

BROADRIDGE FINANCIAL SOLUTIONS, INC.

Form 424B5

May 24, 2007

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Filed pursuant to Rule 424(b)(5)

Registration No: 333-143141

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Maximum Offering Price Per Unit(1)	Maximum Aggregate Offering Price	Amount of Registration Fee
6.125% Senior Notes due 2017	\$ 250,000,000	99.073%	\$247,682,500	\$7,604

(1) Calculated in accordance with Rule 457(r) under the Securities Act of 1933 (the Securities Act).

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(To Prospectus dated May 22, 2007)

Broadridge Financial Solutions, Inc.***\$250,000,000******6.125% Senior Notes due 2017****Interest payable on June 1 and December 1***Issue price: 99.073%**

Broadridge Financial Solutions, Inc. is offering \$250,000,000 aggregate principal amount of its 6.125% Senior Notes due 2017 (the notes). The notes will bear interest of a rate of 6.125% per annum and will mature on June 1, 2017.

Interest on the notes will be payable semiannually on June 1 and December 1 of each year commencing December 1, 2007 and will accrue from May 29, 2007. Broadridge Financial Solutions, Inc. may redeem the notes in whole or in part at any time prior to their maturity at the redemption prices described in this prospectus supplement on page S-35. Upon the occurrence of a change of control repurchase event, Broadridge Financial Solutions, Inc. will be required to make an offer to repurchase the notes at a price equal to 101% of their principal amount plus accrued and unpaid interest to, but not including, the date of repurchase.

The notes will be senior unsecured obligations of Broadridge Financial Solutions, Inc. and will rank equally with its other senior unsecured indebtedness. The notes will not be guaranteed by any of our subsidiaries. The notes are being offered globally for sale in jurisdictions where it is lawful to make such offers and sales. The notes are not and will not be listed on any securities exchange.

See **Risk Factors** beginning on page S-9 for a discussion of certain risks that you should consider in connection with an investment in the notes.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the notes or determined that this prospectus supplement or the accompanying prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

	Price to	Underwriting	
	Public	Discounts	Proceeds to Us
Per Note	99.073%	0.650%	98.423%
Total	\$247,682,500	\$1,625,000	
			\$246,057,500

The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

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We expect that delivery of the notes will be made to investors in registered book-entry form only through the facilities of The Depository Trust Company (DTC), Clearstream Banking, société anonyme (Clearstream Luxembourg), and Euroclear Bank, S.A./N.V., as operator of the Euroclear System (Euroclear), on or about May 29, 2007.

Joint Book-Running Managers

Citi

JPMorgan

Co-Managers

Banc of America Securities LLC
May 23, 2007

BNP PARIBAS

Lazard Capital Markets

Mizuho Securities USA Inc.

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In making your investment decision, you should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. If information in this prospectus supplement is inconsistent with the accompanying prospectus, you should rely on this prospectus supplement. We have not and the underwriters have not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer of these securities in any state where the offer or sale is not permitted. You should assume that the information provided in this prospectus supplement, the accompanying prospectus or the documents incorporated by reference in this prospectus supplement and in the accompanying prospectus is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates. Neither the delivery of this prospectus supplement and the accompanying prospectus nor any sale made hereunder shall under any circumstances imply that the information in this prospectus supplement is correct as of any date subsequent to the date on the cover of this prospectus supplement or that the information contained in the accompanying prospectus is correct as of any date subsequent to the date on the cover of the accompanying prospectus.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is the prospectus supplement, which describes the specific terms of this offering. The second part is the accompanying prospectus, which describes more general information, some of which may not apply to this offering. You should read both this prospectus supplement and the accompanying prospectus, together with the documents identified under the captions "Where You Can Find More Information" and "Incorporation by Reference."

If the information set forth in this prospectus supplement differs in any way from the information set forth in the accompanying prospectus, you should rely on the information set forth in this prospectus supplement.

The information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any related free writing prospectus is accurate only as of the respective dates thereof, regardless of the time of delivery of this prospectus supplement, the accompanying prospectus or any related free writing prospectus, or of any sale of our debt securities.

Any statement made in this prospectus supplement or in a document incorporated or deemed to be incorporated by reference in this prospectus supplement will be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement or in any other subsequently filed document that is also incorporated or deemed to be incorporated by reference in this prospectus supplement modifies or supercedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

References in this prospectus supplement to "Broadridge," our company, we, us and our are to Broadridge Financial Solutions, Inc., a Delaware corporation, including, unless otherwise expressly stated or the context otherwise requires, its subsidiaries. Terms used in this prospectus supplement that are otherwise not defined will have the meanings given to them in the accompanying prospectus.

