BROADRIDGE FINANCIAL SOLUTIONS, INC.
Form DEF 14A
October 04, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

SCHEDULE 14A

(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the Registrant x Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

BROADRIDGE FINANCIAL SOLUTIONS, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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¨ Fee paid previously with preliminary materials.

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(1) Amount previously paid:

(2) Form, schedule or registration statement no.:

(3) Filing party:

(4) Date filed:

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NOTICE OF 2013 ANNUAL MEETING AND PROXY STATEMENT

1981 Marcus Avenue

Lake Success, New York 11042

Dear Stockholder:

You are cordially invited to attend the 2013 Annual Meeting of Stockholders of Broadridge Financial Solutions, Inc. Our 2013 Annual Meeting will be held on Thursday, November 14, 2013, at 10 a.m. Eastern Time. We are very pleased to note that this year s annual meeting will be our fifth completely virtual meeting of stockholders. You will be able to attend the 2013 Annual Meeting, vote, and submit your questions during the meeting via live webcast by visiting *www.virtualshareholdermeeting.com/br13*.

As permitted by the rules of the Securities and Exchange Commission, we are also pleased to be furnishing our proxy materials to stockholders primarily over the Internet. We believe this process expedites stockholders receipt of the materials, lowers the costs of our annual meeting, and conserves natural resources. On October 4, 2013, we mailed our stockholders a notice containing instructions on how to access our 2013 Proxy Statement and 2013 Annual Report and vote online. The notice also included instructions on how you can receive a paper copy of the proxy materials, including the notice of annual meeting, 2013 Proxy Statement, and proxy card. If you received your proxy materials by mail, the notice of annual meeting, 2013 Proxy Statement, and proxy card from our Board of Directors were enclosed. If you received your proxy materials via e-mail, the e-mail contained voting instructions and links to the 2013 Proxy Statement and 2013 Annual Report on the Internet.

At this year s annual meeting, the agenda includes the following items:

Election of Directors;

Ratification of Deloitte & Touche LLP as the Company s independent registered public accounting firm;

Approval of the amendment and restatement of the Broadridge 2007 Omnibus Award Plan;

Advisory vote on the Company s executive compensation (the Say on Pay Vote); and

To transact such other business as may properly come before the meeting and any adjournment or postponement thereof.

Whether or not you plan to attend the 2013 Annual Meeting, please read our 2013 Proxy Statement for detailed information on each of the proposals. Our 2013 Annual Report contains information about Broadridge and its financial performance. Your vote is important to us and our business and we strongly urge you to cast your vote.

I am very much looking forward to our 2013 Annual Meeting of Stockholders.

Sincerely,

Richard J. Daly

Chief Executive Officer

Lake Success, New York

October 4, 2013

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1981 Marcus Avenue

Lake Success, New York 11042

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held on November 14, 2013

Notice is hereby given that the 2013 Annual Meeting of Stockholders of Broadridge Financial Solutions, Inc., a Delaware corporation, will be held on Thursday, November 14, 2013, at 10 a.m. Eastern Time. You can attend the 2013 Annual Meeting online, vote your shares electronically and submit questions during the meeting, by visiting *www.virtualshareholdermeeting.com/br13.* Be sure to have your 12-Digit Control Number to join the meeting. The meeting will be held for the following purposes:

(1) to elect nine directors to hold office until the 2014 annual meeting of stockholders and until their successors are duly elected and qualified;

(2) to ratify the appointment of Deloitte & Touche LLP as the Company s independent registered public accountants for the fiscal year ending June 30, 2014;

(3) to approve the amendment and restatement of the Company s 2007 Omnibus Award Plan;

(4) to hold an advisory vote on the Company s executive compensation (the Say on Pay Vote); and

(5) to transact such other business as may properly come before the meeting and any adjournment or postponement thereof.

Stockholders of record at the close of business on September 23, 2013, are entitled to notice of, and to vote at, the 2013 Annual Meeting. Each stockholder is entitled to one vote for each share of common stock held at that time. A list of these stockholders will be open for examination by any stockholder for any purpose germane to the 2013 Annual Meeting for a period of 10 days prior to the meeting at our principal executive offices at 1981 Marcus Avenue, Lake Success, New York 11042, and electronically during the 2013 Annual Meeting at *www.virtualshareholdermeeting.com/br13* when you enter your 12-Digit Control Number.

You have three options for submitting your vote before the 2013 Annual Meeting:

- Internet, through computer or mobile device such as a tablet or smartphone;
- Phone; or
- Mail.

Please vote as soon as possible to record your vote promptly, even if you plan to attend the 2013 Annual Meeting on the Internet.

By Order of the Board of Directors,

Adam D. Amsterdam

Secretary

Lake Success, New York

October 4, 2013

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Broadridge Financial Solutions, Inc.

1981 Marcus Avenue

Lake Success, New York 11042

PROXY STATEMENT

FOR ANNUAL MEETING OF STOCKHOLDERS

To Be Held on November 14, 2013

This Proxy Statement is furnished to the stockholders of Broadridge Financial Solutions, Inc. (the *Company* or *Broadridge*) in connection with the solicitation of proxies by the Board of Directors of the Company (the *Board of Directors* or the *Board*) for use at the Annual Meeting of Stockholders of the Company to be held on November 14, 2013, at 10 a.m. Eastern Time (the *2013 Annual Meeting* or the *Meeting*), for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders.

INTERNET AVAILABILITY OF PROXY MATERIALS

We are making this Proxy Statement and our 2013 Annual Report to Stockholders for the fiscal year ended June 30, 2013 (the *2013 Annual Report*), including our Annual Report on Form 10-K for the fiscal year ended June 30, 2013 with audited financial statements (the *2013 Form 10-K*), available to our stockholders primarily via the Internet. On October 4, 2013, we mailed to our stockholders a Notice of Internet Availability containing instructions on how to access our proxy materials, including this Proxy Statement and the 2013 Annual Report. The Notice of Internet Availability also instructs you on how to access your proxy card to be able to vote through the Internet or by telephone. If you received a Notice of Internet Availability by mail, you will not receive a printed copy of the proxy materials in the mail. Other stockholders, in accordance with their prior requests, have received e-mail notification of how to access our proxy materials and vote via the Internet, or have been mailed paper copies of our proxy materials and proxy card or vote instruction form.

Internet distribution of proxy materials is designed to expedite receipt by stockholders, lower the cost of the Meeting, and conserve natural resources. However, if you received a Notice of Internet Availability by mail and would like to receive a printed copy of our proxy materials, please follow the instructions for requesting such materials contained on the Notice of Internet Availability. If you have previously elected to receive our proxy materials electronically, you will continue to receive these materials via e-mail unless you elect otherwise.

ATTENDING THE ANNUAL MEETING

Broadridge will be hosting the 2013 Annual Meeting live via the Internet. A summary of the information you need to attend the Meeting online is provided below:

Any stockholder can attend the 2013 Annual Meeting live via the Internet at *www.virtualshareholdermeeting.com/br*13

Webcast starts at 10:00 a.m. Eastern Time

Stockholders may vote and submit questions while attending the 2013 Annual Meeting on the Internet

Please have your 12-Digit Control Number to join the 2013 Annual Meeting

Instructions on how to attend and participate via the Internet, including how to demonstrate proof of stock ownership, are posted at *www.virtualshareholdermeeting.com/br13*

Questions regarding how to attend and participate via the Internet will be answered by calling 1-855-449-0991 on the day before the 2013 Annual Meeting and the day of the Meeting

Webcast replay of the 2013 Annual Meeting will be available until November 14, 2014

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ABOUT THE 2013 ANNUAL MEETING

Voting Procedures

Stockholders of record at the close of business on September 23, 2013 (the *Record Date*), will be entitled to vote at the Meeting. On the Record Date, there were outstanding and entitled to vote 119,042,192 shares (excluding 35,418,935 treasury shares not entitled to vote) of the Company s common stock (the *Company Shares* or the *Common Stock*). The holders of a majority of the Company Shares issued and outstanding and entitled to vote at the Meeting, present in person or represented by proxy, will constitute a quorum. The persons whom the Company appoints to act as independent inspectors of election will treat all Company Shares represented by a returned, properly executed proxy as present for purposes of determining the existence of a quorum at the Meeting. Each of the Company Shares will entitle the holder to one vote. Cumulative voting is not permitted. Votes cast during the Meeting will be counted by the independent inspectors of election.

If you are a beneficial owner and hold your shares in the name of a bank, broker or other holder of record and do not return the voting instruction card, the broker or other nominee will vote your shares only on each matter at the 2013 Annual Meeting for which he or she has the requisite discretionary authority. If a stockholder does not give instructions to its broker as to how to vote the shares, the broker has authority under the New York Stock Exchange (*NYSE*) rules to vote those shares for or against routine proposals such as the ratification of the appointment of Deloitte & Touche LLP as the Company s registered public accountants. Brokers cannot vote on their customers behalf on non-routine proposals, which include the election of directors in the case of annual meetings, the proposal to amend and restate the 2007 Omnibus Award Plan, and the advisory vote on the Company s executive compensation. If a broker votes shares that are unvoted by its customers on a routine proposal, these shares are counted for the purpose of establishing a quorum and also will be counted for the purpose of determining the outcome of routine proposals. If a broker does not receive voting instructions as to a non-routine proposal, a broker non-vote occurs and those shares will be counted for the purpose of establishing a quorum, but not for determining the outcome of those proposals.

Abstentions will be included in determining whether a quorum is present. However, they are not counted as votes cast and will not affect the outcome of the vote on any matter.

Proposal 1 Election of Directors

In the election of directors, director nominees must receive a majority of the votes cast at the Meeting to be elected. This means that a director nominee will be elected to the Board only if the number of votes cast FOR the nominee s election exceeds the number of votes cast AGAINST the nominee s election. With respect to the election of directors, votes may be cast FOR specifically identified nominees or AGAINST specifically identified nominees, or a stockholder may abstain from voting for a nominee.

Proposal 2 Ratification of Auditors

The ratification of the appointment of Deloitte & Touche LLP, an independent registered public accounting firm, as the Company s independent registered public accountants requires the affirmative vote of a majority of votes cast at the Meeting. Votes may be cast FOR or AGAINST the proposal, or a stockholder may abstain from voting on the proposal.

Proposal 3 Amendment and Restatement of the 2007 Omnibus Award Plan

The approval of the amendment and restatement of the Company s 2007 Omnibus Award Plan, as disclosed in this Proxy Statement, requires the affirmative vote of a majority of votes cast at the Meeting. Votes may be cast FOR or AGAINST the proposal, or a stockholder may abstain from voting on the proposal.

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Proposal 4 Advisory Vote on Executive Compensation (the Say on Pay Vote)

The approval of the annual non-binding advisory vote on executive compensation, as disclosed in this Proxy Statement, requires the affirmative vote of a majority of votes cast at the Meeting. Votes may be cast FOR or AGAINST the proposal, or a stockholder may abstain from voting on the proposal.

The Board of Directors is soliciting your proxy to provide you with an opportunity to vote on all matters to come before the Meeting, whether or not you attend. You can ensure that your shares are voted at the Meeting by submitting your vote instructions by telephone or by the Internet, or by completing, signing, and dating a proxy card. Submitting your instructions or proxy by any of these methods will not affect your ability to attend and vote during the Meeting at *www.virtualshareholdermeeting.com/br13*.

A stockholder who gives a proxy may revoke it at any time before it is exercised by voting at the Meeting via the Internet, delivering a subsequent proxy or by notifying the Secretary of the Company in writing at any time before your original proxy is voted at the Meeting.

The Board of Directors urges you to vote, and solicits your proxy, as follows:

(1) **FOR** the election of all nominees for membership on the Company s Board of Directors to serve until the annual meeting of stockholders in the year 2014 and until their successors are duly elected and qualified;

(2) **FOR** the ratification of the appointment of Deloitte & Touche LLP as the Company s independent registered public accountants for the fiscal year ending June 30, 2014;

(3) **FOR** the approval of the amendment and restatement of the Company s 2007 Omnibus Award Plan;

(4) **FOR** the advisory vote on executive compensation (the Say on Pay Vote); and

(5) to transact such other business as may properly come before the 2013 Annual Meeting and any adjournment or postponement thereof.

Vote Confirmation

We are offering our stockholders the opportunity to confirm their vote was cast in accordance with their instructions. Vote confirmation is consistent with our commitment to sound corporate governance standards and an important means to increase transparency. Vote confirmation is available 24 hours after your vote is received beginning on October 30, 2013, with the final vote tabulation available through January 14, 2014. You may confirm your vote whether it was cast by proxy card, electronically or telephonically. To obtain vote confirmation, log onto *www.proxyvote.com* using your 12-Digit Control Number (included on your notice, on your proxy card, or in the instructions that accompanied your proxy materials) and receive confirmation on how your vote was cast. If you hold your shares through a bank or brokerage account, the ability to confirm your vote may be affected by the rules of your bank or broker and the confirmation will not confirm whether your bank or broker allocated the correct number of shares to you.

Proxy Solicitation

Your proxy is being solicited by and on behalf of the Board of Directors of the Company. The expense of preparing, printing and providing this proxy solicitation will be borne by the Company. The Company may retain D.F. King &

Co. to assist with the solicitation of proxies for a fee estimated not to exceed $20,000 plus reimbursement of reasonable out-of-pocket expenses. Certain directors, officers, representatives and employees of the Company may solicit proxies by telephone and personal interview. Such individuals will not receive additional compensation from the Company for solicitation of proxies, but may be reimbursed by the Company for reasonable out-of-pocket expenses in connection with such solicitation. In accordance with the regulations of the Securities and Exchange Commission (the *SEC*), banks, brokers and other custodians, nominees and fiduciaries also will be reimbursed by the Company, as necessary, for their reasonable expenses for sending proxy solicitation materials to the beneficial owners of Common Stock.

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PROPOSAL 1 ELECTION OF DIRECTORS

At the 2013 Annual Meeting, nine directors are to be elected, each of whom will serve until the 2014 annual meeting of stockholders and until their respective successors are duly elected and qualified. The persons designated as the Company s proxies intend to vote FOR the election of each of the nine nominees listed below, unless otherwise directed.

The Board has nominated, and the proxies will vote to elect, the following individuals as members of the Board of Directors to serve for a period of one year and until their respective successors are duly elected and qualified: Leslie A. Brun, Richard J. Daly, Robert N. Duelks, Richard J. Haviland, Sandra S. Jaffee, Stuart R. Levine, Maura A. Markus, Thomas J. Perna, and Alan J. Weber. Ms. Markus was elected to the Board on March 1, 2013. Each director is standing for reelection to the Board at the 2013 Annual Meeting. Each nominee has consented to be nominated and to serve, if elected.

Nominee Qualifications

Under the Company s Corporate Governance Principles (the *Corporate Governance Principles*), a majority of the Board must be comprised of directors who are independent under the rules of the NYSE. Under the rules of the NYSE, the Board is required to affirmatively determine which directors are independent and to disclose such determination for each annual meeting of stockholders. No director will be deemed to be independent unless the Board affirmatively determines that the director has no material relationship with the Company, either directly or as an officer, stockholder or partner of an organization that has a relationship with the Company. In its review of director independence, the Board of Directors considers all relevant facts and circumstances, including without limitation, all commercial, banking, consulting, legal, accounting, charitable or other business relationships any director may have with the Company in conjunction with the Corporate Governance Principles and Section 303A of the NYSE s Listed Company Manual (the *NYSE Listing Standards*). A copy of our Corporate Governance Principles is available on our corporate website at *www.broadridge.com* under the heading Investor Relations Corporate Governance. A copy of our Corporate Governance Principles is also available to stockholders upon request, addressed to the Secretary, Broadridge Financial Solutions, Inc., 1981 Marcus Avenue, Lake Success, New York 11042.

On August 1, 2013, the Board reviewed each director s relationship with us and affirmatively determined that Mr. Brun, Mr. Duelks, Mr. Haviland, Ms. Jaffee, Mr. Levine, Ms. Markus, Mr. Perna, and Mr. Weber are independent directors under the NYSE Listing Standards. Mr. Daly was determined to be not independent because he is our Chief Executive Officer.

Broadridge is a leading global provider of investor communications and technology-driven solutions to the financial services industry. Our systems and services include investor communication solutions, and securities processing and business process outsourcing services. With over 50 years of experience, we provide financial services firms with advanced, dependable, scalable and cost-effective integrated systems. 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, clearing firms, third party administrators, and hedge funds. We also provide services to corporate issuers. The Governance and Nominating Committee seeks directors with established strong professional reputations and experience in areas relevant to the strategy and operations of the Company s businesses, particularly industries that Broadridge serves. Our directors skills, expertise, background and experiences encompass the areas of banking and financial services, information processing services, technology services, or as a provider of services to the financial services industry, all of which are areas important to our Company s businesses and strategy.

The biographies of the director nominees are set forth below. They contain information regarding the individual s service as a director of the Company, business experience, director positions held currently or any time in the past five years, and the experiences, qualifications, attributes or skills that caused the Board to determine that such individual should serve as a director of the Company. Each of the nominees for election as a

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director at the 2013 Annual Meeting holds or has held senior executive positions in large, complex organizations, and most hold or have held the role of chief executive officer. This experience demonstrates their ability to perform at the highest levels. In these positions, they have gained experience in core business skills, such as strategic and financial planning, public company financial reporting, compliance, risk management and leadership development. This experience enables them to provide sound judgment concerning the issues facing a large corporation in today s environment, provide oversight of these areas at the Company and evaluate our performance.

The Governance and Nominating Committee also believes that each of the nominees has other key attributes that are important to an effective board: wisdom, integrity, an understanding and general acceptance of the Company s corporate philosophy, valid business or professional knowledge and experience, a proven record of accomplishment with excellent organizations, an inquiring mind, a willingness to speak one s mind, an ability to challenge and stimulate management, and a willingness to commit time and energy. The Governance and Nominating Committee takes diversity into account in determining the Company s slate of nominees and believes that, as a group, the directors bring a diverse range of perspectives to the Board s deliberations.

In addition to the above, the Governance and Nominating Committee also considered the specific experience described in the biographical details that follow in determining to nominate the individuals set forth below for election as directors. For more information on the process undertaken by the Governance and Nominating Committee in recommending qualified director candidates to the Board, see the Corporate Governance Committees of the Board The Governance and Nominating Committee section of this Proxy Statement.

Information About the Nominees

***Leslie A. Brun*, age 61, has served as Chairman of the Board since 2011 and has been a member of our Board of Directors since 2007.**

Independent

Mr. Brun has been the Chairman and Chief Executive Officer of SARR Group, LLC, an investment holding company that manages his family investments, since 2006. Additionally, since 2011, he has served as a Managing Director and head of Investor Relations at CCMP Capital, a global private equity firm. He is also the founder and was Chairman Emeritus of Hamilton Lane, a provider of asset management services for which he served as Chief Executive Officer and Chairman from 1991 until 2005. From 1988 to 1991, he was Managing Director and co-founder of the investment banking group of Fidelity Bank in Philadelphia. Mr. Brun has served as a director of Automatic Data Processing, Inc. (*ADP*), a provider of business outsourcing solutions and our former parent company, since 2003, and as ADP s Chairman of the Board since 2007. He has served as a director of Merck & Co., Inc., a health care company, since 2009, and chairs the audit committee. He is also a director of NXT Capital, Inc., a private company. Mr. Brun is a former trustee of the University at Buffalo Foundation, Inc. and a former trustee of The Episcopal Academy in Merion, Pennsylvania.

Specific experience, qualifications, attributes or skills:

Extensive finance, management, investment banking, commercial banking, and financial advisory experience

Operating and management experience, including as chief executive officer of an investment holding company

Public company directorship and committee experience

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***Richard J. Daly*, age 60, is our Chief Executive Officer and has been a member of our Board of Directors since 2007. The Broadridge Board has appointed Mr. Daly as President of Broadridge effective January 1, 2014.**

Prior to the March 2007 spin-off of Broadridge from ADP, Mr. Daly served as Group President of the Brokerage Services Group of ADP, as a member of the Executive Committee and a Corporate Officer of ADP since June 1996. In his role as President, he shared the responsibility of running the Brokerage Services Group with John Hogan and was directly responsible for our Investor Communication Solutions business. Mr. Daly joined ADP in 1989, as Senior Vice President of the Brokerage Services Group, following the acquisition by ADP of the proxy services business he founded. Mr. Daly is a member of the Advisory Board of the National Association of Corporate Directors (the *NACD*).

Specific experience, qualifications, attributes or skills:

Chief Executive Officer s unique perspective and insights into the Company, including its businesses, relationships, competitive and financial positioning, senior leadership and strategic opportunities and challenges

Operating, business and management experience at a major global company as president of the Company s predecessor business

Founder of the Investor Communication Solutions business, the Company s largest business

Core business skills

***Robert N. Duelks*, age 58, is a member of the Audit Committee and the Governance and Nominating Committee. Mr. Duelks has been a member of our Board of Directors since 2009.**

Independent

Mr. Duelks served for 27 years in various capacities at Accenture plc. Throughout his tenure at Accenture, Mr. Duelks held multiple roles and had responsibilities including and ranging from local client service, regional operations management to management of global offerings. While at Accenture, he served on multiple leadership committees including the Board of Partners, the Management Committee and the Executive and Operating Committee for the Global Financial Services Operating Group. Mr. Duelks also serves as an advisor to the senior executives of Tree Zero, a manufacturer of 100% tree free paper products. He is the former Chairman and a current member of the Board of Trustees of Gettysburg College, and previously served as a member of the Advisory Board for the Business School at Rutgers University.

