

BROADRIDGE FINANCIAL SOLUTIONS, INC.
Form DEF 14A
October 03, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

SCHEDULE 14A

(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant Filed by a Party other than the Registrant "

Check the appropriate box:

Preliminary Proxy Statement
Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

BROADRIDGE FINANCIAL SOLUTIONS, INC.

(Name of Registrant as Specified in Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

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

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(1) Amount previously paid:

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

(3) Filing party:

(4) Date filed:

Notice of 2016
Annual Meeting
and Proxy Statement

5 Dakota Drive
Lake Success, New York 11042

Dear Stockholders

You are cordially invited to attend the 2016 Annual Meeting of Stockholders of Broadridge Financial Solutions, Inc. Our 2016 Annual Meeting will be held on Thursday, November 17, 2016, at 10:00 a.m. Eastern Time. We are very pleased to note that this year's annual meeting will be our eighth completely virtual meeting of stockholders. You will be able to attend the 2016 Annual Meeting, vote, and submit your questions during the meeting via the Internet by visiting *broadridge.onlineshareholdermeeting.com*.

At the meeting, our stockholders will elect our Board of Directors and conduct several other important items of business, and I will report on our fiscal year 2016 financial performance. I will also answer questions from our stockholders.

Whether or not you plan to attend the 2016 Annual Meeting, please read our 2016 Proxy Statement for important information on each of the proposals, and our practices in the areas of corporate governance and executive compensation. Our 2016 Annual Report to Stockholders contains information about Broadridge and our financial performance.

Please provide your voting instructions by the Internet, telephone, or by returning a proxy card or voting instruction form. Your vote is important to us and our business and we strongly urge you to cast your vote.

I am very much looking forward to our 2016 Annual Meeting of Stockholders.

Sincerely,

Richard J. Daly

President and Chief Executive Officer

Lake Success, New York

October 3, 2016

5 Dakota Drive
Lake Success, New York 11042

Notice of Annual Meeting of Stockholders

The 2016 Annual Meeting of Stockholders of Broadridge Financial Solutions, Inc., a Delaware corporation, will be held on Thursday, November 17, 2016, at 10:00 a.m. Eastern Time.

You can attend the 2016 Annual Meeting online, vote your shares electronically and submit questions during the meeting, by visiting *broadridge.onlineshareholdermeeting.com*. Be sure to have the control number we have provided to you to join the meeting.

At the meeting, stockholders will be asked to:

- Elect nine directors to hold office until the 2017 annual meeting of stockholders and until their successors are duly elected and qualified;
- Hold an advisory vote to approve the compensation of our Named Executive Officers (the Say on Pay Vote);
- Ratify the appointment of Deloitte & Touche LLP as our independent registered public accountants for the fiscal year ending June 30, 2017; and
- Transact such other business as may properly come before the meeting and any adjournment or postponement thereof.

Stockholders of record at the close of business on September 21, 2016, are entitled to vote at the 2016 Annual Meeting.

We began distributing a Notice of Internet Availability of Proxy Materials, proxy statement, the 2016 Annual Report to Stockholders, and proxy card/voting instruction form, as applicable, to stockholders on October 3, 2016.

By Order of the Board of Directors,

Maria Allen
Secretary

Lake Success, New York
October 3, 2016

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Proxy Statement for Annual Meeting of Stockholders

This Proxy Statement is furnished to the stockholders of Broadridge Financial Solutions, Inc. (the “*Company*” or “*Broadridge*”) in connection with the solicitation of proxies by the Board of Directors of the Company (the “*Board of Directors*” or the “*Board*”) for use at the 2016 Annual Meeting of Stockholders of the Company (the “*2016 Annual Meeting*” or the “*Annual Meeting*”), for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders.

Annual Meeting of Stockholders

· Time and Date 10:00 a.m. Eastern Time, November 17, 2016

Attend

· Meeting via broadridge.onlineshareholdermeeting.com
Internet

· Record Date September 21, 2016

· Voting Stockholders as of the Record Date are entitled to vote. Each share of common stock is entitled to one vote for each Director nominee and one vote for each of the other proposals. There is no cumulative voting.

The Annual Meeting will be a completely virtual meeting. You will be able to attend, vote, and submit questions during the Annual Meeting via the Internet by visiting broadridge.onlineshareholdermeeting.com.