WHERE YOU CAN FIND MORE INFORMATION

This prospectus supplement and the accompanying prospectus, which form a part of the registration statement, do not contain all the information that is included in the registration statement. You will find additional relevant information about us in the registration statement, including the attached exhibits. Any statements made in this prospectus supplement, the accompanying prospectus or any documents incorporated by reference concerning the provisions of legal documents are not necessarily complete and you should read the documents that are filed as exhibits to the registration statement or otherwise filed with the SEC for a more complete understanding of the legal document. This information may be inspected and copied at, or obtained at prescribed rates from the public reference room of the SEC at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information about the public reference room. In addition, the SEC maintains an Internet site, <http://www.sec.gov>, that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC.

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended. We fulfill our obligations with respect to such requirements by filing periodic reports and other information with the SEC. These reports and other information are available as provided above.

We maintain an Internet site at www.broadridge.com. Our website and the information contained on that site, or connected to that site, are not incorporated into this prospectus supplement, the prospectus or the registration statement.

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INCORPORATION BY REFERENCE

The SEC allows us to incorporate by reference information we have filed with it, which means that we can disclose important information to you by referring you to those documents. The information we incorporate by reference is an important part of this prospectus supplement and the accompanying prospectus, and later information that we file with the SEC will automatically update and supersede this information. The following documents have been filed by us with the SEC and are incorporated by reference in this prospectus supplement and the accompanying prospectus (except for any information included in such documents under Item 2.02 and Item 7.01 pursuant to Regulation FD, which shall not be deemed filed for any purpose):

our registration statement on Form 10 filed on December 19, 2006, as amended (the Form 10);

our current reports on Form 8-K filed on March 21, 2007 (except for any information included herein under Item 7.01), April 2, 2007 and April 13, 2007; and

our quarterly report on Form 10-Q filed on May 15, 2007.

All documents and reports that we file with the SEC (other than any portion of such filings that are furnished under applicable SEC rules rather than filed) under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act from the date of this prospectus supplement and the accompanying prospectus until the registration statement of which this prospectus supplement and the accompanying prospectus is a part ceases to be effective shall be deemed to be incorporated in this prospectus supplement and the accompanying prospectus by reference. The information contained on our website (<http://www.broadridge.com>) is not incorporated into this prospectus supplement and the accompanying prospectus.

You may request a copy of these filings, other than an exhibit to these filings unless we have specifically included or incorporated that exhibit by reference into the filing, from the SEC as described under Where You Can Find More Information or, at no cost, by writing or telephoning us at the following address: Broadridge Financial Solutions, Inc., 2 Journal Square Plaza, Jersey City, NJ 07306, Attention: Investor Relations (telephone: 201-714-3000).

SPECIAL NOTE ABOUT FORWARD LOOKING STATEMENTS

We have made various forward-looking statements in this prospectus supplement and the documents incorporated in this prospectus supplement by reference. Examples of such forward-looking statements include:

statements of our plans, intentions, expectations, objectives or goals, including those relating to the establishment of our new brand, our strategy and our competitive environment;

statements estimating the expected costs and other effects of being a recently formed separate public company;

statements about our future economic performance, the performance of financial markets, interest rate variations and economic and political conditions; and

statements of assumptions underlying such statements.

The words believe, expect, anticipate, optimistic, intend, plan, aim, will, may, should, could, would, likely and similar to identify forward-looking statements but are not the exclusive means of identifying such statements. Forward-looking statements are subject to risks and uncertainties, which could cause actual results to differ materially from such statements. Such factors, some of which are discussed under Risk Factors in this prospectus supplement, include, but are not limited to:

risks relating to our business;

changes in the regulatory environment;

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risks relating to the financial services industry;

our cost structure and capital structure as a stand-alone company, including our ratings and indebtedness;

our ability to establish our new brand; and

the impact of our recent separation from Automatic Data Processing, Inc. (ADP), our former parent company, on clients, employees and other aspects of our business.

We caution you that the foregoing list of factors is not exhaustive. There may also be other risks that we are unable to predict at this time that may cause actual results to differ materially from those in forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. We undertake no obligation to update publicly or revise any forward-looking statements.

