

BROADRIDGE FINANCIAL SOLUTIONS, INC.  
Form 8-K  
July 07, 2015

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

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 2, 2015

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

DELAWARE  
(State or other jurisdiction of incorporation)

001-33220  
(Commission file number)

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

1981 Marcus Avenue  
Lake Success, New York 11042  
(Address of principal executive offices)  
Registrant's telephone number, including area code: (516) 472-5400  
N/A

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(a) Effective July 2, 2015, the Board of Directors of Broadridge Financial Solutions, Inc. (the “Company”) amended and restated the Company’s by-laws (the “Amended and Restated By-laws”) to implement a proxy access by-law. Section 2.13 of the Amended and Restated By-laws permits a stockholder, or a group of up to 20 stockholders, owning 3% or more of the Company’s outstanding common stock continuously for at least three years to nominate and include in the Company’s proxy materials directors constituting up to 25% of the number of directors then serving on the Board of Directors, provided that the stockholder(s) and the nominee(s) satisfy the requirements specified in the Amended and Restated By-laws.

The Amended and Restated By-laws also contain clarifications, updates and changes to the notice period in the advance notice and other provisions in Section 2.12.

This description of the amendments to the Company’s by-laws is qualified in its entirety by reference to the text of the Amended and Restated By-laws, which is attached hereto as Exhibit 3.2 and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

Exhibits. The following exhibit is filed herewith:

| Exhibit No. | Description   |
|-------------|---|
| 3.2         | The Amended and Restated By-laws of Broadridge Financial Solutions, Inc., as amended and restated on July 2, 2015 |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: July 7, 2015

BROADRIDGE FINANCIAL SOLUTIONS, INC.

By: /s/ Adam D. Amsterdam  
Name: Adam D. Amsterdam  
Title: Vice President, General Counsel  
and Secretary