operations (GAAP)	\$ 0.98	\$ 1.34	\$ 1.62

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

At June 30, 2012 and 2011, Cash and cash equivalents were \$320.5 million and \$241.5 million, respectively. Total stockholders' equity was \$850.5 million and \$797.3 million at June 30, 2012 and 2011, respectively. At June 30, 2012, net working capital was \$367.1 million, compared to \$(31.3) million at June 30, 2011. At the current time, and in future periods, we expect cash generated by our operations, together with existing cash, cash equivalents, marketable securities and borrowings from the capital markets, to be sufficient to cover cash needs for working capital, capital expenditures, strategic acquisitions, dividends and common stock repurchases. We do not rely on short-term borrowings to meet our liquidity needs.

As of June 30, 2012, \$111.4 million of the \$320.5 million of cash and cash equivalents was held by our foreign subsidiaries. If these funds are needed for our operations in the U.S., we would be required to accrue and pay U.S. taxes to repatriate these funds. However, our current plans do not demonstrate a need to repatriate them to fund our U.S. operations.

On March 29, 2007, the Company entered into a \$1,190.0 million senior unsecured credit facility, consisting of a \$440.0 million five-year term loan, a \$500.0 million five-year revolving credit facility and a \$250.0 million one-year revolving credit facility. In May 2007, the Company refinanced the \$250.0 million one-year revolving credit facility through an offering of \$250.0 million of 6.125% Senior Notes discussed below. Borrowings under the five-year term loan facility bore interest at LIBOR plus 40 to 90 basis points based on debt ratings at the time of the borrowing. The five-year term loan facility was subject to interest at LIBOR plus 40 basis points as of June 30, 2011. Borrowings under the five-year revolving credit facility bore interest at LIBOR plus 27 to 75 basis points based on debt ratings and the utilization percentage of the facility at the time of the borrowing. At June 30, 2011, the Company had outstanding borrowings of \$200.0 million on the five-year revolving credit facility and \$200.0 million on the five-year term loan facility.

On September 22, 2011, the Company entered into a \$990.0 million senior unsecured credit facility, consisting of a \$490.0 million five-year term loan facility (the Fiscal 2012 Term Loan) and a \$500.0 million five-year revolving credit facility (the Fiscal 2012 Revolving Credit Facility) (collectively the Fiscal 2012 Credit Facilities). Borrowings under the Fiscal 2012 Term Loan and Fiscal 2012 Revolving Credit Facility bear interest at LIBOR plus 125 basis points. The Fiscal 2012 Revolving Credit Facility also has an annual facility fee equal to 15 basis points, on the unused portion of the facility. The Company incurred \$3.0 million in debt issuance costs to establish the Fiscal 2012 Credit Facilities, of which \$0.1 million of these costs were expensed as incurred and \$2.9 million of these costs have been capitalized in Other non-current assets in the Consolidated Balance Sheets and will be amortized to interest expense on a straight-line basis, which approximates the effective interest method, over the terms of these facilities. At June 30, 2012, \$0.4 million had been amortized related to the Fiscal 2012 Credit Facilities.

Table of Contents

The Company used a portion of the Fiscal 2012 Term Loan proceeds to repay \$200.0 million of outstanding borrowing under the previous five-year term loan and \$200.0 million of outstanding borrowing under the previous five-year revolving credit facility. The previous five-year term loan facility and the previous five-year revolving credit facility both had expiration dates of March 2012 and were cancelled upon repayment in September 2011. The weighted-average interest rate on the previous five-year term loan facility was 0.65% and 0.77% for the fiscal years ended June 30, 2012 and 2011, respectively. The weighted-average interest rate on the previous five-year revolving credit facility was 0.51% and 0.57% for the fiscal years ended June 30, 2012 and 2011, respectively.

The Fiscal 2012 Term Loan contains a repayment schedule that requires the Company to make minimum principal repayments on the loan of \$12.3 million, on a quarterly basis, commencing with the first payment due by March 31, 2013, and the final payment due by June 30, 2016, for a total repayment of \$171.5 million before the balance of the loan becomes due in September 2016.