Voting Information

We hope you will exercise your rights and fully participate as a stockholder. It is very important that you vote to play a part in the future of our Company. You do not need to attend the Annual Meeting to vote your shares.

If you hold your shares through a broker, bank or nominee, your broker is not permitted to vote on your behalf on the election of directors and other matters to be considered at the Annual Meeting (except on the ratification of the appointment of our independent registered public accountants for 2017), unless you provide specific instructions by completing and returning the voting instruction form or following the instructions provided to you to vote your shares via telephone or the Internet. For your vote to be counted, you will need to communicate your voting decisions to your broker, bank or nominee before the date of the Annual Meeting.

The following table summarizes the proposals to be considered at the Annual Meeting and the Board's voting recommendation with respect to each proposal.

		More information	Board's recommendation	Broker discretionary voting allowed?	Abstentions and Broker Non-Votes	Votes required for approval
PROPOSAL 1	Election of Directors	Page 7	FOR each Nominee	No		
	Non-binding Advisory Vote to					
PROPOSAL 2	Approve the Compensation of our Named Executive Officers (the Say on Pay Vote)	Page 31	FOR	No	Do not count for all three proposals	Majority of votes cast required for all three proposals
	Ratification of					
PROPOSAL 3	Appointment of Independent Registered Public Accountants for 2017	Page 69	FOR	Yes	(no effect)	

Vote right away

Advance Voting Methods and Deadlines

Even if you plan to attend our Annual Meeting, please read this Proxy Statement with care and vote right away using one of the following methods.

BY INTERNET USING	BY TELEPHONE	BY INTERNET USING YOUR TABLET	IF YOU RECEIVED YOUR PROXY MATERIALS BY MAIL,
YOUR COMPUTER		OR SMARTPHONE	BY MAILING YOUR PROXY CARD
Registered Owners Visit 24/7 www.proxyvote.com	Registered Owners in the U.S. or Canada dial toll-free 24/7 1-800-690-6903	Scan this QR code 24/7 to vote with your mobile device (may require free software)	Cast your ballot, sign your proxy card and send by free post

You will need the control number included in your proxy card, voting instruction form or Notice of Internet Availability of Proxy Materials.

The telephone and Internet voting facilities will close at 11:59 p.m. Eastern Time on November 16, 2016.

If your shares are held in a stock brokerage account or by a bank or other nominee, your ability to vote by telephone or over the Internet depends on your broker's voting process. Please follow the directions provided to you by your broker, bank or nominee.

Voting During the Annual Meeting

You may also vote during the Annual Meeting via the Internet by visiting broadridge.onlineshareholdermeeting.com and following the instructions. You will need the control number included in your proxy card, voting instruction form or Notice of Internet Availability of Proxy Materials.

Questions and Answers About the Annual Meeting and Voting

Please see the section entitled “About the Annual Meeting and These Proxy Materials” beginning on page 72 for answers to common questions on the rules and procedures surrounding the proxy and Annual Meeting process.

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PROXY SUMMARY

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information that you should consider, and you should read the entire Proxy Statement carefully before voting.

Page references are supplied to help you find further information in this Proxy Statement.

Nominees for Director (page 7)

The following table provides summary information about each director nominee. Each director stands for election annually. Detailed information about each directors' background, skill set and areas of experience can be found beginning on page 8.

Director Name	Age	Occupation	Independent	Director Since
Leslie A. Brun	64	Chairman and CEO, SARR Group, LLC	Yes ⁽¹⁾	2007
Richard J. Daly	63	President and CEO, Broadridge	No ⁽²⁾	2007
Robert N. Duelks	61	Retired, Accenture plc	Yes	2009
Richard J. Haviland	70	Retired CFO, ADP	Yes	2007
Brett A. Keller	48	Interim Chief Executive Officer, Priceline.com	Yes	2015
Stuart R. Levine	69	Chairman and CEO, Stuart Levine and Associates LLC	Yes	2007
Maura A. Markus	58	Former President and COO, Bank of the West	Yes	2013
Thomas J. Perna	65	Chairman, Board of Trustees, Pioneer Mutual Fund Group	Yes	2009
Alan J. Weber	67	CEO, Weber Group LLC	Yes	2007

(1)

Chairman of the Board

(2)

President and CEO

Governance Highlights (page 17)

The Company believes good governance is integral to achieving long-term stockholder value. We are committed to governance policies and practices that serve the interests of the Company and its stockholders. The Board of Directors monitors developments in governance best practices to assure that it continues to meet its commitment to thoughtful and independent representation of stockholder interests. The following table summarizes certain corporate governance practices and facts:

