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

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): May 15, 2008**

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**BROADRIDGE FINANCIAL SOLUTIONS, INC.**

(Exact name of registrant as specified in its charter)

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**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)

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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 2.02 Results of Operations and Financial Condition.**

On May 15, 2008, Broadridge Financial Solutions, Inc. (the “Company”) posted key statistics of its Investor Communication Solutions, Securities Processing Solutions and Clearing and Outsourcing Solutions businesses for the fiscal quarter ended March 31, 2008 on the Company’s website at [www.broadridge.com](http://www.broadridge.com) in the Investor Relations section. A copy of the statistics is attached hereto as Exhibit 99.1.

**Item 7.01 Regulation FD Disclosure.**

On May 15, 2008, the Company posted the services definitions referenced in the Investor Communication Solutions statistics included in Exhibit 99.1 hereto on the Company’s website at [www.broadridge.com](http://www.broadridge.com) in the Investor Relations section. A copy of the definitions is attached hereto as Exhibit 99.2.

**Item 9.01. Financial Statements and Exhibits.**

Exhibits. The following exhibits are furnished herewith:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Key Statistics for the Fiscal Quarter ended March 31, 2008
99.2	Investor Communication Solutions Segment-Services Definitions

**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: May 15, 2008

BROADRIDGE FINANCIAL SOLUTIONS, INC.

By: /s/ Dan Sheldon

Name: Dan Sheldon

Title: Vice President, Chief Financial Officer

**Broadridge Financial Solutions, Inc.**  
**Investor Communication Solutions**  
**Key Statistics**  
*(volume and \$ in millions)*

**Legend:**Type

RC = Recurring- Low Volatility

ED = Event-Driven- High Volatility

		3Q07	3Q08	Type
<b>Proxy</b>	<b>Equities</b>	<b>\$ 47.5</b>	<b>\$ 42.9</b>	<b>RC</b>
	<i>Stock Record Position Growth</i>	-0.9 %	-0.1 %	
	<i>Pieces</i>	25.3	23.8	
	<b>Mutual Funds</b>	<b>\$ 31.1</b>	<b>\$ 29.4</b>	<b>ED</b>
	<i>Pieces</i>	20.8	35.8	
	<b>Contests/Specials</b>	<b>\$ 15.0</b>	<b>\$ 3.5</b>	<b>ED</b>
	<i>Pieces</i>	7.0	2.1	
	<b>Total Proxy</b>	<b>\$ 93.6</b>	<b>\$ 75.8</b>	
	<i>Total Pieces</i>	53.1	61.7	
<b>Interims</b>	<b>Mutual Funds (Annual/Semi-Annual Reports/Annual Prospectuses)</b>	<b>\$ 54.6</b>	<b>\$ 60.9</b>	<b>RC</b>
	<i>Position Growth</i>	7.1 %	8.8 %	
	<i>Pieces</i>	100.3	112.7	
	<b>Mutual Funds (Supplemental Prospectuses) &amp; Other</b>	<b>\$ 41.6</b>	<b>\$ 64.7</b>	<b>ED</b>
	<i>Pieces</i>	88.8	106.3	
	<b>Total Interims</b>	<b>\$ 96.2</b>	<b>\$ 125.6</b>	
	<i>Total Pieces</i>	189.1	219.0	
<b>Transaction Reporting</b>	<b>Transaction Reporting</b>	<b>\$ 85.0</b>	<b>\$ 80.7</b>	<b>RC</b>
<b>Fulfillment</b>	<b>Post-Sale Fulfillment</b>	<b>\$ 32.4</b>	<b>\$ 35.7</b>	<b>RC</b>
	<b>Pre-Sale Fulfillment</b>	<b>\$ 13.0</b>	<b>\$ 12.7</b>	<b>ED</b>
	<b>Total Fulfillment</b>	<b>\$ 45.4</b>	<b>\$ 48.4</b>	
<b>Other Communications</b>	<b>Other (1)</b>	<b>\$ 19.5</b>	<b>\$ 12.4</b>	<b>ED</b>
	<b>Total Net Revenue - Non-GAAP (2)</b>	<b>\$ 339.7</b>	<b>\$ 342.9</b>	
	<b>Transfer price adjustment</b>	—	—	
	<b>Total Net Revenue as reported - GAAP (2)</b>	<b>\$ 339.7</b>	<b>\$ 342.9</b>	
	<i>Distribution Fees % of Total Net Revenue- Non-GAAP</i>	54.1%	54.3%	

(1) Other includes pieces of 2.0M for 3Q08 and 4.9M for 3Q07 primarily related to corporate actions.