During the fiscal year ended June 30, 2012, the Company repaid \$90.0 million of the \$490.0 million of borrowings under the Fiscal 2012 Term Loan. Under the terms of the Fiscal 2012 Term Loan agreement, any prepayment of a term borrowing shall be applied to reduce the subsequent scheduled repayment, in direct order of maturity, with no prepayment penalty. At June 30, 2012, the Company had met the repayment requirements on the Fiscal 2012 Term Loan through September 30, 2014. Under the terms of the Fiscal 2012 Term Loan agreement, as a portion of the outstanding borrowing is paid down, the total borrowing capacity is reduced commensurately, leaving a borrowing capacity of \$400.0 million at June 30, 2012. The weighted-average interest rate on the Fiscal 2012 Term Loan was 1.54% for the fiscal year ended June 30, 2012.

The Fiscal 2012 Credit Facilities are subject to covenants, including financial covenants consisting of a leverage ratio and an interest coverage ratio. At June 30, 2012, the Company is not aware of any instances of any non-compliance with the financial covenants of the Fiscal 2012 Credit Facilities.

In May 2007, the Company completed an offering of \$250.0 million in aggregate principal amount of senior notes (the Senior Notes). The Senior Notes will mature on June 1, 2017 and bear interest at a rate of 6.125% per annum. Interest on the Senior Notes is payable semi-annually in arrears on June 1 and December 1 of each year. The Senior Notes were issued at a price of 99.1% (effective yield to maturity of 6.251%). The indenture governing the Senior Notes contains certain covenants including covenants restricting the Company's ability to create or incur liens securing indebtedness for borrowed money and to enter into certain sale-leaseback transactions. At June 30, 2012, the Company is not aware of any instances of non-compliance with the financial covenants of the indenture governing the Senior Notes. The indenture also contains covenants regarding the purchase of the Senior Notes upon a change of control triggering event. The Senior Notes are senior unsecured obligations of the Company and rank equally with our other senior indebtedness. The Company may redeem the Senior Notes in whole or in part at any time before their maturity. The Company incurred \$1.9 million in debt issuance costs to establish the Senior Notes. These costs have been capitalized and will be amortized to interest expense on a straight-line basis, which approximates the effective interest method, over the ten-year term. At June 30, 2012, \$0.8 million had been amortized related to the Senior Notes. The fair value of the fixed-rate Senior Notes at June 30, 2012 was \$137.6 million based on quoted market prices.

Please refer to Note 13, Borrowings to our Consolidated Financial Statements under Item 8 of Part II of this Annual Report on Form 10-K for a more detailed discussion.

Based upon current and anticipated levels of operation, we believe that our cash on hand and cash flow from operations, combined with borrowings available under the credit facility, will be sufficient to enable us to meet our current and anticipated cash operating requirements, capital expenditures, and working capital needs. Please refer to the discussion of cash flows used in financing activities in the following section for further discussion of our financing activities.

Table of Contents

Cash Flows

Net cash flows provided by operating activities were \$290.6 million for the fiscal year ended June 30, 2012 compared to \$190.9 million during the fiscal year ended June 30, 2011. The increase is primarily due to a decrease in working capital driven by reductions in accounts receivable due to improved collections and lower payables and accruals consistent with the seasonality of our business, which were partially offset by higher deferred costs driven by our client conversions activity and the IBM Migration costs.

Net cash flows used in investing activities for the fiscal year ended June 30, 2012 were \$110.5 million, a decrease of \$230.3 million, compared to \$340.8 million of net cash flows used in investing activities for the fiscal year ended June 30, 2011. The decrease reflects lower spending of \$221.1 million on acquisitions during the fiscal year ended June 30, 2012, compared to the fiscal year ended June 30, 2011.

Net cash flows used in financing activities for the fiscal year ended June 30, 2012 were \$88.7 million, an increase of \$43.4 million, compared to \$45.3 million of net cash flows used in financing activities for the fiscal year ended June 30, 2011. The increased use of cash in the fiscal year ended June 30, 2012 primarily reflects a decrease of \$202.9 million of net proceeds from borrowings, after debt repayment and borrowing costs, in the fiscal year ended June 30, 2012 compared to the fiscal year ended June 30, 2011, offset by a decrease in purchases of common stock of \$170.5 million in the fiscal year ended June 30, 2012 versus the fiscal year ended June 30, 2011.