Board

↳ Strong Independent Chairman

þ Majority Independent Directors – 8 of the 9 director nominees are independent

þ Annual Election of Directors by majority votes cast

þ Director Stock Ownership Guidelines and Holding Period Requirements – each director is expected to own common stock or deferred stock units (“*DSUs*”) with a value equivalent to five times their annual retainer

þ Annual Board and Committee Evaluation Process

Stockholder Rights

þ Proactive Adoption of Proxy Access

þ No Poison Pill

Executive Compensation

þ Annual Say on Pay Stockholder Vote

þ Clawback Policy

þ Prohibition on Hedging, Pledging and Short Sales of our Securities

þ Double-trigger on Change in Control

þ No Re-pricing or Discount Stock Options

þ No Dividends or Dividend Equivalents on Unearned Performance-based Restricted Stock Units (“*RSUs*”)

þ Stock Ownership Guidelines and Retention and Holding Period Requirements

þ No Employment Agreements

þ No Excise Tax Gross-ups

þ Restrictive Covenant Agreements

þ Modest Perquisites

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Select Performance Highlights (page 34)

(For more complete information about these topics, please review the Company's Annual Report on Form 10-K.)

Business Highlights.

In fiscal year 2016, we achieved another year of record financial performance, including record revenue, net earnings, diluted earnings per share (“EPS”) and closed sales results. These strong financial results enabled the Company to generate total shareholder return of 33% for fiscal year 2016, which is performance within the top quartile of companies in the S&P 500.

Stockholder Value Creation.

Returned \$209 million to stockholders through dividends and share repurchases under our stock repurchase program

Our Board of Directors increased our annual dividend amount for fiscal year 2017 by 10%, representing the ninth consecutive year dividends have been increased

Increased the dividend rate paid by approximately 11% during fiscal year 2016

Pay is Aligned to Company Performance (page 31)

Broadridge's compensation programs are designed to align the interests of our executives with the interests of our stockholders. For this reason, the mix of compensation elements for the executive officers listed on the Summary Compensation Table on page 54 (the "*Named Executive Officers*"), and particularly the CEO, is more heavily weighted towards variable, performance-based compensation than for the balance of the Company's executive officers.

In line with the Company's strong overall financial performance in fiscal year 2016, the annual cash incentive payments for the Named Executive Officers ranged from 115% to 122% of their targets. In addition, because of our strong EPS performance in fiscal year 2016, performance-based RSU target awards that were earned based on average adjusted EPS performance over fiscal years 2015 and 2016 were earned at 110% of their target amounts at the end of fiscal year 2016.

The total direct compensation of the Named Executive Officers increased in fiscal year 2016 due to the Company's above target performance in this fiscal year, as well as in some cases, an increase in total direct compensation targets reflecting the Company's strong performance in the prior fiscal year.

Target Compensation for Named Executive Officers (page 37)

A summary of the fiscal year 2016 target total direct compensation ("*TDC*") of the Named Executive Officers as approved by the Compensation Committee is set forth in the table below. The compensation presented in this table differs from the compensation presented in the Summary Compensation Table, which can be found on page 54 of this Proxy Statement, and is not a substitute for such information.

Name	Base Salary		Annual Cash Incentive			Annual Equity Incentive		
	Annual Value	Fixed Cash as % of Target TDC	Cash Incentive Target as % of Base	Cash Incentive Target Value	Cash Incentive as % of Target TDC	Target Value	Equity as % of Target TDC	Target TDC
Mr. Daly	\$875,000	13%	165 %	\$1,443,750	22%	\$4,250,000	65%	\$6,568,750
Mr. Young	\$530,450	26%	85 %	\$450,883	22%	\$1,050,000	52%	\$2,031,333
Mr. Gokey	\$600,000	22%	130 %	\$780,000	28%	\$1,400,000	50%	\$2,780,000
Mr. Perry	\$566,500	28%	140 %	\$793,100	39%	\$700,000	34%	\$2,059,600
Mr. Schifellite	\$515,000	26%	115 %	\$592,250	30%	\$850,000	44%	\$1,957,250

Executive Total Compensation Mix (page 37)

A significant portion of the CEO's and other Named Executive Officers' target TDC (87% and 75% (on average), respectively) is variable, performance-based compensation. This is intended to ensure that the executives who are most responsible for overall performance and changes in stockholder value are held most accountable for results.

