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

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**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): August 2, 2007**

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**BROADRIDGE FINANCIAL SOLUTIONS, INC.**  
(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction of incorporation)

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**001-33220**  
(Commission file number)

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

**2 JOURNAL SQUARE PLAZA, JERSEY CITY, NJ 07306**  
(Address of principal executive offices)

Registrant's telephone number, including area code: (201) 714-3000

**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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On August 2, 2007, the Compensation Committee of the Board of Directors of Broadridge Financial Solutions, Inc. (the “Company”) instituted a special one-time bonus arrangement for the Company’s Chief Executive Officer, Richard J. Daly. This special arrangement, which was instituted pursuant to the Company’s 2007 Omnibus Award Plan, has a target bonus payout of \$500,000, dependent upon objective pre-established performance measurements based on net operating income to be achieved by the Company during the six-month period commencing July 1, 2007 and ending December 31, 2007. Under this special arrangement, the target bonus payout shall be adjusted depending on the Company’s performance against the measurement criteria and for the effects of various events including acquisitions, dispositions, changes in accounting rules or other extraordinary items occurring during such six-month period. The payment is to be made in cash no later than February 29, 2008; provided Mr. Daly is employed at the Company on the payment date.

**Item 5.05 Amendments to the Registrant’s Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

On August 2, 2007, the Company’s Board of Directors adopted a Code of Ethics for the Company’s Principal Executive Officer and Senior Financial Officers. A copy of the Code of Ethics is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 8.01 Other Events.**

On August 2, 2007, the Company issued a press release announcing that its Board of Directors had declared a quarterly dividend of \$0.06 per share. The dividend is payable on October 1, 2007 to shareholders of record at the close of business on September 14, 2007. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

The Company’s 2007 Annual Meeting of Stockholders will be held on November 27, 2007 at such place and time as will be set forth in the Company’s proxy statement relating to that meeting. Only stockholders of record at the close of business on October 17, 2007 (the “Record Date”) will be entitled to notice of, and to vote at, the 2007 Annual Meeting, or any adjournment thereof, notwithstanding the transfer of any stock on the books of the Company after the Record Date.

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

Exhibits. The following exhibits are filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Code of Ethics for Principal Executive Officer and Senior Financial Officers
99.2	Press release dated August 2, 2007

## **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: August 8, 2007

BROADRIDGE FINANCIAL SOLUTIONS, INC.

By: /s/ Adam D. Amsterdam

Name: Adam D. Amsterdam

Title: Vice President, General  
Counsel and Secretary

**BROADRIDGE FINANCIAL SOLUTIONS, INC.**  
**CODE OF ETHICS FOR PRINCIPAL EXECUTIVE OFFICER AND**  
**SENIOR FINANCIAL OFFICERS**

Broadridge expects the highest possible ethical conduct from its Principal Executive Officer and Senior Financial Officers. Your full compliance with this Code and with Broadridge's *Code of Business Conduct and Ethics* is mandatory. You are expected (i) to foster a culture of transparency, integrity and honesty, and (ii) to ensure that everyone in your organization also fully complies with this Code.

In accordance with the rules of the U.S. Securities and Exchange Commission, any change to, or waiver of, this Code must be immediately publicly disclosed.

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**Conflicts of Interest**

You must avoid any personal activity, investment or association that could appear to interfere with good judgment concerning Broadridge's best interests. You may not exploit your position or relationship with Broadridge for personal gain. You should avoid even the appearance of such a conflict. For example, there is a likely conflict of interest if you:

- cause Broadridge to engage in business transactions with relatives or friends;
- use nonpublic Broadridge, client or vendor information for personal gain by you, relatives or friends (including securities transactions based on such information);
- have more than a modest financial interest in Broadridge's vendors, clients or competitors;
- receive a loan, or guarantee of obligations, from Broadridge or a third party as a result of your position at Broadridge; or
- compete, or prepare to compete, with Broadridge while still employed by Broadridge.

There are other situations in which a conflict of interest may arise. If you have concerns about any situation, follow the steps outlined in the Section on "*Reporting Violations.*"

As a Broadridge Principal Executive Officer or Senior Financial Officer, it is imperative that you avoid any investment, interest or association that interferes, might interfere, or might appear to interfere, with your independent exercise of judgment in Broadridge's best interests.