Specific experience, qualifications, attributes or skills:

Extensive experience in the management and operation of a technology and consulting services business

Core business skills

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***Richard J. Haviland*, age 67, is the chair and a member of the Audit Committee and a member of the Governance and Nominating Committee. He has been a member of our Board of Directors since 2007.**

Independent

Mr. Haviland served for 20 years in various executive and financial positions at ADP, most recently as its Chief Financial Officer and a member of its Executive Committee, retiring from ADP in 2001. His experience prior to ADP includes 11 years in the auditing and assurance practice of Touche Ross & Co., a predecessor firm of Deloitte & Touche LLP, a public accounting firm. Mr. Haviland is a former director of Bisys Group, Inc., a provider of outsourcing services to the financial services industry, where he served from 2004 until it was acquired in 2007.

Specific experience, qualifications, attributes or skills:

Significant experience in all areas of public company financial management, including as chief financial officer of a major global company

Expertise in finance, financial reporting, compliance and controls

Experience in an information processing services business

Public company directorship and committee experience

***Sandra S. Jaffee*, age 71, is a member of the Audit Committee and the Compensation Committee. She has been a member of our Board of Directors since 2010.**

Independent

Ms. Jaffee served as Chief Executive Officer of Fortent Inc., a provider of risk and anti-money laundering compliance solutions to global financial services firms from 2005 to 2009, and as Fortent s Chairman of the Board from 2008 to 2009. Ms. Jaffee joined Warburg Pincus, the private equity firm, in 2004 as Entrepreneur in Residence, where she participated in investment activities focused on the media and business services sectors. Previously, Ms. Jaffee spent approximately 23 years in various executive positions at Citigroup Inc. including, from 1995 to 2003, as President and Chief Executive Officer of Citibank s Global Securities Services division where she was responsible for the bank s securities processing and transaction businesses; serving global issuers, intermediaries, and investors. During her tenure at Citigroup, Ms. Jaffee was also responsible for relationship management and client coverage for Citigroup s Financial Institutions in Global Transaction Services. Ms. Jaffee is currently on the board of The Hartford Mutual Funds, a subsidiary of the Hartford Financial Services Group, Inc., and serves as a Trustee of Muhlenberg College in Allentown, Pennsylvania. Ms. Jaffee was a member of the Supervisory Board of Deutsche Borse AG, operator of the Frankfurt Stock Exchange, a German public company, from 2003 to 2004. She was a member of the board of Institutional Shareholder Services Inc. (*ISS*), a private corporate governance company, from 1994 until ISS was acquired by RiskMetrics Group, Inc. (*RiskMetrics*) in 2007. RiskMetrics was acquired by MSCI, Inc. in 2010.

Specific experience, qualifications, attributes or skills:

Operating and management experience, including as chief executive officer of a provider of technology solutions to the financial services industry

Extensive experience in the financial services industry, including operating the securities processing division of a large, global bank

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***Stuart R. Levine*, age 66, is the chair and a member of the Governance and Nominating Committee and a member of the Compensation Committee. He has been a member of our Board of Directors since 2007.**

Independent

Mr. Levine is the founder, Chairman and Chief Executive Officer of Stuart Levine and Associates LLC, an international management consulting and leadership development company. He serves on the board of SingleTouch Systems Inc., a mobile media solutions provider, and is the Lead Director of J. D Addario & Company, Inc., a private manufacturer of musical instrument accessories. He also serves on the board of North Shore-Long Island Jewish Health System. In addition, Mr. Levine is the bestselling author of The Leader in You (Simon & Schuster 2004), The Six Fundamentals of Success (Doubleday 2004) and Cut to the Chase (Doubleday 2007). In 2011, Mr. Levine was recognized as one of the top 100 directors in the United States by the NACD and was designated as one of 17 Governance Fellows by the NACD as a Board Leadership Fellow. He is the former Lead Director of Gentiva Health Services, Inc., a provider of home healthcare services, where he served from 2000 to 2009. He also served as a director of European American Bank from 1995 to 2001 and The Olsten Corporation, a provider of staffing solutions, from 1994 to 2000. From 1992 to 1996, he was Chief Executive Officer of Dale Carnegie & Associates, Inc., a provider of leadership, communication and sales skills training. Mr. Levine is a former Chairman of Dowling College as well as a former Member of the New York State Assembly.

Specific experience, qualifications, attributes or skills:

Operating and management experience, including as chief executive officer of a global client services business

Public company directorship and committee experience

Frequent panel chair and participant in director education programs sponsored by the NACD

***Maura A. Markus*, age 55, was elected to the Board of Directors in March 2013.**

Independent

Ms. Markus is currently the President and Chief Operating Officer of Bank of the West, a position she has held since March 2010. She is also a member of the Board of Directors of Bank of the West and BancWest Corporation, and of the Bank's Executive Management Committee. Before joining Bank of the West, Ms. Markus was a 22-year veteran of Citigroup, having most recently served as Head of International Retail Banking in Citi's Global Consumer Group. During her tenure at Citigroup, she held a number of additional domestic and international management positions including President of Citibank North America from 2000 to 2007 and Chairman of Citibank West. Ms. Markus also served as Citi's European Sales and Marketing Director in Brussels, Belgium, and as President of Citi's consumer business in Greece. Ms. Markus is a member of The Financial Services Roundtable. Among her numerous community interests, she is a board member of Catholic Charities CYO of San Francisco.

Specific experience, qualifications, attributes or skills:

Operating and management experience, including as chief operating officer of a large financial services company

Extensive experience in the financial services industry, including as a senior executive of a major global financial institution

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***Thomas J. Perna*, age 62, is a member of the Audit Committee and the Compensation Committee. He has been a member of our Board of Directors since 2009.**

Independent

Mr. Perna is the Chairman and former Chief Executive Officer of Quadriserv, Inc., a company that provides technology products for the securities lending industry. Prior to joining Quadriserv, Inc. in 2005, Mr. Perna served as Senior Executive Vice President of The Bank of New York, now known as The Bank of New York Mellon, in its Financial Institutions Banking, Asset Servicing and Broker Dealer Services sectors. He was responsible for over 6,000 employees globally. Mr. Perna joined The Bank of New York in 1986. In May 2012, Mr. Perna was elected as Chairman of the Board of Trustees of the Pioneer Mutual Fund Group. Prior to his appointment as Chairman, he served as a member of the Board of Trustees of the Funds, overseeing 57 open-end and closed-end investment companies in a mutual fund complex since 2006. Mr. Perna also serves as a Commissioner on the New Jersey Civil Service Commission, a position he has held since March 2011, and is a member of a number of banking and securities industry associations. Mr. Perna previously served on the Board of Directors of the Depository Trust & Clearing Corporation (DTCC), Euroclear Bank S.A., Euroclear Clearance System PLC and Omgeo PLC.

Specific experience, qualifications, attributes or skills:

- Operating and management experience, including as chief executive officer of a provider of technology products to the securities industry
- Experience in management of a global financial services firm
- Core business skills

***Alan J. Weber*, age 64, is the chair and a member of the Compensation Committee and a member of the Audit Committee. He has been a member of our Board of Directors since 2007.**

Independent

Mr. Weber is the Chief Executive Officer of Weber Group LLC, a private investment firm. Mr. Weber retired as Chairman and Chief Executive Officer of U.S. Trust Corporation and as a member of the executive committee of the Charles Schwab Corporation in 2005. Previously, he was the Vice Chairman and Chief Financial Officer of Aetna Inc., where he was responsible for capital management, information technology, investor relations, e-business and financial operations. He also held a number of senior level positions at Citibank N.A., where he worked from 1971 to 1998, including Chairman of Citibank International and Executive Vice President of Citibank. During his tenure at Citibank, Mr. Weber oversaw operations in approximately 30 countries, including assignments in Japan, Italy and Latin America. Mr. Weber has served as a director of Diebold, Incorporated, a provider of self-service delivery and security systems and services, since 2005, and was elected to the board of SandRidge Energy, Inc., an energy exploration and production company, in March 2013. He also serves on the boards of OnForce, Inc. and KGS-Alpha, Inc., both of which are private companies. Mr. Weber is currently an Operating Partner at Arsenal Capital, Inc., a private equity firm, and he serves as a member of the board of DCTV, a New York based charitable organization.

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Specific experience, qualifications, attributes or skills:

- Operating and management experience, including as chief executive officer and chief financial officer of global financial services firms
- Expertise in finance, financial reporting, compliance and controls
- Experience in financial services and information technology businesses
- Public company directorship and committee experience

Required Vote

Each director nominee receiving a majority of the votes cast at the 2013 Annual Meeting, in person or by proxy, and entitled to vote in the election of directors, will be elected; provided that a quorum is present. Abstentions and broker non-votes will be included in determining whether there is a quorum. In determining whether such nominees have received the requisite number of affirmative votes, abstentions will have no effect on the outcome of the vote. Pursuant to NYSE regulations, brokers do not have discretionary voting power with respect to this proposal, and broker non-votes will have no effect on the outcome of the vote.

RECOMMENDATION OF THE BOARD OF DIRECTORS

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE ELECTION OF ALL NOMINEES

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CORPORATE GOVERNANCE

The Board of Directors

The directors hold regular meetings, attend special meetings as required and spend such time on the affairs of the Company as their duties require. Our Corporate Governance Principles provide that directors are expected to attend regular Board meetings in person and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. In fiscal year 2013, the Board of Directors held a total of six meetings, regular and special. All directors of the Company attended at least 75% of the meetings of the Board of Directors and of the committees on which they served during the period. Maura A. Markus was elected to the Broadridge Board of Directors on March 1, 2013, and she has attended all Board meetings held during fiscal year 2013 following her election. Ms. Markus is not currently a member of a Board committee.

The Board of Directors has three standing committees, each of which is comprised solely of non-management directors and is led by an independent chair. The non-management directors meet in executive sessions during each regular Board meeting and committee meeting. At least once a year, our non-management directors will meet to review the Compensation Committee s annual review of the Chief Executive Officer.

				Committee				Attended at least 75% of
Name	**Age**	**Occupation**	**Independent**	**Audit**	**Compensation**	**Gov & Nom**	**Director Since**	**Meetings**
Leslie A. Brun	61	Chairman and CEO, SARR Group, LLC	Yes (1)				2007	Yes
Richard J. Daly	60	CEO, Broadridge	No (2)				2007	Yes
Robert N. Duelks	58	Retired, Accenture plc	Yes	þ		þ	2009	Yes
Richard J. Haviland	67	Retired, CFO, ADP	Yes	C,F		þ	2007	Yes
Sandra S. Jaffee	71	Former CEO, Fortent Inc.	Yes	þ	þ		2010	Yes
Stuart R. Levine	66	Chairman and CEO, Stuart Levine and Associates LLC	Yes		þ	C	2007	Yes
Maura A. Markus	55	President and COO, Bank of the West	Yes				2013	Yes
Thomas J. Perna	62	Chairman, Quadriserv, Inc.	Yes	þ	þ		2009	Yes
Alan J. Weber	64	CEO, Weber Group LLC	Yes	þ,F	C		2007	Yes
Number of Meetings in Fiscal Year 2013				**6**	**5**	**6**		

1. Chairman of the Board
2. CEO

C Committee Chair

F Audit Committee Financial Expert

Board Leadership Structure

Our Corporate Governance Principles do not specify a policy with respect to the separation of the positions of Chairman and Chief Executive Officer or with respect to whether the Chairman should be a member of management or a non-management director. The Board recognizes that there is no single, generally accepted approach to providing Board leadership, and given the dynamic and competitive environment in which we operate, the Board s leadership structure may vary as circumstances warrant. The Board has determined that the leadership of the Board is currently best conducted by a Chairman. The Chairman provides overall leadership to the Board in its oversight function, while the Chief Executive Officer, Mr. Daly, provides leadership with respect to the day-to-day management and operation of our business. We believe the separation of the offices allows the Chairman to focus on managing Board matters and allows Mr. Daly to focus on managing our business. In addition, we believe the separation of the offices enhances the objectivity of the Board in its management oversight role. To further enhance the objectivity of the Board, the director nominees, other than Mr. Daly, are independent.

The Board is currently led by our independent Chairman, Mr. Brun. Therefore, the Board does not believe that the appointment of a designated lead independent director is necessary and the Board currently has not appointed a lead independent director. The Board believes that having an independent Chairman vested with key duties and responsibilities and three independent Board committees chaired by independent directors provides a formal structure for strong independent oversight of the Company s management team. The independent Chairman has the following duties and responsibilities:

- Advising the independent directors with respect to the quality, quantity and timeliness of information provided by Company management to the Board, and with respect to including items on the agendas of Board meetings;

- Developing agendas for, and presiding over executive sessions of, the Board s independent directors; and

- Discussing with senior management on behalf of the independent directors such matters which, in the judgment of the Chairman, merit the attention of senior management.

Committees of the Board

The Audit Committee

The Board of Directors has a standing Audit Committee as defined in the Securities Exchange Act of 1934, as amended (the *Exchange Act*), the current members of which are Mr. Haviland, Mr. Duelks, Ms. Jaffee, Mr. Perna, and Mr. Weber. Mr. Haviland serves as the Chair of the Audit Committee. The Board of Directors has determined that each of the members of the Audit Committee is independent as defined by NYSE Listing Standards and the rules of the SEC applicable to audit committee members, and that Mr. Haviland and Mr. Weber qualify as audit committee financial experts as defined in the applicable SEC rules. The Audit Committee has a charter under which its responsibilities and authorities include assisting the Board in overseeing: (i) the Company s systems of internal controls regarding finance, accounting, legal and regulatory compliance; (ii) the Company s auditing, accounting and financial reporting processes generally; (iii) the integrity of the Company s financial statements and other financial information provided by the Company to its stockholders and the public; (iv) the Company s compliance with legal and regulatory requirements; and (v) the performance of the Company s Internal Audit Department and independent registered public accountants. In fiscal year 2013, the Audit Committee held six meetings.

The Compensation Committee

The Board of Directors has a standing Compensation Committee, the current members of which are Mr. Weber, Ms. Jaffee, Mr. Levine, and Mr. Perna. Mr. Weber serves as the Chair of the Compensation Committee. The Board of Directors has determined that each member of the Compensation Committee is independent as defined by NYSE Listing Standards. In addition, each member of the Compensation Committee is independent for purposes of the applicable SEC and tax rules. The Compensation Committee has a charter under which its responsibilities and authorities include: (i) reviewing the Company s compensation strategy; (ii) reviewing the performance of the senior management; (iii) reviewing the risks associated with the Company s compensation programs; (iv) approving the compensation of the Chief Executive Officer; and (v) reviewing and making recommendations to the Board regarding the compensation of all other executive officers. In addition, the Compensation Committee administers the Company s equity-based compensation plans and takes such other action as may be appropriate or as directed by the Board of Directors to ensure that the compensation policies of the Company are reasonable and fair.

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As necessary, the Compensation Committee consulted with Frederic W. Cook & Co. (*Cook & Co.*) as its independent compensation consultant to advise on matters related to our executive officers and directors compensation and general compensation programs. Cook & Co. assisted the Compensation Committee by providing comparative market data on compensation practices and programs. Cook & Co. also provided guidance on industry best practices, the design of incentive plans and other indirect elements of our overall compensation plan, the setting of performance goals, and the drafting of compensation-related disclosures. In fiscal year 2013, the Compensation Committee held five meetings. For further discussion of the roles of the Compensation Committee and Cook & Co., please see the section of this Proxy Statement entitled Compensation Discussion and Analysis.

The Governance and Nominating Committee

The Board of Directors also has a standing Governance and Nominating Committee, the current members of which are Mr. Levine, Mr. Duelks, and Mr. Haviland. Mr. Levine serves as Chair of the Governance and Nominating Committee. The Board of Directors has determined that each member of the Governance and Nominating Committee is independent as defined by NYSE Listing Standards. The Governance and Nominating Committee has a charter, under which its responsibilities and authorities include: (i) identifying individuals qualified to become Board members and recommending that the Board select a group of director nominees for each annual meeting of the Company s stockholders; (ii) ensuring that the Audit, Compensation and Governance and Nominating Committees of the Board of Directors shall have the benefit of qualified and experienced independent directors; and (iii) developing and recommending to the Board a set of effective corporate governance policies and procedures applicable to the Company. In fiscal year 2013, the Governance and Nominating Committee held six meetings.

Nomination Process

When seeking candidates for director, the Governance and Nominating Committee may solicit suggestions from incumbent directors, management, stockholders or others. While the Governance and Nominating Committee has authority under its charter to retain a search firm for this purpose, no such firm has been retained. After conducting an initial evaluation of a potential candidate, the Governance and Nominating Committee will interview that candidate if it believes such candidate might be suitable to be a director. The candidate may also meet with members of the Board other than the members of the Governance and Nominating Committee. At the candidate s request, they may also meet with management. If the Governance and Nominating Committee believes a candidate would be a valuable addition to the Board, it will recommend to the full Board that candidate s election.

The Governance and Nominating Committee selects each nominee based on the nominee s skills, achievements and experience. The Corporate Governance Principles provide that director nominees should have experience in positions with a high degree of responsibility, be leaders in the companies or institutions with which they are affiliated, and be selected based upon contributions they can make.

The Governance and Nominating Committee considers a variety of factors in selecting candidates. The minimum characteristics that the Governance and Nominating Committee believes must be met include: independence, wisdom, integrity, an understanding and general acceptance of the Company s corporate philosophy, valid business or professional knowledge and experience, a proven record of accomplishment with excellent organizations, an inquiring mind, a willingness to speak one s mind, an ability to challenge and stimulate management, and a willingness to commit time and energy.

In making its selection of candidates to recommend for election, the Corporate Governance Principles provide that the Board seeks members from diverse professional, racial, cultural, ethnic and gender backgrounds that combine a broad spectrum of experience and expertise with a reputation for integrity. Exceptional candidates who do not meet all of these criteria may still be considered.

This year, the Board of Directors elected Maura A. Markus to fill the Board seat left vacant when Alexandra Lebenthal did not stand for reelection to the Board when her term expired on November 15, 2012. Ms. Markus was identified as a candidate by one of the Company s non-management Board members.

The Corporate Governance Principles do not provide for a fixed number of directors, but provide that the optimum size of the Company s Board of Directors is 8 to 12 directors.

Stockholders who wish to submit nominees for election at an annual or special meeting of stockholders should follow the procedure described on page 76. The Governance and Nominating Committee will apply the same standards in considering candidates submitted by stockholders as it does in evaluating candidates submitted by members of the Board of Directors.

The Board s Role in Risk Oversight

The Company s management is responsible for managing risks affecting the Company, including identifying, assessing and appropriately mitigating risk. The responsibilities of the Board of Directors include oversight of the Company s risk management processes. The Board of Directors has two primary methods of overseeing risk. The first method is through the Company s Enterprise Risk Management (*ERM*) process which allows for full Board oversight of the most significant risks facing the Company. The second is through the functioning of the Board s committees.

Management established the ERM process to ensure a complete Company-wide approach to risk over five distinct but overlapping core areas:

- Strategic the risks that could impede the Company from achieving its strategic vision and goals;
- Financial the risks related to maintaining accurate financial statements, and timely and complete financial disclosures;
- Operational the risks in the processes, people and technology the Company employs to achieve its strategy and normal business operations;
- Compliance the risks related to the Company s legal and regulatory compliance requirements and violations of laws; and
- Reputational the risks that impact the Company s reputation including failing to meet the expectations of its customers, investors, employees, regulators or the public.

The goal of the ERM process is to provide an ongoing process; effected at all levels of the Company across each business unit and corporate function to identify and assess risk, monitor risk, and agree on mitigating action. Central to Broadridge s risk management process is its risk committee, which oversees management s identification and assessment of the key risks in the Company, and reviews the controls management has in place with respect to these risks. The risk committee is comprised of executive officers of the Company including the President, Chief Financial Officer, General Counsel, Chief Information Officer, and Corporate Vice President, Human Resources. The risk committee communicates the results of its work directly to the Chief Executive Officer and the Board. The Chief Executive Officer, President, and Chief Financial Officer meet regularly to discuss specific risks and the Company s risk management processes.

In addition, the Board and the Audit and Compensation Committees of the Board oversee specific areas of risk as follows:

The full Board has oversight responsibility of the Company s Strategic, Operational, and Reputational risks.

The Chief Financial Officer updates the full Board on the Strategic, Reputational and non-information technology Operational risks.

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The Chief Information Officer updates the full Board on information technology Operational risks.

The Audit Committee has oversight responsibility of the Company s Financial and Compliance risks (other than compensation program design risk).

The Chief Financial Officer, Corporate Controller and Treasurer update the Audit Committee on the Financial risks.

The Chief Financial Officer, Corporate Controller, General Counsel, and other business and finance executives update the Audit Committee on the Compliance risks.