(2) Revenue numbers include distribution fees.

Management believes that certain Non-GAAP (generally accepted accounting principles) measures, when presented in conjunction with comparable GAAP measures provide investors a more complete understanding of Broadridge's underlying operational results. These Non-GAAP measures are indicators that management uses to provide additional meaningful comparisons between current results and prior reported results, and as a basis for planning and forecasting for future periods. These measures should be considered in addition to, and not a substitute for the measures of financial performance prepared in accordance with GAAP.

**Broadridge Financial Solutions, Inc.**  
**Securities Processing Solutions**  
**Key Statistics**  
*(\$ in millions)*

**Legend:**

Type

RC = Recurring- Low Volatility

ED = Event-Driven- High Volatility

		<u>3Q07</u>	<u>3Q08</u>	<u>Type</u>
<b>Equity</b>				
<b>Transaction-Based</b>	<b>Equity Trades</b>	<b>\$ 70.3</b>	<b>\$ 65.7</b>	<b>RC</b>
	<i>Trade Volume (Average Trades per Day in '000)</i>	<i>2,440</i>	<i>2,538</i>	
<b>Non-Transaction</b>	<b>Other Equity Services</b>	<b>\$ 46.6</b>	<b>\$ 44.5</b>	<b>RC</b>
	<b>Total Equity</b>	<b>\$ 116.9</b>	<b>\$ 110.2</b>	
<b>Fixed Income</b>				
<b>Transaction-Based</b>	<b>Fixed Income Trades</b>	<b>\$ 11.4</b>	<b>\$ 13.0</b>	<b>RC</b>
	<i>Trade Volume (Average Trades per Day in '000)</i>	<i>206</i>	<i>248</i>	
<b>Non-Transaction</b>	<b>Other Fixed Income Services</b>	<b>\$ 6.5</b>	<b>\$ 5.8</b>	<b>RC</b>
	<b>Total Fixed Income</b>	<b>\$ 17.9</b>	<b>\$ 18.8</b>	
	<b>Total Net Revenue - Non-GAAP</b>	<b>\$ 134.8</b>	<b>\$ 129.0</b>	
	<b>Transfer price adjustment</b>	<b>—</b>	<b>—</b>	
	<b>Total Net Revenue as reported - GAAP</b>	<b>\$ 134.8</b>	<b>\$ 129.0</b>	

Management believes that certain Non-GAAP (generally accepted accounting principles) measures, when presented in conjunction with comparable GAAP measures provide investors a more complete understanding of Broadridge's underlying operational results. These Non-GAAP measures are indicators that management uses to provide additional meaningful comparisons between current results and prior reported results, and as a basis for planning and forecasting for future periods. These measures should be considered in addition to, and not a substitute for the measures of financial performance prepared in accordance with GAAP.

**Broadridge Financial Solutions, Inc.**  
**Clearing and Outsourcing Solutions**  
**Key Statistics**  
*(\$ in millions)*