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OFFERING SUMMARY

The following summary highlights selected information contained elsewhere in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference and may not contain all of the information that is important to you. We encourage you to read this prospectus supplement and the accompanying prospectus, together with the documents identified under the captions "Where You Can Find More Information" and "Incorporation by Reference" in their entirety. You should pay special attention to the "Risk Factors" section of this prospectus supplement and the "Risk Factors" section in the accompanying prospectus.

Unless otherwise indicated, use in this prospectus supplement of the terms:

Broadridge, we, us, our and our company refer to Broadridge Financial Solutions, Inc., a Delaware corporation which was formed on March 29, 2007 (formerly Broadridge Financial Solution, LLC, which was formerly the Brokerage Services Business of ADP), and, unless the context otherwise requires, its consolidated subsidiaries;

ADP refers to Automatic Data Processing, Inc., a Delaware corporation, and, unless the context otherwise requires, its consolidated subsidiaries, including, prior to the distribution date of our stock to its stockholders, Broadridge and the businesses comprising it;

fiscal year refers to a twelve month period ended June 30; and

Issuer refers to Broadridge Financial Solutions, Inc. and not any of its subsidiaries.

Our Company

We are a leading global provider of technology-based outsourcing solutions to the financial services industry. Our integrated systems and services include investor communication solutions, securities processing solutions, and clearing and outsourcing solutions. With more than four decades of experience, we provide financial services firms with advanced, dependable, scalable and cost-effective integrated systems.

We serve a large and diverse client base in the financial services industry including retail and institutional brokerage firms, global banks, mutual funds, annuity companies, institutional investors, specialty trading firms and clearing firms. We also provide services to corporate issuers.

We deliver a broad range of solutions that help our clients better serve their retail and institutional customers across the entire investment lifecycle, including pre-trade, trade and post-trade processing. Our systems enable our clients to process securities transactions in more than 50 countries. In fiscal 2006, we:

processed over one billion investor communications, in either paper or electronic form as requested by the investor, including proxy materials, investor account statements, trade confirmations, tax statements, and pre-sale and post-sale prospectuses;

provided components of our securities processing solutions to seven of the top 10 U.S. broker-dealers, as ranked by the Securities Industry and Financial Markets Association, a securities industry association; and

served over 90 correspondents through our securities clearing services.

We generated \$1.9 billion in total revenues and \$180.5 million in net earnings from continuing operations in fiscal 2006, and we generated \$1.4 billion in total revenues and \$98.4 million in net earnings from continuing operations for the nine months ended March 31, 2007.

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Our headquarters are located at 2 Journal Square Plaza, Jersey City, New Jersey 07306, and our telephone number is (201) 714-3000. We anticipate that, commencing in August 2007, our headquarters will be located at 1981 Marcus Avenue, Lake Success, New York 11042.

Our Business

Overview

We are a leading global provider of investor communication solutions, securities processing solutions, and clearing and outsourcing solutions to the financial services industry. We offer advanced, integrated systems and services that are dependable, scalable and cost-efficient. Our systems help reduce the need for clients to make significant capital investments in operations infrastructure, thereby allowing them to increase their focus on core business activities. Our operations are classified into three business segments:

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 many companies' largest stockholders. We provide regulatory reporting, tax reporting and corporate actions/reorganization processing solutions that help our clients meet their regulatory compliance needs. We also 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, and imaging, archival and workflow solutions that enable and enhance our clients' communications with investors. All of these services are delivered through physical and electronic means.

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 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, 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.

Clearing and Outsourcing Solutions. Securities clearing and settlement describes the process of matching, recording and processing transaction instructions and then exchanging payment between counterparties. Our securities clearing services enable clients to utilize our broker-dealer business to finance inventory and margin balances. Our operations outsourcing solutions allow brokers of all sizes to outsource the administrative functions of trade processing to us, from order entry to trade matching and settlement, while maintaining their ability to finance and capitalize their business.

Our Integrated Solutions

We believe the breadth of our value-added solutions and services is unique. Our U.S. clients can choose from three levels of trade processing services, all of which utilize the same technology platform. This allows our clients to migrate across these services as they grow or their business needs change without having to undergo the cost and risk of changing their underlying back-office systems. Our three-tier service offering is as follows:

financial institutions that choose to run their own clearing operations can utilize our securities transaction processing systems on a hosted, application service provider (ASP) basis;

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financial institutions that choose to take advantage of the scale and resources of a large securities clearing firm can receive our securities processing and securities clearing, settlement and financing services on an integrated, outsourced basis as our correspondents; and

financial institutions that believe the best way to optimize their business is to outsource their staff, systems and securities processing functions while retaining customer credit and financing activities can utilize our operations outsourcing services.