The Compensation Committee has oversight responsibility of the Company s compensation program design risk.

The Corporate Vice President, Human Resources updates the Compensation Committee on compensation program design risk.

The Chairs of the Audit Committee and Compensation Committee may address risks directly with management, or, where appropriate, may elevate a risk for consideration by the full Board. The ERM process and the full Board and committee approach to risk management leverages the Board s leadership structure to ensure that risk is overseen by the Board on both a Company-wide approach and through specific areas of competency.

With the assistance of Cook & Co., the Compensation Committee reviewed our compensation programs for all Broadridge employees and concluded that they do not create risks that are reasonably likely to have a material adverse effect on the Company.

The key design features in our compensation program that support this conclusion are:

The mix between fixed and variable compensation, annual and long-term compensation, and cash and equity compensation are designed to encourage strategies and actions that are in Broadridge s and our stockholders long-term best interests.

Stock options and performance-based restricted stock units (*RSU*) awarded as part of the total compensation program provide for significant long-term wealth creation for executive officers only when we provide consistent total stockholder return (as reflected in an increase in our Common Stock price and quarterly dividend payments) over a sustained period.

Long-term compensation is designed to reward executives for creating sustained increases in stockholder value over a multi-year period. The multiple-year vesting periods of 2.5 to four years for equity compensation awards encourage executives to focus on sustained stock price appreciation.

Incentive awards are determined based on a review of a variety of financial and non-financial indicators of performance, thus diversifying the risk associated with any single performance measure.

The Compensation Committee reviews and approves executive officer objectives to ensure that goals are aligned with the Company s business plans, achieve the proper risk/reward balance, and do not encourage unnecessary or excessive risk taking.

Annual and long-term incentive awards have a cap on the maximum payment and design features intended to balance pay for performance within appropriate time periods.

The Compensation Committee has the ability to use its discretion to reduce earned incentive awards based on a subjective evaluation of each individual s performance against strategic and leadership objectives and other factors.

We maintain a clawback policy that requires a recoupment of bonus, incentive and equity compensation earned by any executive officer in connection with a restatement of our financial statements due to material noncompliance with financial reporting requirements.

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Officer Stock Ownership Guidelines are in place for all of the Company s executive officers, including the Named Executive Officers listed on page 26, providing the goal that executive officers accumulate shares of our Common Stock at least equal in value to two to six times their current annual base salary.

Officer Stock Retention and Holding Period Guidelines are in place providing the goal that all executive officers, including the Named Executive Officers listed on page 26, retain at least 50% of the financial gain from stock option exercises and RSU vesting in the form of our Common Stock. These net profit shares must be held indefinitely if the executive officer has not met the Stock Ownership Guideline and must be held for a minimum of one year if the executive officer has met the ownership guideline.

A Pre-Clearance and Insider Trading Policy is in place that requires pre-approval of any transactions in our Common Stock by executive officers and directors and prohibits hedging activities.

Communications with the Board of Directors

All interested parties who wish to communicate with the Board of Directors or any of the non-management directors, may do so by sending a letter to the Secretary, Broadridge Financial Solutions, Inc., 1981 Marcus Avenue, Lake Success, New York 11042, and should specify the intended recipient or recipients. All such communications, other than unsolicited commercial solicitations or communications, will be forwarded to the appropriate director or directors for review. Any such unsolicited commercial solicitation or communications not forwarded to the appropriate director or directors will be available to any non-management director who wishes to review it. The Governance and Nominating Committee, on behalf of the Board, will review any letters it may receive concerning the Company s corporate governance processes and will make recommendations to the Board based on such communications.

Website Access to Corporate Governance Documents

The Company has adopted a Code of Business Conduct and Ethics (the *Code of Business Conduct*) and a Code of Ethics for Principal Executive Officer and Senior Financial Officers (the *Code of Ethics*) which applies, among others, to the Company s principal executive officer, principal financial officer and controller.

Copies of the charters for the Audit Committee, the Compensation Committee and the Governance and Nominating Committee, as well as the Company s Corporate Governance Principles, Code of Business Conduct and the Code of Ethics, are available free of charge on our corporate website at *www.broadridge.com* under the heading Investor Relations Corporate Governance or by writing to the Secretary, Broadridge Financial Solutions, Inc., 1981 Marcus Avenue, Lake Success, New York 11042. The Company will also post on its website any amendment to the Code of Business Conduct and the Code of Ethics and any waiver of the Code of Business Conduct or the Code of Ethics granted to any of its directors or executive officers to the extent required by applicable rules.

Certain Relationships and Related Transactions

The Audit Committee of the Board of Directors is responsible for reviewing and evaluating the Company s transactions with persons who are related to the Company such as a director, executive officer of the Company, or an immediate family member of a director or executive officer of the Company. In addition, the Company has adopted the Code of Business Conduct as noted elsewhere in this section that, among other things, prohibits Company personnel, including members of the Board of Directors from exploiting their positions or relationships with Broadridge for personal gain. In that regard such personnel must avoid:

causing Broadridge to engage in business transactions with relatives or friends;

using non-public Broadridge, client or vendor information for personal gain by the employee, their relatives or friends (including securities transactions based on such information);

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- having more than a modest financial interest in Broadridge s vendors, clients or competitors;
- receiving a loan, or guarantee of obligations, from Broadridge or a third party as a result of their positions at Broadridge; or
- competing or preparing to compete, with Broadridge while still employed by Broadridge.

The Code of Business Conduct provides that there shall be no waiver of any part of the Code of Business Conduct, except by a vote of the Board of Directors or a designated committee, which will ascertain whether a waiver is appropriate and ensure that the waiver is accompanied by appropriate controls designed to protect Broadridge.

In the fiscal year ended June 30, 2013, the Company did not engage in any transaction with a related person in which the amount involved exceeded $120,000.

Director Attendance at Annual Meetings

The Company does not have a formal policy with regard to the directors attendance at annual meetings of stockholders. Generally, however, Board and committee meetings are held the same day as the annual meeting of stockholders, with directors attending the annual meeting. All of the directors then in office, attended the Company s 2012 annual meeting of stockholders.

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MANAGEMENT

Directors and Executive Officers

The following table sets forth information regarding individuals who serve as our executive officers. Information about the individuals who serve as our directors is set forth in the Proposal 1 Election of Directors Information About the Nominees section of this Proxy Statement.

Name	Age	Position(s)
Richard J. Daly	60	Chief Executive Officer and Director
John Hogan	65	President
Timothy C. Gokey	52	Corporate Senior Vice President and Chief Operating Officer
Robert Schifellite	55	Corporate Senior Vice President, Investor Communication Solutions
Adam D. Amsterdam	52	Corporate Vice President, General Counsel and Secretary
Maryjo T. Charbonnier	43	Corporate Vice President, Human Resources
Lyell Dampeer	62	Corporate Vice President, U.S. Investor Communication Solutions
Douglas R. DeSchutter	43	Corporate Vice President, U.S. Regulatory and Digital Communications
Robert F. Kalenka	50	Corporate Vice President, Global Procurement and Facilities
Charles J. Marchesani	53	Corporate Vice President, Securities Processing Solutions
Stephen G. Racioppo	60	Corporate Vice President, Chief Revenue Officer
Gerard F. Scavelli	58	Corporate Vice President, Investor Communication Solutions-Mutual Funds
Dan Sheldon	57	Corporate Vice President and Chief Financial Officer

Richard J. Daly. Mr. Daly is our Chief Executive Officer and a member of our Board of Directors. Mr. Daly s biographical information is set forth in the Proposal 1 Election of Directors Information About the Nominees section of this Proxy Statement.

John Hogan. Mr. Hogan is our President. In September 2013, the Board accepted Mr. Hogan s resignation as President of Broadridge effective December 31, 2013. Mr. Hogan will continue at the Company in a non-officer role. In addition to his role as President of the Company, Mr. Hogan served as our Chief Operating Officer from 2007 until September 2012. Prior to the spin-off, he served as Group President of the Brokerage Services Group of ADP and as a member of the Executive Committee and a Corporate Officer of ADP, positions he held since June 1996. In his role as President, he shared the responsibility of running the Brokerage Services Group with Mr. Daly and was directly responsible for our Securities Processing Solutions and Clearing and Outsourcing Solutions businesses. He joined ADP in 1993 as Senior Vice President and Chief Operations Officer of the Proxy Services business.

Timothy C. Gokey. Mr. Gokey is our Corporate Senior Vice President and Chief Operating Officer. Mr. Gokey was appointed to the role of Chief Operating Officer in September 2012. Mr. Gokey s responsibilities include our Securities Processing Solutions segment, and overall growth initiatives including strategy, mergers and acquisitions, partnerships, and other growth-related activities. Prior to his appointment as Chief Operating Officer, Mr. Gokey s title was Corporate Senior Vice President, Chief Corporate Development Officer. Prior to joining Broadridge in 2010, Mr. Gokey was President of the Retail Tax business at H&R Block from 2004. Previously, Mr. Gokey spent 13 years at McKinsey and Company, a global consulting firm, most recently as a partner of the firm. At McKinsey, Mr. Gokey served over two dozen Fortune 500 and 1000 companies primarily in the financial services industry. He also led McKinsey s North American Financial Services Marketing Practice.

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Robert Schifellite. Mr. Schifellite is our Corporate Senior Vice President, Investor Communication Solutions. He is responsible for the bank, broker-dealer and corporate issuer solutions businesses of our Investor Communications segment. Mr. Schifellite joined ADP s Brokerage Services Business in 1992 as Vice President, Client Services. In 1996, he was promoted to Senior Vice President and General Manager of Investor Communication Services. In 2011, Mr. Schifellite s title was changed from Corporate Vice President to Corporate Senior Vice President of Broadridge.

Adam D. Amsterdam. Mr. Amsterdam is our Corporate Vice President, General Counsel and Secretary. Mr. Amsterdam is responsible for all legal matters related to the Company. Prior to the spin-off, he served as Associate General Counsel and Staff Vice President of ADP since January 2006. Mr. Amsterdam joined ADP in 1991 as Corporate Counsel responsible for the Brokerage Services business. In 1994, he was promoted to Senior Corporate Counsel of ADP. Mr. Amsterdam was promoted in 1996 to Assistant General Counsel and then again in 2002 to Associate General Counsel of ADP.

Maryjo T. Charbonnier. Ms. Charbonnier is our Corporate Vice President, Human Resources. She is responsible for all aspects of human resources within Broadridge. She joined the Company in August 2008 and was promoted to her current role in June 2009. Prior to joining Broadridge, Ms. Charbonnier held many senior human resource positions at PepsiCo, Inc. in the United States, Canada and Mexico over a 13-year period. In her last role at PepsiCo, she was the Vice President of Talent Sustainability PepsiCo Foods and she led the talent management strategy and implementation for PepsiCo s largest division.

Lyell Dampeer. Mr. Dampeer is our Corporate Vice President, U.S. Investor Communication Solutions. He is responsible for our U.S. regulatory communication services, and for transaction reporting and electronic communication services. Prior to the appointment to his current role in 2012, Mr. Dampeer served as the head of our U.S. regulatory communications services including post-sale fulfillment from 2009. Mr. Dampeer joined ADP s Brokerage Services Group in 2000 as Vice President, Client Services. Prior to that, he held a variety of senior management positions at companies providing outsourcing services.

Douglas R. DeSchutter. Mr. DeSchutter is our Corporate Vice President, U.S. Regulatory and Digital Communications. Mr. DeSchutter s responsibilities include our U.S. regulatory communication services (proxy and prospectus) and our digital strategy. Prior to the appointment to his current role in 2012, Mr. DeSchutter was responsible for our customer communication services from 2009, including transaction reporting, electronic communications, document management, and new account processing solutions. Mr. DeSchutter was the Chief Strategy and Business Development Officer for Broadridge, responsible for mergers and acquisitions and strategy, from 2007 to 2009. Prior to the spin-off, Mr. DeSchutter served as Vice President of Corporate Development for ADP from 2002 until he was promoted to Staff Vice President of Corporate Development in 2006. Prior to joining ADP in 2002, he was Vice President of Mergers & Acquisitions at Lehman Brothers focusing on the technology sector.

Robert F. Kalenka. Mr. Kalenka is our Corporate Vice President, Global Procurement and Facilities. In addition to being responsible for global procurement and facilities, he is responsible for the operations of our Investor Communication Solutions business. Mr. Kalenka joined ADP s Brokerage Services Business in 1992 in the Investor Communication Services Division as Director of Finance. He was promoted to Vice President of Operations of the Investor Communication Services Division in 1994, and again as Chief Operating Officer and Senior Vice President of the Investor Communication Services Division in 1999.

Charles J. Marchesani. Mr. Marchesani is our Corporate Vice President, Securities Processing Solutions. He is responsible for our securities processing services in the U.S. Mr. Marchesani joined ADP s Brokerage Services Business in 1992 in the Market Data Services Division as Director of the Help Desk and served in various roles of increasing responsibility within the Brokerage Processing Services business until he was promoted to General

Manager of the Brokerage Processing Services business in 2005.

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Stephen G. Racioppo. Mr. Racioppo is our Corporate Vice President, Chief Revenue Officer. He is responsible for increasing sales momentum, building robust solutions offerings and enhancing Broadridge s marketplace thought leadership. Prior to joining Broadridge, from 1974 to 2008, Mr. Racioppo was a Senior Managing Director at Accenture plc where he led the financial services consulting, technology and outsourcing businesses in North America and Asia Pacific. This included responsibility for $1.2 billion in annual revenues, $2 billion in contract value of sales annually, and over 3,000 people. Across his 35-year career at Accenture, Mr. Racioppo drove sales and opportunities in dozens of countries, led significant change in Accenture s account management process, led the structuring and negotiating for many of Accenture's most innovative deals, and successfully managed some of the earliest and largest outsourcing deals. More recently, from 2009 to 2012, Mr. Racioppo served as Chief Operating Officer at TLO, an innovative high-tech, big data fusion company that invents and builds investigative products and solutions focused on risk, fraud and compliance for commercial and public sector markets.

Gerard F. Scavelli. Mr. Scavelli is our Corporate Vice President, Investor Communication Solutions-Mutual Funds. He is responsible for the mutual fund solutions businesses of our Investor Communication Solutions segment. Mr. Scavelli joined ADP s Brokerage Services Business in 1997 as Vice President of Business Development. In 1999, he was promoted to Senior Vice President and General Manager of Information Distribution Services, and again in 2008 as Senior Vice President and General Manager of mutual fund services. In 2009, Mr. Scavelli was promoted to his current role.

Dan Sheldon. Mr. Sheldon is our Corporate Vice President and Chief Financial Officer. He joined ADP in 1984 as Director of Internal Audit. During his tenure with ADP, he held various senior financial management positions in most of the major business units, including as Chief Financial Officer of the Brokerage Services Business of ADP. Mr. Sheldon was appointed Corporate Vice President and Controller of ADP in June 2003. In addition to his role as Controller, he was responsible for ADP s shared services operations and finance information systems.

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OWNERSHIP OF COMMON STOCK BY

MANAGEMENT AND CERTAIN BENEFICIAL OWNERS

The following table shows the number of shares of Common Stock beneficially owned by each director, each director nominee, and each executive officer named in the Summary Compensation Table, and by all directors and executive officers as a group.

The information set forth below is as of July 31, 2013, and is based upon information supplied or confirmed by the named individuals. The address of each person named in the table below is c/o Broadridge Financial Solutions, Inc., 1981 Marcus Avenue, Lake Success, New York 11042.

Beneficial Owner	Common Shares (1) (2) (3)	Percent of Common Shares
Leslie A. Brun	105,846	*
Richard J. Daly (4)	1,988,381	1.7%
Robert N. Duelks	54,017	*
Timothy C. Gokey	269,613	*
Richard J. Haviland (5)	101,602	*
John Hogan	1,121,667	*
Sandra S. Jaffee	36,917	*
Stuart R. Levine	97,779	*
Maura A. Markus	11,798	
Thomas J. Perna	57,017	*
Robert Schifellite	434,966	*
Dan Sheldon	558,125	*
Alan J. Weber	95,317	*
All directors, director nominees, and executive officers as a group (22 persons including those directors and executive officers named above) (6)	6,672,218	5.6%

* Represents beneficial ownership of less than 1% of the issued and outstanding shares of Common Stock.

(1) Includes unrestricted Common Stock over which each director or executive officer has sole voting and investment power.

(2) Amounts reflect vested stock options and stock options that will vest within 60 days of July 31, 2013. If shares are acquired, the director or executive officer would have sole discretion as to voting and investment. The shares beneficially owned include: (i) the following shares subject to such options granted to the following directors and executive officers: 95,281 (Mr. Brun); 1,753,281 (Mr. Daly); 45,025 (Mr. Duelks); 249,817 (Mr. Gokey); 81,325 (Mr. Haviland); 1,075,609 (Mr. Hogan); 29,925 (Ms. Jaffee); 81,325 (Mr. Levine); 10,102 (Ms. Markus); 45,025 (Mr. Perna); 384,106 (Mr. Schifellite); 484,382 (Mr. Sheldon); and 81,325 (Mr. Weber); and (ii) 5,940,890 shares subject to such options granted to all directors and executive officers as a group.

(3) Amounts provided for each director, other than Mr. Daly, include deferred stock unit (*DSU*) awards which are fully vested upon grant, and will settle as shares of Common Stock upon the director s separation from service on the Board. The DSUs are credited with dividend equivalents in the form of additional DSUs on a quarterly basis as dividends are declared by the Broadridge Board.

(4) Includes 43,000 shares of Common Stock held by the EED 2012 Trust and 43,000 shares of Common Stock held by the KLD 2012 Trust. Mr. Daly and his wife are co-trustees of both trusts.
(5) Includes 13,285 shares of Common Stock held in two trusts in which Mr. Haviland and his wife are co-trustees.
(6) J. Peter Benzie ceased to be an executive officer effective June 30, 2013; his ownership is not included in this table. Joseph Barra ceased to be an executive officer effective August 30, 2013; his ownership is included in this table.

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The following table sets forth, as of July 31, 2013, the amount of beneficial ownership of each beneficial owner of more than five percent (5%) of the Common Stock:

Beneficial Owner	**Number of CommonShares BeneficiallyOwned**	**Percentage of CommonShares Beneficially Owned**
BlackRock, Inc. (1)	8,181,976	6.87%
Harris Associates L.P. and Harris Associates Inc. (2)	7,956,860	6.68%
Artisan Partners Holdings LP and Artisan Partners Limited Partnership (3)	7,249,652	5.82%
The Vanguard Group, Inc. (4)	6,902,168	5.80%

(1) Based on the information contained in Amendment No. 3 to Schedule 13G filed on February 6, 2013 by BlackRock, Inc. (*BlackRock*), which amends the Schedule 13G filing made by BlackRock on January 29, 2010, as amended by Amendment No. 1 to Schedule 13G filed with the SEC on February 3, 2011, as further amended by Amendment No. 2 to Schedule 13G filed with the SEC on February 13, 2012. BlackRock reported sole beneficial ownership of 8,181,976 shares of the Company s Common Stock. The address of BlackRock is 40 East 52nd Street, New York, NY 10022.

(2) Based on information contained in Amendment No. 2 to Schedule 13G filed on February 11, 2013 by Harris Associates L.P. (*Harris*) and Harris Associates Inc., Harris general partner (*Harris General Partner*), which amends the Schedule 13G filing made by Harris and Harris General Partner on February 8, 2011, as amended by Amendment No. 1 to Schedule 13G filed with the SEC on February 14, 2012. Harris General Partner, for itself and as a general partner of Harris, reported sole beneficial ownership of 7,956,860 shares of the Company s Common Stock. The address of Harris and Harris General Partner is Two North LaSalle Street, Suite 500, Chicago, IL 60602-3790.

(3) Based on information contained in Amendment No. 1 to Schedule 13G filed on February 6, 2013 by Artisan Partners Holdings LP (*Artisan Holdings*), Artisan Investment Corporation, the general partner of Artisan Holdings (*Artisan Corp.*), Artisan Partners Limited Partnership (*Artisan Partners*), Artisan Investments GP LLC, the general partner of Artisan Partners (*Artisan Investments*), ZFIC, Inc., the sole stockholder of Artisan Corp. (*ZFIC*), and Andrew A. Ziegler and Carlene M. Ziegler, the principal stockholders of ZFIC, which amends the Schedule 13G filing made by such persons and entities on February 7, 2012. Each of these persons and entities have beneficial ownership of 7,249,652 shares of the Company s Common Stock and have shared dispositive power with respect to 7,249,652 shares of the Company s Common Stock and shared voting power with respect to 6,969,760 shares of the Company s Common Stock. The address of Artisan Holdings, Artisan Corp., Artisan Partners, Artisan Investments, ZFIC, Mr. Ziegler and Ms. Ziegler is 875 East Wisconsin Avenue, Suite 800, Milwaukee,WI 53202.