Income Taxes

Before the spin-off from our former parent company Automatic Data Processing, Inc. (ADP), the Company's taxable income was included in separate income tax returns filed with the appropriate taxing jurisdictions, except for U.S. federal and certain state and foreign jurisdictions in which the Company's taxable income is included in the income tax returns of ADP or an ADP affiliate. Subsequent to the spin-off, the Company files its own U.S. federal, state and foreign returns.

The provision for income taxes is computed as if the Company filed on a combined stand-alone or separate tax return basis, as applicable. The provision for income taxes does not reflect the Company's inclusion in the tax returns of ADP or an ADP affiliate. Certain income taxes of the Company were paid by ADP or an ADP affiliate on behalf of the Company.

The Company, headquartered in the U.S., is routinely examined by the IRS as part of the IRS U.S. federal income tax audit of ADP and is also routinely examined by the tax authorities in the U.S. states and foreign countries in which it conducts business. The tax years under audit examination vary by tax jurisdiction. With respect to U.S. federal income taxes, the Company was a member of the ADP U.S. federal income tax consolidated group through March 30, 2007. As a member of the ADP U.S. federal income tax consolidation, the Company is included in any IRS examination of ADP for periods up to and including March 30, 2007. ADP and the Company are currently under IRS audit for the fiscal year ended June 30, 1998 through the fiscal year ended June 30, 2002 which was substantially completed in fiscal year 2009. In addition, the IRS is conducting an examination of fiscal years 2003 through 2007. As a member of the ADP U.S. federal income tax consolidated group and pursuant to a tax allocation agreement between the Company and ADP, the U.S. federal income tax payable of the Company for the period ended March 30, 2007, will be assumed by ADP. In addition, any items of income or expense successfully challenged by the IRS attributable to the business operations of the Company for tax periods ended March 30, 2007 or earlier, will be tax liabilities assumed by ADP.

Correspondingly, any items of income or expense attributable to the business operations of the Company for tax periods ended March 30, 2007 or earlier, which are settled favorably with the IRS by ADP will remain with ADP. Accordingly, the Company has not established any tax reserves or tax assets with respect to U.S. federal income taxes for the tax period ended March 30, 2007.

The tax allocation agreement between the Company and ADP also extends to the Company's U.S. state income tax and most foreign income tax liabilities and tax assets. Thus, for any foreign or U.S. state income tax

Table of Contents

liabilities or tax assets relating to tax periods ended March 30, 2007 or earlier attributable to the Company's business operations, depending on the tax jurisdiction, ADP will either make payments directly to the appropriate tax authorities or reimburse the Company for tax payments the Company made to the tax authorities that related to tax liabilities subject to the tax allocation agreement to the extent that such tax liabilities are in excess of amounts provided for in respect of such income taxes on the Consolidated Balance Sheet of the Company including the Notes thereto, as of June 30, 2012. Similarly, to the extent that there are any tax refunds attributable to the Company's business operations in a particular tax jurisdiction for the period ended March 30, 2007 or earlier, ADP will either receive such refund directly from the appropriate tax authorities or receive reimbursement from the Company for the refund received by the Company that is subject to the tax allocation agreement.

The Company regularly considers the likelihood of assessments in each of the jurisdictions resulting from examinations. To the extent the Company determines it has potential tax assessment in particular tax jurisdictions and that such assessments are not covered by the tax allocation agreement, the Company has established tax reserves which it believes are adequate in relation to the potential assessments. Once established, reserves are adjusted when there is more information available, when an event occurs necessitating a change to the reserves or the statute of limitations for the relevant taxing authority to examine the tax position has expired. The resolution of tax matters should not have a material effect on the financial condition of the Company or on the Company's Consolidated Statements of Earnings for a particular future period.

Defined Benefit Pension Plans

The Company sponsors a Supplemental Officer Retirement Plan (the Broadridge SORP). The Broadridge SORP is a defined benefit plan pursuant to which the Company will pay supplemental pension benefits to certain key officers upon retirement based upon the officers' years of service and compensation. The amount charged to expense for the Broadridge SORP was \$2.4 million, \$1.6 million and \$1.2 million during the fiscal years ended June 30, 2012, 2011 and 2010, respectively. The Broadridge SORP is currently unfunded, and the benefit obligation under this plan was \$15.7 million, \$11.1 million and \$7.6 million at June 30, 2012, 2011 and 2010, respectively.

