

BROADRIDGE FINANCIAL SOLUTIONS, INC.  
Form SC 13G/A  
February 18, 2009

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

Broadridge Financial Solutions, Inc.  
(Name of Issuer)  
Common Stock  
(Title of Class of Securities)  
11133T103  
(CUSIP Number)  
February 5, 2009  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 11133T103

NAMES OF REPORTING PERSONS

1

Southpoint Capital Advisors LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 6,964,617\*\*

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

0

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7

6,964,617\*\*

SHARED DISPOSITIVE POWER

WITH: 8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,964,617\*\*

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

**10**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**11**

4.96%\*\*

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**12**

PN

\*\* SEE ITEM 4.

CUSIP No. 11133T103

NAMES OF REPORTING PERSONS

**1**  
Southpoint GP, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a)   
(b)

SEC USE ONLY

**3**

CITIZENSHIP OR PLACE OF ORGANIZATION

**4**  
Delaware

SOLE VOTING POWER

**5**  
NUMBER OF 6,964,617\*\*

SHARED VOTING POWER

**6**  
SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

**7**  
EACH REPORTING PERSON 6,964,617\*\*

SHARED DISPOSITIVE POWER

**8**  
WITH: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**9**  
6,964,617\*\*

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

**10**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**11**

4.96%\*\*

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**12**

PN

\*\*SEE ITEM 4.

CUSIP No. 11133T103

NAMES OF REPORTING PERSONS

1

Southpoint Capital Advisors LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 6,964,617\*\*

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 6,964,617\*\*

SHARED DISPOSITIVE POWER

8

WITH: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,964,617\*\*

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

**10**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**11**

4.96%\*\*

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**12**

OO

\*\*SEE ITEM 4.

CUSIP No. 11133T103

NAMES OF REPORTING PERSONS

1

Southpoint GP, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 6,964,617\*\*

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

0

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7

6,964,617\*\*

SHARED DISPOSITIVE POWER

WITH: 8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,964,617\*\*



CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

**10**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**11**

4.96%\*\*

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**12**

OO

\*\* SEE ITEM 4.

CUSIP No. 11133T103

NAMES OF REPORTING PERSONS

1

Robert W. Butts

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF 6,964,617\*\*

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

0

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7

6,964,617\*\*

SHARED DISPOSITIVE POWER

WITH: 8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,964,617\*\*

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.96%\*\*

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

\*\*SEE ITEM 4.

CUSIP No. 11133T103

NAMES OF REPORTING PERSONS

1

John S. Clark II

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF 6,964,617\*\*

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

0

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7

6,964,617\*\*

SHARED DISPOSITIVE POWER

WITH: 8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,964,617\*\*

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.96%\*\*

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

\*\*SEE ITEM 4.

**SCHEDULE 13G/A**

This Amendment No. 1 to Schedule 13G (the "Schedule 13G") is an amendment to the initial statement on Schedule 13G relating to shares of common stock, par value \$0.01 per share (the "Common Stock") of Broadridge Financial Solutions, Inc., a Delaware corporation (the "Issuer"), filed with the Securities and Exchange Commission (the "SEC") on April 9, 2008 (the "Schedule 13G").

This Amendment is being filed on behalf of Southpoint Capital Advisors LLC, a Delaware limited liability company ("Southpoint CA LLC"), Southpoint GP, LLC, a Delaware limited liability company ("Southpoint GP LLC"), Southpoint Capital Advisors LP, a Delaware limited partnership ("Southpoint Advisors"), Southpoint GP, LP, a Delaware limited partnership ("Southpoint GP"), Robert W. Butts and John S. Clark II. Southpoint CA LLC is the general partner of Southpoint Advisors. Southpoint GP LLC is the general partner of Southpoint GP. Southpoint GP is the general partner of Southpoint Fund LP, a Delaware limited partnership (the "Fund"), Southpoint Qualified Fund LP, a Delaware limited partnership (the "Qualified Fund"), and Southpoint Master Fund, LP, a Cayman Islands exempted limited partnership (the "Master Fund"). Southpoint Offshore Fund, Ltd., a Cayman Island exempted company (the "Offshore Fund"), is also a general partner of the Master Fund. This Amendment relates to shares of Common Stock of the Issuer purchased by the Fund, the Qualified Fund and the Master Fund.

This Schedule 13G is being filed by the Reporting Persons to report that, as of the date hereof, each of the Reporting Persons is no longer the beneficial owner of more than five percent of the Common Stock of the Issuer.

**Item 1(a) Name of Issuer.**

Broadridge Financial Solutions, Inc.