In addition, our clients can integrate our securities processing and clearing services with our other services including: (i) the processing of trade confirmations and account statements, delivered traditionally or electronically; (ii) pre-sale and post-sale equity and mutual fund prospectus processing; and (iii) automated workflow tools that help our clients streamline their securities processing and operations activities. Our core systems for processing equity, option and mutual fund transactions in the U.S. markets can also be combined with our specialized systems for trading in fixed income and international securities. These specialized securities processing services are fully integrated with our correspondent clearing and operations outsourcing services.

Market Opportunity

We believe there is a significant opportunity for outsourcing solutions to the financial services industry based upon our perceived long-term market trends.

Increasing investor activity. Increased securities ownership and trading activity will continue to drive strong demand for overall financial services and securities processing and investor communication solutions.

Increasing globalization of securities markets. Increased cross-border ownership and trading add complexity to securities processing execution, thereby providing an opportunity for solutions providers.

Increasing regulatory-driven activity. The financial services industry has been subject to heightened regulatory oversight and corporate governance requirements in recent years. This increasing activity adds to the compliance requirements of financial institutions and their customers, while also driving the need for enhanced communications between companies and their investors including via interactive data technologies such as XBRL.

Increasing acceptance of outsourcing. As financial institutions become subject to greater competition, they have increasingly looked to outsourcing solutions providers to enable efficiency enhancements.

Our Competitive Strengths

We enjoy a strong position in the markets in which we participate as a result of the following unique strengths that differentiate us from our competitors:

Strong heritage with established position serving the financial services industry. Over our long history, previously as the Brokerage Services Business of ADP and now as an independent public company, we have established ourselves as a leading provider of technology-based outsourcing solutions to the financial services industry. In fiscal 2006, we: (i) processed approximately 70% of all proxy votes in the United States; (ii) distributed over one billion investor communications; (iii) provided components of our securities processing solutions to seven of the top 10 U.S. broker-dealers; and (iv) provided six of the top 10 Fortune Global 500 banks with fixed income trade processing services. We are investing in and building on our heritage and client relationships as we establish ourselves as an independent company.

Global products and operations. Our product set and client base are global in reach. We enable our clients to process transactions in more than 50 countries and have client support, sales presence and

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distributed operations across the globe. With our global presence, we seek to expand our business as more financial institutions outside the United States outsource their information and transaction processing and clearing functions. In addition, we believe the globalization of the financial markets and regulatory efforts to reengineer securities settlement practices on a pan-European basis will create a significant opportunity for our unique global securities processing and operations outsourcing offerings.

Longstanding and deep client relationships. Our relationships with clients representing a majority of our revenues date back on average 10 or more years. Our client relationships are based on exceptionally high levels of client service. These long-term, stable relationships with our clients provide a strong vehicle for the distribution of additional value-added products.

Long-term, recurring revenue client contracts. We typically enter into long-term contracts with clients with revenues based on production volume. Much of our revenues are therefore recurring in nature.

Flexible, state-of-the-art processing offerings and innovative products and services. Our innovative investor communication solutions reduce distribution costs and increase efficiency for our clients. These services include: (i) householding of communications to multiple investors at the same address; (ii) electronic proxy delivery and voting; and (iii) the electronic delivery of various investor communications. In addition, our integrated securities processing platforms support securities trading on a global basis and are offered as hosted ASP or fully outsourced solutions. We also provide our clients with the ability to receive our securities processing and clearing and outsourcing services on either an unbundled or fully integrated basis. Our clients can therefore migrate across these offerings as their businesses change without undergoing the cost and risk of changing their underlying back-office systems.

Proven and experienced management team. We have an experienced, seasoned management team that is substantially the same team that managed our business prior to our separation from ADP. Our Chief Executive Officer has been with us for 18 years. Collectively, members of our senior management team have an average of 17 years with us or ADP and have proven their ability to manage our business.