The Company also sponsors a Supplemental Executive Retirement Plan (the Broadridge SERP). The Broadridge SERP is a defined benefit plan pursuant to which the Company will pay supplemental pension benefits to certain key executives upon retirement based upon the executives' years of service and compensation. The amount charged to expense for the Broadridge SERP was \$0.3 million, \$0.2 million and \$0.2 million during the fiscal years ended June 30, 2012, 2011 and 2010, respectively. The Broadridge SERP is currently unfunded, and the benefit obligation under this plan was \$1.3 million, \$0.6 million and \$0.3 million at June 30, 2012, 2011 and 2010, respectively.

Other Post-retirement Benefit Plan

The Company sponsors an Executive Retiree Health Insurance Plan. It 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, based upon the retirees' age and years of service, until they reach the age of 65. The amount charged to expense under this plan was \$0.3 million, \$0.4 million and \$0.4 million during the fiscal years ended June 30, 2012, 2011 and 2010, respectively. The plan is currently unfunded, and the benefit obligation under this plan was \$2.8 million, \$3.1 million and \$3.0 million at June 30, 2012, 2011 and 2010, respectively.

Table of Contents**Contractual Obligations**

The following table summarizes our contractual obligations to third parties as of June 30, 2012 and the effect such obligations are expected to have on our liquidity and cash flows in future periods:

	Total	Payments Due by Period			After 5 Years
		Less than 1 Year	1-3 Years (in millions)	4-5 Years	
Debt(1)	\$ 524.4	\$	\$ 32.5	\$ 491.9	\$
Operating lease and software licenses(2)	139.9	40.4	47.7	33.3	18.5
Purchase obligations(3)	558.9	69.4	119.1	115.3	255.1
Uncertain tax positions(4)	4.9		4.9		
Total	\$ 1,228.1	\$ 109.8	\$ 204.2	\$ 640.5	\$ 273.6

- (1) These amounts represent the principal repayments of Long-term debt and are included on our Consolidated Balance Sheets. As of June 30, 2012, we had \$524.4 million of outstanding debt consisting of \$400.0 million of a term loan facility and \$124.4 million in Senior Notes. See Note 13, Borrowings to our Consolidated Financial Statements under Item 8 of Part II of this Annual Report on Form 10-K for additional information about our Borrowings and related matters. Excludes future cash payments related to interest expense as the term loan facility is variable rate and the interest payments will ultimately be determined by the rates in effect during each period.
- (2) Included in these amounts are various facilities and equipment leases and software license agreements. We enter into operating leases in the normal course of business relating to facilities and equipment, as well as the licensing of software. The majority of our lease agreements have fixed payment terms based on the passage of time. Certain facility and equipment leases require payment of maintenance and real estate taxes and contain escalation provisions based on future adjustments in price indices. Our future operating lease obligations could change if we exit certain contracts and if we enter into additional operating lease agreements.
- (3) Purchase obligations primarily relate to payments to ADP related to a data center outsourcing services agreement that expires in August 2012, payments to IBM related to the IT Services Agreement entered into in March 2010 that expires in June 2022, and purchase and maintenance agreements on our software, equipment and other assets.
- (4) Due to the uncertainty related to the timing of the reversal of uncertain tax positions, only the uncertain tax benefit related to a transfer pricing settlement has been provided in the table above. The Company is unable to make reasonably reliable estimates related to the timing of the remaining unrecognized tax benefits expected to be paid. See Note 16, Income Taxes to our Consolidated Financial Statements under Item 8 of Part II of this Annual Report on Form 10-K for further detail.

