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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 25, 2008

BROADRIDGE FINANCIAL SOLUTIONS, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation)

001-33220

(Commission file number)

33-1151291

(I.R.S. Employer Identification No.)

**1981 Marcus Avenue
Lake Success, New York 11042**
(Address of principal executive offices)

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

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 25, 2008, the Compensation Committee (the “Committee”) of the Board of Directors of Broadridge Financial Solutions, Inc. (the “Company”) approved special stock option grants under the Company’s 2007 Omnibus Award Plan to certain of the Company’s corporate officers. The special stock option grants to the Company’s principal executive officer, principal financial officer and two of the most highly compensated executive officers of the Company were as follows:

<u>Corporate Officer</u>	<u>Number of Shares Underlying Options</u>	<u>Exercise Prices</u>
Richard J. Daly Chief Executive Officer	600,000	200,000 @ CP ¹ 200,000 @ 110% of CP 200,000 @ 120% of CP
Dan Sheldon Vice President, Chief Financial Officer	170,000	56,666 @ CP 56,667 @ 110% of CP 56,667 @ 120% of CP
John Hogan President and Chief Operating Officer	360,000	120,000 @ CP 120,000 @ 110% of CP 120,000 @ 120% of CP
Joseph Barra Vice President, Clearing and Outsourcing Solutions	125,000	41,666 @ CP 41,667 @ 110% of CP 41,667 @ 120% of CP

1. The closing price of Broadridge’s common stock on the date of grant, which was \$18.97 per share.

All of the stock option grants have a 10-year term, subject to earlier expiration upon the occurrence of certain events. In order to recognize the entire accounting charge relating to these grants in the current fiscal year as well as to encourage the direct ownership of the Company’s shares, each stock option will become fully vested four months from the grant date, subject to the officer’s continued service through such date. The FAS 123(R) accounting charge relating to these grants will be approximately \$13 million.

These grants were made following the Committee’s review of peer group data on officer share ownership levels and determination that the level of ownership of the Company’s shares by all of the Company’s corporate officers, as a group, did not adequately align their interests with those of the Company’s stockholders. Because most of the corporate officers were not corporate officers prior to

the Company's March 2007 spin-off from Automatic Data Processing, Inc., these individuals have not had an opportunity to accumulate equity ownership in the Company through stock options and/or restricted stock grants.

As a result of the relatively low level of stock ownership as a percentage of the total outstanding shares, the Committee determined it was appropriate to increase the total ownership of Company shares by the corporate officers through a multi-year series of stock option grants. They are, and will be larger than would otherwise be granted annually had the Company been independent for a greater number of years.

The Committee's long-term goal is to have corporate officers own directly, or have granted to them in the form of stock options and restricted shares/units, five percent of all Company shares outstanding. The Committee anticipates it will take up to four years to meet this goal. In addition to the long-term ownership goal stated above, the Committee is in the process of determining appropriate share ownership guidelines so that, following the vesting of these grants, corporate officers will own an adequate amount of Company shares to keep their individual interests aligned with those of the Company's stockholders.

Item 7.01 Regulation FD Disclosure.

The following information in this Current Report on Form 8-K, and the related statements included in Exhibit 99.1 attached hereto, is being furnished under Item 7.01 and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), or otherwise subject to the liability of such section, nor shall it be deemed incorporated by reference in any filing of the Company under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing.

On February 25, 2008, the Company issued a press release announcing the approval of the issuance of stock option grants to certain corporate officers of the Company and confirming its fiscal year 2008 financial guidance. In the press release, the Company stated that despite a higher stock compensation expense associated with the issuance of the stock option grants, there is no change to the fiscal year 2008 financial guidance communicated in the Company's earnings release of February 7, 2008, for the second quarter ended December 31, 2007. The Company confirmed its fiscal year 2008 financial guidance to be as follows: 1% - 4% revenue growth, and earnings per share before one-time transition expenses towards the higher end of the \$1.30 - \$1.40 per share range, based on diluted weighted average shares outstanding of approximately 141 million shares. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

Exhibits. The following exhibit is furnished herewith:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated February 25, 2008.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 25, 2008

BROADRIDGE FINANCIAL SOLUTIONS, INC.