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Response to “Say on Pay” Advisory Vote (page 31)

Each year, the Company provides stockholders with an opportunity to cast an advisory vote on the compensation of the Company’s Named Executive Officers. At the 2015 annual meeting of stockholders, stockholders continued their strong support of our executive compensation program with over 95% of the votes cast in favor of the proposal. Based on the outcome of the annual advisory vote, the Compensation Committee believes that the Company’s current executive compensation program is aligned with the interests of the Company’s stockholders. Accordingly, the Compensation Committee decided to retain the core elements and pay-for-performance design of our executive compensation program for fiscal year 2016.

The Compensation Committee will continue to consider the outcome of the Company’s annual Say on Pay Proposal votes and the views of our stockholders when making future compensation decisions for the Named Executive Officers.

Ratification of Auditors (page 69)

We ask our stockholders to ratify the appointment of Deloitte & Touche LLP as our independent registered public accountants for the year ending June 30, 2017. Below is summary information about Deloitte & Touche LLP’s fees for 2016 and 2015.

Type of Fees (in millions)	2016	2015
Audit Fees	\$ 4.5	\$ 4.6
Audit-Related Fees	3.0	3.2
Tax Fees	0.5	0.2
All Other Fees	—	—
TOTAL FEES	\$ 8.0	\$ 8.0

Proposal 1—Election of Directors

At the 2016 Annual Meeting, nine directors are to be elected, each of whom will serve until the 2017 annual meeting of stockholders and until their respective successors are duly elected and qualified. The Board has nominated the following individuals to serve as members of the Board of Directors: Leslie A. Brun, Richard J. Daly, Robert N. Duelks, Richard J. Haviland, Brett A. Keller, Stuart R. Levine, Maura A. Markus, Thomas J. Perna, and Alan J. Weber.

Each of the nominees currently serves on the Board and was elected by the stockholders at the 2015 Annual Meeting. Each nominee has consented to be nominated and to serve, if elected.

Nominee Qualifications

Under the Company's Corporate Governance Principles, a majority of the Board must be comprised of directors who are independent based on the rules of the New York Stock Exchange (the "NYSE"). The NYSE rules provide that the Board is required to affirmatively determine which directors are independent and to disclose such determination for each annual meeting of stockholders. No director will be deemed to be independent unless the Board affirmatively determines that the director has no material relationship with the Company, either directly or as an officer, stockholder or partner of an organization that has a relationship with the Company. In its review of director independence, the Board of Directors considers all relevant facts and circumstances, including without limitation, all commercial, banking, consulting, legal, accounting, charitable or other business relationships any director may have with the Company in conjunction with the Corporate Governance Principles and Section 303A of the NYSE's Listed Company Manual (the "*NYSE Listing Standards*").

On August 2, 2016, the Board reviewed each director's relationship with us and affirmatively determined that all of the directors, other than Mr. Daly, are independent under the NYSE Listing Standards. Mr. Daly was determined to be not independent because he is our President and Chief Executive Officer.

The Governance and Nominating Committee seeks directors with established strong professional reputations and experience in areas relevant to the strategy and operations of the Company's businesses, particularly industries that Broadridge serves. Broadridge is a leading global provider of investor communications and technology-driven solutions to banks, broker-dealers, mutual funds and corporate issuers. Our services include investor and customer communications, securities processing, and data and analytics solutions. In short, we provide the infrastructure that helps the financial services industry operate. With over 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. 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 functionality.

We serve a large and diverse client base across four client groups: wealth management, capital markets, asset management, and corporations. Our clients in the financial services industry include retail and institutional brokerage firms, global banks, mutual funds, asset managers, insurance companies, annuity companies, institutional investors, specialty trading firms, clearing firms, third party administrators, hedge funds, and financial advisors. Our corporate clients are typically publicly held companies.

Our directors' skills, expertise, background and experiences encompass the areas of banking and financial services, information processing services, technology services, and providers of services to the financial services industry, all of which are areas important to our Company's businesses and strategy.