The Company entered into a data center outsourcing services agreement with ADP before its spin-off from ADP in March 2007 under which ADP provided the Company with data center services consistent with the services provided to the Company immediately before the spin-off, provided that the operation of the data center is the sole responsibility of ADP. Among the principal services provided by the data center are information technology services and service delivery network services. The agreement with ADP provided for increasing volumes and the addition of new services over the term. Under the agreement, ADP was responsible for hosting the mainframe, midrange, open systems, and networks. Additionally, systems engineering, network engineering, hardware engineering, network operations, data center operations, application change management, and data center disaster recovery services were managed by ADP. The March 2007 agreement expired on June 30, 2012. The Company entered into a short-term extension of the agreement which expires on August 31, 2012. The

Table of Contents

Company expects to incur \$6.3 million in costs in connection with the services to be provided during this term extension. For the fiscal years ended June 30, 2012, 2011 and 2010, the Company recorded expenses of \$111.4 million, \$110.4 million and \$104.8 million, respectively, in the Consolidated Statements of Earnings related to the March 2007 agreement.

In March 2010, the Company and International Business Machines Corporation (IBM) entered into an Information Technology Services Agreement (the IT Services Agreement), under which IBM is providing certain aspects of the Company s information technology infrastructure that are currently provided under a data center outsourcing services agreement with ADP. Under the IT Services Agreement, IBM provides a broad range of technology services to the Company including supporting its mainframe, midrange, server, network and data center operations, as well as providing disaster recovery services. The Company has the option of incorporating additional services into the agreement over time. The migration of the data center processing from ADP to IBM was substantially completed in June 2012, and is expected to be complete by August 31, 2012. The IT Services Agreement expires on June 30, 2022. The Company has the right to renew the initial term of the IT Services Agreement for up to one additional 12-month term. Commitments remaining under this agreement are \$552.6 million through fiscal year 2022, the final year of the contract. For the fiscal years ended June 30, 2012 and 2011, the Company recorded expenses of \$24.6 million and \$6.3 million, respectively, in the Consolidated Statements of Earnings related to this agreement. The Company capitalized \$47.0 million and \$5.7 million of costs related to the build out of the IBM data center in Other non-current assets in fiscal years 2012 and 2011, respectively.

Other Commercial Commitments

Immediately before the separation from ADP, certain of the Company s foreign subsidiaries established unsecured, uncommitted lines of credit with banks. These lines of credit bear interest at a rate equal to LIBOR plus 250 basis points. There were no outstanding borrowings under these lines of credit at June 30, 2012.

Off-Balance Sheet Arrangements

It is not the Company s business practice to enter into off-balance sheet arrangements. However, the Company is exposed to market risk from changes in foreign currency exchange rates that could impact its financial position, results of operations, and cash flows. The Company manages its exposure to these market risks through its regular operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments. The Company uses derivative financial instruments as risk management tools and not for trading purposes. The Company was not a party to any derivative financial instruments at June 30, 2012, 2011 and 2010. In the normal course of business, the Company also enters into contracts in which it makes representations and warranties that relate to the performance of the Company s products and services. The Company does not expect any material losses related to such representations and warranties, or collateral arrangements.

NEW ACCOUNTING PRONOUNCEMENTS

Please refer to Note 2, Summary of Significant Accounting Policies Q. New Accounting Pronouncements to our Consolidated Financial Statements under Item 8 of Part II of this Annual Report on Form 10-K for a discussion on the impact of the adoption of new accounting pronouncements.

Table of Contents

ITEM 7A. Quantitative and Qualitative Disclosures About Market Risk

As of June 30, 2012, \$400.0 million of our total \$524.4 million in debt outstanding is based on floating interest rates. Our term loan facility had a balance outstanding of \$400.0 million as of June 30, 2012. The interest rate is based on LIBOR plus 125 basis points. The weighted-average interest rate was 1.54% as of June 30, 2012. Our revolving credit facility had a balance outstanding of zero as of June 30, 2012. The interest rate is based on LIBOR plus 125 basis points.

Our operations outsourcing and mutual fund processing services are performed by registered broker-dealers. As registered broker-dealers and members of FINRA, they are subject to regulations concerning many aspects of their business, including trade practices, capital requirements, record retention, money laundering prevention, the protection of customer funds and customer securities, and the supervision of the conduct of directors, officers and employees. A failure to comply with any of these laws, rules or regulations could result in censure, fine, the issuance of cease-and-desist orders, or the suspension or revocation of SEC or FINRA authorization granted to allow the operation of their businesses or disqualification of their directors, officers or employees. In addition, as registered broker-dealers, they are required to participate in the Securities Investor Protection Corporation (SIPC) for the benefit of customers. In addition, MG Trust Company, LLC (MG Trust), a subsidiary of Matrix, is a Colorado State non-depository trust company whose primary business is to provide cash agent, custodial and directed or non-discretionary trust services to institutional customers. MG Trust operates pursuant to the rules and regulations of the Colorado Division of Banking.

