BROADRIDGE FINANCIAL SOLUTIONS, INC.
Form 10-Q
May 07, 2013
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2013

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _________ to _________

Commission File Number 001-33220

BROADRIDGE FINANCIAL SOLUTIONS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**33-1151291**
(State or Other Jurisdiction of	**(I.R.S. Employer**
Incorporation or Organization)	**Identification No.)**
1981 Marcus Avenue	
Lake Success, NY	**11042**
(Address of principal executive offices)	**(Zip Code)**

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

The number of shares outstanding of the registrant s common stock, $0.01 par value, as of April 30, 2013 was 121,224,636.

TABLE OF CONTENTS

Table of Contents

PART I. FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

Broadridge Financial Solutions, Inc.

Condensed Consolidated Statements of Earnings

(In millions, except per share amounts)

(Unaudited)

	Three Months Ended March 31, 2013	Three Months Ended March 31, 2012	Nine Months Ended March 31, 2013	Nine Months Ended March 31, 2012
Revenues	$ 576.7	$ 547.0	$ 1,565.7	$ 1,503.2
Cost of revenues	426.2	420.8	1,203.8	1,186.2
Selling, general and administrative expenses	79.0	70.6	229.1	208.8
Impairment charge		22.5		32.2
Other expenses, net	3.8	4.3	11.8	10.4
Total expenses	509.0	518.2	1,444.7	1,437.6
Earnings from continuing operations before income taxes	67.7	28.8	121.0	65.6
Provision for income taxes	24.3	10.7	43.5	24.0
Net earnings from continuing operations	43.4	18.1	77.5	41.6
Loss from discontinued operations, net of tax benefit		(1.4)		(1.4)
Net earnings	$ 43.4	$ 16.7	$ 77.5	$ 40.2
Basic earnings per share:				
Basic earnings per share from continuing operations	$ 0.36	$ 0.15	$ 0.63	$ 0.34
Basic loss per share from discontinued operations		(0.01)		(0.01)
Basic earnings per share	$ 0.36	$ 0.14	$ 0.63	$ 0.33
Diluted earnings per share:				
Diluted earnings per share from continuing operations	$ 0.35	$ 0.14	$ 0.62	$ 0.33
Diluted loss per share from discontinued operations		(0.01)		(0.01)
Diluted earnings per share	$ 0.35	$ 0.13	$ 0.62	$ 0.32
Weighted-average shares outstanding:				
Basic	121.2	124.0	122.4	123.8
Diluted	125.0	128.4	125.9	127.4
Dividends declared per common share	$ 0.18	$ 0.16	$ 0.54	$ 0.48

See Notes to Condensed Consolidated Financial Statements.

3

Table of Contents

Broadridge Financial Solutions, Inc.

Condensed Consolidated Statements of Comprehensive Income

(In millions)

(Unaudited)

	Three Months Ended March 31, 2013	Three Months Ended March 31, 2012	Nine Months Ended March 31, 2013	Nine Months Ended March 31, 2012
	($ in millions)			
Net earnings	$ 43.4	$ 16.7	$ 77.5	$ 40.2
Other comprehensive (loss) income, net:				
Foreign currency translation adjustments	(6.6)	4.8	(0.7)	(7.0)
Net unrealized gains (losses) on available-for-sale securities, net of taxes of ($0.1) and $0.1 for the three months ended March 31, 2013 and 2012, respectively; and ($0.4) and $2.5 for the nine months ended March 31, 2013 and 2012, respectively	0.1	(0.1)	0.5	(4.3)
Reclassification adjustment for other-than-temporary impairment included in net income, net of taxes of ($0.5) and ($4.0) for the three and nine months ended March 31, 2012		0.6		6.8
Pension and post-retirement liability adjustment, net of taxes of ($0.1) and $0.3 for the three and nine month periods ended March 31, 2013, respectively	0.1		(0.5)	
Total other comprehensive (loss) income, net	(6.4)	5.3	(0.7)	(4.5)
Comprehensive income	$ 37.0	$ 22.0	$ 76.8	$ 35.7

See Notes to Condensed Consolidated Financial Statements.

Table of Contents

Broadridge Financial Solutions, Inc.

Condensed Consolidated Balance Sheets

(In millions, except per share amounts)

(Unaudited)

	March 31, 2013	June 30, 2012
Assets		
Current assets:		
Cash and cash equivalents	$ 182.2	$ 320.5
Accounts receivable, net of allowance for doubtful accounts of $1.9 and $6.5, respectively	412.2	370.7
Other current assets	116.9	86.2
Total current assets	711.3	777.4
Property, plant and equipment, net	80.9	79.0
Goodwill	777.8	780.0
Intangible assets, net	121.9	143.3
Other non-current assets	230.0	207.9
Total assets	$ 1,921.9	$ 1,987.6
Liabilities and Stockholders Equity		
Current liabilities:		
Accounts payable	$ 130.2	$ 102.2
Accrued expenses and other current liabilities	191.3	260.6
Deferred revenues	127.7	47.5
Total current liabilities	449.2	410.3
Long-term debt	524.5	524.4
Deferred taxes	53.5	63.2
Deferred revenues	42.8	38.3
Other non-current liabilities	80.9	100.9
Total liabilities	1,150.9	1,137.1
Commitments and contingencies (Note 14)		
Stockholders equity:		
Preferred stock: Authorized, 25.0 shares; issued and outstanding, none		
Common stock, $0.01 par value: Authorized, 650.0 shares; issued, 154.4 and 152.9 shares, respectively; outstanding, 120.4 and 124.8 shares, respectively	1.5	1.5
Additional paid-in capital	787.3	739.4
Retained earnings	698.1	686.1
Treasury stock: at cost, 34.0 and 28.1 shares, respectively	(718.7)	(580.0)
Accumulated other comprehensive income	2.8	3.5
Total stockholders equity	771.0	850.5
Total liabilities and stockholders equity	$ 1,921.9	$ 1,987.6

See Notes to Condensed Consolidated Financial Statements.

Table of Contents

Broadridge Financial Solutions, Inc.

Condensed Consolidated Statements of Cash Flows

(In millions)

(Unaudited)

	Nine Months Ended March 31, 2013	Nine Months Ended March 31, 2012
Cash Flows From Operating Activities		
Net earnings	$ 77.5	$ 40.2
Adjustments to reconcile Net earnings to Net cash flows provided by operating activities of continuing operations:		
Loss from discontinued operations		1.4
Depreciation and amortization	36.9	37.3
Amortization of acquired intangibles	16.4	17.7
Amortization of other assets	17.6	13.5
Deferred income taxes	(1.3)	(17.0)
Stock-based compensation expense	21.1	21.6
Excess tax benefits from the issuance of stock-based compensation awards	(2.1)	(1.9)
Loss on sale of available-for-sale securities		0.2
Impairment of available-for-sale securities and other noncurrent assets		32.2
Other	6.4	(2.9)
Changes in operating assets and liabilities:		
Current assets and liabilities:		
(Increase) decrease in Accounts receivable, net	(40.6)	22.0
Increase in Other current assets	(37.5)	(24.8)
Increase (decrease) in Accounts payable	28.2	(8.0)
Decrease in Accrued expenses and other current liabilities	(70.8)	(42.3)
Increase in Deferred revenues	79.4	80.5
Non-current assets and liabilities:		
Increase in Other non-current assets	(48.0)	(81.4)
(Decrease) increase in Other non-current liabilities	(10.9)	15.6
Net cash flows provided by operating activities of continuing operations	72.3	103.9
Cash Flows From Investing Activities		
Capital expenditures	(29.7)	(22.8)
Purchases of intangibles	(5.9)	(9.6)
Proceeds from sale of available-for-sale securities		2.1
Acquisitions, net of cash acquired		(72.4)
Net cash flows used in investing activities of continuing operations	(35.6)	(102.7)
Cash Flows From Financing Activities		
Proceeds from issuance of Long-term debt		490.0
Payments on Short-term borrowings		(400.0)
Payments on Long-term debt		(50.0)
Dividends paid	(64.2)	(58.2)
Proceeds from exercise of stock options	27.4	37.1
Purchases of Treasury stock	(138.7)	(35.8)
Other financing transactions	(2.3)	(2.6)

Excess tax benefits from the issuance of stock-based compensation awards		2.1		1.9
Cost related to issuance of Long-term debt				(2.9)
Net cash flows used in financing activities of continuing operations		(175.7)		(20.5)
Cash flows from discontinued operations:				
Cash flows provided by operating activities				(1.3)
Cash flows used in financing activities				
Net cash provided by discontinued operations				(1.3)
Effect of exchange rate changes on Cash and cash equivalents		0.7		(2.1)
Net change in Cash and cash equivalents		(138.3)		(22.7)
Cash and cash equivalents, beginning of period		320.5		241.5
Cash and cash equivalents of discontinued operations, beginning of period				
Cash and cash equivalents, end of period		182.2		218.8
Less Cash and cash equivalents from discontinued operations, end of period				
Cash and cash equivalents of continuing operations, end of period	$	182.2	$	218.8
Supplemental disclosure of cash flow information:				
Cash payments made for interest	$	8.3	$	8.3
Cash payments made for income taxes	$	97.9	$	61.8
Non-cash investing and financing activities:				
Dividends payable	$	1.3	$	
Property, plant and equipment	$		$	

See Notes to Condensed Consolidated Financial Statements.

Table of Contents

Broadridge Financial Solutions, Inc.

Notes to Condensed Consolidated Financial Statements

(Tabular dollars in millions, except per share amounts)

(Unaudited)

NOTE 1. BASIS OF PRESENTATION

A. Description of Business. Broadridge Financial Solutions, Inc. (Broadridge® or the Company), a Delaware corporation, is a leading global provider of investor communication solutions and securities processing and operations outsourcing solutions to the financial services industry. The Company classifies its continuing operations into the following two reportable segments:

Investor Communication Solutions A large portion of Broadridge s Investor Communication Solutions business involves the processing and distribution of proxy materials to investors in equity securities and mutual funds, as well as the facilitation of related vote processing. ProxyEdge®, its innovative electronic proxy delivery and voting solution for institutional investors, helps ensure the participation of the largest stockholders of many companies. Broadridge also provides the distribution of regulatory reports and corporate action/reorganization event information, as well as tax reporting solutions that help its clients meet their regulatory compliance needs. In addition, Broadridge provides financial information distribution and transaction reporting services to both financial institutions and securities issuers. These services include the processing and distribution of account statements and trade confirmations, traditional and personalized document fulfillment and content management services, marketing communications, and imaging, archival and workflow solutions that enable and enhance its clients communications with investors. All of these communications are delivered in paper or electronic form. In addition, Broadridge provides registered proxy services and stock transfer and record keeping services to corporate issuers. In August 2010, Broadridge acquired NewRiver®, Inc., a leader in mutual fund electronic investor disclosure solutions. In December 2010, Broadridge acquired Forefield®, Inc., a leading provider of real-time sales, education, and client communication solutions for financial institutions and their advisors. In January 2011, Broadridge acquired Matrix Financial Solutions, Inc. (Matrix), an independent provider of mutual fund processing solutions for the defined contribution market.