Engaging in any conduct that represents a conflict of interest is strictly prohibited.

### **Accurate Periodic Reports**

As you are aware, full, fair, accurate, timely and understandable disclosures in Broadridge's periodic reports are legally required and are essential to the success of its business. Please exercise the highest standard of care in preparing such reports in accordance with the following guidelines:

- All Broadridge accounting records, as well as reports produced from those records, must be in accordance with the laws of each applicable jurisdiction.
- All records must fairly and accurately reflect the transactions or occurrences to which they relate.
- All records must fairly and accurately reflect, in reasonable detail, Broadridge's assets, liabilities, revenues and expenses.
- Broadridge's accounting records must not contain any false or intentionally misleading entries.
- No transactions should be intentionally misclassified as to accounts, departments or accounting periods.
- All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.
- No information should be concealed from the internal auditors or the independent auditors.
- Compliance with Broadridge's system of internal accounting controls is required.

### **Compliance**

You are expected to comply with both the letter and spirit of all applicable governmental laws, rules and regulations.

If you fail to comply with this Code, with Broadridge's *Code of Business Conduct and Ethics*, and/or with any applicable laws, you will be subject to disciplinary measures, up to and including immediate discharge from Broadridge.

### **Reporting Violations**

Your conduct can reinforce an ethical atmosphere and positively influence the conduct of fellow associates. If you are powerless to stop suspected misconduct or discover it after it has occurred, you must report it to the appropriate level of management at your location.

If you are still concerned after speaking with your local management or feel uncomfortable speaking with them (for whatever reason), you must (anonymously, if you wish) call the Broadridge Ethics Hotline at (201) 714-3500 or (800) 669-0661, or send a detailed note, with relevant documents, to Broadridge, 2 Journal Square Plaza, Jersey City, New Jersey 07306, Attention: Adam D. Amsterdam, Ethics Officer. You may also call Corporate Legal at (201) 714-8811 and ask to speak to an attorney designated to handle ethics matters, or you may directly contact the Audit Committee of Broadridge's Board of Directors by sending a detailed note, with relevant documents, to 72 Van Reipen Avenue, PMB # 340, Jersey City, New Jersey 07306- 2806, leaving a message for a return call at (201) 714-3399, or sending an email to [Broadridge.Audit.Committee@broadridge.com](mailto:Broadridge.Audit.Committee@broadridge.com).

Your calls, detailed notes and/or emails will be dealt with confidentially. You have the commitment of Broadridge and of the Audit Committee of Broadridge's Board of Directors that you will be protected from retaliation.

### **Conclusion**

In the final analysis you are the guardian of Broadridge's ethics. While there are no universal rules, when in doubt ask yourself:

- Will my actions be ethical in every respect and fully comply with the law and with Broadridge policies?
- Will my actions have the appearance of impropriety?
- Will my actions be questioned by my supervisors, associates, clients, family and the general public?
- Am I trying to fool anyone, including myself, as to the propriety of my actions?

If you are uncomfortable with your answer to any of the above, you should not take the contemplated actions without first discussing them with your local management. If you are still uncomfortable, please follow the steps outlined above in the Section on "*Reporting Violations*."

Any associate who ignores or violates any of Broadridge's ethical standards, and any manager who penalizes a subordinate for trying to follow these ethical standards, will be subject to corrective action, including immediate dismissal. However, it is not the threat of discipline that should govern your actions. Broadridge expects you to share its belief that a dedicated commitment to ethical behavior is the right thing to do, is good business, and is the surest way for Broadridge to remain a World Class Service company.

Broadridge Financial Solutions, Inc.  
1981 Marcus Avenue  
Lake Success, New York 11042

## **Broadridge Declares Dividend**

Investor Relations Contact:  
Marvin Sims  
Broadridge  
(212) 981-1427  
marvin.sims@broadridge.com

**NEW YORK, New York – August 2, 2007** – Broadridge Financial Solutions, Inc. (NYSE:BR), a leading global provider of technology-based outsourcing solutions to the financial services industry, announced today that its Board of Directors has declared a quarterly dividend of \$0.06 per share. The dividend is payable on October 1, 2007 to shareholders of record at the close of business on September 14, 2007 .

Broadridge Financial Solutions, Inc., formerly ADP Brokerage Services Group, with nearly \$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 integrated 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](http://www.broadridge.com).