Table of Contents

ITEM 8. Financial Statements and Supplementary Data

INDEX TO FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULE

Consolidated Financial Statements

<u>Report of Independent Registered Public Accounting Firm</u>	53
<u>Consolidated Statements of Earnings for the Fiscal Years Ended June 30, 2012, 2011, and 2010</u>	55
<u>Consolidated Balance Sheets as of June 30, 2012 and 2011</u>	56
<u>Consolidated Statements of Cash Flows for the Fiscal Years Ended June 30, 2012, 2011, and 2010</u>	57
<u>Consolidated Statements of Stockholders' Equity for the Fiscal Years Ended June 30, 2012, 2011, and 2010</u>	58
<u>Notes to Consolidated Financial Statements</u>	59

Financial Statement Schedule

<u>Schedule II Valuation and Qualifying Accounts</u>	87
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Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of

Broadridge Financial Solutions, Inc.

1981 Marcus Avenue

Lake Success, NY 11042

We have audited the accompanying consolidated balance sheets of Broadridge Financial Solutions, Inc. and subsidiaries (the Company) as of June 30, 2012 and 2011, and the related consolidated statements of earnings, stockholders' equity, and cash flows for each of the three years in the period ended June 30, 2012. Our audits also included the financial statement schedule listed in the Index at Item 15. We also have audited the Company's internal control over financial reporting as of June 30, 2012, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these financial statements and financial statement schedule and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Table of Contents

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Broadridge Financial Solutions, Inc. and subsidiaries as of June 30, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended June 30, 2012, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 30, 2012, based on the criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

/s/ DELOITTE & TOUCHE LLP

New York, New York

August 9, 2012

Table of Contents**Broadridge Financial Solutions, Inc.****Consolidated Statements of Earnings****(In millions, except per share amounts)**

	Years ended June 30,		
	2012	2011	2010
Revenues	\$ 2,303.5	\$ 2,166.9	\$ 2,209.2
Cost of revenues	1,715.1	1,617.1	1,616.4
Selling, general and administrative expenses	299.9	270.0	241.6
Impairment and other charges, net	74.2		
Other expenses, net	13.4	10.1	9.1
Total expenses	2,102.6	1,897.2	1,867.1
Earnings from continuing operations before income taxes	200.9	269.7	342.1
Provision for income taxes	75.9	97.9	117.0
Net earnings from continuing operations	125.0	171.8	225.1
Loss from discontinued operations, net of tax benefit	(1.4)	(2.2)	(35.1)
Net earnings	\$ 123.6	\$ 169.6	\$ 190.0
Basic earnings per share:			
Basic earnings per share from continuing operations	\$ 1.01	\$ 1.38	\$ 1.66
Basic loss per share from discontinued operations	(0.01)	(0.02)	(0.26)
Basic earnings per share	\$ 1.00	\$ 1.36	\$ 1.40
Diluted earnings per share:			
Diluted earnings per share from continuing operations	\$ 0.98	\$ 1.34	\$ 1.62
Diluted loss per share from discontinued operations	(0.01)	(0.02)	(0.25)
Diluted earnings per share	\$ 0.97	\$ 1.32	\$ 1.37
Weighted-average shares outstanding:			
Basic	124.1	124.8	135.9
Diluted	127.5	128.3	139.1
Dividends declared per common share	\$ 0.64	\$ 0.60	\$ 0.56

See notes to consolidated financial statements.