**Legend:**

Type

RC = Recurring- Low Volatility

ED = Event-Driven- High Volatility

	<u>3Q07</u>	<u>3Q08</u>	<u>Type</u>
<b>Clearing</b> <b>Net Interest Income (1)</b>	<b>\$ 7.7</b>	<b>\$ 6.2</b>	<b>RC</b>
<i>Average Margin Debits</i>	<i>\$ 689.7</i>	<i>\$ 969.8</i>	
<b>Clearing Fees/Other</b>	<b>\$ 9.5</b>	<b>\$ 12.1</b>	<b>RC</b>
<i>Trade Volume (Average Trades per Day in '000)</i>	<i>27.6</i>	<i>47.0</i>	
<b>Outsourcing</b> <b>Outsourcing</b>	<b>\$ 6.0</b>	<b>\$ 4.6</b>	<b>RC</b>
<i># of Clients</i>	<i>3</i>	<i>4 (2)</i>	
<b>Total Net Revenue - Non-GAAP</b>	<b>\$ 23.2</b>	<b>\$ 22.9</b>	
<b>Transfer price adjustment</b>	<b>—</b>	<b>—</b>	
<b>Total Net Revenue as reported - GAAP</b>	<b>\$ 23.2</b>	<b>\$ 22.9</b>	

(1) Referred to as "Margin Revenues" in Key Statistics for prior quarters.

(2) Currently record E\*Trade and E\*Trade Canada as one client. Previously recorded as two separate clients in 1Q08 and 2Q08.

Management believes that certain Non-GAAP (generally accepted accounting principles) measures, when presented in conjunction with comparable GAAP measures provide investors a more complete understanding of Broadridge's underlying operational results. These Non-GAAP measures are indicators that management uses to provide additional meaningful comparisons between current results and prior reported results, and as a basis for planning and forecasting for future periods. These measures should be considered in addition to, and not a substitute for the measures of financial performance prepared in accordance with GAAP.

**Broadridge Financial Solutions, Inc.*****Investor Communication Solutions Segment – Services Definitions******Services:*****Proxy**

**Equities** – Refers to the proxy services we provide in connection with annual stockholder meetings for publicly traded corporate issuers. Annual meetings of public companies include shares held in “street name” (meaning that they are held of record by brokers or banks, which in turn hold the shares on behalf of their clients, the ultimate beneficial owners) and shares held in “registered name” (shares registered directly in the names of their owners).

**Mutual Funds** – Refers to the proxy services we provide for funds, classes or trusts of an investment company. Open-ended mutual funds are not required to have annual meetings. As a result, mutual fund proxy services provided to open-ended mutual funds are driven by a “triggering event.” These triggering events can be a change in directors, fee structures, investment restrictions, or mergers of funds.

**Contests** – Refers to the proxy services we provide when a separate agenda is put forth by one or more stockholders that is in opposition to the proposals presented by management of the company which is separately distributed and tabulated from the company’s proxy materials.

**Specials** – Refers to the proxy services we provide in connection with stockholder meetings held outside of the normal annual meeting cycle and are primarily driven by special events (e.g., mergers and acquisitions in which the company being acquired is a public company and needs to solicit the approval of its stockholders).

**Interims**

**Mutual Funds (Annual/Semi-Annual Reports/Annual Prospectuses)** – Refers to the services we provide investment companies in connection with information they are required by regulation to distribute periodically to their investors. These reports contain pertinent information such as holdings, fund performance, and other required disclosure.

**Mutual Funds (Supplemental Prospectuses)** – Refers primarily to information required to be provided by mutual funds to supplement information previously provided in an annual mutual fund prospectus (e.g., change in portfolio managers, closing funds or class of shares to investors, or restating or clarifying items in the original prospectus). The events could occur at any time throughout the year.

**Other** – Refers to communications provided by corporate issuers and investment companies to investors including newsletters, notices, tax information, marketing materials and other information not required to be distributed by regulation.

**Transaction Reporting**

**Transaction Reporting** – Refers primarily to the printing and distribution of account statements, trade confirmations and tax reporting documents to account holders, including electronic delivery and archival services.

**Fulfillment**

**Post-Sale Fulfillment** – Refers primarily to the distribution of prospectuses, offering documents, and required regulatory disclosure information to investors in connection with purchases of securities.

**Pre-Sale Fulfillment** – Refers to the distribution of marketing literature, welcome kits, enrollment kits, and investor information to prospective investors, existing stockholders and other targeted recipients on behalf of broker-dealers, mutual fund companies and 401(k) administrators.

**Other Communications**

**Other** – Refers to the services we provide in connection with the distribution of communications material not included in the above definitions such as non-objecting beneficial owner (NOBO) lists, and corporate actions such as mergers, acquisitions, and tender offer transactions.