Our Strategy

We believe we are well-positioned to take advantage of long-term market trends through our state-of-the-art offerings, strong heritage of servicing the financial services industry, and deep client relationships. While short-term market fluctuations may impact year-to-year growth comparisons, our goals are to drive revenue growth and margin expansion over the long run through the following:

Drive new sales of existing solutions. We deliver solutions that automate securities transaction processing and clearing functions for financial institutions, as well as value-added solutions that assist our clients in efficiently and economically meeting their regulatory compliance requirements and investor communication and reporting needs. Many of our clients use our services as modular solutions rather than our full integrated solution set. Therefore, we intend to grow both by selling additional services to our existing clients as well as by selling existing services to new clients.

Deliver new products and services. To address the changing needs of our clients, we continue to offer new products and services through internal development, acquisitions or strategic alliances. We strive to offer new products and services that deliver high value to financial institutions at a lower cost than such financial institutions can provide for themselves or receive from other third parties. In our Investor Communication Solutions business, we recently introduced our Investor Mailbox tool which provides the electronic delivery of investor communications to a centralized location for our clients' retail customers, a tax information reporting product for the preparation of IRS Form 1099, and our electronic proxy services to Japanese issuers. Other examples include our entry into the securities clearing services market and the development of our operations outsourcing solution for self-clearing firms, an offering which is the first of its kind in the market.

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Capture the global securities processing, operations outsourcing and securities clearing opportunity. Financial services firms outside the United States are increasingly following the practice common in the United States of outsourcing their information and transaction processing and securities clearing functions. Furthermore, global financial services firms are looking to integrate their U.S. and international securities processing systems and consolidate their back-office operations on a worldwide basis. We intend to leverage our global offerings to achieve a significant global operations outsourcing and securities clearing presence.

Implement operational cost efficiencies. We intend to implement cost saving initiatives in order to enhance the efficiency of our operations. An example is the outsourcing of many of our data center operations to ADP.

Risk Factors

In the execution of our business strategy, we have faced and will continue to face significant challenges. Our ability to execute our strategy is subject to numerous risks as discussed more fully in the section entitled **Risk Factors** immediately following this summary. These risks include:

future consolidation in the financial services industry could adversely affect our revenues by eliminating some of our existing and potential clients and could make us more dependent on a more limited number of clients;

the financial services industry has experienced increasing scrutiny by regulatory authorities in recent years, and further changes in legislation or regulations may affect our ability to conduct our business or may reduce our profitability; in addition, regulatory changes that specifically relate to the services we provide, such as investor communication services and outsourcing, could adversely affect us;

we have only recently begun to operate as a stand-alone public company since our spin-off from ADP on March 30, 2007, and as a result we need to (i) continue to develop our name recognition and reputation with our clients and employees, (ii) incur the additional costs of being a separate public company, (iii) continue to obtain data center services from ADP and (iv) continue to obtain certain other services from ADP on a transitional basis for up to one year from the spin-off date;

our combined historical and pro forma financial information is not necessarily representative of the results that we would have achieved nor our tax indicative of what our future results will be as a stand-alone company because a number of aspects of our operations, including the cost allocations, working capital and financing costs and bargaining power that we experienced as part of ADP, have changed adversely after the spin-off was completed; and

our debt load, and related financing expenses, have significantly increased as a result of the \$690.0 million of indebtedness we incurred in connection with the spin-off to fund a cash dividend to ADP.

Any of the above risks could adversely affect our financial condition and results of operations. An investment in the notes involves risks that a potential investor should carefully evaluate prior to making an investment in the notes. You should read and consider the information set forth in **Risk Factors** and all other information set forth in this prospectus supplement and the accompanying prospectus.

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The Offering

Issuer	Broadridge Financial Solutions, Inc., a Delaware corporation.
Guarantees	None.
Securities	\$250,000,000 in aggregate principal amount of 6.125% Senior Notes due 2017.
Denomination	\$2,000 initially and multiples of \$1,000 thereafter.
Maturity	June 1, 2017
Interest	Interest on the notes will accrue at an annual rate of 6.125%. Interest will be paid semi-annually in arrears on June 1 and December 1 of each year, commencing December 1, 2007. Interest will be computed on the basis of a 360-day year of twelve 30-day months.
Ranking	The notes will be unsecured senior obligations of the Issuer and will rank equally with other unsecured and unsubordinated obligations of the Issuer. See Description of Notes Ranking in this prospectus supplement.
Change of Control Repurchase Event	Upon the occurrence of a change of control repurchase event, as defined under Description of Notes Purchase of Notes upon a Change of Control Repurchase Event, the Issuer will be required to make an offer to repurchase the notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest to, but not including, the date of repurchase.
Optional Redemption	The Issuer may redeem some or all of the notes at any time or from time to time, as a whole or in part, at its option, at the redemption price described in this prospectus supplement. See Description of Notes Optional Redemption in this prospectus supplement.
Certain Covenants	The indenture relating to the notes will, among other things, limit the Issuer's ability and the ability of certain of the Issuer's subsidiaries to create or assume liens, enter into sale and leaseback transactions, and the Issuer's ability to engage in mergers or consolidations and transfer or lease all or substantially all of our assets. See Description of Notes Certain Covenants.
Use of Proceeds	We intend to use the proceeds from this offering to repay existing indebtedness under our interim revolving credit facility. See Use of Proceeds in this prospectus supplement.
No Listing	We do not intend to apply for the listing of the notes on any securities exchange or for the quotation of the notes in any dealer quotation system.