(4) Based on information contained in a Schedule 13G filed on February 13, 2013 by The Vanguard Group, Inc. (*Vanguard Group*). Vanguard Group reported that it has beneficial ownership of 6,902,168 shares of the Company s Common Stock, which includes 84,496 shares beneficially owned by Vanguard Fiduciary Trust Company, a wholly owned subsidiary of Vanguard Group, as a result of its serving as investment manager of collective trust accounts and 5,800 shares beneficially owned by Vanguard Investments Australia, Ltd, a wholly owned subsidiary of Vanguard Group, as a result of its serving as an investment manager. The Vanguard Group has sole voting power with respect to 92,296 shares of the Company s Common Stock, sole dispositive power with respect to 6,815,672 shares of the Company s Common Stock and shared dispositive power with respect to 84,496 shares of the Company s Common Stock. The address of Vanguard Group is 100 Vanguard Blvd.,

Malvern, PA 19355.

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DIRECTOR COMPENSATION

The compensation of our non-management directors is determined by the Compensation Committee. The table below sets forth cash and equity compensation paid to our non-management directors (including our independent Chairman) in the fiscal year ended June 30, 2013. All of our directors are non-management directors, other than Mr. Daly, who is our Chief Executive Officer. Mr. Daly s compensation as Chief Executive Officer is reflected in the Summary Compensation Table of the Executive Compensation section of this Proxy Statement. Mr. Daly does not receive any separate cash or equity compensation for his participation on the Broadridge Board of Directors.

The table below on non-management director compensation includes the following compensation elements:

Cash Compensation. In fiscal year 2013, non-management directors, other than our independent Chairman, Mr. Brun, received an annual retainer of $60,000 and meeting fees of $1,500 for each Board meeting and $1,500 for each committee meeting attended (even if held on the same date). A non-management director s attendance at Board or committee meetings by telephone results in payment of one-half of the standard meeting fee. The Chairs of the Audit, Compensation, and Governance and Nominating Committees received an additional annual retainer of $10,000 per year. Our independent Chairman of the Board received a retainer of $120,000 with no additional payments for meeting attendance during fiscal year 2013. All retainers and meeting fees are paid in cash on a quarterly basis. The non-management directors are also reimbursed for their reasonable expenses in connection with attending Board of Director and committee meetings and other Company events.

Directors may elect to defer 100% of their retainers and meeting fees which are credited into a notional account in the form of phantom shares of Broadridge Common Stock. This election is made annually prior to the beginning of the calendar year in which the retainers and fees are earned and is irrevocable for the entire calendar year. Accounts are adjusted to reflect changes in value over time based on the growth in Broadridge s stock price and are also credited with dividend equivalents on a quarterly basis as cash dividends are declared by the Broadridge Board. Participants receive distributions of the value of their notional accounts in cash following their departure from the Board of Directors.

Equity Compensation. Non-management directors received an annual grant of stock options and DSUs under the 2007 Omnibus Award Plan (the *Omnibus Plan*). The non-management directors, other than our independent Chairman, Mr. Brun, received equity awards with a target value of $115,000. Mr. Brun received equity awards with a target value of $180,000 during fiscal year 2013. The number of shares comprising each director s equity awards is determined at the time of grant based on a 30-day average stock price and, for stock options, the binomial value. The equity target value is split equally between stock options and DSUs. Beginning in fiscal year 2013, the Committee moved the date of equity grants to the non-management directors from May to November; awards are now made each year on the date of the annual meeting of stockholders to coincide with the start of each director s term.

All stock options are granted with an exercise price equal to the closing price of Broadridge Common Stock on the date of the grant. All options granted to our non-management directors are fully vested upon grant, and have a term of 10 years. On November 15, 2012, each non-management member of the Board, other than our independent Chairman, Mr. Brun, was granted 12,074 stock options with an exercise price of $22.67 per share. Mr. Brun was granted 18,899 options with an exercise price of $22.67 per share. Following separation from service on the Board, options held by directors expire at the earlier of the expiration of the option term or three years.

All DSUs are granted at the same time as stock options, are fully vested upon grant, and will settle as shares of Common Stock upon the director s separation from service on the Board. DSUs are credited with dividend equivalents in the form of additional DSUs on a quarterly basis as dividends are declared by the Broadridge Board. On

November 15, 2012, each non-management member of the Board, other than our independent Chairman, Mr. Brun, was granted 2,494 DSUs. Mr. Brun was granted 3,904 DSUs.

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It is the Compensation Committee s policy that directors appointed between annual meetings of stockholders will be granted prorated equity awards. Maura A. Markus joined the Broadridge Board in March 2013, and was granted prorated awards of 10,102 stock options with an exercise price of $26.00 per share, and 1,685 DSUs on May 9, 2013.

The stock ownership requirements for the Company s non-management directors provide that each non-management director is expected to accumulate an amount of the Company s Common Stock at least equal in value to five times their annual cash retainer. In addition, the directors are required to hold 100% of their shares received upon exercise of stock options, net of their exercise price, tax liability, and transaction costs until their separation from service on the Board. DSUs do not settle as shares of Common Stock until a director s separation from service on the Board. Because of the holding requirement, there is no minimum time period in which the directors are required to achieve the stock ownership multiple. All directors are making progress toward meeting the ownership multiple.

Other Compensation. Non-management directors may participate in the Broadridge Director & Officer Matching Gift Program on the same terms as the Company s executive officers. Under this program, a charitable foundation established and funded by the Company (the *Broadridge Foundation*) contributes an equal amount to any qualified tax-exempt organization that a director supports up to a maximum Company contribution of $10,000 per calendar year.

Fiscal Year 2013 Non-Management Director Compensation

Name	Fees Earned or Paid in Cash ($) (1)	Stock Awards ($) (2)	Option Awards ($) (3)	All Other Compensation ($) (4)	Total ($)
Leslie A. Brun	$ 120,000	$ 94,036	$ 88,447	$ 10,000	$ 312,483
Robert N. Duelks	$ 79,500	$ 60,432	$ 56,506	$ 10,000	$ 206,438
Richard J. Haviland	$ 94,000	$ 60,432	$ 56,506	$ 10,000	$ 220,938
Sandra S. Jaffee	$ 82,500	$ 60,432	$ 56,506	$ 10,000	$ 209,438
Alexandra Lebenthal (5)	$ 36,750	$ 1,444	$ 0	$ 10,000	$ 48,194
Stuart R. Levine	$ 93,250	$ 60,432	$ 56,506	$ 9,000	$ 219,188
Maura A. Markus (6)	$ 33,000	$ 43,810	$ 44,550	$ 0	$ 121,360
Thomas J. Perna	$ 82,500	$ 60,432	$ 56,506	$ 0	$ 199,438
Alan J. Weber	$ 92,500	$ 60,432	$ 56,506	$ 10,000	$ 219,438

(1) This column reports the amount of cash compensation payable for fiscal year 2013 Board and committee service. Mr. Brun and Mr. Levine deferred all of their fiscal year 2013 cash compensation as follows:

Name	Fees Earned in Cash ($)	Fees Paid in Cash ($)	Fees Deferred ($)	Number of Shares of Phantom Stock Credited to Notional Account (#)
Leslie A. Brun	$ 120,000	$ 0	$ 120,000	$ 4,933.5

Stuart R. Levine	$	93,250	$	0	$	93,250	$	3,820.1

(2) As required by SEC rules, amounts in this column present the aggregate grant date fair value of DSU awards computed in accordance with Financial Accounting Standards Board s Accounting Standards Codification 718, Compensation Stock Compensation (*FASB ASC 718*). The total number of DSUs that were outstanding for each non-management director as of June 30, 2013 is as follows: 9,999 (Mr. Brun); 6,946 (Mr. Duelks); 6,946 (Mr. Haviland); 6,946 (Ms. Jaffee); 0 (Ms. Lebenthal); 6,946 (Mr. Levine); 1,685 (Ms. Markus); 6,946 (Mr. Perna); and 6,946 (Mr. Weber).

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(3) As required by SEC rules, amounts in this column present the aggregate grant date fair value of option awards computed in accordance with FASB ASC 718. The total number of stock options outstanding for each non-management director as of June 30, 2013, all of which are exercisable, is as follows: 95,281 (Mr. Brun); 45,025 (Mr. Duelks); 81,325 (Mr. Haviland); 29,925 (Ms. Jaffee); 9,982 (Ms. Lebenthal); 81,325 (Mr. Levine); 10,102 (Ms. Markus); 45,025 (Mr. Perna); and 81,325 (Mr. Weber).

(4) This column represents Company-paid contributions made to qualified tax-exempt organizations under the Matching Gift Program on behalf of the non-management directors. The Company matches 100% of all contributions made by its non-management directors to qualified tax-exempt organizations, up to a maximum Company contribution of $10,000 per calendar year. Amounts shown reflect total Company matching contributions in each fiscal year.

(5) Ms. Lebenthal served as a member of the Board until November 15, 2012.

(6) Ms. Markus joined the Board on March 1, 2013.

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EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

This section of the Proxy Statement explains the design and operation of our executive compensation programs with respect to Broadridge s executive officers listed on the Summary Compensation Table on page 46 (the chief executive officer, chief financial officer, and the three other most highly compensated executive officers in fiscal year 2013, referred to as the *Named Executive Officers*):

- Richard J. Daly, Chief Executive Officer (*CEO*)
- Dan Sheldon, Corporate Vice President and Chief Financial Officer (*CFO*)
- John Hogan, President
- Timothy C. Gokey, Corporate Senior Vice President and Chief Operating Officer (*COO*)
- Robert Schifellite, Corporate Senior Vice President, Investor Communication Solutions

EXECUTIVE SUMMARY

Our executive compensation program s objectives are:

- **Pay for performance:** Our program is designed to provide a clear line of sight and connection among individual performance, organizational performance, and compensation. A significant portion of each executive officer s pay varies based on individual, organizational and, when appropriate, business unit performance.
- **Hire and motivate talented executive officers:** Base salaries and target incentive opportunities are designed to be market competitive to attract, engage and retain executive officers who will help ensure our future success. In addition, our program is designed to motivate and inspire behavior that fosters a high performance culture while maintaining a reasonable level of risk and adherence to the highest standards of overall corporate governance.
- **Align compensation with stockholder value:** We use two specific incentive compensation programs to align the interests of our executive officers with stockholder interests and to ensure that our executive officers are motivated to increase stockholder value:

Our annual cash incentive program is designed to reward annual performance as measured by achievement against pre-set annual financial and operating goals.

Our long-term equity incentive compensation program, through the grant of stock options and performance-based RSUs, is designed to align executive officer financial interests with those of stockholders and to help improve our long-term profitability and stability through the attraction and retention of superior talent.

Performance Highlights

In fiscal year 2013, our revenues increased $127 million, or 6%, to $2,431 million, compared to $2,304 million for the comparable period last year, and our recurring fee revenues increased by 4%. This increase was driven by a positive contribution from recurring fee revenues of approximately $57 million including net new business reflected in our excellent 99% client revenue retention rate, acquisitions, higher distribution revenues of $50 million and higher event-driven fee revenues of $24 million.

Our fiscal year 2013 net earnings from continuing operations presented in accordance with generally accepted accounting principles in the United States (*GAAP*) of $212 million increased 70%, compared to $125 million in the comparable period last year, driven primarily by higher revenues, increased margins driven by mix of business, impairment charges taken on the assets held by the Company related to Penson Worldwide, Inc. (*Penson*) recorded in the prior fiscal year, costs associated with the migration of our data center to IBM recorded in the prior fiscal year, and cost containment. Our net earnings from continuing operations that are not presented in accordance with GAAP (*Non-GAAP*) were $236 million compared to $213 million in the comparable period last year. Our GAAP diluted earnings per share from continuing operations increased to $1.69 per share compared to $0.98 per share for the comparable period last year. Our Non-GAAP diluted earnings per share from continuing operations were $1.88 per share compared to $1.67 per share for the comparable period last year.

In fiscal year 2013, the Company s Non-GAAP earnings results are adjusted to exclude the impact of amortization charges associated with intangible asset values and other deal costs associated with the Company s acquisitions, restructuring and impairment charges, and a one-time tax benefit.

The Company s fiscal year 2013 GAAP pre-tax margins from continuing operations of 13.3% improved compared to 8.7% for the same period last year as a result of the impact of impairment charges related to Penson and costs associated with the migration of our data center to IBM that were recorded in fiscal year 2012.

During fiscal year 2013, the Company s recurring revenue closed sales of $121 million were up slightly compared to last year s comparable period. Recurring revenue closed sales continue to be a significant factor in Broadridge s financial results and the Company reported record recurring revenue closed sales in the fiscal year. The closed sales results included a large transaction the Company entered as a result of a strategic alliance with Accenture plc during fiscal year 2013. For the second consecutive year, the Company closed over $100 million in recurring revenue sales attributable to contracts with expected revenues of less than $5 million each. Broadridge s emerging and acquired product portfolio contributed significantly to this performance, and has helped Broadridge to manage through the financial crisis and to find new growth.

In fiscal year 2013, we returned a total of $313 million to our stockholders in the form of $86 million in cash dividends and $227 million in share repurchases. We repurchased approximately 9.2 million shares of Common Stock under our stock repurchase plans at an average price of approximately $24.52 per share, or a total of 7% of our outstanding shares. In addition, in August 2013, our Board of Directors increased our annual dividend amount by approximately 17%, from $0.72 per share to $0.84 per share, subject to the discretion of the Board of Directors. With this increase, our annual dividend has increased for the sixth consecutive year since our first full year of dividend payments in 2008.

Certain financial results in this Performance Highlights section are Non-GAAP financial measures and should be viewed in addition to, and not as a substitute for, the Company s reported results. Adjusted net earnings from continuing operations and adjusted diluted EPS from continuing operations excluding the impact of acquisition amortization and other costs, restructuring and impairment charges, and a one-time tax benefit are Non-GAAP measures. Our reported results are adjusted to exclude the impact of certain non-recurring items as Broadridge believes this Non-GAAP information helps investors understand the effect of these items on our reported results and provides a better representation of our actual performance. Please see Management s Discussion and Analysis of Financial Condition and Results of Operations in the 2013 Annual Report for more information on the calculation of these Non-GAAP financial measures.

Compensation Highlights

Our goal is to position target compensation, on average, at the median of the external market for the Named Executive Officers. On an individual basis, target compensation for each Named Executive Officer may be set above or below median based on a variety of factors including sustained performance over time, readiness for promotion to a higher level, and skill set and experience relative to external market counterparts. Actual compensation varies above or below the target level based on the degree to which specific performance goals are attained in the variable incentive plans, changes in stock value over time, and the individual performance of each executive.

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As discussed above, in fiscal year 2013, we reported strong operating results with solid revenue growth of 6% and record earnings per share performance. In line with the improvements in the Company s overall financial performance in fiscal year 2013 compared to fiscal year 2012 and our strong results versus budgeted goals, the total direct compensation of the Named Executive Officers increased, primarily due to an increase in their annual cash incentive award payments. The annual cash incentive payments for the Named Executive Officers ranged from 112.1% to 120.8% of their targets, as compared to 92.8% to 115.7% of their targets in fiscal year 2012. In addition, 100% of performance-based RSU target awards granted in early fiscal year 2012 (which are based on performance over a two-year period) were earned at the end of fiscal year 2013, up from 70% earned at the end of fiscal year 2012.

In summary, the Compensation Committee concluded that fiscal year 2013 compensation was well aligned with the Company s performance for the year and that the connection between pay and performance is strong.

Total Direct Compensation Objectives and Fiscal Year Changes

The primary elements of our executive compensation program are described below.

Compensation Component	Principal Objectives	Fiscal Year 2013 Highlights
Base Salary	Provide regular and continued payments appropriate to position, experience and responsibilities.	Provided merit-based increases for Named Executive Officers of 0% to 3.5%.
Annual Cash Incentive	Focus executives on achieving annual financial and operating results. Elements in the plan are directly linked to driving increases in stockholder value.	Annual cash incentive payments for the Named Executive Officers ranged from 112.1% to 120.8% of their targets based on achievement of performance targets including Earnings before Taxes and Extraordinary Items, Fee-Based Revenue and Total Recurring Revenue Closed Sales.
Long-Term Equity Incentives	Align executive officer financial interests with those of stockholders, and help to improve our long-term profitability and stability through the attraction and retention of a talented management team.	Based on the average EPS performance in fiscal years 2012 and 2013, 100% of the target shares of the performance-based RSU awards granted in October 2011 were earned at the end of fiscal year 2013 and will vest in April 2014. Performance-based RSU awards were granted in October 2012 and will be earned based on average EPS performance in fiscal years 2013 and 2014. The number of RSUs earned is determined at the end of the two-year performance cycle. The earned RSUs

vest 30 months from the date of grant subject to continued employment with the Company.

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Other Compensation Elements

In addition to the compensation elements described above, we also provide the compensation described below.

Compensation Component	Principal Objectives	Fiscal Year 2013 Highlights
Retirement Benefits	Provide for the financial security of executives.	No changes were made to retirement benefits in fiscal year 2013.
Severance Benefits	Provide temporary compensation to bridge executives transition to new employment.	No changes were made to the severance plan in fiscal year 2013. After the fiscal year ended, Mr. Daly and Mr. Hogan agreed to amend their Change in Control Severance Plan Enhancement Agreements to give up their right to excise tax gross-up payments which could have been payable in the event of a qualified termination following a change in control of the Company.
Perquisites	Helps to attract and retain talented executives with benefits that are comparable to those offered by companies with which we compete for talent.	No changes were made to the perquisites in fiscal year 2013.

The Company maintains Officer Stock Ownership and Retention and Holding Period Guidelines, an Executive Officer Compensation Clawback Policy, and a Pre-Clearance and Insider Trading Policy that are designed to reflect best practices in corporate governance. For information about these policies, please see Corporate Governance Policies on pages 41-42.

KEY ROLES AND PROCESSES FOR EXECUTIVE COMPENSATION DECISION-MAKING

Role of the Compensation Committee

The Compensation Committee, which consists solely of independent directors, has oversight of all compensation elements provided to Broadridge s executive officers, including the Named Executive Officers. The Compensation Committee plays a significant role in the evolution of Broadridge s executive compensation strategies and policies in order to ensure that our executive compensation program supports our long-term business strategy and enhances our performance and return to stockholders. Among its duties, the Committee determines and approves the total compensation of our CEO and approves the compensation for the remainder of our Named Executive Officers after taking into account the CEO s recommendations including:

- Review and approval of corporate incentive goals and objectives relevant to compensation;
- Evaluation of the competitiveness of each Named Executive Officer s total compensation package; and

Approval of any changes to the total compensation package, including, but not limited to, base salary, annual cash incentive and long-term equity incentive award opportunities.

Role of the Independent Consultant

The Compensation Committee engages Cook & Co. as its independent compensation consultant to provide compensation market analysis and insight with respect to the compensation of our executive officers, including

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the Named Executive Officers. In addition, Cook & Co. provided the Compensation Committee advice regarding selection of the Peer Group companies (as defined below), market competitive compensation, design of the variable incentive plans, selection of performance goals and ranges, executive compensation trends, regulatory updates, and an assessment of the compensation risk of Broadridge s incentive plans. The Compensation Committee reviewed the independence of Cook & Co. and concluded that Cook & Co. is independent and their work has not raised any conflicts of interest. Please see the Corporate Governance section of this Proxy Statement for additional information about the role of Cook & Co.

Role of Management

Each year our CEO makes recommendations to the Compensation Committee with respect to the base salaries, annual cash incentive awards and long-term incentive awards for executive officers, including the other Named Executive Officers, within the framework of the executive compensation program approved by the Committee and taking into account Cook & Co. s review of market competitive compensation data on behalf of the Committee. These recommendations are based upon his assessment of each executive officer s performance, the performance of the individual s respective business or function, and employee retention considerations. The Committee considers the CEO s recommendations in its sole discretion. Our CEO does not make recommendations that affect his own compensation.

Results of 2012 Say on Pay Proposal

The Company provides stockholders with an opportunity to cast an advisory vote on the compensation of the Company s Named Executive Officers, as disclosed pursuant to the SEC s compensation disclosure rules (a *Say on Pay Proposal*). At the 2012 annual meeting of stockholders, approximately 95% of the votes cast on the Say on Pay Proposal were voted in favor of the proposal. The Committee discussed the results of this advisory vote in connection with its review of compensation decisions. Based on the outcome of the annual advisory vote, and after taking into account stockholder feedback, the Compensation Committee believes that the Company s current executive compensation program has the support of the Company s stockholders. As a result, no actions were taken with respect to our executive compensation program based on the advisory vote.

The Committee will continue to consider the outcome of the Company s annual Say on Pay Proposal votes and the views of our stockholders when making future compensation decisions for the Named Executive Officers. The Company will present the Say on Pay Proposal for advisory vote on an annual basis at least until the next advisory vote on the frequency of say on pay votes (no later than the 2017 annual meeting of stockholders).

Peer Group Selection and Market Data

The list of companies determined to be Broadridge s peers for compensation benchmarking purposes is reviewed annually by the Compensation Committee. The Compensation Committee, with the assistance of its independent compensation consultant, Cook & Co., determined that the following 18 companies are Broadridge s peers for fiscal year 2013 compensation benchmarking purposes (the *Peer Group*):

Alliance Data Systems Corp.
Cognizant Technology Solutions Corp.
Convergys Corp.
DST Systems Inc.