The biographies of the director nominees are set forth below. They contain information regarding the individual's service as a director of the Company, business experience, director positions held currently or any time in the past five years, and the experiences, qualifications, attributes or skills that caused the Board to determine that such individual should serve as a director of the Company. Each of the nominees for election as a director at the 2016 Annual Meeting holds or has held senior executive positions in large, complex organizations, and most hold or have held the role of chief executive officer. This experience demonstrates their ability to perform at the highest levels. In these positions, they have gained experience in core business skills, such as strategic and financial planning, public company financial reporting, compliance, risk management, leadership development, and marketing. This experience

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Proposal 1—Election of Directors

enables them to provide sound judgment concerning the issues facing a large corporation in today's environment, provide oversight of these areas at the Company and evaluate our performance.

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

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

Information About the Nominees

Leslie A. Brun

Age 64, has served as Chairman of the Board since 2011 and has been a member of our Board of Directors since 2007.

Independent Chairman

Mr. Brun has been the Chairman and Chief Executive Officer of SARR Group, LLC, an investment holding company, since 2006. He is currently Vice Chairman and Senior Advisor of G100 Companies, a unique business partnership that combines the world's best C-level learning communities with premier professional services firms. He has served as the Non-Executive Chairman of CDK Global, Inc., a global provider of integrated technology solutions to the information

technology and marketing/advertising markets of the automotive retail industry, since 2014. Mr. Brun has served as a director of Merck & Co., Inc., a health care company, since 2008. In 2015, he was elected to the Board of Directors of HP Enterprise Company, after its spin-off from Hewlett Packard Company. From 2011 to 2013, he was Managing Director and head of Investor Relations at CCMP Capital, a global private equity firm. He is also the founder and Chairman Emeritus of Hamilton Lane, a provider of asset management services for which he served as Chief Executive Officer and Chairman from 1991 until 2005. Mr. Brun was a Managing Director and co-founder of the investment banking group of Fidelity Bank. Mr. Brun served as a director of Automatic Data Processing, Inc. (“ADP”), a provider of business outsourcing solutions and our former parent company, from 2003 to 2015, including serving as ADP’s Chairman of the Board from 2007 to 2015. Mr. Brun is a former trustee of Widener University, the University at Buffalo Foundation, Inc. and The Episcopal Academy in Merion, Pennsylvania.

Specific experience, qualifications, attributes or skills:

- Extensive finance, management, investment banking, commercial banking, and financial advisory experience
- Operating and management experience, including as chief executive officer of an investment holding company
- Public company directorship and committee experience

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Proposal 1—Election of Directors

Richard J. Daly

Age 63, is our President and Chief Executive Officer and has been a member of our Board of Directors since 2007.

Management

Mr. Daly has served as our Chief Executive Officer since we became an independent company in 2007. He was appointed President of Broadridge in 2014. Prior to the 2007 spin-off of Broadridge from ADP, Mr. Daly served as Group President of the Brokerage Services Group of ADP, as a member of the Executive Committee and a Corporate Officer of ADP since June 1996. In his role as President, he shared the responsibility of running the Brokerage Services Group and was directly responsible for our Investor Communication Solutions business. Mr. Daly joined ADP in 1989, as Senior Vice President of the Brokerage Services Group, following the acquisition by ADP of the proxy services business he founded. Mr. Daly served as a member of the Board of Directors of The ADT Corporation from January 2014 until May 2016, when it became a privately-held company. He is a member of the Advisory Board of the National Association of Corporate Directors (the “NACD”).

Specific experience, qualifications, attributes or skills:

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

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

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

· Public company directorship and committee experience

- Core business skills

Robert N. Duelks

Age 61, is a member of the Audit Committee and the Compensation Committee. Mr. Duelks has been a member of our Board of Directors since 2009.

Independent Director

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

Specific experience, qualifications, attributes or skills:

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

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Proposal 1—Election of Directors

Richard J. Haviland

Age 70, is the Chair and a member of the Audit Committee and a member of the Governance and Nominating Committee. He has been a member of our Board of Directors since 2007.

Independent Director

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

Specific experience, qualifications, attributes or skills:

- Significant experience in all areas of public company financial management, including as chief financial officer of a major global company
- Expertise in finance, financial reporting, compliance and controls
- Experience in an information processing services business
- Public company directorship and committee experience

Brett A. Keller

Age 48, is a member of the Audit Committee. He was appointed as a member of our Board of Directors in 2015.