Securities Processing Solutions Broadridge offers a suite of advanced computerized real-time transaction processing services that automate the securities transaction lifecycle, from desktop productivity tools, data aggregation, performance reporting, and portfolio management to order capture and execution, trade confirmation, settlement, and accounting. Broadridge s services help financial institutions efficiently and cost-effectively consolidate their books and records, gather and service assets under management, focus on their core businesses, and manage risk. With multi-currency capabilities, its Global Processing Solution supports real-time global trading of equity, option, mutual fund and fixed income securities in established and emerging markets. In addition, its operations outsourcing solutions allow broker-dealers to outsource certain administrative functions relating to clearing and settlement, from order entry to trade matching and settlement, while maintaining their ability to finance and capitalize their businesses. In September 2011, Broadridge acquired Paladyne Systems, Inc. (Paladyne), a provider of buy-side technology solutions for the global investment management industry.

B. Basis of Presentation. The Condensed Consolidated Financial Statements have been prepared in accordance with United States (U.S.) generally accepted accounting principles (GAAP). These financial statements present the condensed consolidated position of the Company. These financial statements include the entities in which the Company directly or indirectly has a controlling financial interest and various entities in which the Company has investments recorded under both the cost and equity methods of accounting. Intercompany balances and transactions have been eliminated. The results of operations reported for interim periods are not necessarily indicative of the results of operations for the entire year or any subsequent interim period. These Condensed Consolidated Financial Statements should be read in conjunction with the Company s Consolidated Financial Statements in the Company s Annual Report on Form 10-K for the fiscal year ended June 30, 2012 (the 2012 Annual Report) filed on August 9, 2012 with the Securities and Exchange Commission (the SEC). These Condensed Consolidated Financial Statements include all normal and recurring adjustments necessary for a fair presentation in accordance with U.S. GAAP of the Company s financial position at March 31, 2013 and June 30, 2012, the results of its operations for the three and nine months ended March 31, 2013 and 2012 and its cash flows for the nine months ended March 31, 2013 and 2012.

C. Use of Estimates. The preparation of these financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the Condensed Consolidated Financial Statements and accompanying notes thereto. Actual results may differ from those estimates.

D. Cash and Cash Equivalents. Investment securities with an original maturity of 90 days or less are considered cash equivalents. The fair value of the Company s cash and cash equivalents approximates carrying value.

7

Table of Contents

E. Financial Instruments. Substantially all of the financial instruments of the Company other than Long-term debt are carried at fair values, or at carrying amounts that approximate fair values because of the short maturity of the instruments. The carrying value of the Company s long-term variable-rate term loan facility approximates fair value because these instruments reflect market changes to interest rates. The carrying value of the Company s long-term fixed-rate senior notes represents the face value of the long-term fixed-rate senior notes net of the unamortized discount. The fair value of the Company s long-term fixed-rate senior notes is based on quoted market prices. See Note 11, Borrowings, for a further discussion of the Company s long-term fixed-rate senior notes.

F. Subsequent Events. In preparing the accompanying Condensed Consolidated Financial Statements, in accordance with Accounting Standards Codification Topic (ASC) No. 855, Subsequent Events, the Company has reviewed events that have occurred after March 31, 2013, through the date of issuance of the Condensed Consolidated Financial Statements. During this period, the Company did not have any material subsequent events.

NOTE 2. NEW ACCOUNTING PRONOUNCEMENTS

In February 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2013-02, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income (ASU 2013-02). ASU 2013-02 requires entities to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, entities are required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required to be reclassified to net income in its entirety in the same reporting period. For amounts not required to be reclassified in their entirety to net income, entities are required to cross-reference to other disclosures under U.S. GAAP that provide additional detail about those amounts. ASU 2013-02 became effective for the Company in the third quarter of fiscal year 2013. The adoption of ASU 2013-02 did not have a material impact on the Company s results of operations, cash flows or financial condition.

In June 2011, the FASB issued ASU No. 2011-05, Comprehensive Income (ASC Topic 220): Presentation of Comprehensive Income, (ASU No. 2011-05) which amends current comprehensive income guidance. This accounting standards update eliminates the option to present the components of other comprehensive income as part of the statement of stockholders equity. Instead, the Company must report comprehensive income in either a single continuous statement of comprehensive income which contains two sections, net income and other comprehensive income, or in two separate but consecutive statements. ASU 2011-05 became effective for the Company in the first fiscal quarter of fiscal year 2013 and did not have a material impact on the Company s results of operations, cash flows or financial condition.

NOTE 3. EARNINGS PER SHARE

Basic earnings per share (EPS) is calculated by dividing the Company s Net earnings by the basic Weighted-average shares outstanding for the periods presented.

Diluted EPS reflects the potential dilution that could occur if outstanding stock options at the presented date are exercised and shares of restricted stock units have vested.

The computation of diluted EPS did not include 3.1 million and 1.6 million options to purchase Broadridge common stock for the three months ended March 31, 2013 and 2012, respectively, and 2.6 million and 2.7 million options to purchase Broadridge common stock for the nine months ended March 31, 2013 and 2012, respectively, as the effect of their inclusion would have been anti-dilutive.

The following table sets forth the denominators of the basic and diluted EPS computations (in millions):

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2013	2012	2013	2012
Weighted-average shares outstanding:				
Basic	121.2	124.0	122.4	123.8
Common stock equivalents	3.8	4.4	3.5	3.6
Diluted	125.0	128.4	125.9	127.4

Table of Contents

NOTE 4. IMPAIRMENT CHARGES

The Company recorded impairment charges of $22.5 million and $32.2 million for the three and nine months ended March 31, 2012, respectively.

On March 13, 2012, Broadridge and its former wholly owned subsidiary, Ridge Clearing and Outsourcing Solutions, Inc., entered into a Restructuring Support Agreement with Penson Worldwide Inc. (PWI) and certain of its subsidiaries, which provided for proposed transactions related to the restructuring of Penson s outstanding indebtedness, including a five-year subordinated note from PWI (the Seller Note). As part of PWI s debt restructuring, Broadridge agreed to cancel the Seller Note in exchange for additional shares of PWI s common stock, and the Company recorded a $21.4 million charge for the three and nine months ended March 31, 2012, which included $0.8 million of accrued interest on the Seller Note.

The impairment charge included a $10.8 million charge related to the impairment of the Company s investment in the common stock of PWI. Based on the Company s review at December 31, 2011 and again at March 31, 2012, factoring in the level of decline in the fair value of the PWI common stock, management determined at December 31, 2011, and again at March 31, 2012, that the market value of the PWI common stock would not equal or exceed the cost basis of our investment within a reasonable period of time. After consideration of the severity and duration of this decline in fair value as well as the reasons for the decline in value, the Company believed that the impairment was other-than-temporary and recorded charges of $1.1 million and $10.8 million for the three and nine months ended March 31, 2012.

There were no impairment charges recorded during the three and nine months ended March 31, 2013.

NOTE 5. OTHER EXPENSES, NET

Other expenses, net consisted of the following:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2013	2012	2013	2012
	($ in millions)			
Interest expense on borrowings	$ 3.5	$ 3.6	$ 10.4	$ 9.9
Interest income	(0.4)	(0.6)	(1.3)	(1.6)
Foreign currency exchange loss	0.3	0.8	1.1	0.8
Other, net	0.4	0.5	1.6	1.3
Other expenses, net	$ 3.8	$ 4.3	$ 11.8	$ 10.4

NOTE 6. ACQUISITIONS

Assets acquired and liabilities assumed in business combinations were recorded as of the respective acquisition dates based upon their estimated fair values at such dates. The results of operations of businesses acquired by the Company were included in earnings since their respective dates of acquisition. The excess of the purchase prices over the respective estimated fair values of the underlying assets acquired and liabilities assumed was allocated to Goodwill.

During the nine months ended March 31, 2013, there were no acquisitions. During the nine months ended March 31, 2012, the Company acquired one business in the Securities Processing Solutions segment:

Paladyne Systems, Inc.

In September 2011, the Company acquired Paladyne, a provider of buy-side technology solutions for the global investment management industry. The purchase price was $72.4 million, net of cash acquired of $8.3 million. Net liabilities assumed were $15.4 million. This acquisition resulted in $64.0 million of Goodwill. Intangible assets acquired, which totaled $23.8 million, consist primarily of acquired software technology and customer relationships, which are being amortized over a seven-year life and ten-year life, respectively. The results of Paladyne s operations were included in the accompanying Condensed Consolidated Financial Statements from the date of acquisition. Pro forma supplemental financial information is not provided as the impact of the acquisition was not material to operating results, financial position or cash flows of the

Company.

Table of Contents

NOTE 7. FAIR VALUE OF FINANCIAL INSTRUMENTS

Accounting guidance on fair value measurements for certain financial assets and liabilities requires that assets and liabilities carried at fair value be classified and disclosed in one of the following three categories:

Level 1 Inputs that are based upon unadjusted quoted prices for identical instruments traded in active markets.

Level 2 Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

In valuing assets and liabilities, the Company is required to maximize the use of quoted market prices and minimize the use of unobservable inputs. The Company calculates the fair value of its Level 1 and Level 2 instruments based on the exchange traded price of similar or identical instruments where available or based on other observable instruments. These calculations take into consideration the credit risk of both the Company and its counterparties. The Company has not changed its valuation techniques in measuring the fair value of any financial assets and liabilities during the period.