Dun & Bradstreet Corp.
Equifax Inc.
Euronet Worldwide Inc.
Fidelity National Information Services, Inc.
Fiserv Inc.
Global Payments Inc.
Heartland Payment Systems Inc.
Jack Henry & Associates
Lender Processing Services, Inc.
Paychex Inc.
SEI Investments Co.
TeleTech Holdings Inc.
Total System Services Inc.
VeriFone Holdings Inc.

MF Global Holdings, Ltd. and GFI Group, Inc. were removed from the list of peer group companies used in the prior fiscal year. MF Global Holdings, Ltd. filed for bankruptcy protection in 2011. GFI Group, Inc. was removed from the list because its revenues are less than half of Broadridge s revenues and it is in an industry with a different risk profile than Broadridge.

The Peer Group companies were selected based primarily on two factors:

- Comparable business (*i.e.*, the peer companies operate in similar industries and have similar cost structures, business models, compensation models and global reach); and

- Size (*i.e.*, the peer companies are within a reasonable size range, both larger and smaller).

Peer group data is considered a primary source of information for the determination of both market practices and market compensation levels for the Named Executive Officers. As there is limited data on positions other than the CEO and CFO in the peer group data, the Compensation Committee also reviews data from two national survey sources related to general industry companies (the *General Industry Group*) size-adjusted for Broadridge s total revenues, as described in the next paragraph, or in the case of Mr. Schifellite s role, for the total revenues of the bank, broker-dealer and corporate issuer solutions businesses of our Investor Communications segment (the *Bank/Broker/Issuer division*), when it considers the market competitiveness of Named Executive Officer compensation levels and/or market practices. The surveys utilized are Towers Watson s CDB General Industry Executive Compensation Survey, which includes 435 participants, and Aon Hewitt s TCM Executive Total Compensation Regression Analysis: United States, which includes more than 360 participants.

For comparison purposes, due to the variance in size among the companies in the General Industry Group, regression analysis, which is an objective analytical tool used to determine the relationship between one variable and another, is used to adjust the data for differences in the General Industry Group company revenues in order to be comparable to Broadridge. Regressed General Industry Group data was reviewed by the Compensation Committee in conjunction with peer group data to determine market rates and year-over-year changes in Named Executive Officers total compensation, which are discussed in more detail below.

Summary of Target Compensation for Named Executive Officers

The fiscal year 2013 compensation elements that comprise total target direct compensation for the Named Executive Officers are summarized below. The information described below differs from the information presented in the Summary Compensation Table required by the SEC, which can be found on page 46 of this Proxy Statement, and is not a substitute for such information. The stock award and stock option columns in the Summary Compensation Table represent the grant date fair value of awards made during fiscal year 2013. The target equity values below represent a target used by the Compensation Committee.

The mix of compensation elements for the Named Executive Officers is also detailed below. Pay mix is more heavily weighted towards variable, performance-based compensation for the Named Executive Officers, particularly the CEO, than for the other executive officers. This is intended to ensure that the executives who are most responsible for overall performance and changes in stockholder value are held most accountable for results.

	Base Salary		Annual Cash Incentive			Annual Equity Incentive		
Named Executive Officer	**Annual $**	**Fixed Cash as % of Target TDC**	**Cash Incentive Target as % of Base**	**Total Target Cash**	**Variable Cash as % of Target TDC**	**Target Value**	**Equity as % of Target TDC**	**Total Target Direct Compensation (TDC)**
Mr. Daly	$ 715,000	16%	165%	$ 1,894,750	27%	$ 2,500,000	57%	$ 4,394,750
Mr. Sheldon	$ 473,800	33%	75%	$ 829,150	25%	$ 600,000	42%	$ 1,429,150
Mr. Hogan	$ 540,000	21%	150%	$ 1,350,000	31%	$ 1,225,000	48%	$ 2,575,000
Mr. Gokey	$ 530,500	26%	115%	$ 1,140,575	30%	$ 900,000	44%	$ 2,040,575
Mr. Schifellite	$ 430,560	27%	110%	$ 904,176	29%	$ 700,000	44%	$ 1,604,176

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CEO Evaluation Process

The Compensation Committee evaluates the performance of the CEO annually. The Compensation Committee s evaluation of Mr. Daly s performance is focused on:

- Mr. Daly s leadership as assessed against expectations in four categories: strategic leadership, enabling future growth, human capital management, and stakeholder engagement; and

- The CEO scorecard which assesses financial and operational business performance against expectations in four categories: financial goals, operational excellence goals, human capital goals, and client goals.

Mr. Daly s leadership and the CEO scorecard were evaluated by all independent members of the Board. In addition, Mr. Daly s leadership was also evaluated by the executive officers of the Company. Ratings were tabulated by a third-party service provider and reviewed by the Board of Directors.

The Board of Directors used the results of both the leadership assessment and the CEO scorecard to evaluate Mr. Daly s performance for the fiscal year, and to communicate the key performance and strategic and leadership goals that the Compensation Committee wants Mr. Daly to pursue in the upcoming fiscal year.

In its evaluation of Mr. Daly, the Board of Directors concluded that Mr. Daly met the overall expectations of the Board in both its leadership assessment and the results measured on the CEO scorecard in fiscal year 2013, and made recommendations to the Compensation Committee reflecting this evaluation. At the conclusion of the fiscal year, the results were considered by the Compensation Committee in determining Mr. Daly s compensation.

ELEMENTS OF EXECUTIVE COMPENSATION

Base Salary

The base salaries of the Named Executive Officers are reviewed and approved by the Compensation Committee in the first quarter of the Company s fiscal year. Base salaries are targeted at the median based on Peer Group benchmarking and a General Industry Group survey and a review of market trends prepared by Cook & Co. Actual positioning varies above or below the median to reflect each executive s performance over time, experience and skill set relative to the Company s other executive officers, and their criticality to the Company.

In September 2012, the Compensation Committee reviewed the base salaries of the Named Executive Officers and taking this criteria into consideration, the Committee made the following merit-based salary increases for fiscal year 2013, effective on September 1, 2012:

Named Executive Officer	Fiscal Year 2012 Base Salary	Increase	Fiscal Year 2013 Base Salary
Richard J. Daly	$ 695,000	3%	$ 715,000
Dan Sheldon	$ 460,000	3%	$ 473,800
Timothy C. Gokey	$ 515,000	3%	$ 530,500
Robert Schifellite	$ 416,000	3.5%	$ 430,560

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Annual Performance-Based Cash Incentives

Broadridge provides annual performance-based cash incentives to all of its executive officers, including the Named Executive Officers, under the Omnibus Plan. The incentives are intended to qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code of 1986, as amended (the *Code*). The annual cash incentives for the Company s Named Executive Officers are designed to reward annual performance, as measured by achievement against pre-set goals.

Certain of the corporate performance targets discussed in this Proxy Statement related to cash and equity incentive compensation are measured in a manner that reflects specific pre-determined adjustments to results. The Compensation Committee determines at the time it establishes the targets certain types of expenses, costs and other matters (such as acquisition costs and restructuring and integration costs, as well as changes in accounting rules that occur after the awards are made) that it believes should not affect the calculation of the achievement of a performance goal. Similarly, divisional performance targets typically exclude corporate allocations, costs associated with corporate initiatives, or other matters that management recommends to the Committee not to be considered when measuring performance. The purpose of these adjustments is to ensure that the measurement of performance reflects factors that management can directly control and that payout levels are not artificially inflated or impaired by factors unrelated to the ongoing operation of the business.

Fiscal Year 2013 Cash Incentive Award Target Changes

In September 2012, after reviewing Broadridge s fiscal year 2013 business plan and taking into account the results of the Cook & Co. study, the Committee decided that the annual cash incentive targets as a percentage of base salary would be increased for three of the Named Executive Officers, as set forth below:

Named Executive Officer	Annual Cash Incentive Target as a % of Base Salary Fiscal Year 2012	Fiscal Year 2013	Rationale
John Hogan	140%	150%	Reflects strong performance expectations relating to the transition of the role of COO from Mr. Hogan to Mr. Gokey and the transactions related to Penson
Timothy C. Gokey	100%	115%	Reflects his expanded responsibilities resulting from his promotion to the role of COO
Robert Schifellite	100%	110%	Reflects his strong performance relating to leading Broadridge s largest business unit and his continued value to the Company

Maximum Cash Incentive Awards Available

Early in fiscal year 2013, the Compensation Committee established that no annual cash incentive awards would be payable to the Company s executive officers unless the Company s fiscal year 2013 adjusted net earnings were at least $133 million. The Committee selected this metric because it measures annual corporate growth and is believed to provide alignment with our stockholders interests. Adjusted net earnings was defined as the Company s fiscal year 2013 net earnings from continuing operations after income taxes reported in the Company s financial statements for the 2013 fiscal year, as adjusted to exclude the impact of the full amount of all items of gain, loss, charge or expense relating to the items specified by the Compensation Committee within the first 90 days of the performance period, as disclosed in the Company s financial statements, footnotes to the financial statements or in management's discussion and analysis of financial condition and results of operations appearing in the Company s Form 10-K for the fiscal year. In fiscal year 2013, these adjustments consisted of the exclusion of the impact of restructuring and impairment charges related to severance, one-time system development costs, and the restructuring and outsourcing of certain processing related to our desktop applications.

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Achievement of this performance threshold goal establishes a maximum award amount that each Named Executive Officer is eligible to receive, equal to 200% of their target amount set forth below. However, the actual cash incentive award payable is determined by the Compensation Committee in its discretion, taking into account financial and non-financial performance of the Company, individual performance of the Named Executive Officer, and any other factors the Compensation Committee deems relevant, limited to the maximum award amount.

Broadridge s adjusted net earnings for fiscal year 2013 exceeded the $133 million threshold; therefore, the Company achieved the required threshold to pay cash incentive awards to the Named Executive Officers. In determining actual award amounts, the Committee considered achievement compared to pre-established financial, strategic and client satisfaction goals as described below.

2013 Cash Incentive Award Performance Metrics

For fiscal year 2013, the Committee determined that the annual cash incentive awards for the Named Executive Officers would be based primarily on the following three components:

- Financial Goals (70% of total award)
- Strategic and Leadership Goals (25% of total award)
- Client Satisfaction (5% of total award)

Financial Goals

Achievement of financial goals is the most heavily weighted set of goals for all Named Executive Officers because the Compensation Committee considers these goals to provide the most relevant measures of the Company s overall business performance for the year, as it believes attainment of the annual goals set for each metric is necessary to achieve the Company s long-term growth and profitability objectives.

The Committee establishes a threshold, a target and a maximum level for each financial goal. Each level represents a different performance expectation considering factors such as the Company s prior year s performance and strategic plan growth goals.

- The threshold goal is set at what is considered the minimum acceptable performance and corresponds to what is considered to represent a below median compensation level.
- Target is established at a performance level aligned with the Company s business plan for the fiscal year, and the corresponding compensation level equates to what is considered competitive as compared to data derived from the General Industry Group market surveys and Peer Group data.

The maximum goal equates to what is believed to represent superior performance for the year and, correspondingly, an above median compensation opportunity.

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The following financial goals are part of the scoring of annual cash incentive plans for Named Executive Officers:

Metric	Definition	Rationale
Income before Taxes and Extraordinary Items	Earnings from continuing operations before income taxes, as adjusted to exclude the impact of extraordinary items as determined by the Compensation Committee. In fiscal year 2013, the adjustments consisted of restructuring costs in the amount of $25 million.	Selected as a measurement of performance, and given the most weighting, because it is one of Broadridge s primary measures of annual corporate growth and is believed to provide alignment with our stockholders interests.
Fee-Based Revenue	The Company s total annual revenues from continuing operations less distribution revenues that consist primarily of postage-related fees.	Selected as a performance metric, and given equal weighting to Total Recurring Revenue Closed Sales, because of the importance of increasing the Company s fee-based revenues as a foundation for future growth.
Total Recurring Revenue Closed Sales (all NEOs other than Mr. Sheldon)	The total amount of recurring revenue closed sales in the fiscal year. 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 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.	Used as a performance metric because of the importance of setting and implementing top-line growth strategies that drive the Company s sales performance.
Free Cash Flow (applicable only for Mr. Sheldon)	The Free Cash Flow goal is defined as the net cash flow provided by operating activity of continuing operations less cash used for capital expenditures and software purchases, as adjusted to exclude the impact of extraordinary items and conversion assistance payments for new business not contemplated in the Company s approved operating plan. In fiscal year 2013, the adjustments consisted of restructuring costs in the amount of $5.4 million.	As the CFO, Mr. Sheldon s core responsibilities include the sound management of the Company s cash flow, and therefore, Free Cash Flow is an important metric in evaluating his performance.

In addition to the Broadridge Financial Goals, Mr. Schifellite s financial goals include the results of the Bank/Broker/Issuer division of the Investor Communication Solutions segment because Mr. Schifellite is directly responsible for the results of that division. The Broadridge Company-wide goals and those of the Bank/Broker/Issuer division are given equal weight in the determination of Mr. Schifellite s cash incentive award.

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Determination of Fiscal Year 2013 Annual Cash Incentive Award

The financial goals portion of the 2013 cash incentive award was determined as follows:

Financial Metrics	Target Goals	Goal Ranges	Achievement	% Earned
Fiscal Year 2013 Broadridge Income before Taxes and Extraordinary Items	$ 340.0 million	$238.0 $442.0 million (70 130% of target)	$ 348.2 million	108.0%
Fiscal Year 2013 Broadridge Fee-Based Revenue	$ 1,674.0 million	$1,422.9 $1,925.1 million (85 115% of target)	$ 1,676.1 million	100.8%
Fiscal Year 2013 Broadridge Total Recurring Revenue Closed Sales	$ 130.0 million	$91.0 $169.0 million (70 130% of target)	$ 120.8 million	88.2%
Fiscal Year 2013 Broadridge Free Cash Flow	$ 219.0 million	$153.3 $284.7 million (70 130% of target)	$ 225.4 million	109.7%

As stated above, Mr. Schifellite s cash incentive is also based on the performance of the Bank/Broker/Issuer division. The Company has not disclosed the fee-based revenue, earnings before interest and taxes, and total recurring revenue closed sales targets and ranges pertaining to the Bank/Broker/Issuer division because this information is not otherwise publicly disclosed by the Company, and the Company believes it would cause competitive harm to do so in this Proxy Statement. The probability of achieving the Bank/Broker/Issuer division goals was substantially uncertain at the time the goals were set. Achievement of the Bank/Broker/Issuer division goals ranged from 110.6% to 121.7% in fiscal year 2013, 77% to 91% in fiscal year 2012, 0% to 64.5% in 2011.

Strategic and Leadership Goals

Strategic and leadership goals are developed for and communicated to each executive at the beginning of a fiscal year based on each officer s role and the strategic plan. By aligning a portion of each Named Executive Officer s cash incentive bonus to strategic and leadership goals, the Compensation Committee reinforces their importance. The actual amount payable based on the strategic and leadership goals is determined based on the Committee s evaluation of the degree to which each Named Executive Officer achieved their goals.

Strategic and Leadership Goals CEO

The following are the primary strategic and leadership goals that were communicated to Mr. Daly by the Compensation Committee at the beginning of the fiscal year:

- Develop and articulate a long-term (five year) strategy for Broadridge; and

- Acquire and develop strong executive talent and ensure a smooth executive succession process.

In evaluating Mr. Daly s achievement of these strategic and leadership goals, the Compensation Committee considered the following key accomplishments, which are set forth in the CEO scorecard:

Maintained operational excellence in the Company as reflected in high client satisfaction scores;

Provided strategic leadership reflected in the Company s recent impactful acquisitions including the Bonaire Software Solutions, LLC acquisition which closed after the end of the fiscal year;

Provided strategic leadership reflected in international expansion and new partnerships/alliances in the industry; and

Enabled future growth by developing new products and building the management team.

Based on these accomplishments and the Compensation Committee s assessment of his overall performance, the Committee decided to pay Mr. Daly 127.75% of the target on the strategic and leadership goals portion of his cash incentive award.

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Strategic and Leadership Goals Other NEOs

The strategic and leadership goals for the other Named Executive Officers were similar to the qualitative measures used by the Compensation Committee to evaluate the performance of Mr. Daly. The goals varied by Named Executive Officer and were set and communicated at the beginning of the fiscal year. The following key accomplishments were considered in determining the achievement of the strategic and leadership goals portion of the other Named Executive Officers cash incentive awards:

- Broadridge reported strong operating results in fiscal year 2013 with revenues increasing 6% to $2,431 million, compared to $2,304 million in the prior fiscal year;

- Broadridge achieved record Non-GAAP diluted earnings per share of $1.88, which was a 13% increase over fiscal year 2012;

- Broadridge entered into a strategic alliance with Accenture plc and jointly launched a post-trade processing platform for investment banks operating in Europe, Asia, Australia and the Middle East that is powered by Broadridge technology and also signed its first client for that service;

- Broadridge identified Bonaire Software Solutions, LLC, a leader in investment management fee calculating solutions, as an acquisition target and closed the acquisition after the end of the fiscal year; and

- Broadridge achieved a 99% client revenue retention rate in fiscal year 2013.

Mr. Daly made a recommendation to the Compensation Committee of a payment on the strategic and leadership goals metric for each of the other Named Executive Officers which it reviewed in assessing the performance of the other Named Executive Officers in relation to their strategic and leadership goals. The amounts earned by the other Named Executive Officers on the strategic and leadership goals portion of their cash incentive awards ranged from 125% to 140% of their respective target amounts.

Client Satisfaction Goal

Broadridge conducts a client satisfaction survey for each business unit annually. Each year, target, threshold and stretch goals are established; target award levels are established based on exceeding the prior year s performance. Results of the client satisfaction survey are included as a component of Named Executive Officer cash incentive award plans because of the importance of client retention to Broadridge s revenue.

For the Named Executive Officers, other than Mr. Schifellite, client satisfaction is the weighted average achievement vs. pre-set targets in Broadridge client satisfaction survey scoring in the Securities Processing and Investor Communication Solutions business segments. Mr. Schifellite s score is based solely on the performance of the Bank/Broker/Issuer division. The percentage earned by Mr. Schifellite was 200% of target and the amount earned by other Named Executive Officers was 199.5% of target.

Fiscal Year 2013 Annual Cash Incentive Award Payments

The results of the annual cash incentive award calculations for fiscal year 2013 are as follows:

	Fiscal Year 2013 Annual Cash Incentive Totals		
Name	**Target $**	**Earned $**	**Earned as % of Target**
Richard J. Daly	$ 1,179,750	$ 1,330,611	112.8%
Dan Sheldon	$ 355,350	$ 411,700	115.9%
John Hogan	$ 810,000	$ 908,000	112.1%
Timothy C. Gokey	$ 610,075	$ 706,800	115.9%
Robert Schifellite	$ 473,616	$ 571,900	120.8%

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Long-Term Equity Incentive Compensation

The purpose of long-term equity incentive compensation provided under the Omnibus Plan is to align executive officer financial interests with those of stockholders, and to improve our long-term profitability and stability through the attraction and retention of superior talent.

The Company grants both stock options and performance-based RSUs to its executive officers annually in order to reinforce key long-term business strategies. Stock options, with an expiration date of ten years from the grant date, align executive officers with stockholder interests to create long-term growth in the Broadridge stock price. Performance-based RSUs, with a two-year performance period prior to a vesting period, reinforce year-over-year EPS growth, which has an impact on the Company s stock price growth.

Long-Term Equity Incentive Grants

Each Named Executive Officer and other executive officers have an annual long-term equity incentive target grant denoted in terms of dollar value which are allocated between stock options and performance-based RSUs. These grant guidelines are generally intended to result in a median total direct compensation opportunity when combined with the cash compensation opportunity. The stock option component is converted into grants of stock options by dividing the target dollar value by an assumed option value determined using a standard stock option valuation model under FASB ASC 718 and based on a 30-day average closing price of Broadridge Common Stock typically determined one week prior to the applicable Compensation Committee meeting. In addition, the performance-based RSU dollar targets are converted into performance-based RSUs based on the average closing price of Broadridge Common Stock in the month of grant. The use of an average closing price for purposes of converting dollar value targets into shares is intended to reduce the impact of short-term stock price volatility on individual awards, thereby mitigating the risk of a windfall or impairment to the award opportunity.

The individual stock option and performance-based RSU grants to the CEO, Named Executive Officers and the other executive officers are determined and approved by the Compensation Committee. Stock options and performance-based RSUs each represent 50% of the value of total awards for all Named Executive Officers. The Compensation Committee considers recommendations from the CEO with regard to stock option and performance-based RSU grants to the executive officers, including the Named Executive Officers, other than himself. The Compensation Committee retains full responsibility for approval of individual grants and the aggregate number of stock options and performance- and time-based RSUs granted for all eligible employees.

Stock Options

The exercise price equals the Common Stock closing price on the date of the grant (*i.e.*, fair market value). All stock option grants are made effective two business days following the Company s next quarterly earnings release after the grant s approval. Stock options have a 10-year term. The value of stock options to be granted to each Named Executive Officer is determined in September, and the stock options are approved and granted the following February.

Stock options awarded to executives, including Named Executive Officers, vest 25% per year on the anniversary date of the grant for the following four years subject to continued employment with the Company.