Independent Director

Mr. Keller is currently serving as the Interim Chief Executive Officer of Priceline.com, a global online travel services company, where he has served in various capacities since 1999. Prior to his appointment as Interim Chief Executive Officer in June 2016, he served as Priceline.com's Chief Operating Officer from January 1, 2016 to June 6, 2016, and as Chief Marketing Officer from January 2, 2002 to December 31, 2015. As Chief Operating Officer, he was responsible for all marketing, technology, and product development areas of the business. As Chief Marketing Officer, he oversaw all global and strategic branding, marketing, distribution, product development and customer led data initiatives for the Company. Prior to joining Priceline.com, Mr. Keller served as a director of online travel services for Cendant Corporation, a consumer services holding company. Mr. Keller sits on the National Advisory Council for the Marriott School of Management at Brigham Young University.

Specific experience, qualifications, attributes or skills:

- Operating and management experience as a Chief Executive Officer and Chief Operating Officer

- Extensive experience in global consumer marketing, including branding, communications, online merchandising, and scaled consumer acquisition

- Digital industry knowledge, including significant management of search engine marketing (SEM), search engine optimization (SEO), social media, affiliate, user interface and user experience design development, and programmatic disciplines

- Broad operational and management experience

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Proposal 1—Election of Directors

Stuart R. Levine

Age 69, is the Chair and a member of the Governance and Nominating Committee and a member of the Audit Committee. He has been a member of our Board of Directors since 2007.

Independent Director

Mr. Levine is the founder, and has served as the Chairman and Chief Executive Officer of Stuart Levine and Associates LLC, an international management consulting and leadership development company, since 1996. He is the founder, Chairman and Chief Executive Officer of EduLeader LLC, an interactive digital learning company. He previously served as the Lead Director of Gentiva Health Services, Inc., a provider of home healthcare services, where he served from 2000 to 2009, and as Lead Director of J. D’Addario & Company, Inc., a private manufacturer of musical instrument accessories, where he served from 2005 to 2016, and as Vice Chairman of the board of Northwell Health from 1999 to 2002. In addition, Mr. Levine is the bestselling author of “The Leader in You” (Simon & Schuster 2004), “The Six Fundamentals of Success” (Doubleday 2004) and “Cut to the Chase” (Doubleday 2007). In 2011, Mr. Levine was recognized as one of the top 100 directors in the United States (“U.S.”) by the NACD and was designated as one of 17 Governance Fellows by the NACD as a Board Leadership Fellow. He also served as a director of European American Bank from 1995 to 2001 and The Olsten Corporation, a provider of staffing solutions, from 1994 to 2000. From 1992 to 1996, he was Chief Executive Officer of Dale Carnegie & Associates, Inc., a provider of leadership, communication and sales skills training. Mr. Levine is a former Chairman of Dowling College, as well as a former Member of the New York State Assembly.

Specific experience, qualifications, attributes or skills:

- Operating and management experience, including as chief executive officer of a global client services business
- Public company directorship and committee experience
- Frequent panel chair and participant in director education programs sponsored by the NACD

Maura A. Markus

Age 58, is a member of the Audit Committee and the Compensation Committee. She has been a member of our Board of Directors since 2013.

Independent Director

Ms. Markus is the former President and Chief Operating Officer of Bank of the West, a role she held from 2010 through 2014. She is also a former member of the Board of Directors of Bank of the West and BancWest Corporation, and the Bank's Executive Management Committee. Before joining Bank of the West, Ms. Markus was a 22-year veteran of Citigroup, having most recently served as Head of International Retail Banking in Citi's Global Consumer Group. She held a number of additional domestic and international management positions including President, Citibank North America from 2000 to 2007. In this position, she also served as Chairman of Citibank West. Ms. Markus also served as Citi's European Sales and Marketing Director in Brussels, Belgium, and as President of Citi's consumer business in Greece. Ms. Markus was elected to the Board of Directors of Stifel Financial Corp., a public financial services company, in 2016. Ms. Markus is a former member of The Financial Services Roundtable. Among her numerous community interests, she is a board member of Catholic Charities CYO of San Francisco, and is a member of Year Up Bay Area's Talent and Opportunity Board. In addition, Ms. Markus serves as a trustee for the College of Mount Saint Vincent in New York.

Specific experience, qualifications, attributes or skills:

- Operating and management experience, including as chief operating officer of a large financial services company
- Extensive experience in the financial services industry, including as a senior executive of a major global financial institution
- Public company directorship and committee experience

Proposal 1—Election of Directors

Thomas J. Perna

Age 65, is a member of the Audit Committee and the Governance and Nominating Committee. He has been a member of our Board of Directors since 2009.