The following table sets forth the Company s financial assets and liabilities at March 31, 2013 that are measured at fair value on a recurring basis during the period, segregated by level within the fair value hierarchy:

	Level 1	Level 2 ($ in millions)	Level 3	Total
Assets				
Cash and cash equivalents:				
Money market funds	$ 45.7	$	$	$ 45.7
Other non-current assets:				
Available-for-sale equity securities	15.4			15.4
Total	$ 61.1	$	$	$ 61.1

The following table sets forth the Company s financial assets and liabilities at June 30, 2012 that are measured at fair value on a recurring basis during the period, segregated by level within the fair value hierarchy:

	Level 1	Level 2 ($ in millions)	Level 3	Total
Assets				
Cash and cash equivalents:				
Money market funds	$ 160.9	$	$	$ 160.9
Other non-current assets:				
Available-for-sale equity securities	7.0			7.0
Total	$ 167.9	$	$	$ 167.9

Table of Contents

NOTE 8. DISCONTINUED OPERATIONS

For a period of time in fiscal year 2012, the Company continued to generate cash flows and reported income statement activity in Loss from discontinued operations, net of taxes, associated with the securities clearing business. The activities that resulted in these cash flows and income statement activities were transitional in nature.

The following summarized financial information related to the securities clearing business has been segregated from continuing operations and reported as discontinued operations:

	Three Months Ended March 31, 2013	Three Months Ended March 31, 2012	Nine Months Ended March 31, 2013	Nine Months Ended March 31, 2012
	($ in millions)			
Revenues	$	$	$	$
Loss from discontinued operations, before tax benefit				
Income tax benefit				
Net loss from discontinued operations, before impairment of assets				
Net loss on impairment of assets of discontinued operations net of tax benefit in the three and nine months ended March 31, 2012 of $1.0 and $1.0, respectively		(1.4)		(1.4)
Loss from discontinued operations, net of tax benefit	$	$ (1.4)	$	$ (1.4)

NOTE 9. OTHER NON-CURRENT ASSETS

Other non-current assets consisted of the following:

	March 31, 2013	June 30, 2012
	($ in millions)	
Deferred client conversion and start-up costs	$ 131.6	$ 115.9
Deferred data center costs	50.2	52.2
Long-term investments	18.1	12.6
Long-term broker fees	9.7	11.4
Other	20.4	15.8
Total	$ 230.0	$ 207.9

NOTE 10. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Accrued expenses and other current liabilities consist of the following:

	March 31, 2013	June 30, 2012
	($ in millions)	
Employee compensation and benefits	$ 115.7	$ 139.6
Accrued broker fees	27.6	38.6

Accrued income taxes	12.8	42.9
Accrued dividend payable	21.2	19.9
Other	14.0	19.6
Total	$ 191.3	$ 260.6

Table of Contents

NOTE 11. BORROWINGS

Outstanding borrowings and available capacity under the Company s borrowing arrangements were as follows:

	Expiration Date	March 31, 2013	June 30, 2012	Unused Available Capacity
		($ in millions)		
Long-term debt				
Term loan facility	September 2016	$ 400.0	$ 400.0	$
Revolving credit facility	September 2016			500.0
Senior notes	June 2017	124.5	124.4	
Total debt		$ 524.5	$ 524.4	$ 500.0

Fiscal 2012 Credit Facilities: On September 22, 2011, the Company entered into a $990.0 million senior unsecured credit facility, consisting of a $490.0 million five-year term loan facility (the Fiscal 2012 Term Loan) and a $500.0 million five-year revolving credit facility (the Fiscal 2012 Revolving Credit Facility) (collectively the Fiscal 2012 Credit Facilities). Borrowings under the Fiscal 2012 Credit Facilities bear interest at LIBOR plus 125 basis points. The Fiscal 2012 Revolving Credit Facility also has an annual facility fee equal to 15 basis points, on the unused portion of the facility, which totaled $0.2 million and $0.6 million in fees for the three and nine months ended March 31, 2013, respectively, and $0.2 million and $0.4 million in fees for the three and nine months ended March 31, 2012, respectively. The Company incurred $3.0 million in debt issuance costs to establish the Fiscal 2012 Credit Facilities, of which $0.1 million of these costs were expensed as incurred and $2.9 million of these costs have been capitalized in Other non-current assets in the Condensed Consolidated Balance Sheets and are being amortized to interest expense on a straight-line basis, which approximates the effective interest method, over the terms of these facilities. As of March 31, 2013 and March 31, 2012, $0.9 million and $0.3 million, respectively, had been amortized related to the Fiscal 2012 Credit Facilities.

The Fiscal 2012 Term Loan contains a repayment schedule that requires the Company to make minimum principal repayments on the loan of $12.3 million, on a quarterly basis, commencing with the first payment due on March 31, 2013, and the final payment due on June 30, 2016, for a total repayment of $171.5 million before the balance of the loan becomes due in September 2016. During the fiscal year ended June 30, 2012, the Company repaid $90.0 million of the $490.0 million of borrowings under the Fiscal 2012 Term Loan. Under the terms of the Fiscal 2012 Term Loan, any prepayment of a term borrowing shall be applied to reduce the subsequent scheduled repayment, in direct order of maturity, with no prepayment penalty. At March 31, 2013, the Company had met the repayment requirements on the Fiscal 2012 Term Loan through September 30, 2014. Under the terms of the Fiscal 2012 Term Loan agreement, as a portion of the outstanding borrowing is paid down, the total borrowing capacity is reduced commensurately, leaving a borrowing capacity of $400.0 million at March 31, 2013. The weighted-average interest rate on the Fiscal 2012 Term Loan was 1.46% and 1.52% for the three months ended March 31, 2013 and 2012, respectively, and 1.47% and 1.42% for the nine months ended March 31, 2013 and 2012, respectively.

The Fiscal 2012 Credit Facilities are subject to covenants, including financial covenants consisting of a leverage ratio and an interest coverage ratio. At March 31, 2013, the Company is not aware of any instances of any non-compliance with the financial covenants of the Fiscal 2012 Credit Facilities. The carrying value of the Fiscal 2012 Term Loan approximates fair value.

Senior Notes: In May 2007, the Company completed an offering of $250.0 million in aggregate principal amount of senior notes (the Senior Notes). The Senior Notes will mature on June 1, 2017 and bear interest at a rate of 6.125% per annum. Interest on the Senior Notes is payable semi-annually in arrears on June 1 and December 1 of each year. The Senior Notes were issued at a price of 99.1% (effective yield to maturity of 6.251%). The indenture governing the Senior Notes contains certain covenants including covenants restricting the Company s ability to create or incur liens securing indebtedness for borrowed money and to enter into certain sale-leaseback transactions. At March 31, 2013, the Company is not aware of any instances of non-compliance with the financial covenants of the indenture governing the Senior Notes. The indenture also contains covenants regarding the purchase of the Senior Notes upon a change of control triggering event. The Senior Notes are senior unsecured obligations of the Company and rank equally with the Company s other senior indebtedness. The Company may redeem the Senior Notes in whole or in part at any time before their maturity. The Company incurred $1.9 million in debt issuance costs to establish the Senior Notes. These costs have been capitalized and are being amortized to interest expense on a straight-line basis, which approximates the effective interest method, over the ten-year term. At March 31, 2013 and June 30, 2012, the accumulated amortization related to the Senior Notes was $0.9 million and $0.8 million, respectively. During the fiscal year ended June 30, 2009, the Company purchased $125.0 million principal amount of the Senior Notes (including $1.0 million unamortized bond discount) pursuant to a cash tender offer for such notes. The fair value of the fixed-rate Senior Notes at March 31, 2013 and June 30, 2012 was $142.9 million and $137.6 million, respectively, based on quoted market prices.

In addition, certain of the Company s foreign subsidiaries have unsecured, uncommitted lines of credit with banks. There were no outstanding borrowings under these lines of credit at March 31, 2013 and June 30, 2012.

Table of Contents

NOTE 12. STOCK-BASED COMPENSATION

The activity related to the Company s incentive equity awards for the three months ended March 31, 2013 consisted of the following:

	Stock Options		Time-based Restricted Stock Units		Performance-based Restricted Stock Units	
	Number of Options (c)	Weighted-Average Exercise Price	Number of Shares	Weighted-Average Grant Date Fair Value	Number of Shares	Weighted-Average Grant Date Fair Value
Balances at January 1, 2013	11,493,407	$ 19.66	2,996,894	$ 20.18	823,277	$ 20.47
Granted	1,295,750	22.27	15,937	20.66		
Exercise of stock options (a)	(572,681)	16.64				
Vesting of restricted stock units			(50,775)	21.53	(1,713)	21.64
Expired/forfeited	(69,881)	19.93	(26,894)	19.96	(703)	23.25
Balances at March 31, 2013 (b)	12,146,595	$ 20.08	2,935,162	$ 20.16	820,861	$ 20.46

(a) Stock options exercised during the period of January 1, 2013 through March 31, 2013 had an intrinsic value of $4.0 million.

(b) As of March 31, 2013, the Company s outstanding in the money stock options using the March 31, 2013 closing stock price of $24.84 (approximately 9.4 million shares) had an aggregate intrinsic value of $53.1 million. As of March 31, 2013, time-based restricted stock units and performance-based restricted stock units expected to vest using the March 31, 2013 share price of $24.84 (approximately 2.8 million and 0.8 million shares, respectively) had an aggregate intrinsic value of $69.4 million and $19.6 million, respectively.

(c) Stock options outstanding as of March 31, 2013 have a weighted-average remaining contractual life of 5.3 years and 9.7 million stock options are exercisable.

The activity related to the Company s incentive equity awards for the nine months ended March 31, 2013 consisted of the following:

	Stock Options		Time-based Restricted Stock Units		Performance-based Restricted Stock Units	
	Number of Options	Weighted-Average Price	Number of Shares	Weighted-Average Grant Date Fair Value	Number of Shares	Weighted-Average Grant Date Fair Value
Balances at July 1, 2012	12,381,488	$ 19.42	2,025,569	$ 19.61	703,195	$ 20.39
Granted	1,413,341	22.30	1,076,619	21.23	246,894	21.25
Exercise of stock options (a)	(1,487,702)	16.80				
Vesting of restricted stock units (b)			(56,944)	21.37	(11,393)	23.05
Expired/forfeited	(160,532)	19.32	(110,082)	19.92	(117,835)	21.42
Balances at March 31, 2013	12,146,595	$ 20.08	2,935,162	$ 20.16	820,861	$ 20.46

(a) Stock options exercised during the period of July 1, 2012 through March 31, 2013 had an intrinsic value of $9.8 million.