**Item 1(b) Address of Issuer's Principal Executive Offices.**

1981 Marcus Avenue

Lake Success, NY

**Item 2(a) Name of Person Filing.**

- (1) Southpoint Capital Advisors, LP
- (2) Southpoint GP, LP
- (3) Southpoint Capital Advisors, LLC
- (4) Southpoint GP, LLC
- (5) Robert W. Butts
- (6) John S. Clark II

**Item 2(b) Address of Principal Business Office, or, if none, Residence.**

- (1) For all Filers:

623 Fifth Avenue, Suite 2601  
New York, NY 10022  
(212) 692-6350

**Item 2(c) Citizenship or Place of Organization.**

- (1) Southpoint Capital Advisors LP is a Delaware limited partnership.
- (2) Southpoint GP, LP is a Delaware limited partnership.
- (3) Southpoint Capital Advisors LLC is a Delaware limited liability company.
- (4) Southpoint GP, LLC is a Delaware limited liability company.
- (5) Robert W. Butts is a U.S. citizen.
- (6) John S. Clark II is a U.S. citizen.

**Item 2(d) Title of Class of Securities.**

Common stock, par value \$0.01 per share (the Common Stock ).

**Item 2(e) CUSIP Number.**

11133T103

**Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not Applicable

**Item 4 Ownership.**

- (a) Southpoint CA LLC, Southpoint GP LLC, Southpoint GP, Southpoint Advisors, Robert W. Butts and John S. Clark II may be deemed the beneficial owners of 6,964,617 shares of Common Stock.
- (b) Southpoint CA LLC, Southpoint GP LLC, Southpoint GP, Southpoint Advisors, Robert W. Butts and John S. Clark II may be deemed the beneficial owners of 4.96% of the outstanding shares of Common Stock. This percentage was determined by dividing 6,964,617 by 140,381,052, the number of shares of Common Stock issued and outstanding as of January 30, 2009, according to the Issuer's Form 10-Q filed on February 3, 2009 with the Securities Exchange Commission.
- (c) Southpoint CA LLC, Southpoint GP LLC, Southpoint GP, Southpoint Advisors, Robert W. Butts and John S. Clark II have the sole power to vote and dispose of the 6,964,617 shares of Common Stock beneficially owned.

**Item 5 Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of equity securities, check the following box.

**Item 6 Ownership of More Than Five Percent on Behalf of Another Person.**

Not Applicable

**Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent Holding Company.**

Not Applicable.

**Item 8 Identification and Classification of Members of the Group.**

Not Applicable.

**Item 9 Notice of Dissolution of Group.**

Not Applicable.

**Item 10 Certification.**

By signing below each of the Reporting Persons certifies that, to the best of such person's knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and were not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**Exhibits Exhibit 1**

Joint Filing Agreement dated February 17, 2009, between Southpoint CA LLC, Southpoint GP LLC, Southpoint GP, Southpoint Advisors, Robert W. Butts and John S. Clark II.



**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 17, 2009

SOUTHPOINT CAPITAL ADVISORS, LP

By: Southpoint Capital Advisors LLC  
its general partner

By: /s/ Robert W. Butts  
Name: Robert W. Butts  
Title: Manager

SOUTHPOINT GP, LP

By: Southpoint GP, LLC  
its general partner

By: /s/ Robert W. Butts  
Name: Robert W. Butts  
Title: Manager

SOUTHPOINT CAPITAL ADVISORS, LLC

By: /s/ Robert W. Butts  
Name: Robert W. Butts  
Title: Manager

SOUTHPOINT GP, LLC

By: /s/ Robert W. Butts  
Name: Robert W. Butts  
Title: Manager

/s/ Robert W. Butts  
Robert W. Butts

/s/ John S. Clark II  
John S. Clark II

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 1	Joint Filing Agreement

**EXHIBIT 1**

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock, par value \$0.01 per share, of Broadridge Financial Solutions, Inc., and further agree that this Joint Filing Agreement shall be included as an Exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Statement on Schedule 13G and any amendments thereto, and for the accuracy and completeness of the information concerning such party contained therein; provided, however, that no party is responsible for the accuracy or completeness of the information concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be signed in counterparts with the same effect as if the signature on each counterpart were upon the same instrument.

[Signature Page Follows]

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IN WITNESS WHEREOF, the undersigned have executed this Agreement as of February 17, 2009.

SOUTHPOINT CAPITAL ADVISORS, LP

By: Southpoint Capital Advisors LLC  
its general partner

By: /s/ Robert W. Butts  
Name: Robert W. Butts  
Title: Manager

SOUTHPOINT GP, LP

By: Southpoint GP, LLC  
its general partner

By: /s/ Robert W. Butts  
Name: Robert W. Butts  
Title: Manager

SOUTHPOINT CAPITAL ADVISORS, LLC

By: /s/ Robert W. Butts  
Name: Robert W. Butts  
Title: Manager

SOUTHPOINT GP, LLC

By: /s/ Robert W. Butts  
Name: Robert W. Butts  
Title: Manager

/s/ Robert W. Butts  
Robert W. Butts

/s/ John S. Clark II  
John S. Clark II