Independent Director

Mr. Perna is the Chairman of the Board of Trustees of the Pioneer Mutual Fund Group. Prior to his appointment as Chairman, he served as a member of the Board of Trustees of the Pioneer Funds from 2006, overseeing approximately 57 open-end and closed-end investment companies in a mutual fund complex. He is the former Chairman and Chief Executive Officer of Quadriserv, Inc., a company that provides technology products for the securities lending industry. Mr. Perna served as Chief Executive Officer of Quadriserv, Inc. from 2008 to 2014. Prior to joining Quadriserv, Inc. in 2005, Mr. Perna served as Senior Executive Vice President of The Bank of New York, now known as The Bank of New York Mellon, in its Financial Institutions Banking, Asset Servicing and Broker Dealer Services sectors. In this role, he was responsible for over 6,000 employees globally. Mr. Perna joined The Bank of New York in 1986. He also served as a Commissioner on the New Jersey Civil Service Commission from March 2011 until December 2015. Mr. Perna previously served on the Board of Directors of the Depository Trust & Clearing Corporation (DTCC), Euroclear Bank S.A., Euroclear Clearance System PLC and Omgeo PLC. He is a member of a number of banking and securities industry associations.

Specific experience, qualifications, attributes or skills:

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

Alan J. Weber

Age 67, is the Chair and a member of the Compensation Committee and a member of the Audit Committee. He has been a member of our Board of Directors since 2007.

Independent Director

Mr. Weber has served as the Chief Executive Officer of Weber Group LLC, a private investment firm, since 2008. Mr. Weber retired as Chairman and Chief Executive Officer of U.S. Trust Corporation and as a member of the executive committee of the Charles Schwab Corporation in 2005. Previously, he was the Vice Chairman and Chief Financial Officer of Aetna Inc., where he was responsible for corporate strategy, capital management, information technology, investor relations and financial operations. He also held a number of senior level positions at Citibank N.A., where he worked from 1971 to 1998, including as Chairman of Citibank International and Executive Vice President of Citibank. During his tenure at Citibank, Mr. Weber oversaw operations in approximately 30 countries, including assignments in Japan, Italy and Latin America. Mr. Weber has served as a director of Diebold, Inc., a provider of self-service delivery and security systems and services, since 2005; and he has served as a director of SandRidge Energy, Inc., an energy exploration and production company, since 2013. He is also on the board of Street Diligence LLC, and is the Chairman of the Board of Managers of KGS-Holdings, LP, both of which are private companies. Mr. Weber serves as a member of the board of DCTV, a New York based charitable organization.

Specific experience, qualifications, attributes or skills:

· Operating and management experience, including as chief executive officer and chief financial officer of global financial services firms

· Expertise in finance, financial reporting, compliance and controls

· Experience in financial services and information technology businesses

· Public company directorship and committee experience

Proposal 1—Election of Directors

Required Vote

Each director nominee receiving a majority of the votes cast at the 2016 Annual Meeting, in person or by proxy, and entitled to vote in the election of directors, will be elected; provided that a quorum is present. Abstentions and broker non-votes will be included in determining whether there is a quorum. In determining whether such nominees have received the requisite number of affirmative votes, abstentions will have no effect on the outcome of the vote. Pursuant to NYSE regulations, brokers do not have discretionary voting power with respect to this proposal, and broker non-votes will have no effect on the outcome of the vote.

Recommendation of the Board of Directors

The Board of Directors Recommends that you Vote “FOR” the Election of All Nominees

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Director Compensation

The compensation of our non-management directors is determined by the Compensation Committee upon review of recommendations from the Committee's independent compensation consultant, Frederic W. Cook & Co., Inc. ("*FW Cook*"). The table below sets forth cash and equity compensation paid to our non-management directors (including our independent Chairman) in the fiscal year ended June 30, 2016. All of our directors are non-management directors, other than Mr. Daly, who is our President and Chief Executive Officer. Mr. Daly's compensation as President and Chief Executive Officer is reflected in the Summary Compensation Table on page 54 of the "Executive Compensation" section of this Proxy Statement. Mr. Daly does not receive any separate cash or equity compensation for his participation on the Broadridge Board of Directors.