(b) Time-based and performance-based restricted stock units that vested during the period of July 1, 2012 through March 31, 2013 had a fair value of $1.3 million and $0.3 million, respectively.

The Company has stock-based compensation plans under which the Company annually grants stock option and restricted stock unit awards. Exercise prices on options granted have been and continue to be set equal to the market price of the underlying shares on the date of the grant (except the special stock option grants, some of which have a premium exercise price), with the measurement of stock-based compensation expense recognized in Net earnings based on the fair value of the award on the date of grant. Stock-based compensation expense of $8.2 million and $7.8 million, respectively, as well as related tax benefits of $3.0 million and $2.9 million, respectively, were recognized for the three months ended March 31, 2013 and 2012, respectively. Stock-based compensation expense of $21.1 million and $21.6 million, respectively, as well as related tax benefits of $7.9 million and $8.0 million, respectively, were recognized for the nine months ended March 31, 2013 and 2012, respectively.

As of March 31, 2013, the total remaining unrecognized compensation cost related to non-vested stock options and restricted stock unit awards amounted to $7.1 million and $30.4 million, respectively, which will be amortized over the weighted-average remaining requisite service periods of 3.4 years and 1.7 years, respectively.

Table of Contents

For stock options issued, the fair value of each stock option was estimated on the date of grant using a binomial option pricing model. The binomial model considers a range of assumptions related to volatility, risk-free interest rate and employee exercise behavior. Expected volatilities utilized in the binomial model are based on a combination of implied market volatilities, historical volatility of the Company s stock price and other factors. Similarly, the dividend yield is based on historical experience and expected future changes. The risk-free rate is derived from the U.S. Treasury yield curve in effect at the time of grant. The binomial model also incorporates exercise and forfeiture assumptions based on an analysis of historical data. The expected life of the stock option grants is derived from the output of the binomial model and represents the period of time that options granted are expected to be outstanding.

NOTE 13. INCOME TAXES

The Company s Provision for income taxes and effective tax rates for the three and nine months ended March 31, 2013 were $24.3 million and 35.9%, and $43.5 million and 36.0%, respectively, compared to $10.7 million and 37.2%, and $24.0 million and 36.6%, for the three and nine months ended March 31, 2012, respectively.

NOTE 14. CONTRACTUAL COMMITMENTS, CONTINGENCIES AND OFF-BALANCE SHEET ARRANGEMENTS

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

On January 28, 2010, the Company filed a declaratory action in the U.S. District Court for the District of Delaware against Inveshare, Inc. (the Defendant) seeking a declaration by the court that Broadridge did not infringe two U.S. patents owned by the Defendant that included claims related to the delivery and distribution of an electronic solicitation. The Company s complaint also alleged that the Defendant s patents were invalid and/or were unenforceable due to inequitable conduct. On March 22, 2010, the Defendant answered the Company s complaint and filed a counterclaim against the Company alleging that Broadridge used a process that infringes one of the patents in the action. In its counterclaim, Defendant was seeking injunctive relief and unspecified damages. During the fiscal quarter ended December 31, 2012, this lawsuit was settled by the parties. The outcome of this litigation did not result in a material adverse impact on the Company s condensed consolidated financial condition, results of operations, or cash flows.

The Company entered into a data center outsourcing services agreement with Automatic Data Processing, Inc. (ADP) before the Company s spin-off from ADP in March 2007 (the ADP Agreement) under which ADP provided the Company with data center services. The ADP Agreement expired on June 30, 2012. The Company entered into a short-term extension of the ADP Agreement which expired in August 2012. At March 31, 2013, the Company has no further obligation with ADP for data center services.

In March 2010, the Company and International Business Machines Corporation (IBM) entered into an Information Technology Services Agreement (the IT Services Agreement), under which IBM provides certain aspects of the Company s information technology infrastructure that were previously provided under the ADP Agreement. Under the IT Services Agreement, IBM provides a broad range of technology services to the Company including supporting its mainframe, midrange, server, network and data center operations, as well as providing disaster recovery services. The Company has the option of incorporating additional services into the agreement over time. The migration of the data center processing from ADP to IBM was completed in August 2012. The IT Services Agreement expires on June 30, 2022. The Company has the right to renew the initial term of the IT Services Agreement for up to one additional 12-month term. Commitments remaining under this agreement at March 31, 2013 are $510.7 million through fiscal year 2022, the final year of the contract.

It is not the Company s business practice to enter into off-balance sheet arrangements. However, the Company is exposed to market risk from changes in foreign currency exchange rates that could impact its financial position, results of operations, and cash flows. The Company manages its exposure to these market risks through its regular operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments. The Company may use derivative financial instruments as risk management tools and not for trading purposes. The Company was not a party to any derivative financial instruments as of March 31, 2013 and June 30, 2012, respectively. In the normal course of business, the Company also enters into contracts in which it makes representations and warranties that relate to the performance of the Company s products and services. The Company does not expect any material losses related to such representations and warranties, or collateral arrangements.

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

NOTE 15. INTERIM FINANCIAL DATA BY SEGMENT

The Company classifies its operations into the following two reportable segments: Investor Communication Solutions and Securities Processing Solutions.

The primary components of Other are the elimination of intersegment revenues and profits as well as certain unallocated expenses. Foreign currency exchange is a reconciling item between the actual foreign currency exchange rates and fiscal year 2013 budgeted foreign currency exchange rates.

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

Segment results:

	Revenues			
	Three Months Ended March 31,		Nine Months Ended March 31,	
	2013	2012	2013	2012
	($ in millions)			
Investor Communication Solutions	$ 404.2	$ 374.0	$ 1,070.5	$ 1,003.8
Securities Processing Solutions	169.6	169.3	487.3	488.8
Other	0.1	0.4	0.1	0.5
Foreign currency exchange	2.8	3.3	7.8	10.1
Total	$ 576.7	$ 547.0	$ 1,565.7	$ 1,503.2

	Earnings from Continuing Operations before Income Taxes			
	Three Months Ended March 31,		Nine Months Ended March 31,	
	2013	2012	2013	2012
	($ in millions)			
Investor Communication Solutions	$ 50.8	$ 36.9	$ 94.5	$ 55.9
Securities Processing Solutions	28.7	24.8	58.1	72.8
Other	(15.9)	(36.6)	(42.9)	(72.2)
Foreign currency exchange	4.1	3.7	11.3	9.1
Total	$ 67.7	$ 28.8	$ 121.0	$ 65.6

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Table of Contents

Item 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our Condensed Consolidated Financial Statements (the Financial Statements) and accompanying Notes thereto included elsewhere herein.

Forward-Looking Statements

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

- the success of Broadridge Financial Solutions, Inc. (Broadridge or the Company) in retaining and selling additional services to its existing clients and in obtaining new clients;
- Broadridge s reliance on a relatively small number of clients, the continued financial health of those clients, and the continued use by such clients of Broadridge s services with favorable pricing terms;
- changes in laws and regulations affecting the investor communication services provided by Broadridge;
- declines in participation and activity in the securities markets;
- overall market and economic conditions and their impact on the securities markets;
- any material breach of Broadridge security affecting its clients customer information;
- the failure of our outsourced data center services provider to provide the anticipated levels of service;
- any significant slowdown or failure of Broadridge s systems or error in the performance of Broadridge s services;
- Broadridge s failure to keep pace with changes in technology and demands of its clients;
- the ability to attract and retain key personnel;
- the impact of new acquisitions and divestitures; and
- competitive conditions.

There may be other factors that may cause our actual results to differ materially from the forward-looking statements. Our actual results, performance or achievements could differ materially from those expressed in, or implied by, the forward-looking statements. We can give no assurances that any of the events anticipated by the forward-looking statements will occur or, if any of them do, what impact they will have on our results of operations and financial condition. You should carefully read the factors described in the Risk Factors section in Part I, Item 1A. Risk Factors of our Annual Report on Form 10-K for the fiscal year ended June 30, 2012 (the 2012 Annual Report) for a description of certain risks that could, among other things, cause our actual results to differ from these forward-looking statements.

All forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q and are expressly qualified in their entirety by the cautionary statements included in this Quarterly Report on Form 10-Q and the 2012 Annual Report. We disclaim any obligation to update or revise forward-looking statements that may be made to reflect events or circumstances that arise after the date made or to reflect the occurrence of unanticipated events, other than as required by law.

Overview

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

Investor Communication Solutions

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

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

Securities Processing Solutions

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

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

Basis of Presentation

The Condensed Consolidated Financial Statements have been prepared in accordance with United States (U.S.) generally accepted accounting principles (GAAP). These financial statements present the condensed consolidated position of the Company. These financial statements include the entities in which the Company directly or indirectly has a controlling financial interest and various entities in which the Company has investments recorded under both the cost and equity methods of accounting. Intercompany balances and transactions have been eliminated. The results of operations reported for interim periods are not necessarily indicative of the results of operations for the entire year or any subsequent interim period. These Condensed Consolidated Financial Statements should be read in conjunction with the Company s Consolidated Financial Statements for the fiscal year ended June 30, 2012 in the 2012 Annual Report on Form 10-K filed with the Securities and Exchange Commission (the SEC) on August 9, 2012.

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

As a result of Broadridge s sale in June 2010 of substantially all of the contracts of the securities clearing clients of its former wholly owned subsidiary, Ridge Clearing & Outsourcing Solutions, Inc. (Ridge) to Penson Financial Services, Inc. (PFSI), a wholly owned subsidiary of Penson Worldwide, Inc. (PWI, referred to herein together with PFSI as Penson), the securities clearing business is reflected in discontinued operations and the operations outsourcing solutions business retained by Broadridge is now reported as part of the Securities Processing Solutions business segment. This change is reflected in all prior periods presented in this Quarterly Report on Form 10-Q. For the three and nine months ended March 31, 2013, the Company did not generate any revenues or losses from discontinued operations. For the three and nine months ended March 31, 2012, the Company recognized a loss from discontinued operations of $1.4 million.