Performance-Based Restricted Stock Units

The performance criteria under the Omnibus Plan required to earn RSUs, and the individual awards to the CEO and the other Named Executive Officers, are approved by the Compensation Committee prior to the grant of awards. The fiscal year 2013 performance-based RSU award and target values were approved in September 2012 and the awards were granted on October 1, 2012.

The number of performance-based RSUs that are earned after the conclusion of a two-year performance period depends on Broadridge s financial performance over the performance period compared to a pre-set goal. For the fiscal year 2013 award, the financial metric is the average adjusted EPS performance over the fiscal years 2013 and 2014 performance cycle. This metric was selected because it is Broadridge s primary measure of long-term corporate profitability and is believed to provide alignment with our stockholders interests. The number of shares that can be earned based on performance ranges from 0% to 150% of the total target RSUs. No plan participant receives dividend equivalents during any part of the vesting cycle of any performance-based awards.

Once the number of earned RSUs is determined at the end of the performance period, they will vest on April 1st of the following calendar year, unless the Named Executive Officer is not actively employed with Broadridge on the vesting date, thus resulting in a 30-month cycle from date of award to date of vesting. Upon vesting, the RSUs convert to Broadridge shares at a ratio of one Broadridge share for each RSU.

The performance-based RSU awards granted to the Named Executive Officers in fiscal year 2013 are detailed in the Long-Term Equity Incentive Compensation Fiscal Year 2013 Performance-Based RSU Target Awards section of this Proxy Statement.

The results of the conclusion of the performance-based RSU cycle for fiscal years 2012 and 2013 are detailed in the Long-Term Equity Incentive Compensation Fiscal Year 2012 Performance-Based RSU Earned Awards section of this Proxy Statement.

Fiscal Year 2013 Long-Term Equity Incentive Target Changes

In September 2012, taking into account the review of the Peer Group market analysis completed by Cook & Co. and for the reasons described below, the Compensation Committee approved the following increases to the long-term equity incentive award targets for fiscal year 2013 for three of the Named Executive Officers:

	Long-Term Equity Incentive Target		
Named Executive Officer	**Fiscal Year 2012**	**Fiscal Year 2013**	**Rationale**
Richard J. Daly	$ 2,250,000	$ 2,500,000	Reflects the positive assessment of Mr. Daly s performance and leadership through the CEO evaluation process and brings his total target direct compensation closer to the median of chief executive officers in the Peer Group
Timothy C. Gokey	$ 825,000	$ 900,000	Reflects his expanded responsibilities resulting from his promotion to the role of COO
Robert Schifellite	$ 600,000	$ 700,000	Reflects the significant business impact of his performance relating to leading Broadridge s largest business unit and his continued value to the Company

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Fiscal Year 2013 Stock Option Awards

On February 4, 2013, the Compensation Committee approved the grant of the following stock option awards, with a grant date of February 11, 2013.

Name	Stock Option Awards (#) (1)	Target Value ($) (2)
Richard J. Daly	321,493	$ 1,250,000
Dan Sheldon	77,158	$ 300,000
John Hogan	157,532	$ 612,500
Timothy C. Gokey	115,738	$ 450,000
Robert Schifellite	90,018	$ 350,000

(1) The number of stock options awarded was determined by dividing the target value by the expected value of each stock option based on the product of the 30-day average closing price of Broadridge Common Stock granted as determined by a standard stock option valuation model under FASB ASC 718.

(2) Broadridge awarded half of each executive officer s long-term incentive target in the form of stock options.

Fiscal Year 2013 Performance-Based RSU Target Awards

In September 2012, the Compensation Committee approved the grant of the following performance-based RSU target awards, with a grant date of October 1, 2012.

Name	RSU Target Award (#) (1)	Target Value ($) (2)
Richard J. Daly	55,334	$ 1,250,000
Dan Sheldon	13,280	$ 300,000
John Hogan	27,113	$ 612,500
Timothy C. Gokey	19,920	$ 450,000
Robert Schifellite	15,493	$ 350,000

(1) The target number of performance-based RSUs awarded was determined by dividing the target value by the average closing price of the Common Stock in August 2012 of $22.59 per share.

(2) Broadridge awarded half of each officer s long-term incentive target in the form of performance-based RSUs. The number of shares that can be earned based on adjusted EPS performance over the fiscal years 2013 and 2014 performance period ranges from 0% to 150% of the total target RSUs. In August 2012, the Committee set the fiscal years 2013 and 2014 EPS goals, and the applicable automatic adjustments to these performance goals were established by the Committee in accordance with the Omnibus Plan at the time the performance goals were set. If earned, these RSUs will vest on April 1, 2015.

Fiscal Year 2012 Performance-Based RSU Earned Awards

The goals for performance-based RSUs granted on October 1, 2011 were set and evaluated by the Compensation Committee in August 2011. At the end of the two-year performance period in August 2013, the Compensation Committee determined that the Named Executive Officers earned 100% of the performance-based RSU target award amounts granted on October 1, 2011, due to the achievement of average adjusted EPS of $1.695 in fiscal years 2012 and 2013. Broadridge s adjusted EPS achievement for fiscal years 2012 and 2013 was $1.57 and $1.82, respectively.

In scoring the achievement of the fiscal year 2012 EPS goal, the Compensation Committee adjusted the EPS result for impairment charges related to Penson, costs associated with the migration of our data center to IBM, restructuring charges, and costs related to the Company s acquisition of Paladyne Systems, Inc. In scoring the achievement of the fiscal year 2013 EPS goal, the Compensation Committee adjusted the EPS result for restructuring and impairment charges related to severance, one-time system development costs, and the restructuring and outsourcing of certain processing related to our desktop applications.

The earned RSUs will vest and convert to shares of Common Stock on April 1, 2014, provided that the plan participant remains actively employed with Broadridge on the vesting date.

Financial Metric	Target Goal	Goal Range	Achievement	% Earned
EPS Average for Fiscal Years 2012 and 2013	$1.64-$1.70 per share	$1.34-$1.94 per share (50-150% of target)	$1.695 per share	100%

The number of RSUs earned by each Named Executive Officer was as follows:

Name	Original RSU Target Award (#)	Actual RSUs Achieved (#)	Value on Payment Determination Date ($) (1)
Richard J. Daly	53,750	53,750	$ 1,571,650
Dan Sheldon	14,333	14,333	$ 419,097
John Hogan	29,264	29,264	$ 855,679
Timothy C. Gokey	15,527	15,527	$ 454,009
Robert Schifellite	14,333	14,333	$ 419,097

(1) The value on the payment determination date is based on the closing price of the Common Stock on August 1, 2013 of $29.24 per share.

Corporate Governance Policies

Stock Ownership and Retention and Holding Period Guidelines

The Company s stock ownership guidelines reinforce the objective of increasing equity ownership of the Company among executive officers in order to more closely align their interests with those of our stockholders. The ownership guidelines are based on each executive officer acquiring and holding a total equity value at least equal to a specified multiple of his or her annual base salary. The multiples of base salary by executive officer position are:

Chief Executive Officer: 6x base salary

Chief Financial Officer: 3x base salary

President and Chief Operating Officer: 4x base salary

All other Corporate Senior Vice Presidents and Corporate Vice Presidents: 2x base salary

Equity ownership that counts toward this ownership objective are shares owned outright, shares beneficially owned by direct family members (spouse, dependent children), and shares held in the executive s account under a 401(k) plan or other savings plan. Unexercised stock options and unvested RSUs do not count toward satisfying the guideline goals.

The Compensation Committee has also established stock retention and holding period guidelines for the executive officers, including the Named Executive Officers. Specifically:

An executive officer should retain at least 50% of his or her net profit shares realized after the exercise of stock options or vesting of RSUs until the guideline ownership level is reached. Net profit shares are the shares remaining after the sale of shares to finance payment of the stock option exercise price, taxes and transaction costs owed at exercise or vesting.

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After the guideline ownership level is met, the executive officer must continue to hold at least 50% of future net profit shares for one year.

Presently, all Named Executive Officers are in compliance with the stock retention requirement and are making progress toward meeting the ownership multiples.

Executive Officer Compensation Clawback Policy

The Company maintains a clawback policy that requires reimbursement by an executive officer of all or part of any bonus, incentive or equity-based compensation that is paid, awarded or vests if and to the extent that: (a) the payment, grant, or vesting was predicated upon the achievement of financial results that were subsequently the subject of a financial restatement due to material noncompliance with financial reporting requirements by the Company, and (b) a lower payment, award, or vesting would have occurred based upon the restated financial results.

Under this policy, the Company will, to the extent allowable under applicable laws, require reimbursement of any bonus, incentive or equity-based compensation previously awarded or cancel any unvested, unexercised or deferred stock awards previously granted to the executive officer in the amount by which the individual executive officer s bonus, incentive or equity-based compensation for the relevant period exceeded the lower amount that would have been received based on the restated financial results. However, the Company will not seek to recover bonuses, incentive or equity-based compensation that was paid or had vested more than three years prior to the date the applicable restatement is disclosed.

Pre-Clearance and Insider Trading Policy and Prohibition on Hedging and Pledging

The Broadridge trading policy for the Company s executive officers and directors provides that the Company s executive officers and directors or their immediate family members, family trusts or other controlled entities cannot engage in any transaction in Broadridge securities (including purchases, sales, broker assisted cashless exercises of stock options and the sale of the Common Stock acquired pursuant to exercise of stock options) without first obtaining the approval of the Company s General Counsel. Approval of transactions can be sought only during a defined window period when the executive officers and directors are not in possession of material non-public information about the Company. The window period is generally defined as the period of time commencing on the second day after the public release by Broadridge of its quarterly and annual earnings information and ending on the date of distribution to Broadridge s executive officers of the flash financial performance results for the second month of the then current fiscal quarter, but can be closed by the Company s General Counsel at any time if the person seeking approval is in possession of material non-public information. The Broadridge trading policy also clarifies the obligations of Broadridge s officers, directors and employees with respect to securities law prohibitions against insider trading. In addition, the trading policy includes prohibitions against hedging of economic exposure in Broadridge securities through derivative transactions and short sales, and also prohibits holding Broadridge securities in a margin account or pledging Broadridge securities.

Change in Control Severance Plan and Enhancement Agreements

Our change in control severance plan is designed to neutralize the potential conflict our executives could face with a potential change in control and possible termination of employment and to facilitate our ability to attract and retain executives as we compete for talented individuals in a marketplace where such protections are commonly offered.

In March 2007, the Broadridge Board of Directors adopted the Change in Control Severance Plan for Broadridge executive officers (the *CIC Plan*) to provide the executive officers of Broadridge equivalent protection in the event of a change in control as the change in control plan that was in place for executive officers

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of ADP at the time of the spin-off of Broadridge from ADP. The purpose of the CIC Plan is to protect and enhance stockholder value by encouraging executive officers to evaluate potential transactions with independence and objectivity, ensuring continuity of management prior to and after a transaction, and ensuring that executives receive reasonable severance compensation in the event that their positions are eliminated as a result of a transaction.

All Named Executive Officers participate in the CIC Plan. In addition, Mr. Daly and Mr. Hogan entered into Change in Control Enhancement Agreements (the *Enhancement Agreements*) with the Company pursuant to which they are entitled to receive, on an item-by-item basis, the greater of the benefits and payments under the Enhancement Agreements and the CIC Plan. The Enhancement Agreements were put in place at the time of the spin-off of Broadridge from ADP by the Board of Directors of ADP. In September 2013, Mr. Daly and Mr. Hogan agreed to amend the Enhancement Agreements to give up their right to an excise tax gross-up payment which could have been payable in the event of a qualified termination of their employment following a change in control of the Company.

The CIC Plan is a double-trigger plan that requires both a change in control of the Company and a subsequent qualifying termination of employment in order for the executive officer to receive any payment under the plan. Under the CIC Plan, if a participant s employment is terminated by the Company without cause or by the participant for good reason, as those terms are defined under the CIC Plan, within a three-year period following a change in control, the participant would be eligible to receive a severance payment and certain equity awards will be accelerated. Please see the Potential Payments Upon a Termination or Change in Control section of this Proxy Statement for further information regarding Broadridge s CIC Plan and the Enhancement Agreements.

Officer Severance Plan

The Company maintains a severance plan for executive officers (the *Severance Plan*), including the Named Executive Officers, in order to enhance recruitment and retention of senior officers who are key to our long-term success without the necessity of having separate employment agreements. The Severance Plan provides for severance benefits when an executive officer is terminated without cause as defined in the Severance Plan. Upon a qualifying termination, the Named Executive Officers would be eligible to receive severance payments and the vesting of certain equity awards will continue during the severance period. In the instance that a Named Executive Officer is due benefits or payments under both the Severance Plan and the CIC Plan, the Named Executive Officer would be eligible to receive the greater of the benefits and payments and the more favorable terms and conditions determined on an item-by-item basis. Please see the Potential Payments Upon a Termination or Change in Control section of this Proxy Statement for further information regarding the Severance Plan.

As a condition to receiving any severance payments under the Severance Plan, Named Executive Officers will be required to enter into agreements that contain a general release of the Company and certain restrictive covenants, including non-competition provisions that will be in force for a longer period than was previously applicable (*i.e.*, an additional 12 months for the CEO and an additional six months for all other executive officers).

Retirement Plans and Benefits

Broadridge provides its Named Executive Officers with retirement benefits on the same terms as those offered to other employees generally through the Broadridge Financial Solutions, Inc. Retirement Savings Plan (the *401(k) Plan*), a tax-qualified defined contribution plan. The 401(k) Plan allows our U.S. employees to save for retirement on a tax-deferred or Roth after-tax basis, and Broadridge makes matching contributions to the 401(k) Plan to encourage participation in this plan.

In addition, the Named Executive Officers participate in the Company s Supplemental Officer Retirement Plan (*SORP*), a non-qualified supplemental retirement plan. The Broadridge SORP provides supplemental benefits to executive officers and is intended to support the objective of attracting and retaining key talent by

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improving the market competitiveness of our overall rewards package and tying the receipt of value to continued tenure through a defined retirement age. Please see the Pension Benefits Table in this Proxy Statement for further information regarding Broadridge s retirement plans.

Certain key executives, including all Named Executive Officers, who terminate employment with the Company after they have attained age 55 and have been credited with at least 10 years of service are also eligible to participate in our Executive Retiree Health Insurance Plan. This Plan 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 until they reach the age of 65. This plan is intended to support the objective of attracting and retaining key talent by improving the market competitiveness of our overall rewards package.

Please see the Payments Upon a Termination or Change in Control Table in this Proxy Statement.

Non-Qualified Executive Deferred Compensation Plan

Broadridge sponsors the Executive Deferred Compensation Plan (the *DC Plan*), an unfunded, non-qualified deferred compensation plan for the benefit of its Named Executive Officers and selected other executives each year. The DC Plan allows Broadridge participants to defer the obligation to pay certain income taxes until the time the funds are distributed, thus providing an alternative investment vehicle for financial planning. None of the Named Executive Officers deferred any compensation earned in fiscal year 2013 into the DC Plan. Please see the Non-Qualified Deferred Compensation section of this Proxy Statement for more information regarding the DC Plan.

Benefit Plans

Broadridge provides its Named Executive Officers with health and welfare benefits on the same terms as those offered to other employees.

Perquisites

Broadridge provides the Named Executive Officers with a Company-paid car. In addition, the Broadridge Foundation, a charitable foundation established and funded by the Company, provides up to $10,000 per calendar year in matching of charitable contributions made to qualified tax-exempt organizations, which is a higher amount than the standard associate match. These perquisites are consistent with both general industry market practice based on independent third-party executive benefit and perquisite surveys and Broadridge s executive rewards strategy. The Compensation Committee reviewed these perquisites in fiscal year 2013 and determined that they are in line with perquisites provided by companies with which Broadridge competes for talent.

Please see the All Other Compensation column of the Summary Compensation Table and the All Other Compensation Table of this Proxy Statement for more information regarding the perquisites provided to the Named Executive Officers.

Employment Agreements

Broadridge does not have formal employment agreements in place with the Named Executive Officers as of June 30, 2013. Mr. Gokey s offer letter entered into upon his hiring by the Company on April 5, 2010 constituted an employment agreement; however it expired on April 5, 2013.

Impact of Accounting and Tax Considerations

As a general matter, the Compensation Committee reviews and considers the various tax and accounting implications of the compensation elements utilized by the Company.

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With respect to accounting considerations, the Compensation Committee examines the accounting cost associated with equity compensation in light of requirements under FASB ASC 718. Annual equity grants, including performance-based RSU and stock option grants, are made on an expected value basis and then converted into a set number of RSUs and/or stock options, so as to limit the total accounting cost of the grants.

With respect to taxes, the Compensation Committee considers the impact of Section 162(m) of the Code, which generally prohibits any publicly-held corporation from taking a federal income tax deduction for compensation paid in excess of $1 million in any taxable year to the Named Executive Officers other than the CFO, subject to certain exceptions.

The annual incentive awards are intended to comply with Section 162(m) of the Code by selecting financial measures for the funding of such plan only from the list of performance criteria under the stockholder approved Omnibus Plan, and approving specific performance goals and automatic adjustments within the first 90 days of the fiscal year. The annual performance-based RSU grants are intended to comply with Section 162(m) of the Code by making the vesting of all grants subject to performance conditions that are selected from the list of performance criteria under the Omnibus Plan, and approving specific multiple-year performance goals within the first 90 days of the performance period. The annual stock option grants are intended to comply with Section 162(m) of the Code by having an exercise price set equal to the fair market value of the Company s stock on the date of grant.

In general, the Company intends that compensation paid to executive officers should be deductible for U.S. tax purposes. In certain instances, however, we may determine that it is in our best interest and that of our stockholders to have the flexibility to pay compensation that is not deductible under the limitations of Section 162(m) of the Code in order to provide a compensation package consistent with our program and objectives. We have requested and obtained stockholder approval of the Omnibus Plan so that awards under the Plan may qualify as performance-based compensation under Section 162(m) of the Code.

Compensation Committee Report

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis. Based on such reviews and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company s 2013 Proxy Statement and be incorporated by reference in the 2013 Form 10-K.

Compensation Committee of the Board of Directors

Alan J. Weber, *Chair*

Sandra S. Jaffee

Stuart R. Levine

Thomas J. Perna

Notwithstanding any SEC filing by the Company that includes or incorporates by reference other SEC filings in their entirety, this Compensation Committee Report shall not be deemed to be filed with the SEC except as specifically provided otherwise therein.

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SUMMARY COMPENSATION TABLE

ame and Principal Position	Year	Salary	Bonus	Stock Awards (1)	Option Awards (2)	Non-Equity Incentive Plan Compensation (3)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings (4)	All Other Compensation (5)	Total
chard J. Daly	2013	$ 711,667	$ 0	$ 1,176,401	$ 1,215,244	$ 1,330,611	$ 934,053	$ 49,940	$ 5,417,916
hief Executive Officer	2012	$ 691,667	$ 0	$ 946,538	$ 1,121,584	$ 1,064,184	$ 1,523,675	$ 44,852	$ 5,392,500
	2011	$ 675,000	$ 0	$ 2,117,409	$ 0	$ 884,150	$ 1,150,790	$ 46,515	$ 4,873,864
an Sheldon	2013	$ 471,500	$ 0	$ 282,333	$ 291,657	$ 411,700	$ 182,674	$ 45,839	$ 1,685,703
VP and Chief Financial	2012	$ 457,708	$ 0	$ 252,404	$ 299,087	$ 399,200	$ 405,301	$ 43,340	$ 1,857,040
fficer	2011	$ 446,250	$ 0	$ 529,336	$ 0	$ 261,000	$ 248,541	$ 44,097	$ 1,529,224
hn Hogan	2013	$ 540,000	$ 0	$ 576,422	$ 595,471	$ 908,000	$ 513,513	$ 33,200	$ 3,166,606
esident	2012	$ 540,000	$ 0	$ 515,339	$ 610,639	$ 701,500	$ 397,928	$ 32,798	$ 2,798,204
	2011	$ 540,000	$ 0	$ 1,164,578	$ 0	$ 543,500	$ 677,238	$ 32,573	$ 2,957,889
mothy C. Gokey	2013	$ 527,917	$ 0	$ 423,499	$ 437,490	$ 706,800	$ 139,286	$ 40,716	$ 2,275,708
VP and Chief Operating	2012	$ 512,500	$ 0	$ 273,430	$ 498,480	$ 487,200	$ 134,659	$ 48,713	$ 1,954,982
fficer	2011	$ 500,000	$ 0	$ 344,076	$ 526,769	$ 402,600	$ 26,690	$ 353,963	$ 2,154,098
obert Schifellite	2013	$ 428,133	$ 0	$ 329,381	$ 340,268	$ 571,900	$ 256,563	$ 34,731	$ 1,960,976
VP, Investor	2012	$ 413,333	$ 0	$ 252,404	$ 299,087	$ 437,900	$ 415,779	$ 30,229	$ 1,848,732
ommunication Solutions	2011	$ 395,700	$ 0	$ 529,336	$ 0	$ 316,700	$ 238,970	$ 30,160	$ 1,510,866

(1) Reflects performance-based RSUs granted by Broadridge under the Omnibus Plan. Amounts in this column represent the aggregate grant date fair value of the RSUs computed in accordance with FASB ASC 718, excluding the effect of estimated forfeitures. See Note 14, Stock-Based Compensation, to the Company s Consolidated Financial Statements for the fiscal year ended June 30, 2013 included in the 2013 Form 10-K, for the relevant assumptions used to determine the valuation of these awards. For the performance-based RSUs, the amounts shown reflect the grant date fair value based upon the probable outcome of the performance conditions as of the grant date. The maximum value of the performance-based RSUs granted in fiscal year 2013 assuming achievement of the highest level of performance is: Mr. Daly: $1,764,601; Mr. Sheldon: $423,499; Mr. Hogan: $864,644; Mr. Gokey: $635,249; and Mr. Schifellite: $494,082.