Table of Contents**Broadridge Financial Solutions, Inc.****Consolidated Balance Sheets****(In millions, except per share amounts)**

	June 30, 2012	June 30, 2011
Assets		
Current assets:		
Cash and cash equivalents	\$ 320.5	\$ 241.5
Accounts receivable, net of allowance for doubtful accounts of \$6.5 and \$2.0, respectively	370.7	406.6
Other current assets	86.2	103.3
 Total current assets	 777.4	 751.4
Property, plant and equipment, net	79.0	83.1
Goodwill	780.0	735.6
Intangible assets, net	143.3	147.2
Other non-current assets	207.9	186.7
 Total assets	 \$ 1,987.6	 \$ 1,904.0
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 102.2	\$ 119.0
Short-term borrowings		400.0
Accrued expenses and other current liabilities	260.6	230.3
Deferred revenues	47.5	33.4
 Total current liabilities	 410.3	 782.7
Long-term debt	524.4	124.3
Deferred taxes	63.2	71.3
Deferred revenues	38.3	47.3
Other non-current liabilities	100.9	81.1
 Total liabilities	 1,137.1	 1,106.7
Commitments and contingencies (Note 17)		
Stockholders' equity:		
Preferred stock: Authorized, 25.0 shares; issued and outstanding, none		
Common stock, \$0.01 par value: Authorized, 650.0 shares; issued, 152.9 and 149.6 shares at June 30, 2012 and 2011, respectively; outstanding, 124.8 and 123.7 shares at June 30, 2012 and 2011, respectively	1.5	1.5
Additional paid-in capital	739.4	667.4
Retained earnings	686.1	642.2
Treasury stock, at cost: 28.1 and 25.9 shares at June 30, 2012 and 2011, respectively	(580.0)	(529.9)
Accumulated other comprehensive income	3.5	16.1
 Total stockholders' equity	 850.5	 797.3
 Total liabilities and stockholders' equity	 \$ 1,987.6	 \$ 1,904.0

See notes to consolidated financial statements.

Table of Contents**Broadridge Financial Solutions, Inc.****Consolidated Statements of Cash Flows****(In millions)**

	Years ended June 30,		
	2012	2011	2010
Cash Flows From Operating Activities			
Net earnings	\$ 123.6	\$ 169.6	\$ 190.0
Adjustments to reconcile Net earnings to net cash flows provided by operating activities:			
Loss from discontinued operations, net of tax	1.4	2.2	35.1
Depreciation and amortization	51.0	43.1	36.8
Amortization of acquired intangibles	22.2	14.3	4.5
Amortization of other assets	18.8	14.9	15.7
Deferred income taxes	(8.4)	12.8	3.4
Stock-based compensation expense	28.3	30.0	27.3
Excess tax benefits from the issuance of stock-based compensation awards	(3.9)	(2.1)	(0.2)
Impairment of available for sale securities and other non-current assets	69.1		
Other	3.0	(5.4)	1.1
Changes in operating assets and liabilities:			
Current assets and liabilities:			
(Increase) decrease in Accounts receivable, net	34.7	(39.8)	27.8
Decrease in Other current assets	23.3	8.0	4.2
(Decrease) increase in Accounts payable	(12.4)	8.5	9.9
(Decrease) increase in Accrued expenses and other current liabilities	35.2	(16.0)	7.8
(Decrease) increase in Deferred revenues	(8.9)	(11.4)	0.1
Non-current assets and liabilities:			
Increase in Other non-current assets	(106.5)	(61.5)	(10.9)
Increase in Other non-current liabilities	20.1	23.7	7.5
Net cash flows provided by operating activities of continuing operations	290.6	190.9	360.1
Cash Flows From Investing Activities			
Capital expenditures	(33.8)	(29.2)	(42.7)
Purchases of intangibles	(12.9)	(18.1)	(10.4)
Sale of available for sale securities	2.1		
Acquisitions, net of cash acquired	(72.4)	(293.5)	(35.2)
Other investing activities	6.5		
Net cash flows used in investing activities of continuing operations	(110.5)	(340.8)	(88.3)
Cash Flows From Financing Activities			
Proceeds from Short-term borrowings		240.0	
Proceeds from issuance of Long-term debt	490.0		
Payment on Short-term borrowings	(400.0)	(40.0)	
Payment on Long-term debt	(90.0)		
Dividends paid	(78.1)	(74.8)	(66.6)
Proceeds from exercise of stock options	43.6	47.8	57.2
Purchases of Treasury stock	(51.6)	(222.1)	(268.9)
Other financing transactions	(3.6)	1.7	
Cost related to issuance of Long-term debt	(2.9)		
Excess tax benefit from the issuance of stock-based compensation awards	3.9	2.1	0.2
Net cash flows used in financing activities of continuing operations	(88.7)	(45.3)	(278.1)
Cash flows from discontinued operations:			
Net cash flows (used in) provided by operating activities	(6.4)	23.4	133.5
Net cash flows (used in) provided by financing activities		(7.2)	4.4