Table of Contents

Critical Accounting Policies

In presenting the Condensed Consolidated Financial Statements, management makes estimates and assumptions that affect the amounts reported and related disclosures. Management continually evaluates the accounting policies and estimates used to prepare the Condensed Consolidated Financial Statements. The estimates, by their nature, are based on judgment, available information, and historical experience and are believed to be reasonable. However, actual amounts and results could differ from these estimates made by management. In management s opinion, the Condensed Consolidated Financial Statements contain all normal recurring adjustments necessary for a fair presentation of results reported. Certain accounting policies that require significant management estimates and are deemed critical to our results of operations or financial position are discussed in the Critical Accounting Policies section of Part II, Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations in the 2012 Annual Report on Form 10-K.

Results of Continuing Operations

The following discussions of Analysis of Condensed Consolidated Statements of Earnings from Continuing Operations and Analysis of Reportable Segments refer to the three and nine months ended March 31, 2013 compared to the three and nine months ended March 31, 2012. The following discussions of the Company s results of continuing operations exclude the results related to the securities clearing business. This business is segregated from continuing operations and is included in discontinued operations for the three and nine months ended March 31, 2013 and the three and nine months ended March 31, 2012. The Analysis of Condensed Consolidated Statements of Earnings from Continuing Operations should be read in conjunction with the Analysis of Reportable Segments, which provides more detailed discussions concerning certain components of the Condensed Consolidated Statements of Earnings from Continuing Operations.

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

Acquisitions refers to the Company s acquisition of Paladyne in our Securities Processing Solutions segment.

Acquisition Amortization and Other Costs represents amortization charges associated with intangible asset values as well as other deal costs associated with the Company s acquisitions.

IBM Migration costs refers to costs related to the Information Technology Services Agreement the Company entered into in March 2010 (the IT Services Agreement) with International Business Machines Corporation (IBM) and the associated migration of the Company s data center to IBM.

Net New Business refers to our closed sales less client losses.

Restructuring and Impairment Charges referred to herein represent the following charges that were previously referred to as Penson Charges, net :

Penson Transition Costs represent transition costs incurred in fiscal year 2013 related to the June 2012 termination and mutual release agreement with Penson and Penson Financial Services Canada, Inc. terminating the Penson outsourcing services contract, including the transfer of the Ridge entity to Apex Clearing Holdings LLC (Apex).

Penson OTTI charge refers to the charge that resulted after the Company reviewed its investment in the PWI common stock for impairment. Based on the Company s review, factoring in the level of decline in the fair value of the PWI common stock, management determined that the market value of the PWI common stock would not equal or exceed the cost basis of our investment within a reasonable period of time. After consideration of the severity and duration of this decline in fair value as well as the reasons for the decline in value, the Company believed that the impairment was other-than-temporary at December 31, 2011 and March 31, 2012 and recorded charges of $9.7 million and $1.1 million at December 31, 2011 and March 31, 2012, respectively.

Penson Note Receivable impairment charge refers to the charge the Company recorded as a result of the Restructuring Support Agreement Broadridge and its former wholly owned subsidiary, Ridge, entered into with PWI and certain of its subsidiaries on March 13, 2012. The Restructuring Support Agreement provided for proposed transactions related to the restructuring of Penson s outstanding indebtedness, including the note receivable in the principal amount of $20.6 million issued by PWI to Broadridge as part of the consideration in the sale of the Ridge clearing contracts to Penson. As part of PWI s debt restructuring, Broadridge agreed to cancel this note receivable in exchange for additional shares of PWI s common stock, and the Company recorded a $21.4 million charge as of March 31, 2012, which included $0.8 million of accrued interest on the note receivable.

The following definitions describe the Company s Revenues:

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

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

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

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

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

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

Revenues derived from sales are a component of Net New Business, which is defined as our closed sales less client losses. Closed sales represent anticipated revenues for new client contracts that were signed by Broadridge during the periods referenced. A sale is considered closed when the Company has received the signed client contract. For recurring revenue closed sales, the amount of the closed sale is generally a reasonable estimate of annual revenues based on client volumes or activity, excluding pass-through revenues such as distribution revenues. Event-driven revenue closed sales primarily occur in our Investor Communication Solutions segment. The amount of the event-driven revenue closed sale is generally a reasonable estimate of production revenues based on client volumes or activity, excluding pass-through revenues such as distribution revenues. Broadridge s determination of the amount of a closed sale is based on the client s estimate of transaction volumes and activity levels, as our fees are largely based on transaction volume and activity levels. The inherent variability of transaction volumes and activity levels can result in some variability of amounts reported as closed sales. Larger recurring revenue closed sales can take up to 12 to 24 months to convert to reported revenues, particularly for the services provided by our Securities Processing Solutions segment. The majority of event-driven revenue closed sales are usually recognized during the year the contract is signed.

The Company tracks actual revenue recognized during the first year that the client contract is fully implemented and compares this to the amount that was included in the Company s previously reported closed sales amount. The Company adjusts the current year closed sales amount for any difference between the prior year s reported closed sales amount and the actual revenue achieved in the first year of the applicable contract. Closed sales were adjusted by $(0.3) million and $(2.0) million for the three and nine months ended March 31, 2013, respectively. Recurring revenue closed sales were adjusted by $(0.7) million and $(2.4) million for the three and nine months ended March 31, 2013, respectively. Event-driven revenue closed sales were adjusted by $0.4 million and $0.4 million for the three and nine months ended March 31, 2013, respectively. Closed sales were adjusted by $(1.4) million and $(1.4) million for the three and nine months ended March 31, 2012, respectively. Recurring revenue closed sales were adjusted by $(1.4) million and $(1.4) million for the three and nine months ended March 31, 2012, respectively.

Table of Contents

Analysis of Condensed Consolidated Statements of Earnings

Three Months Ended March 31, 2013 versus Three Months Ended March 31, 2012

The table below presents Condensed Consolidated Statements of Earnings data for the three months ended March 31, 2013 and 2012, and the dollar and percentage changes between periods:

	Three Months Ended March 31,		Change	
	2013	**2012**	**$**	**%**
	($ in millions, except per share amounts)			
Revenues	$ 576.7	$ 547.0	$ 29.7	5
Cost of revenues	426.2	420.8	5.4	1
Selling, general and administrative expenses	79.0	70.6	8.4	12
Impairment charges		22.5	(22.5)	(100)
Other expenses, net	3.8	4.3	(0.5)	(12)
Total expenses	509.0	518.2	(9.2)	(2)
Earnings from continuing operations before income taxes	67.7	28.8	38.9	135
Margin	11.7%	5.3%		6.4 pts
Provision for income taxes	24.3	10.7	13.6	127
Effective tax rate	35.9%	37.2%		(1.3) pts
Net earnings from continuing operations	$ 43.4	$ 18.1	$ 25.3	140
Basic Earnings per share from continuing operations	$ 0.36	$ 0.15	$ 0.21	140
Diluted Earnings per share from continuing operations	$ 0.35	$ 0.14	$ 0.21	150

Nine Months Ended March 31, 2013 versus Three Months Ended March 31, 2012

The table below presents Condensed Consolidated Statements of Earnings data for the nine months ended March 31, 2013 and 2012, and the dollar and percentage changes between periods:

	Nine Months Ended March 31,		Change	
	2013	**2012**	**$**	**%**
	($ in millions, except per share amounts)			
Revenues	$ 1,565.7	$ 1,503.2	$ 62.5	4
Cost of revenues	1,203.8	1,186.2	17.6	1
Selling, general and administrative expenses	229.1	208.8	20.3	10
Impairment charges		32.2	(32.2)	(100)
Other expenses, net	11.8	10.4	1.4	13
Total expenses	1,444.7	1,437.6	7.1	
Earnings from continuing operations before income taxes	121.0	65.6	55.4	84

Margin		7.7%		4.4%			3.3 pts
Provision for income taxes		43.5		24.0		19.5	81
Effective tax rate		36.0%		36.6%			(0.6) pts
Net earnings from continuing operations	$	77.5	$	41.6	$	35.9	86
Basic Earnings per share from continuing operations	$	0.63	$	0.34	$	0.29	85
Diluted Earnings per share from continuing operations	$	0.62	$	0.33	$	0.29	88

Table of Contents

Three Months Ended March 31, 2013 versus Three Months Ended March 31, 2012

Revenues. Revenues for the three months ended March 31, 2013 were $576.7 million, an increase of $29.7 million, or 5%, compared to $547.0 million for the three months ended March 31, 2012. Recurring fee revenues increased $15.6 million, or 5%, to $355.6 million and distribution revenues increased $13.4 million, or 8%, to $180.6 million for the three months ended March 31, 2013. The positive contribution from recurring fee revenues reflected gains from Net New Business, partially offset by lower internal growth. Event-driven fee revenues were $37.7 million, an increase of $1.2 million, or 3%, compared to $36.5 million for the three months ended March 31, 2012. Fluctuations in foreign currency exchange rates negatively impacted revenues by $0.5 million.

Closed sales for the three months ended March 31, 2013 were $32.8 million, an increase of $9.9 million, or 43%, compared to $22.9 million for the three months ended March 31, 2012. Recurring revenue closed sales for the three months ended March 31, 2013 were $24.3 million, an increase of $8.1 million, or 50%, compared to $16.2 million for the three months ended March 31, 2012. Event-driven revenue closed sales for the three months ended March 31, 2013 were $8.5 million, an increase of $1.8 million, or 27%, compared to $6.7 million for the three months ended March 31, 2012.

Nine Months Ended March 31, 2013 versus Nine Months Ended March 31, 2012

Revenues. Revenues for the nine months ended March 31, 2013 were $1,565.7 million, an increase of $62.5 million, or 4%, compared to $1,503.2 million for the nine months ended March 31, 2012. Recurring fee revenues increased $34.1 million, or 4%, to $983.4 million, distribution revenues increased $24.7 million, or 5%, to $476.9 million and event-driven revenues increased $6.0 million, or 7%, to $97.6 million for the nine months ended March 31, 2013. The positive contribution from recurring fee revenues reflected higher Net New Business, partially offset by lower internal growth. Fluctuations in foreign currency exchange rates negatively impacted revenues by $2.3 million.