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Book-Entry	The notes will be delivered in book-entry form only through The Depository Trust Company for the accounts of its participants, including Clearstream Banking, société anonyme, Luxembourg and/or Euroclear Bank N.V./S.A.
Risk Factors	An investment in the notes involves certain risks that an investor should carefully evaluate prior to making an investment in the notes. You should carefully read the Risk Factors section beginning on page S-9 of this prospectus supplement.
Further Issuances	We may create and issue additional notes ranking equally with the notes initially offered in this offering and otherwise similar in certain respects. These additional notes could be part of the same series of the notes initially offered in this offering. There is no limit on the amount of notes that can be issued under the Indenture.
Trustee	U.S. Bank National Association
Paying and Transfer Agent	U.S. Bank National Association
Governing Law	The indenture and the notes will be governed by the laws of the State of New York.

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The following table sets forth summary combined financial information from our unaudited combined financial statements as of and for the nine months ended March 31, 2007 and 2006 and our audited combined financial statements as of and for the years ended June 30, 2006, 2005 and 2004. The unaudited combined financial statements have been prepared on the same basis as our audited combined financial statements, and, in the opinion of our management, include all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the information set forth herein. The summary combined financial data presented below should be read in conjunction with our combined financial statements and the accompanying notes and Management's Discussion and Analysis of Financial Condition and Results of Operations, and Selected Combined Financial Data included in the Company's Registration Statement on Form 10 and the Quarterly Report on Form 10-Q for the quarter ended March 31, 2007, in each case incorporated by reference in this prospectus supplement.

Our combined financial information may not be indicative of our future performance and does not necessarily reflect what our financial condition and results of operations would have been had we operated as a separate, stand-alone entity during the periods presented, including many changes that have occurred in the operations and capitalization of our company as a result of our separation from ADP. Results of operations for the nine months ended March 31, 2007 are not necessarily indicative of results for the full fiscal year.

	Nine Months Ended March 31,		Twelve Months Ended June 30,		
	2007	2006	2006	2005	2004
	(in millions)				
Net revenues	\$ 1,364.2	\$ 1,215.2	\$ 1,933.3	\$ 1,717.1	\$ 1,528.8
Cost of net revenues	1,050.9	935.3	1,433.0	1,273.2	1,132.5
Selling, general and administrative expenses	149.2	144.1	195.9	168.5	142.0
Other expenses, net	1.8	1.9	1.7	1.5	0.9
Total expenses	1,201.9	1,081.3	1,630.6	1,443.2	1,275.4
Earnings from continuing operations before income taxes	162.3	133.9	302.7	273.9	250.4
Provision for income taxes	63.9	54.0	122.2	107.5	104.2
Net earnings from continuing operations	\$ 98.4	\$ 79.9	\$ 180.5	\$ 166.4	\$ 146.2

	As of March 31,		As of June 30,		
	2007	2006	2006	2005	2004
	(in millions)				
Balance Sheet and Other Data					
Cash and cash equivalents	\$ 43.2	\$ 86.1	\$ 50.1	\$ 31.6	\$ 23.6
Total current assets	1,613.6	1,588.0	1,405.9	1,682.1	429.6
Property, plant and equipment, net	73.5	76.6	80.7	75.4	66.5
Total assets	2,326.3	2,336.3	2,134.7	2,422.7	1,034.5
Total current liabilities	1,367.6	1,184.1	990.3	1,065.3	211.9
Total liabilities	1,900.8	1,243.2	1,091.5	1,136.2	286.7
Total Stockholders' /Group equity	425.6	1,093.1			