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Net cash flows (used in) provided by discontinued operations	(6.4)	16.2	137.9
Effect of exchange rate changes on Cash and cash equivalents	(6.0)	7.9	0.1
Net change in Cash and cash equivalents	79.0	(171.1)	131.7
Cash and cash equivalents, beginning of fiscal year	241.5	412.6	173.4
Cash and cash equivalents of discontinued operations, beginning of fiscal year			107.5
Cash and cash equivalents, end of fiscal year	\$ 320.5	\$ 241.5	\$ 412.6
Supplemental disclosure of cash flow information:			
Cash payments made for interest	\$ 13.8	\$ 9.7	\$ 11.1
Cash payments made for income taxes	\$ 71.1	\$ 58.4	\$ 107.9
Non-cash operating activities:			
Non-cash obligation assumed from sale of discontinued operations	\$	\$	\$ 21.6
Non-cash investing and financing activities:			
Property, plant and equipment included in accrued expenses	\$ 1.9	\$ 3.1	\$ 4.3
Consideration received as part of the sale of discontinued operations	\$	\$	\$ 33.1
Purchases of treasury stock excluded from accrued expenses	\$	\$ 1.5	\$ 21.3
Dividends payable	\$ 1.6	\$	\$ 8.8

See notes to consolidated financial statements.

Table of Contents**Broadridge Financial Solutions, Inc.****Consolidated Statements of Stockholders' Equity**

(In millions, except per share amounts)

	Common Stock		Additional Paid-In Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total Stockholders Equity
	Shares	Amount					
Balances, July 1, 2009	141.8	\$ 1.4	\$ 505.9	\$ 432.3	\$ (37.5)	\$ 6.9	\$ 909.0
Comprehensive income:							
Net earnings				190.0			
Foreign currency translation adjustments						(7.5)	
Pension and postretirement liability adjustment, net of taxes of \$0.5						(0.8)	
Total comprehensive income							181.7
Stock plans and related tax benefits	4.1	0.1	53.8				53.9
Stock-based compensation			28.1				28.1
Treasury stock acquired (14.2 shares)					(290.2)		(290.2)
Common stock dividends (\$0.56 per share)				(75.4)			(75.4)
Balances, June 30, 2010	145.9	1.5	587.8	546.9	(327.7)	(1.4)	807.1
Comprehensive income:							
Net earnings				169.6			
Foreign currency translation adjustments						20.7	
Pension and postretirement liability adjustment, net of taxes of \$0.7						(1.1)	
Unrealized loss on available-for-sale securities, net of taxes of \$1.3						(2.1)	
Total comprehensive income							187.1
Stock plans and related tax benefits	3.7		49.8				49.8
Stock-based compensation			29.8				29.8
Treasury stock acquired (9.2 shares)					(202.2)		(202.2)
Common stock dividends (\$0.60 per share)				(74.3)			(74.3)
Balances, June 30, 2011	149.6	1.5	667.4	642.2	(529.9)	16.1	797.3
Comprehensive income:							
Net earnings				123.6			
Foreign currency translation adjustments						(13.8)	
Pension and postretirement liability adjustment, net of taxes of \$0.8						(1.1)	
Unrealized loss on available-for-sale securities, net of taxes of \$2.6						(4.5)	
Reclassification adjustment for other-than temporary impairment included in net income, net of taxes of \$(4.0)						6.8	
Total comprehensive income							111.0
Stock plans and related tax benefits	3.3		43.7				43.7
Stock-based compensation			28.3				28.3
Treasury stock acquired (2.2 shares)					(50.1)		(50.1)
Common stock dividends (\$0.64 per share)				(79.7)			(79.7)

Balances, June 30, 2012