Closed sales for the nine months ended March 31, 2013 were $83.0 million, a decrease of $17.5 million, or 17%, compared to $100.5 million for the nine months ended March 31, 2012. Recurring revenue closed sales for the nine months ended March 31, 2013 were $58.4 million, a decrease of $20.3 million, or 26%, compared to $78.7 million for the nine months ended March 31, 2012. The decrease in recurring revenue closed sales was primarily due to a longer than anticipated sales cycle for certain of the larger pending sales (sales with revenues of greater than $5 million) currently in our pipeline. Excluding large sales, recurring revenue closed sales were essentially flat as compared to the same period in the prior year. Event-driven revenue closed sales for the nine months ended March 31, 2013 were $24.6 million, an increase of $2.8 million, or 13%, compared to $21.8 million for the nine months ended March 31, 2012.

Three Months Ended March 31, 2013 versus Three Months Ended March 31, 2012

Total Expenses. Total expenses for the three months ended March 31, 2013 were $509.0 million, a decrease of $9.2 million, or 2%, compared to $518.2 million for the three months ended March 31, 2012. Impairment charges were not incurred in the three months ended March 31, 2013 compared to $22.5 million incurred in the three months ended March 31, 2012. This decline in impairment charges was partially offset by higher Cost of revenues of $5.4 million, or 1%, and higher Selling, general and administrative expenses of $8.4 million, or 12%. Other expenses, net declined $0.5 million, or 12%.

Cost of revenues for the three months ended March 31, 2013 were $426.2 million, an increase of $5.4 million, or 1%, compared to $420.8 million for the three months ended March 31, 2012. The increase reflects higher cost of distribution revenues of $11.6 million, higher variable costs of $8.2 million on higher fee revenues and restructuring costs of $3.8 million for the three months ended March 31, 2013. These costs were partially offset by IBM Migration costs recorded in the prior year of $5.7 million and savings related to the migration of the data center to IBM of $5.5 million. Distribution cost of revenues for the three months ended March 31, 2013 were $161.4 million, an increase of $11.6 million, or 8%, compared to $149.8 million for the three months ended March 31, 2012. Distribution cost of revenues consists primarily of postage-related expenses. Fluctuations in foreign currency exchange rates decreased Cost of revenues by $0.9 million.

Selling, general and administrative expenses for the three months ended March 31, 2013 were $79.0 million, an increase of $8.4 million, or 12%, compared to $70.6 million for the three months ended March 31, 2012. The 12% increase was primarily due to higher sales and marketing expenses of $3.7 million on higher closed sales, impact of a one-time non-recurring credit in the prior year of $1.5 million and higher strategic initiatives of $0.7 million.

Impairment charges for the three months ended March 31, 2012 were $22.5 million primarily as a result of the Penson Note Receivable impairment charge of $21.4 million.

Other expenses, net for the three months ended March 31, 2013 were $3.8 million, a decrease of $0.5 million, or 12%, compared to $4.3 million for the three months ended March 31, 2012, mainly reflecting lower impact from foreign currency exchange rates.

Table of Contents

Nine Months Ended March 31, 2013 versus Nine Months Ended March 31, 2012

Total Expenses. Total expenses for the nine months ended March 31, 2013 were $1,444.7 million, an increase of $7.1 million, compared to $1,437.6 million for the nine months ended March 31, 2012. The increase reflects higher Cost of revenues of $17.6 million, or 1%, higher Selling, general and administrative expenses of $20.3 million, or 10%, partially offset by impairment charges of $32.2 million recorded in the prior year. Other expenses, net increased $1.4 million or 13%.

Cost of revenues for the nine months ended March 31, 2013 were $1,203.8 million, an increase of $17.6 million, or 1%, compared to $1,186.2 million for the nine months ended March 31, 2012. The increase reflects higher variable costs of $25.6 million on higher fee revenues, higher cost of distribution revenues of $20.2 million, restructuring costs of $8.1 million and $4.5 million related to Acquisition Amortization and Other Costs. These costs were partially offset by IBM Migration costs incurred in the prior year of $12.6 million, savings related to the migration of the data center to IBM of $10.8 million, lower investments and strategic initiatives of $7.0 million and lower acquisition deal costs of $1.1 million. Distribution cost of revenues for the nine months ended March 31, 2013 were $429.9 million, an increase of $20.2 million, or 5%, compared to $409.7 million for the nine months ended March 31, 2012. Distribution cost of revenues consists primarily of postage-related expenses. Fluctuations in foreign currency exchange rates decreased Cost of revenues by $4.7 million.

Selling, general and administrative expenses for the nine months ended March 31, 2013 were $229.1 million, an increase of $20.3 million, or 10%, compared to $208.8 million for the nine months ended March 31, 2012. The 10% increase was primarily due to higher costs related to higher sales and marketing expenses of $6.6 million, higher strategic initiatives and acquisitions of $4.7 million and the impact of a one-time non-recurring credit in the prior year of $2.4 million.

Impairment charges for the nine months ended March 31, 2012 were $32.2 million as a result of the Penson Note Receivable impairment charge of $21.4 million and the Penson OTTI charge of $10.8 million.

Other expenses, net for the nine months ended March 31, 2013 were $11.8 million, an increase of $1.4 million, or 13%, compared to $10.4 million for the nine months ended March 31, 2012, reflecting mainly higher interest expense on borrowings and fluctuations in foreign currency exchange rates.

Earnings from Continuing Operations before Income Taxes. Earnings from continuing operations before income taxes for the three months ended March 31, 2013 were $67.7 million, an increase of $38.9 million, or 135%, compared to $28.8 million for the three months ended March 31, 2012. The increase is mainly due to higher recurring revenues, increased margins driven by the mix of business, impairment charges recorded in the prior period and cost containment. Overall margin increased to 11.7% for the three months ended March 31, 2013 compared to 5.3% for the three months ended March 31, 2012.

Earnings from continuing operations before income taxes for the nine months ended March 31, 2013 were $121.0 million, an increase of $55.4 million, or 84%, compared to $65.6 million for the nine months ended March 31, 2012. The increase is mainly due to higher recurring revenues, increased margins driven by the mix of business, impairment charges recorded in the prior period and cost containment. Overall margin increased to 7.7% for the nine months ended March 31, 2013 compared to 4.4% for the nine months ended March 31, 2012.

Provision for Income Taxes. Provision for income taxes and effective tax rates for the three and nine months ended March 31, 2013 were $24.3 million and 35.9%, and $43.5 million and 36.0%, respectively, compared to $10.7 million and 37.2%, and $24.0 million and 36.6%, for the three and nine months ended March 31, 2012, respectively. The decrease in our effective tax rate for the nine months ended March 31, 2013 when compared to the comparable prior year period is primarily attributable to the geographical mix of income and lower tax rates in certain non-U.S. tax jurisdictions.

Net Earnings from Continuing Operations and Basic and Diluted Earnings per Share from Continuing Operations. Net earnings from continuing operations for the three months ended March 31, 2013 were $43.4 million, an increase of $25.3 million, or 140%, compared to $18.1 million for the three months ended March 31, 2012. The increase in Net earnings from continuing operations reflects higher revenues, increased margins driven by the mix of business, impairment charges recorded in the prior year and cost containment.

Net earnings from continuing operations for the nine months ended March 31, 2013 were $77.5 million, an increase of $35.9 million, or 86%, compared to $41.6 million for the nine months ended March 31, 2012. The increase in Net earnings from continuing operations reflects higher revenues, increased margins driven by the mix of business, impairment charges recorded in the prior year and cost containment.

Basic earnings per share from continuing operations for the three months ended March 31, 2013 were $0.36, an increase of $0.21, or 140%, compared to $0.15 for the three months ended March 31, 2012. Diluted earnings per share from continuing operations for the three months ended March 31, 2013 were $0.35, an increase of $0.21, or 150%, compared to $0.14 for the three months ended March 31, 2012. Penson Transition Costs decreased Basic and Diluted earnings per share by $0.02 for the three months ended March 31, 2013. The IBM Migration costs and Penson Note Receivable impairment charge and Penson OTTI charge decreased Basic and Diluted earnings per share in the prior year period by $0.03 and $0.11, respectively.

Table of Contents

Basic earnings per share from continuing operations for the nine months ended March 31, 2013 were $0.63, an increase of $0.29, or 85%, compared to $0.34 for the nine months ended March 31, 2012. Diluted earnings per share from continuing operations for the nine months ended March 31, 2013 were $0.62, an increase of $0.29, or 88%, compared to $0.33 for the nine months ended March 31, 2012. Penson Transition Costs decreased Basic and Diluted earnings per share by $0.04 for the nine months ended March 31, 2013. The IBM Migration costs, Penson Note Receivable impairment charge and Penson OTTI charge decreased Basic and Diluted earnings per share in the prior year period by $0.06 and $0.16, respectively.

Analysis of Reportable Segments

The Company classifies its operations into the following two reportable segments: Investor Communication Solutions and Securities Processing Solutions.

The primary components of Other are the elimination of intersegment revenues and profits and certain unallocated expenses. Foreign currency exchange is a reconciling item between the actual foreign currency exchange rates and the fiscal year 2012 budgeted foreign currency exchange rates reflected in the segments.

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

Revenues

	Three Months Ended March 31,				Nine Months Ended March 31,			
			Change				Change	
	2013	2012	$	%	2013	2012	$	%
	($ in millions)				($ in millions)			
Investor Communication Solutions	$ 404.2	$ 374.0	$ 30.2	8	$ 1,070.5	$ 1,003.8	$ 66.7	7
Securities Processing Solutions	169.6	169.3	0.3		487.3	488.8	(1.5)	
Other	0.1	0.4	(0.3)	(75)	0.1	0.5	(0.4)	(80)
Foreign currency exchange	2.8	3.3	(0.5)	(15)	7.8	10.1	(2.3)	(23)
Total	$ 576.7	$ 547.0	$ 29.7	5	$ 1,565.7	$ 1,503.2	$ 62.5	4

Earnings (Loss) from Continuing Operations Before Income Taxes

	Three Months Ended March 31,				Nine Months Ended March 31,			
			Change				Change	
	2013	2012	$	%	2013	2012	$	%
	($ in millions)				($ in millions)			
Investor Communication Solutions	$ 50.8	$ 36.9	$ 13.9	38	$ 94.5	$ 55.9	$ 38.6	69
Securities Processing Solutions	28.7	24.8	3.9	16	58.1	72.8	(14.7)	(20)
Other	(15.9)	(36.6)	20.7	57	(42.9)	(72.2)	29.3	41
Foreign currency exchange	4.1	3.7	0.4	11	11.3	9.1	2.2	24
Total	$ 67.7	$ 28.8	$ 38.9	135	$ 121.0	$ 65.6	$ 55.4	84

Table of Contents

Investor Communication Solutions

Revenues. Investor Communication Solutions segment s Revenues for the three months ended March 31, 2013 were $404.2 million, an increase of $30.2 million, or 8%, compared to $374.0 million for the three months ended March 31, 2012. Higher recurring fee revenues contributed $15.6 million, or 52%, higher event-driven fee revenues contributed $1.2 million, or 4%, and higher distribution revenues contributed $13.4 million, or 44%, to the $30.2 million increase in revenues. Higher recurring fee revenues were driven by Net New Business. Distribution revenues for the three months ended March 31, 2013 were $180.6 million, an increase of $13.4 million, or 8%, compared to $167.2 million for the three months ended March 31, 2012.