(2) Reflects stock options granted by Broadridge under the Omnibus Plan. Amounts in this column represent the aggregate grant date fair value of option awards computed in accordance with FASB ASC 718, excluding the effect of estimated forfeitures. Please see Note 14, Stock-Based Compensation, to the Company s Consolidated Financial Statements for the fiscal year ended June 30, 2013 included in the 2013 Form 10-K, for the relevant assumptions used to determine the valuation of these awards. The fair value of each option award is estimated on the date of grant using the binomial stock option valuation method.

(3)

Represents annual incentive compensation paid under the Omnibus Plan based on performance of the Named Executive Officers during the corresponding fiscal year, which was paid to the Named Executive Officers in the next following fiscal year.

(4) Represents changes in the actuarial present value of the Named Executive Officer s benefit under the SORP. See the Pension Benefits Table for a discussion of the SORP.

(5) The amounts shown in this column represent the cost of a Company-paid car, amounts paid by the Company on behalf of spouses who accompanied the Named Executive Officers on business travel, relocation expenses, contributions to the 401(k) Plan, Company-paid insurance premiums, and Company-paid matching charitable contributions. Please see the section below entitled All Other Compensation for more information.

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ALL OTHER COMPENSATION

Name	Year	Perquisites and other Personal Benefits (1)	Tax Reimbursements (2)	Company Contributions to Defined Contribution Plans (3)	Insurance Premiums (4)	Matching Charitable Contributions (5)	Relocation (6)	Total
Richard J. Daly	2013	$ 15,910	$ 500	$ 22,000	$ 1,530	$ 10,000	$ 0	$ 49,940
	2012	$ 14,762	$ 500	$ 21,560	$ 1,530	$ 6,500	$ 0	$ 44,852
	2011	$ 14,650	$ 500	$ 21,560	$ 1,305	$ 8,500	$ 0	$ 46,515
Dan Sheldon	2013	$ 11,750	$ 0	$ 23,875	$ 1,214	$ 9,000	$ 0	$ 45,839
	2012	$ 11,750	$ 0	$ 23,398	$ 1,192	$ 7,000	$ 0	$ 43,340
	2011	$ 11,750	$ 0	$ 23,398	$ 949	$ 8,000	$ 0	$ 44,097
John Hogan	2013	$ 11,750	$ 0	$ 20,125	$ 1,325	$ 0	$ 0	$ 33,200
	2012	$ 11,750	$ 0	$ 19,723	$ 1,325	$ 0	$ 0	$ 32,798
	2011	$ 11,750	$ 0	$ 19,723	$ 1,100	$ 0	$ 0	$ 32,573
Timothy C. Gokey	2013	$ 15,910	$ 500	$ 13,000	$ 1,306	$ 10,000	$ 0	$ 40,716
	2012	$ 14,762	$ 9,930	$ 12,740	$ 1,281	$ 10,000	$ 0	$ 48,713
	2011	$ 5,250	$ 108,507	$ 6,500	$ 1,035	$ 10,000	$ 222,671	$ 353,963
Robert Schifellite	2013	$ 7,212	$ 500	$ 23,875	$ 1,144	$ 2,000	$ 0	$ 34,731
	2012	$ 2,211	$ 0	$ 23,398	$ 1,120	$ 3,500	$ 0	$ 30,229
	2011	$ 5,396	$ 500	$ 23,398	$ 866	$ 0	$ 0	$ 30,160

(1) For all Named Executive Officers, represents the value of a Company-paid car. For Mr. Daly (fiscal years 2011, 2012 and 2013), Mr. Gokey (fiscal years 2011, 2012 and 2013) and Mr. Schifellite (fiscal years 2011 and 2013), this also includes an amount paid by the Company on behalf of their spouses who accompanied them on business travel.

(2) For Mr. Daly (fiscal years 2011, 2012 and 2013), Mr. Gokey (fiscal years 2011, 2012 and 2013) and Mr. Schifellite (fiscal years 2011 and 2013), this represents a reimbursement of the taxes on amounts paid by the Company on behalf of their spouses who accompanied them on business travel. For Mr. Gokey, in fiscal years 2011 and 2012, this amount also includes reimbursement of the taxes on certain relocation expenses incurred in fiscal years 2011 and 2012, as provided under the Company s executive relocation program (see footnote 6 below).

(3) Represents contributions made by the Company to the 401(k) Plan on behalf of the executives.

(4) Represents life insurance, accidental death and dismemberment, and long-term disability premiums paid by the Company on behalf of the executives.

(5) Represents Company-paid contributions made to qualified tax-exempt organizations on behalf of the Named Executive Officers under the Broadridge Director & Officer Matching Gift Program. The Company matches 100% of all contributions made by its executive officers to qualified tax-exempt organizations, up to a maximum Company contribution of $10,000 per calendar year. Amounts shown reflect total Company matching contributions in each fiscal year.

(6) Represents relocation expenses paid on behalf of Mr. Gokey in fiscal year 2011, including a portion of the personal loss on the sale of his home in the Kansas City, Missouri area, closing costs, movement of physical goods, attorney s fees and home visits to Missouri prior to his move to the New York region.

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GRANTS OF PLAN-BASED AWARDS TABLE

The following table summarizes awards made to our Named Executive Officers in fiscal year 2013. Please see the Outstanding Equity Awards at Fiscal Year-End Table for the outstanding stock option awards and unvested stock awards held by each of the Named Executive Officers as of June 30, 2013.

			Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards (2)			All Other Option Awards: Number of Securities Underlying Options(#)	Exercise or Base Price of Option Awards ($/Sh)	Grant Date Fair Value Stock and Option Awards ($)
ame	Grant Date	Committee Award Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)			
chard J.			$ 0	$ 1,179,750	$ 2,359,500						
aly	10/1/2012 (4)	9/14/2012				27,667	55,334	83,001			$ 1,176,401
	2/11/2013 (5)	2/4/2013							321,493	22.27	$ 1,215,244
an			$ 0	$ 355,350	$ 710,700						
eldon	10/1/2012 (4)	9/14/2012				6,640	13,280	19,920			$ 282,333
	2/11/2013 (5)	2/4/2013							77,158	22.27	$ 291,657
hn			$ 0	$ 810,000	$ 1,620,000						
ogan	10/1/2012 (4)	9/14/2012				13,557	27,113	40,670			$ 576,422
	2/11/2013 (5)	2/4/2013							157,532	22.27	$ 595,471
mothy			$ 0	$ 610,075	$ 1,220,150						
Gokey	10/1/2012 (4)	9/14/2012				9,960	19,920	29,880			$ 423,499
	2/11/2013 (5)	2/4/2013							115,738	22.27	$ 437,490
obert hifellite			$ 0	$ 473,616	$ 947,232						
	10/1/2012 (4)	9/14/2012				7,747	15,493	23,240			$ 329,381
	2/11/2013 (5)	2/4/2013							90,018	22.27	$ 340,268

(1) Amounts consist of the threshold, target and maximum annual cash incentive award levels set in fiscal year 2013 under the Omnibus Plan. Actual amounts paid to the Named Executive Officers are reported in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table with respect to fiscal year 2013. Amounts in the threshold column assume the failure of the Company to achieve the net earnings threshold amount required to fund the officer cash incentive plan.

(2) Amounts consist of the threshold, target and maximum performance-based RSU awards set in fiscal year 2013 under the Omnibus Plan. Amounts in the threshold awards column represent 50% of the target award which is the minimum performance level required for the payout of the award.

(3) These amounts are valued based on the aggregate grant date fair value of the award determined pursuant to FASB ASC 718, and based on the probable outcome of the performance condition in the case of performance-based RSUs. See Note 14, Stock-Based Compensation, to the Consolidated Financial Statements included in the 2013

Form 10-K, for a discussion of the relevant assumptions used in calculating these amounts.

(4) Represents performance-based RSUs granted under the Omnibus Plan. RSU awards granted by Broadridge on October 1, 2012 that will vest and convert to Broadridge shares on April 1, 2015, provided that pre-set financial performance goals are met over the fiscal years 2013 and 2014 performance cycle. Named Executive Officers can earn from 0% to 150% of their stated RSU award amount in shares. Please see the section entitled Fiscal Year 2013 Performance-Based RSU Target Awards for more information on these awards.

(5) Represents the stock option awards granted under the Omnibus Plan on February 11, 2013 that vest ratably over the next four years on the anniversary date of the grant.

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OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END TABLE

The following table provides information regarding outstanding stock option awards and unvested stock awards held by each of the Named Executive Officers as of June 30, 2013.

	Option Awards					Stock Awards (1)					
	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price ($)	Option Expiration Date		Number of Shares of Stock that Have Not Vested (#)	Market Value of Shares of Stock that Have Not Vested ($)		Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that Have Not Vested	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that Have Not Vested	
Richard J. Daly	49,138	0	$ 17.60	1/26/2015	(2)						
	49,138	0	$ 18.18	1/26/2016	(2)						
	49,138	0	$ 19.19	1/25/2017	(2)						
	76,300	0	$ 19.93	6/1/2017	(3)						
	114,600	0	$ 21.87	2/3/2018	(4)						
	28,466	0	$ 18.97	2/24/2018	(5)						
	28,467	0	$ 20.87	2/24/2018	(5)						
	28,467	0	$ 22.76	2/24/2018	(5)						
	171,533	0	$ 18.97	2/24/2018	(6)						
	171,533	0	$ 20.87	2/24/2018	(6)						
	171,534	0	$ 22.76	2/24/2018	(6)						
	126,500	0	$ 13.79	2/2/2019	(7)						
	126,500	0	$ 15.17	2/2/2019	(7)						
	126,500	0	$ 16.55	2/2/2019	(7)						
	126,500	0	$ 21.39	2/8/2020	(8)						
	126,500	0	$ 23.53	2/8/2020	(8)						
	126,500	0	$ 25.67	2/8/2020	(8)						
	55,967	167,902	$ 24.25	2/9/2022	(9)						
	0	321,493	$ 22.27	2/11/2023	(10)						
						53,750	$ 1,428,675	(14)			
									55,334	$ 1,470,778	(15)
Dan Sheldon	24,569	0	$ 17.60	1/26/2015	(2)						

29,482	0	$ 18.18	1/26/2016	(2)								
29,482	0	$ 19.19	1/25/2017	(2)								
10,100	0	$ 19.93	6/1/2017	(3)								
36,200	0	$ 21.87	2/3/2018	(4)								
54,600	0	$ 18.97	2/24/2018	(5)								
54,600	0	$ 20.87	2/24/2018	(5)								
54,600	0	$ 22.76	2/24/2018	(5)								
2,066	0	$ 18.97	2/24/2018	(6)								
2,067	0	$ 20.87	2/24/2018	(6)								
2,067	0	$ 22.76	2/24/2018	(6)								
28,750	0	$ 13.79	2/2/2019	(7)								
28,750	0	$ 15.17	2/2/2019	(7)								
28,750	0	$ 16.55	2/2/2019	(7)								
27,791	0	$ 21.39	2/8/2020	(8)								
27,792	0	$ 23.53	2/8/2020	(8)								
27,792	0	$ 25.67	2/8/2020	(8)								
14,924	44,774	$ 24.25	2/9/2022	(9)								
0	77,158	$ 22.27	2/11/2023	(10)								
					14,333	$	380,971	(14)				
									13,280	$	352,982	(15)

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	Option Awards					Stock Awards (1)					
	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price ($)	Option Expiration Date		Number of Shares of Stock that Have Not Vested (#)	Market Value of Shares of Stock that Have Not Vested ($)		Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that Have Not Vested	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that Have Not Vested	
John Hogan	44,224	0	$ 15.97	11/10/2013	(2)						
	49,138	0	$ 17.60	1/26/2015	(2)						
	49,138	0	$ 18.18	1/26/2016	(2)						
	49,138	0	$ 19.19	1/25/2017	(2)						
	30,100	0	$ 19.93	6/1/2017	(3)						
	72,400	0	$ 21.87	2/3/2018	(4)						
	42,533	0	$ 18.97	2/24/2018	(5)						
	42,533	0	$ 20.87	2/24/2018	(5)						
	42,534	0	$ 22.76	2/24/2018	(5)						
	77,467	0	$ 18.97	2/24/2018	(6)						
	77,467	0	$ 20.87	2/24/2018	(6)						
	77,466	0	$ 22.76	2/24/2018	(6)						
	65,166	0	$ 13.79	2/2/2019	(7)						
	65,167	0	$ 15.17	2/2/2019	(7)						
	65,167	0	$ 16.55	2/2/2019	(7)						
	65,166	0	$ 21.39	2/8/2020	(8)						
	65,167	0	$ 23.53	2/8/2020	(8)						
	65,167	0	$ 25.67	2/8/2020	(8)						
	30,471	91,413	$ 24.25	2/9/2022	(9)						
	0	157,532	$ 22.27	2/11/2023	(10)						
						29,264	$ 777,837	(14)			
									27,113	$ 720,664	(15)
Timothy C. Gokey	100,000	0	$ 21.94	5/12/2020	(11)						
	90,000	60,000	$ 21.94	5/12/2020	(12)						
	34,943	52,415	$ 22.39	2/10/2021	(13)						
	24,874	74,623	$ 24.25	2/9/2022	(9)						
	0	115,738	$ 22.27	2/11/2023	(10)						
						15,527	$ 412,708	(14)			
									19,920	$ 529,474	(15)

Robert Schifellite	24,569	0	$ 17.60	1/26/2015	(2)						
	24,569	0	$ 18.18	1/26/2016	(2)						
	24,569	0	$ 19.19	1/25/2017	(2)						
	18,100	0	$ 21.87	2/3/2018	(4)						
	41,666	0	$ 18.97	2/24/2018	(5)						
	41,667	0	$ 20.87	2/24/2018	(5)						
	41,667	0	$ 22.76	2/24/2018	(5)						
	24,916	0	$ 13.79	2/2/2019	(7)						
	24,917	0	$ 15.17	2/2/2019	(7)						
	24,917	0	$ 16.55	2/2/2019	(7)						
	25,875	0	$ 21.39	2/8/2020	(8)						
	25,875	0	$ 23.53	2/8/2020	(8)						
	25,875	0	$ 25.67	2/8/2020	(8)						
	14,924	44,774	$ 24.25	2/9/2022	(9)						
	0	90,018	$ 22.27	2/11/2023	(10)						
						14,333	$ 380,971	(14)			
									15,493	$ 411,804	(15)

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(1) All stock awards were valued on June 30, 2013 based on a June 28, 2013 Common Stock closing price of $26.58 per share.
(2) Represents stock option grants that were made by ADP and were converted to Broadridge stock option grants on the March 2007 spin-off date. These grants terminate 10 years from the date of grant, vest 20% per year over five years, and have their first vesting on the second anniversary of the date of grant.
(3) Represents stock option grants that were made by Broadridge on June 1, 2007. These grants terminate 10 years from the date of grant, vest 20% per year over five years, and have their first vesting on the first anniversary of the date of grant.
(4) Represents stock option grants that were made by Broadridge on February 4, 2008. These grants terminate 10 years from the date of grant, vest 20% per year over five years, and have their first vesting on the first anniversary of the date of grant.
(5) Represents special stock option grants that were made by Broadridge on February 25, 2008. These grants terminate 10 years from the date of grant, and vested 100% four months after the grant date.
(6) Represents special stock option grants that were made by Broadridge on April 29, 2008. These options were granted subject to stockholder approval of the amendment and restatement of the Omnibus Plan. Broadridge stockholders approved the amendment and restatement of the Omnibus Plan on November 13, 2008, and these options vested 100% on that date. These grants terminate on February 24, 2018.
(7) Represents special stock option grants that were made by Broadridge on February 2, 2009. These grants terminate 10 years from the date of grant, and vest 33.3% per year over three years, and have their first vesting on the first anniversary of the date of grant.
(8) Represents special stock option grants that were made by Broadridge on February 8, 2010. These grants terminate 10 years from the date of grant, and vest 33.3% per year over three years, and have their first vesting on the first anniversary of the date of grant.
(9) Represents annual stock option grants that were made by Broadridge on February 9, 2012. These grants terminate 10 years from the date of grant, and vest 25% per year over four years, and has its first vesting on the first anniversary of the date of grant.
(10) Represents annual stock option grants that were made by Broadridge on February 11, 2013. These grants terminate 10 years from the date of grant, and vest 25% per year over four years, and has its first vesting on the first anniversary of the date of grant.
(11) Represents an at hire stock option grant that was made by Broadridge on May 12, 2010. This grant terminates 10 years from the date of grant, and vests 50% per year over two years, and has its first vesting on the first anniversary of the date of grant.
(12) Represents an at hire stock option grant that was made by Broadridge on May 12, 2010. This grant terminates 10 years from the date of grant, and vests 20% per year over five years, and has its first vesting on the first anniversary of the date of grant.
(13) Represents a stock option grant made by Broadridge on February 10, 2011. This grant terminates 10 years from date of grant, and vests 20% per year over five years, and has its first vesting on the first anniversary of the date of grant.
(14) Represents performance-based RSUs awarded by Broadridge on October 1, 2011 under the Omnibus Plan. Based on achievement against pre-set financial performance goals over the fiscal years 2012 and 2013 performance cycle, 100% of target shares were earned. Please see the section Completion of Fiscal Years 2012 and 2013 Performance-Based RSU Cycle in the Compensation Discussion and Analysis section for more details. These RSU awards will vest and convert to Broadridge shares on April 1, 2014.
(15) Represents performance-based RSUs awarded by Broadridge on October 1, 2012 under the Omnibus Plan. These RSU awards will vest and convert to Broadridge shares on April 1, 2015, provided that pre-set financial performance goals are met over the fiscal years 2013 and 2014 performance cycle. The Named Executive Officers

can earn from 0% to 150% of their stated RSU award amount in shares.

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OPTION EXERCISES AND STOCK VESTED TABLE

The following table provides information regarding the number of Broadridge stock options that were exercised by Named Executive Officers and the number of RSU awards that vested during fiscal year 2013, and the value realized from the exercise or vesting of such awards.

	Stock Options (1)		Restricted Stock Units (2)	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)
Richard J. Daly	125,301	$ 997,758	68,492	$ 1,673,260
Dan Sheldon	108,738	$ 972,277	17,122	$ 418,290
John Hogan	44,224	$ 302,926	37,671	$ 920,303
Timothy C. Gokey	0	$ 0	11,130	$ 271,906
Robert Schifellite	43,732	$ 391,944	17,122	$ 418,290

(1) The shares shown acquired on exercise represent shares of Common Stock. The value realized upon the exercise of stock options equals the difference between the closing price of Common Stock on the date of exercise and the exercise price of the stock options.

(2) Upon vesting, each RSU converts to a share of the Common Stock and the value realized upon the vesting equals the number of RSUs multiplied by the closing price value of the Common Stock on the date of vesting.

PENSION BENEFITS TABLE

The following table sets forth for each Named Executive Officer certain information with respect to the Broadridge SORP which provides for pension benefits in connection with retirement.

Name	Plan Name	Number of Years of Credited Service (1) (#)	Present Value of Accumulated Benefit (2) ($)	Payments During Last Fiscal Year ($)
Richard J. Daly	Broadridge SORP	19.0	$ 5,209,327	
Dan Sheldon	Broadridge SORP	9.0	$ 1,406,023	
John Hogan	Broadridge SORP	18.0	$ 3,272,368	
Timothy C. Gokey	Broadridge SORP	2.0	$ 308,650	
Robert Schifellite	Broadridge SORP	12.0	$ 1,368,704	

(1) Broadridge SORP-credited service is defined as complete calendar years. Years of service recognized under the Broadridge SORP for Mr. Daly, Mr. Sheldon, Mr. Hogan and Mr. Schifellite differ from their actual service with

the Company, because they were credited with their service under ADP s SORP (as described in more detail below). For actuarial valuation purposes, credited service is attributed through the Statement of Financial Accounting Standards measurement date.

(2) Service credit and actuarial values are calculated as of June 30, 2013, the pension plan s measurement date for the last fiscal year. Actuarial values are based on the RP-2000 white collar mortality table (projected to 2020), a 4.54% discount rate and a normal retirement age of 65. The method of valuation to determine the liabilities presented includes discounting the value of the respective benefits, based on service accrued through the measurement date and payable at age 65, for interest and mortality with mortality not applicable prior to the commencement of benefits. The present value amounts include the impact of the years of service credited under the ADP SORP, and are also net of the ADP SORP offset (as described in more detail below).