By: /s/ Adam D. Amsterdam

Name: Adam D. Amsterdam

Title: Vice President, General Counsel and
Secretary



FOR IMMEDIATE RELEASE

BROADRIDGE ISSUES FOUNDER GRANTS TO CORPORATE OFFICERS

LAKE SUCCESS, NY – February 25, 2008 – Broadridge Financial Solutions, Inc. (NYSE:BR), a leading global provider of technology-based outsourcing solutions to the financial services industry, today announced that the Compensation Committee (the “Committee”) made up of independent outside directors of the Board of Directors of the Company, approved founder equity grants under the Company’s 2007 Omnibus Award Plan to certain of the Company’s corporate officers. This program is in addition to the current annual equity grant program for corporate officers. The Committee determined it was appropriate to increase the total ownership of Company shares by the corporate officers through a multi-year series of stock option grants. The Committee’s long-term goal is to have corporate officers own directly, or have granted to them in the form of stock options and restricted shares/units, five percent of all Company shares outstanding. The Committee anticipates it will take up to four years to meet this goal.

After reviewing peer group data on officer share ownership levels, the Committee determined that the level of ownership of the Company’s shares by the Company’s corporate officers did not adequately align their interest with those of the Company’s stockholders.

“We believe it is in Broadridge stockholders’ interests to have alignment between the long-term goals and objectives of management and stockholders and to encourage superior performance and long-term stability,” said Thomas E. McInerney, Chairman of the Compensation Committee of the Board of Directors.

These goals will be achieved through a combination of equity grant types:

- Fair market value stock options, where the exercise price of one-third of the options granted in any year equals the closing price of the Company’s stock on the date of grant.
- Premium-priced stock options, where the exercise price of one-third of the options granted in any year is 10% higher than the closing price of the Company’s stock on the date of the grant.
- Super Premium-priced stock options, where the exercise price of one-third of the options granted in any year is 20% higher than the closing price of the Company’s stock on the date of the grant.
- The first stock option grant will vest during fiscal year 2008 and will expire 10 years from the date of grant, subject to earlier expiration upon the occurrence of certain events.

The first of these grants totaling 2,000,000 shares underlying options was approved by the Committee on February 25, 2008, comprised of 666,662 fair market value stock options at an exercise price of \$18.97 per share (closing price of stock on grant date), 666,667 premium-priced stock options at an exercise price of \$20.87 per share (110% of fair market value stock options), and 666,671 super premium-priced stock options at an exercise price of \$22.76 per share (120% of fair market value options).

In addition to the long-term ownership goal stated above, the Committee is in the process of determining appropriate share ownership guidelines so that, following the vesting of these grants, corporate officers will own an adequate amount of Company shares to keep their individual interests aligned with those of the Company's stockholders.

Impact of Founder Equity Grants on Fiscal Year 2008 Financial Guidance

Despite a higher stock compensation expense associated with the issuance of founder equity grants, there is no change to the fiscal year 2008 financial guidance communicated in the Company's earnings release of February 7, 2008, for the second quarter ended December 31, 2007. The fiscal year 2008 financial guidance continues to be as follows: 1% - 4% revenue growth, and earnings per share before one-time transition expenses towards the higher end of the \$1.30 - \$1.40 per share range, based on diluted weighted average shares outstanding of approximately 141 million shares.

About Broadridge

Broadridge Financial Solutions, Inc., with over \$2.0 billion in revenues and more than 40 years of experience, is a leading global provider of technology-based outsourcing solutions to the financial services industry. Our systems and services include investor communication, securities processing, and clearing and outsourcing solutions. We offer advanced, integrated systems and services that are dependable, scalable and cost-efficient. 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. For more information about Broadridge, please visit www.broadridge.com.

Forward-Looking Statements

This press release and other written or oral statements made from time to time by representatives of Broadridge may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Statements that are not historical in nature, such as our fiscal 2008 financial guidance, 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. These risks and uncertainties include those risk factors discussed in Part I, "Item 1A. Risk Factors" of our Annual Report on Form 10-K for the fiscal year ended June 30, 2007 (the "2007 Annual Report"). Any forward-looking statements are qualified in their entirety by reference to the factors discussed in the 2007 Annual Report. These risks include: Broadridge's success in retaining and selling additional services to its existing clients and obtaining new clients; the pricing of Broadridge's products and services; changes in laws affecting the investor communication services provided by Broadridge; changes in laws regulating registered clearing agencies and broker-dealers; declines in trading volume, market prices, liquidity of securities markets or proprietary trading activity; Broadridge's ability to continue to obtain data center services from its former parent company, Automatic Data Processing, Inc. ("ADP"); Broadridge's debt levels and financing costs, including the impact of its credit ratings on such costs; the ability of Broadridge to develop brand recognition and its reputation with its clients and employees following its separation from ADP in March 2007; the incurrence of additional costs attributable to Broadridge's operations as a stand-alone public company; Broadridge's ability to continue to obtain transitional services from ADP for up to one year from the date of Broadridge's March 2007 spin-off from ADP; changes in technology; availability of skilled technical employees; the impact of new acquisitions and divestitures; competitive conditions; and overall market and economic conditions.

Broadridge disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Contact Information

Investors:

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