Investor Communication Solutions segment s Revenues for the nine months ended March 31, 2013 were $1,070.5 million, an increase of $66.7 million, or 7%, compared to $1,003.8 million for the nine months ended March 31, 2012. Higher recurring fee revenues contributed $36.0 million, or 54%, higher event-driven fee revenues contributed $6.0 million, or 9%, and higher distribution revenues contributed $24.7 million, or 37%, to the $66.7 million increase in revenues. Higher recurring fee revenues were driven by Net New Business and internal growth. Higher event-driven fee revenues were the result of increased Mutual Fund Communications activity. Distribution revenues for the nine months ended March 31, 2013 were $476.9 million, an increase of $24.7 million, or 5%, compared to $452.2 million for the nine months ended March 31, 2012.

Earnings from Continuing Operations before Income Taxes. Earnings from continuing operations before income taxes for the three months ended March 31, 2013 were $50.8 million, an increase of $13.9 million, or 38%, compared to $36.9 million for the three months ended March 31, 2012. Margin increased by 2.7 percentage points to 12.6% mainly as a result of higher recurring fee revenues, as well as improved productivity from strategic initiatives.

Earnings from continuing operations before income taxes for the nine months ended March 31, 2013 were $94.5 million, an increase of $38.6 million, or 69%, compared to $55.9 million for the nine months ended March 31, 2012. Margin increased by 3.2 percentage points to 8.8% mainly as a result of higher recurring fee, event-driven fee and distribution revenues, as well as improved productivity from strategic initiatives.

Securities Processing Solutions

Revenues. Securities Processing Solutions segment s Revenues for the three months ended March 31, 2013 were $169.6 million, an increase of $0.3 million, compared to $169.3 million for the three months ended March 31, 2012. Growth from Net New Business was offset by a decline in the existing client base primarily due to the decline in revenue resulting from the outsourcing services contract with Apex replacing the terminated outsourcing services contract with Penson.

Securities Processing Solutions segment s Revenues for the nine months ended March 31, 2013 were $487.3 million, a decrease of $1.5 million, compared to $488.8 million for the nine months ended March 31, 2012. The decrease was driven by the decline in revenue resulting from the outsourcing services contract with Apex replacing the terminated outsourcing services contract with Penson and lower trade volumes offset by positive contributions from Net New Business and the Paladyne acquisition.

Earnings from Continuing Operations before Income Taxes. Earnings from continuing operations before income taxes for the three months ended March 31, 2013 were $28.7 million, an increase of $3.9 million, or 16%, compared to $24.8 million for the three months ended March 31, 2012. Margin increased by 2.3 percentage point to 16.9% for the three months ended March 31, 2013 as a result of IBM data center cost savings partially offset by revenue mix.

Earnings from continuing operations before income taxes for the nine months ended March 31, 2013 were $58.1 million, a decrease of $14.7 million, or 20%, compared to $72.8 million for the nine months ended March 31, 2012. Margin decreased by 3.0 percentage points to 11.9% for the nine months ended March 31, 2013 as a result of revenue mix and an increase in systems investments.

Other

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

Loss from Continuing Operations before Income Taxes. Loss from continuing operations before income taxes was $15.9 million for the three months ended March 31, 2013, an improvement of $20.7 million, compared to a $36.6 million Loss from continuing operations before income taxes for the three months ended March 31, 2012. The decreased loss was mainly due to the Penson Note Receivable impairment charge and Penson OTTI charge of $22.5 million and IBM Migration costs of $5.7 million in the three months ended March 31, 2012.

Table of Contents

Loss from continuing operations before income taxes was $42.9 million for the nine months ended March 31, 2013, an improvement of $29.3 million, compared to a $72.2 million Loss from continuing operations before income taxes for the nine months ended March 31, 2012. The decreased loss was mainly due to the Penson Note Receivable impairment charge and Penson OTTI charge of $32.2 million and IBM Migration costs of $12.6 million in the nine months ended March 31, 2012.

Adjusted Net Earnings from Continuing Operations

We define Adjusted net earnings from continuing operations as Net earnings from continuing operations, net of taxes excluding all items associated with Acquisition Amortization and Other Costs, Restructuring and Impairment Charges and IBM Migration costs. Adjusted net earnings from continuing operations is not a measure defined in accordance with GAAP and should not be construed as an alternative to net income (loss), as determined in accordance with GAAP.

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

- in communications with our board of directors concerning our consolidated financial performance;
- we believe it is an enterprise level performance measure commonly reported and widely used by analysts and investors; and
- for planning purposes, including the preparation of our annual operating budget.

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

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

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2013	2012	2013	2012
		($ in millions)		
Adjusted net earnings from continuing operations (Non-GAAP)	$ 49.5	$ 40.6	$ 93.6	$ 82.8
Adjustments:				
Acquisition Amortization and Other Costs	(5.7)	(6.9)	(17.0)	(19.6)
Restructuring and Impairment Charges	(3.8)	(22.5)	(8.1)	(32.2)
IBM Migration costs		(5.7)		(12.6)
Tax impact of adjustments	3.4	12.6	9.0	23.2
Net earnings from continuing operations (GAAP)	$ 43.4	$ 18.1	$ 77.5	$ 41.6

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

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2013	2012	2013	2012
Adjusted diluted earnings per share from continuing operations (Non-GAAP)	$ 0.39	$ 0.32	$ 0.74	$ 0.65
Adjustments:				

Acquisition Amortization and Other Costs	(0.04)	(0.05)	(0.13)	(0.15)
Restructuring and Impairment Charges	(0.03)	(0.17)	(0.06)	(0.25)
IBM Migration costs		(0.05)		(0.10)
Tax impact of adjustments	0.03	0.09	0.07	0.18
Diluted earnings per share from continuing operations (GAAP)	$ 0.35	$ 0.14	$ 0.62	$ 0.33

Financial Condition, Liquidity and Capital Resources

At March 31, 2013, Cash and cash equivalents were $182.2 million and Total stockholders equity was $771.0 million. At March 31, 2013, working capital was $262.1 million, compared to $367.1 million at June 30, 2012. At the current time, and in future periods, we expect cash generated by our operations, together with existing cash, cash equivalents, marketable securities and borrowings from the capital markets, to be sufficient to cover cash needs for working capital, capital expenditures, strategic acquisitions, dividends and common stock repurchases. We do not rely on short-term borrowings to meet our liquidity needs.

As of March 31, 2013, $84.1 million of the $182.2 million of cash and cash equivalents was held by our foreign subsidiaries. If these funds are needed for our operations in the U.S., we would be required to accrue and pay U.S. taxes to repatriate these funds. However, our current plans do not demonstrate a need to repatriate them to fund our U.S. operations.

On December 28, 2012, Broadridge, the U.S. Internal Revenue Service (the IRS) and the Canadian Revenue Authority entered into an Advanced Pricing Agreement (APA). Under the APA, a net $50.0 million of cash transferred from two of the Company s Canadian subsidiaries to the Broadridge U.S. parent company during the Company s third fiscal quarter of 2013. All tax effects pertaining to this APA were accrued in the prior fiscal year.

At March 31, 2013, the Company had $524.5 million outstanding Long-term debt, consisting of a $400.0 million five-year term loan facility and unsecured senior notes of $124.5 million principal amount. The senior notes are senior unsecured obligations of the Company and rank equally with the Company s other senior indebtedness. Interest is payable semiannually on June 1st and December 1st each year based on a fixed per annum rate equal to 6.125%.

On September 22, 2011, the Company entered into a $990.0 million senior unsecured credit facility, consisting of a $490.0 million five-year term loan facility (the Fiscal 2012 Term Loan) and a $500.0 million five-year revolving credit facility (the Fiscal 2012 Revolving Credit Facility) (collectively the Fiscal 2012 Credit Facilities). Borrowings under the Fiscal 2012 Credit Facilities bear interest at LIBOR plus 125 basis points. The Fiscal 2012 Revolving Credit Facility also has an annual facility fee equal to 15 basis points, on the unused portion of the facility, which would total $0.8 million in annual fees if the facility is completely unused.

The Fiscal 2012 Term Loan contains a repayment schedule that requires the Company to make minimum principal repayments on the loan of $12.3 million, on a quarterly basis, commencing with the first payment due by March 31, 2013, and the final payment due by June 30, 2016, for a total repayment of $171.5 million before the balance of the loan becomes due in September 2016. During the fiscal year ended June 30, 2012, the Company repaid $90.0 million of the $490.0 million of borrowings under the Fiscal 2012 Term Loan. Under the terms of the Fiscal 2012 Term Loan, any prepayment of a term borrowing shall be applied to reduce the subsequent scheduled repayment, in direct order of maturity, with no prepayment penalty. At March 31, 2013, the Company had met the repayment requirements on the Fiscal 2012 Term Loan through September 30, 2014. The weighted-average interest rate on the Fiscal 2012 Term Loan was 1.46% and 1.47% for the three and nine months ended March 31, 2013, respectively.

As of March 31, 2013, the Company had no outstanding borrowings on the Fiscal 2012 Revolving Credit Facility. For the three and nine months ended March 31, 2013, the Company incurred $0.2 million and $0.6 million, respectively, in facility fees related to the unused portion of the Fiscal 2012 Revolving Credit Facility.