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The SORP is available to executive officers of the Company, as designated by the Company. Benefits under the SORP are not subject to any maximum benefit limitations under the Code. Although benefits under the SORP are generally payable out of the general assets of the Company, the Company has established a rabbi trust, which is intended to provide a source of funds to be contributed by the Company to assist the Company in meeting its liabilities under the SORP. The Broadridge SORP provides for a lifetime annuity retirement benefit payable annually equal to the product of: (a) a participant s final five-year average compensation; (b) years of service to the Company while a participant in the SORP; (c) a multiplier which equals 2% for every year of credited service up to 20 years, plus an additional 1% for every year of service in excess of 20 years; and (d) the applicable vesting percentage. The vesting schedule for the Broadridge SORP is as follows:

Credited Service	**Vesting Percent**
0-4	0%
5	50%
6	60%
7	70%
8	80%
9	90%
10	100%

Compensation covered under the Broadridge SORP includes base salary and annual cash incentive award (paid or deferred) and is not subject to the limitations under the Code. Equity compensation is not included in the calculation of the SORP benefit. Payments are also available in other forms of annuities.

Reduced benefits are available after age 60 using an early retirement reduction of 5% for each year the benefit commences earlier than age 65. If a participant with a vested benefit terminates employment with the Company prior to reaching age 60, payment of the benefit is delayed until the participant reaches age 60. In addition, the Broadridge SORP provides (i) a disability retirement benefit, generally calculated in the same manner as the retirement benefit, if a participant incurs a disability while employed by the Company; and (ii) if a participant dies, a spousal benefit equal to 50% of the benefit the participant would have been entitled to at death, provided the participant is at least 35 years old and the vested percentage is greater than 0%.

Mr. Daly, Mr. Sheldon, Mr. Hogan, and Mr. Schifellite are also credited with the service they accrued under the ADP SORP as of the March 2007 spin-off date, or 13.0, 3.0, 12.0, and 6.0 years, respectively. While the net effect of this increases the accrued benefit they receive under the Broadridge SORP, the benefits are then offset by the amount of their vested, accrued benefits payable under the ADP SORP. The amounts of the offset will continue to be the obligations of ADP and are as follows: $223,770 for Mr. Daly, $0 for Mr. Sheldon, $206,108 for Mr. Hogan, and $25,916 for Mr. Schifellite.

The Broadridge SORP provides for a minimum annual age 65 benefit in any given year for Mr. Daly and Mr. Hogan of $435,526, subject to the offset for their vested accrued benefits under the ADP SORP.

NON-QUALIFIED DEFERRED COMPENSATION

Non-Qualified Deferred Compensation Plan

The Company maintains the DC Plan, an unfunded, non-qualified deferred compensation plan for Named Executive Officers and other executive officers. Participants can defer up to 100% of their annual performance-based cash incentive payment into a notional account. Accounts can earn additional value over time based on either a fixed interest rate or the growth rate of the Standard & Poor s index of 500 leading U.S. companies. The fixed interest rate is equal to the five-year U.S. Treasury bond rate at the end of the previous fiscal year, rounded to the nearest quarter-percentage point. This interest rate was set at 0.75% for fiscal year 2013. Participants elect to receive distributions of their deferrals plus any subsequent interest or investment gains upon their retirement, or on a fixed future date. Broadridge does not make any matching contributions or other contributions into the

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DC Plan for any of the Named Executive Officers. Plan participants who terminate employment with Broadridge prior to their elected distribution date receive a lump-sum distribution of all deferred amounts no earlier than six months after the termination date. Distributions are subject to federal, state and local income taxes on both the principal amount and investment earnings at the ordinary income rate in the year in which such payments are made.

The Non-Qualified Deferred Compensation Table has been omitted from this Proxy Statement because none of the Named Executive Officers has a balance in the DC Plan or has made contributions to the DC Plan in fiscal year 2013.

POTENTIAL PAYMENTS UPON A TERMINATION OR CHANGE IN CONTROL

Change in Control Severance Plan and Enhancement Agreements

Effective as of the time of the Company s spin-off from ADP, we adopted an executive severance plan for the payment of certain benefits to executive officers, including our Named Executive Officers, upon termination of employment from Broadridge due to a change in control.

The CIC Plan provides for the following severance benefits upon a change in control (as defined below) and subsequent termination without cause or for good reason (as defined below) if the termination occurs within two years after a change in control:

- **Compensation**: The Named Executive Officers will receive 150% of their current total annual compensation (generally defined as the higher of the two most recent calendar years base salary amounts, plus the average annual cash incentive earned in the last two completed calendar years).

- **Stock Option Vesting**: 100% vesting of all unvested stock options.

- **RSU Vesting**: 100% vesting of all unvested time-based RSUs where vesting restrictions would have lapsed within two years of termination. In addition, any stock that a participant would have been entitled to receive had performance goals been achieved at target in the Company s performance-based RSU programs will be granted to the participant.

The CIC Plan provides for the following severance benefits upon a change in control and subsequent termination without cause or for good reason if the termination occurs between the second and third anniversary of the change in control:

- **Compensation**: The Named Executive Officers will receive 100% of their current total annual compensation (as defined above).

- **Stock Option Vesting**: 100% vesting of all unvested stock options that would have vested within one year after termination.

RSU Vesting: 100% vesting of all unvested time-based RSUs where vesting restrictions would have lapsed within one year of termination. In addition, in the case of performance-based RSUs for which the performance period has ended, all earned but unvested stock for which vesting restrictions would have lapsed within one year of termination, will vest.

In addition, the Company will reduce the severance payments and benefits to the extent specified in the CIC Plan to avoid the imposition of the excise tax under Section 4999 of the Code.

Mr. Daly and Mr. Hogan entered into Enhancement Agreements with the Company at the time of the Company s spin-off from ADP, pursuant to which they are entitled to receive on an item-by-item basis, the greater of the benefits and payments under the Enhancement Agreements and the CIC Plan. Under the Enhancement Agreements, if a change in control occurs and Mr. Daly s or Mr. Hogan s employment is terminated by the Company without cause or they resign for good reason within two years after a change in

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control, they will receive a termination payment equal to 200% of their current total annual compensation (as defined above), or 150% of their current total annual compensation if the termination occurs between the second and third anniversary of the change in control. In addition, as of June 30, 2013, Mr. Daly and Mr. Hogan were entitled to a tax equalization payment which would place them in the same after-tax position as if the excise tax in Section 4999 of the Code did not apply. In September 2013, Mr. Daly and Mr. Hogan agreed to amend the Enhancement Agreements to give up their right to an excise tax gross-up payment which could have been payable in the event of a qualified termination following a change in control of the Company.

For purposes of the CIC Plan, a change in control generally means: (A) the acquisition of 35% or more of the total combined voting power of the Company s then outstanding securities; (B) the merger, consolidation or other business combination of the Company, subject to certain exceptions; or (C) the sale of all or substantially all of the Company s assets, subject to certain exceptions.

For purposes of the CIC Plan, cause generally means: (A) gross negligence or willful misconduct which is materially injurious to the Company monetarily or otherwise; (B) misappropriation or fraud with regard to the Company or its assets; or (C) conviction of, or the pleading of guilty or nolo contendere to, a felony involving the assets or business of the Company.

For purposes of the CIC Plan, good reason generally means the occurrence of any of the following events after a change in control which is not cured within 15 days after a participant provides written notice thereof: (A) material diminution in the value and importance of a participant s position, duties, responsibilities or authority; (B) a reduction in a participant s aggregate compensation or benefits; or (C) a failure of any successor or assign of the Company to assume in writing the obligations under the CIC Plan.

Officer Severance Plan

In the event of a termination without cause (as defined below) unrelated to a change in control, the Named Executive Officers would be eligible to receive severance benefits under the Severance Plan instead of the CIC Plan. Upon a qualifying termination under the Severance Plan, the Named Executive Officers would be eligible to receive:

- Continued payment of base salary of 24 months for the CEO and 18 months for the other Named Executive Officers;

- Payment of a cash incentive award for the fiscal year of termination on the normal payment date based on actual performance, prorated for the Named Executive Officers other than the CEO, who is eligible for a full year s cash incentive award; and

- Continued vesting during the severance period of equity awards granted after the effective date of the Severance Plan, with proration of performance-based restricted stock and RSUs if the termination occurs prior to the end of the performance period.

As a condition to receiving any severance payments under the Severance Plan, Named Executive Officers will be required to enter into agreements that contain a general release of the Company and certain restrictive covenants, including non-competition provisions that will be in force during the severance period.

In the instance that a Named Executive Officer is due benefits or payments under both the Severance Plan and the CIC Plan, such as in the event a termination without cause occurs within three years of a change in control, the Named Executive Officer would be eligible to receive the greater of the benefits and payments and the more favorable terms and conditions determined on an item-by-item basis.

For purposes of the Severance Plan, cause generally means: (A) conviction of, or pleading nolo contendere to, a felony; (B) willful misconduct resulting in material harm to the Company; (C) fraud, embezzlement, theft or dishonesty resulting in material harm to the Company; (D) continuing failure to perform duties after written notice; or (E) material breach of any confidentiality, non-solicitation and/or non-competition agreements.

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Payments Upon a Termination or Change in Control Table

The following tables set forth the payments which each of our Named Executive Officers would have received under various termination scenarios under arrangements in effect on June 30, 2013. With regard to the payments on a change in control, the amounts detailed below assume that each Named Executive Officer s employment was terminated by the Company on June 30, 2013 without cause or by the executive for good reason within the specified time period of the change in control.

Richard J. Daly

	Change In Control						
ment nents	**Within Two Years Following**	**Between Two and Three Years Following**	**Death**	**Disability**	**Voluntary Termination, or Involuntary Termination With Cause**	**Involuntary Termination Without Cause**	**Retirement**
e ry ment	$ 1,430,000 (1)	$ 1,430,000 (7)	$ 0	$ 0	$ 0	$ 1,430,000 (12)	$ 0
ual n ntive ment	$ 1,948,334 (1)	$ 1,179,750 (7)	$ 0	$ 0	$ 0	$ 1,179,750 (12)	$ 0
k ons	$ 1,776,846 (2)	$ 953,621 (12)	$ 1,776,846 (8)	$ 1,776,846 (8)	$ 0 (11)	$ 953,621 (12)	$ 0 (
's	$ 2,899,453 (2)	$ 2,899,453 (12)	$ 2,899,453 (8)	$ 2,899,453 (8)	$ 0 (11)	$ 2,899,453 (12)	$ 0 (
adridge P	$ 5,530,850 (3)(4)	$ 5,530,850 (3)(4)	$ 2,865,391 (9)	$ 7,386,397 (10)	$ 5,530,850 (4)	$ 5,530,850 (4)	$ 5,530,850 (
se Tax ss Up	$ 0 (5)	$ 0 (5)	$ 0	$ 0	$ 0	$ 0	$ 0
th erage	$ 94,000 (6)	$ 94,000 (6)	$ 0 (6)	$ 94,000 (6)	$ 94,000 (6)	$ 94,000 (6)	$ 94,000 (
l	$ 13,679,483	$ 12,087,674	$ 7,541,690	$ 12,156,696	$ 5,624,850	$ 12,087,674	$ 5,624,850

(1) Represents the payment of two times the sum of Mr. Daly s current base salary (the higher of calendar year 2013 and calendar year 2012, the two most recent calendar years), and the average of the annual cash incentive paid in 2011 and 2012 (the last two completed calendar years).

(2) Represents the aggregate value of all unvested stock options and performance-based RSUs vesting upon termination under the CIC Plan, based on the June 28, 2013 Common Stock closing price of $26.58 per share. All stock options vest upon termination without cause or for good reason if the termination occurs within two years after the change in control. If the termination occurs in the third year following a change in control, options that would have vested within one year after termination will vest. All

performance-based RSUs that would have vested within two years after a termination without cause or for good reason will vest at 100% of target upon termination following a change in control if the termination occurs within two years following the change in control. All performance-based RSUs that have been earned (amount above assumes earned at target) but have not vested and that would have vested within one year of termination following a change in control will vest if the termination occurs in the third year following the change in control.

(3) There are no special change in control provisions with regard to the Broadridge SORP.

(4) Assumes benefits commence at age 60. A participant who terminates and is at least age 60 will commence benefits immediately. A participant who terminates but is not yet age 60 will commence receiving benefits at age 60. Service credit and actuarial values are calculated as of June 30, 2013 (Broadridge SORP s measurement date for the last fiscal year). Actuarial values are based on the RP-2000 white collar mortality table (projected to 2020) and a 4.54% discount rate.

(5) The Enhancement Agreement provides for a tax equalization payment in an amount which, when added to the other amounts payable to Mr. Daly under the CIC Plan, would place Mr. Daly in the same after-tax position as if the excise tax penalty of Section 4999 of the Code did not apply. Based on these projected termination payments and Mr. Daly s historical average total annual compensation, an excise tax would not be incurred. In September 2013, the Enhancement Agreement was amended to delete Mr. Daly s right to this tax equalization payment.

(6) Mr. Daly will be eligible for executive retiree medical benefits under the Company s Executive Retiree Health Insurance Plan upon termination of employment with the Company until he reaches age 65. Actuarial values are calculated as of June 30, 2013 (measurement date for the last fiscal year) and are based on the RP-2000 white collar mortality table (projected to 2020) and a 3.50% discount rate.

(7) Reflects salary continuation of 24 months following termination and a prorated cash incentive assuming performance achievement at target as provided under the Severance Plan.

(8) Represents the aggregate value of all unvested stock options and performance-based RSUs, based on the June 28, 2013 Common Stock closing price of $26.58 per share. All unvested stock options vest in full and unvested performance-based RSUs vest at target upon death or permanent disability.

(9) Represents the benefit payable to the spouse of the deceased participant under the Broadridge SORP. The spouse of a deceased participant is assumed to be the same age as the participant and is expected to commence receiving benefits at age 60.

(10) A disabled participant is assumed to commence receiving unreduced benefits immediately.

(11) All unvested stock options and performance-based RSUs terminate upon voluntary termination or involuntary termination with cause.

(12) Represents the amount that would be received under the Severance Plan. Reflects salary continuation of 24 months following termination and the full year cash incentive assuming performance achievement at target. For equity awards made after the Severance Plan was approved: options continue to vest during the severance period and performance-based RSUs continue to vest through the severance period with payout of any vested awards on the original vesting date, and, in the case of a termination that occurs prior to the end of the performance period, the portion of the award that vests will be determined based on actual performance for the entire performance period and by prorating to reflect the portion of the performance period worked.

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(13) These awards would continue to vest for a period of time following the participant s retirement. The original vesting dates would continue to apply to the vesting that occurs after retirement. For this purpose, retirement is defined as termination of employment for any reason other than cause for employees age 65 and over, and involuntary termination of employment without cause for employees age 60 and over. Employees between the ages of 60 and 64 who voluntarily terminate employment with the Company would not be eligible under these provisions. Based on his age, Mr. Daly would not qualify for retirement treatment of his awards under this definition at this time.

Dan Sheldon

	Change In Control						
ent Elements	Within Two Years Following	Between Two and Three Years Following	Death	Disability	Voluntary Termination, or Involuntary Termination With Cause	Involuntary Termination Without Cause	Retiremen
alary nt	$ 710,700 (1)	$ 710,700 (6)	$ 0	$ 0	$ 0	$ 710,700 (11)	$
l Cash ve Payment	$ 495,150 (1)	$ 355,350 (6)	$ 0	$ 0	$ 0	$ 355,350 (11)	$
Options	$ 436,874 (2)	$ 117,911 (2)	$ 436,874 (7)	$ 436,874 (7)	$ 0 (10)	$ 117,911 (11)	$
	$ 733,954 (2)	$ 733,954 (11)	$ 733,954 (7)	$ 733,954 (7)	$ 0 (10)	$ 733,954 (11)	$
idge SORP	$ 1,343,523 (3)(4)	$ 1,343,523 (3)(4)	$ 696,045 (8)	$ 2,404,848 (9)	$ 1,343,523 (4)	$ 1,343,523 (4)	$ 1,343,52
Coverage	$ 148,000 (5)	$ 148,000 (5)	$ 0 (5)	$ 148,000 (5)	$ 148,000 (5)	$ 148,000 (5)	$ 148,00
	$ 3,868,201	$ 3,409,438	$ 1,866,873	$ 3,723,676	$ 1,491,523	$ 3,409,438	$ 1,491,52

(1) Represents the payment of 1.5 times the sum of Mr. Sheldon s current base salary (the higher of calendar year 2013 and calendar year 2012, the two most recent calendar years), and the average of the annual cash incentive paid in 2011 and 2012 (the last two completed calendar years).

(2) Represents the aggregate value of all unvested stock options and performance-based RSUs vesting upon termination under the CIC Plan, based on a June 28, 2013 Common Stock closing price of $26.58 per share. All stock options vest upon termination without cause or for good reason if the termination occurs within two years after the change in control. If the termination occurs in the third year following a change in control, options that would have vested within one year after termination will vest. All performance-based RSUs that would have vested within two years after a termination without cause or for good reason will vest at 100% of target upon termination following a change in control if the termination occurs within two years following the change in control. All performance-based RSUs that have been earned (amount above assumes earned at target) but have not vested and that would have vested within one year of termination will vest following a change in control if the termination occurs in the third year following the change in control.

(3) There are no special change in control provisions with regard to the Broadridge SORP.

(4) Assumes benefits commence at age 60. A participant who terminates and is at least age 60 will commence benefits immediately. A participant who terminates but is not yet age 60 will commence receiving benefits at age 60. Service credit and actuarial values are calculated as of June 30, 2013 (Broadridge SORP s measurement date for the

last fiscal year). Actuarial values are based on the RP-2000 white collar mortality table (projected to 2020) and a 4.54% discount rate.

(5) Mr. Sheldon will be eligible for executive retiree medical benefits under the Company s Executive Retiree Health Insurance Plan upon termination of employment with the Company until he reaches age 65. Actuarial values are calculated as of June 30, 2013 (measurement date for the last fiscal year) and are based on the RP-2000 white collar mortality table (projected to 2020) and a 3.50% discount rate.

(6) Reflects salary continuation of 18 months following termination and a prorated cash incentive assuming performance achievement at target as provided under the Severance Plan.

(7) Represents the aggregate value of all unvested stock options and performance-based RSUs, based on the June 28, 2013 Common Stock closing price of $26.58 per share. All unvested stock options vest in full and unvested performance-based RSUs vest at target upon death or permanent disability.

(8) Represents the benefit payable to the spouse of the deceased participant under the Broadridge SORP. The spouse of a deceased participant is assumed to be the same age as the participant and is expected to commence receiving benefits at age 60.

(9) A disabled participant is assumed to commence receiving unreduced benefits immediately.

(10) All unvested stock options and performance-based RSUs terminate upon voluntary termination or involuntary termination with cause.

(11) Represents the amount that would be received under the Severance Plan. Reflects salary continuation of 18 months following termination and a prorated cash incentive assuming performance achievement at target. For equity awards made after the Severance Plan was approved: options continue to vest during the severance period and performance-based RSUs continue to vest through the severance period with payout of any vested awards on the original vesting date, and, in the case of a termination that occurs prior to the end of the performance period, the portion of the award that vests will be determined based on actual performance for the entire performance period and by prorating to reflect the portion of the performance period worked.

(12) These awards would continue to vest for a period of time following the participant s retirement. The original vesting dates would continue to apply to the vesting that occurs after retirement. For this purpose, retirement is defined as termination of employment for any reason other than cause for employees age 65 and over, and involuntary termination of employment without cause for employees age 60 and over. Employees between the ages of 60 and 64 who voluntarily terminate employment with the Company would not be eligible under these provisions. Based on his age, Mr. Sheldon would not qualify for retirement treatment of his awards under this definition at this time.

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John Hogan

	Change In Control						
lements	**Within Two Years Following**	**Between Two and Three Years Following**	**Death**	**Disability**	**Voluntary Termination, or Involuntary Termination With Cause**	**Involuntary Termination Without Cause**	**Retireme**
y	$ 1,080,000 (1)	$ 810,000 (7)	$ 0	$ 0	$ 0	$ 810,000 (12)	$
sh ayment	$ 1,245,000 (1)	$ 933,750 (7)	$ 0	$ 0	$ 0	$ 810,000 (12)	$
ons	$ 891,955 (2)	$ 240,738 (2)	$ 891,955 (8)	$ 891,955 (8)	$ 0 (11)	$ 722,214 (13)(14)	$ 722,21
	$ 1,498,501 (2)	$ 777,837 (2)	$ 1,498,501 (8)	$ 1,498,501 (8)	$ 0 (11)	$ 1,318,335 (13)(15)	$ 1,318,33
SORP	$ 3,278,242 (3)(4)	$ 3,278,242 (3)(4)	$ 1,722,847 (9)	$ 3,292,327 (10)	$ 3,278,242 (4)	$ 3,278,242 (4)	$ 3,278,24
Gross	$ 0 (5)	$ 0 (5)	$ 0	$ 0	$ 0	$ 0	$
erage	$ 14,000 (6)	$ 14,000 (6)	$ 0 (6)	$ 14,000 (6)	$ 14,000 (6)	$ 14,000 (6)	$ 14,00
	$ 8,007,698	$ 6,054,567	$ 4,113,303	$			