Based upon current and anticipated levels of operation, management believes that the Company s cash on hand and cash flows from operations, combined with borrowings available under credit facilities, will be sufficient to enable the Company to meet its current and anticipated cash operating requirements, capital expenditures and working capital needs. Please refer to the discussion of net cash flows provided by financing activities in the following section for further discussion of the Company s financing activities.

Cash Flows

Net cash flows provided by operating activities were $72.3 million for the nine months ended March 31, 2013 compared to $103.9 million net cash flows provided by operating activities during the nine months ended March 31, 2012. The decrease in cash provided by operating activities is primarily due to changes in working capital resulting from the timing of accounts receivable collections and vendor payments.

Net cash flows used in investing activities for the nine months ended March 31, 2013 were $35.6 million, a decrease of $67.1 million compared to $102.7 million net cash flows used in investing activities for the nine months ended March 31, 2012. The decrease reflects lower spending of $72.4 million on acquisitions during the nine months ended March 31, 2013, compared to the nine months ended March 31, 2012.

Net cash flows used in financing activities for the nine months ended March 31, 2013 were $175.7 million, an increase of $155.2 million compared to $20.5 million for the nine months ended March 31, 2012. The increased use of cash in the nine months ended March 31, 2013 reflects an increase in the purchases of common stock of $102.9 million in the current year nine month period versus the prior year, coupled with a decline of $37.1 million of net proceeds from borrowings after debt repayment and borrowing costs and $9.7 million decline in proceeds from the exercise of stock options.

Liquidity Risk

Our liquidity position may be negatively affected by changes in general economic conditions, regulatory requirements and access to the capital markets, which may be limited if we were to fail to renew any of the credit facilities on their renewal dates or if we were to fail to meet certain ratios.

Based upon current and anticipated levels of operation, management believes that the Company s cash on hand and cash flows from operations, combined with borrowings available under credit facilities, will be sufficient to enable the Company to meet its current and anticipated cash operating requirements, capital expenditures and working capital needs. Please refer to the discussion of net cash flows provided by financing activities in the preceding section for further discussion of the Company s financing activities.

Seasonality

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

Income Taxes

Our effective tax rate for the three and nine months ended March 31, 2013 was 35.9% and 36.0%, compared to 37.2% and 36.6% for the three and nine months ended March 31, 2012, respectively. The decrease in our effective tax rate for the nine months ended March 31, 2013 when compared to the comparable prior year period is primarily attributable to the geographical mix of income and lower tax rates in certain non-U.S. tax jurisdictions.

Contractual Obligations

The Company entered into a data center outsourcing services agreement with Automatic Data Processing, Inc. (ADP) before the Company s spin-off from ADP in March 2007 (the ADP Agreement) under which ADP provided the Company with data center services. The ADP Agreement expired on June 30, 2012. The Company entered into a short-term extension of the ADP Agreement which expired in August 2012. At March 31, 2013, the Company has no further obligation with ADP for data center services.

In March 2010, the Company and IBM entered into the IT Services Agreement, under which IBM provides certain aspects of the Company s information technology infrastructure that were previously provided under the ADP Agreement. Under the IT Services Agreement, IBM provides a broad range of technology services to the Company including supporting its mainframe, midrange, server, network and data center operations, as well as providing disaster recovery services. The Company has the option of incorporating additional services into the agreement over time. The migration of the data center processing from ADP to IBM was completed in August 2012. The IT Services Agreement expires on June 30, 2022. The Company has the right to renew the initial term of the IT Services Agreement for up to one additional 12-month term. Commitments remaining under this agreement are $510.7 million through fiscal year 2022, the final year of the contract.

Other Commercial Agreements

The Company s Fiscal 2012 Revolving Credit Facility has an available capacity of $500.0 million. This revolving credit facility had zero outstanding at March 31, 2013.

In addition, certain of the Company s foreign subsidiaries have unsecured, uncommitted lines of credit with banks. There were no outstanding borrowings under these lines of credit at March 31, 2013.

Off-balance Sheet Arrangements

It is not the Company s business practice to enter into off-balance sheet arrangements. However, the Company is exposed to market risk from changes in foreign currency exchange rates that could impact its financial position, results of operations and cash flows. The Company manages its exposure to these market risks through its regular operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments. The Company uses derivative financial instruments as risk management tools and not for trading purposes. The Company was not a party to any derivative financial instruments at March 31, 2013 or at June 30, 2012. In the normal course of business, the Company also enters into contracts in which it makes representations and warranties that relate to the performance of the Company s products and services. The Company does not expect any material losses related to such representations and warranties or collateral arrangements.

Recently-issued Accounting Pronouncements

Please refer to Note 2. New Accounting Pronouncements to our Financial Statements under Item 1. of Part I of this Quarterly Report on Form 10-Q for a discussion on the impact of new accounting pronouncements.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company provides guarantees to securities clearinghouses and exchanges. Under the standard membership agreement, members are required to guarantee the performance of the other members. Under the agreements, if another member becomes unable to satisfy its obligations to the clearinghouse, the other members would be required to meet any shortfalls. The Company s liability under these arrangements is not quantifiable and could exceed the cash and securities it has posted as collateral. However, the potential for the Company to be required to make payments under these arrangements is remote. Accordingly, no contingent liability is carried on the Condensed Consolidated Balance Sheets for these transactions.

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

As of March 31, 2013, $400.0 million of our total $524.5 million in debt outstanding is based on floating interest rates. Our Fiscal 2012 Term Loan had a balance outstanding of $400.0 million as of March 31, 2013. The interest rate is based on LIBOR plus 125 basis points. The weighted-average interest rate was 1.46% and 1.47% during the three and nine months ended March 31, 2013, respectively. Our Fiscal 2012 Revolving Credit Facility had a balance outstanding of zero as of March 31, 2013. The interest rate is based on LIBOR plus 125 basis points.

Item 4. CONTROLS AND PROCEDURES

Management s Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of March 31, 2013. The Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of March 31, 2013 were effective to provide reasonable assurance that the information required to be disclosed by us in reports filed under the Securities Exchange Act of 1934, as amended (the Exchange Act), is (i) recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms and (ii) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding disclosure.

Changes in Internal Control over Financial Reporting

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the three months ended March 31, 2013 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

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

On January 28, 2010, the Company filed a declaratory action in the U.S. District Court for the District of Delaware against Inveshare, Inc. (the Defendant) seeking a declaration by the court that Broadridge did not infringe two U.S. patents owned by the Defendant that included claims related to the delivery and distribution of an electronic solicitation. The Company s complaint also alleged that the Defendant s patents were invalid and/or were unenforceable due to inequitable conduct. On March 22, 2010, the Defendant answered the Company s complaint and filed a counterclaim against the Company alleging that Broadridge used a process that infringes one of the patents in the action. In its counterclaim, Defendant was seeking injunctive relief and unspecified damages. During the fiscal quarter ended December 31, 2012, this lawsuit was settled by the parties. The outcome of this litigation did not result in a material adverse impact on the Company s condensed consolidated financial condition, results of operations, or cash flows.

Item 1A. RISK FACTORS

In addition to the information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the Risk Factors disclosed under Item 1A. to Part I in our Annual Report on Form 10-K for the fiscal year ended June 30, 2012, filed on August 9, 2012. You should be aware that these risk factors and other information may not describe every risk facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results. There have been no material changes to the risk factors we have disclosed in the Risk Factors section of our 2012 Annual Report on Form 10-K.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The following table contains information about our purchases of our equity securities for each of the three months during our third fiscal quarter ended March 31, 2013:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of a Publicly Announced Plan(1)	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans(1)
January 1, 2013 January 31, 2013		$		
February 1, 2013 February 28, 2013	1,202,400	22.58	1,202,400	4,725,820
March 1, 2013 March 31, 2013	797,600	22.96	797,600	3,928,220
Total	2,000,000	$ 22.73	2,000,000	3,928,220

(1) On August 11, 2010, the Board of Directors authorized a stock repurchase plan for the repurchase of up to 10,000,000 shares of the Company s common stock.

On August 8, 2012, the Board of Directors authorized a stock repurchase plan for the repurchase of up to 4,000,000 shares of the Company s common stock.

At January 1, 2013, there were 5,928,220 shares remaining for repurchase under these plans. During the fiscal quarter ended March 31, 2013, the Company repurchased 1,928,220 shares of common stock under the August 11, 2010 stock repurchase plan at an average price per share of $22.71 and 71,780 shares of common stock under the August 8, 2012 stock repurchase plan at an average price per share of $23.24. At March 31, 2013, zero shares remain available for repurchase under the August 11, 2010 stock repurchase plan, and 3,928,220 shares remain available for repurchase under the August 8, 2012 stock repurchase plan.

On April 30, 2013, the Board of Directors authorized a stock repurchase plan for the repurchase of up to 6 million shares of the Company s common stock. With this authorization, the Company currently has approximately 10 million shares available for repurchase under its stock repurchase plans.

Item 3. DEFAULTS UPON SENIOR SECURITIES

None.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

Item 5. OTHER INFORMATION

None.

Item 6. EXHIBITS

The following exhibits are being filed as part of this Quarterly Report on Form 10-Q:

31.1	Certification of the Chief Executive Officer of Broadridge Financial Solutions, Inc., pursuant to Rule 13a-14 of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Chief Financial Officer of Broadridge Financial Solutions, Inc., pursuant to Rule 13a-14 of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	The following financial statements from the Broadridge Financial Solutions, Inc. Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, formatted in eXtensible Business Reporting Language (XBRL): (i) condensed consolidated statements of earnings for the three and nine months ended March 31, 2013 and 2012, (ii) condensed consolidated statements of comprehensive income for the three and nine months ended March 31, 2013 and 2012, (iii) condensed consolidated balance sheets as of March 31, 2013 and June 30, 2012, (iv) condensed consolidated statements of cash flows for the nine months ended March 31, 2013 and 2012, and (v) the notes to the condensed consolidated financial statements.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Quarterly Report on Form 10-Q to be signed on its behalf by the undersigned hereunto duly authorized.

BROADRIDGE FINANCIAL SOLUTIONS, INC.

Date: May 7, 2013

By: /s/ Dan Sheldon
Dan Sheldon
Vice President, Chief Financial Officer

(Principal Financial and Accounting Officer)

Table of Contents

INDEX TO EXHIBITS

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