The table on page 16 on fiscal year 2016 non-management director compensation includes the following compensation elements:

Compensation Element	Director Compensation Program
Annual Retainer	\$70,000, which may be deferred at the director's option
Annual Equity Retainer	\$130,000 target value split equally between stock options and DSUs that are fully vested upon grant
Board and Committee Meeting Fees	\$1,500 for each Board meeting and Committee meeting attended in person, \$750 for telephonic meetings, for all directors other than the Chairman
Annual Committee Chair Fee	\$10,000
Chairman Additional Annual Retainer	\$57,500 in cash and \$57,500 equity award target value split equally between stock options and DSUs that are fully vested upon grant
Matching Gift Program	Company matches the director's charitable contributions up to \$10,000 per calendar year
	Ownership of common stock or DSUs with a value equivalent to five times the annual cash retainer
Stock Ownership Guidelines and Holding Period Requirements	Holding of 100% of shares received upon exercise of stock options, net of exercise price, tax liability, and transaction costs, until separation from service on the Board

Cash Compensation. In fiscal year 2016, all non-management directors received an annual retainer and meeting fees for each Board meeting and each committee meeting attended as a committee member. The meeting fees are paid irrespective of whether meetings are held on the same date; and attendance at Board or committee meetings by telephone results in payment of half of the standard meeting fee. The Chairs of the Audit, Compensation, and Governance and Nominating Committees each received an additional annual retainer. Our independent Chairman, Mr. Brun, received an additional cash retainer, but does not receive meeting fees for participation in Board or committee

meetings.

All retainers and meeting fees are paid in cash on a quarterly basis. Directors may elect to defer 100% of their retainers and meeting fees into a notional account in the form of phantom shares of Broadridge common stock. The number of phantom shares awarded is determined by dividing the quarterly cash payment by the closing price of Broadridge stock on the last day of the quarter. This election is made annually prior to the beginning of the calendar year in which the retainers and fees are earned and is irrevocable for the entire calendar year. Accounts are adjusted to reflect changes in value over time based on the change in Broadridge's stock price and are also credited with dividend equivalents in the form of additional phantom shares on a quarterly basis as cash dividends are declared by the Broadridge Board. Participants receive distributions of the value of their notional accounts in cash following their departure from the Board of Directors.

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Director Compensation

Equity Compensation. Non-management directors received annual grants of stock options and DSUs under the Broadridge Financial Solutions, Inc. 2007 Omnibus Award Plan (the “*Omnibus Plan*”) during fiscal year 2016. Our non-management directors each received equity awards and our independent Chairman, Mr. Brun, received an additional equity award. The equity target value is split equally between grants of stock options and DSUs. The number of shares comprising each director’s equity awards is determined at the time of grant based on a 30-day average stock price and, for stock options, the binomial value.

All stock options are granted with an exercise price equal to the closing price of Broadridge common stock on the date of the grant. All stock options granted to our non-management directors are fully vested upon grant, and have a term of 10 years. Following separation from service on the Board, stock options held by directors expire at the earlier of the expiration of the option term and three years.

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

The stock ownership guidelines for the Company’s non-management directors provide that each non-management director is expected to accumulate an amount of the Company’s common stock equal in value to at least five times their annual cash retainer. Stock option awards granted to the directors are not counted as shares of common stock for purposes of this calculation. All of our non-management directors have met the stock ownership multiple, other than Mr. Keller who joined the Board in 2015 and is making progress toward meeting the multiple. In addition, the directors are required to hold 100% of their shares received upon exercise of stock options, net of their exercise price, tax liability, and transaction costs, until their separation from service on the Board. DSUs do not settle as shares of common stock until a director’s separation from service on the Board. Because of the holding requirement, there is no minimum time period in which the directors are required to achieve the stock ownership multiple.

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

The non-management directors are also reimbursed for their reasonable expenses in connection with attending Board and committee meetings and other Company events.

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Director Compensation

Fiscal Year 2016 Non-Management Director Compensation

Name	Fees Earned or Paid in Cash (\$)⁽¹⁾	Stock Awards (\$)⁽²⁾	Option Awards (\$)⁽³⁾	All Other Compensation (\$)⁽⁴⁾	Total (\$)
Leslie A. Brun	\$127,500	\$110,327	\$94,633	\$ —	\$332,460
Robert N. Duelks	\$91,750	\$76,412	\$65,616	\$ 10,000	\$243,778
Richard J. Haviland	\$98,750	\$76,412	\$65,616	\$ 10,000	\$250,778
Brett A. Keller	\$84,250	\$64,797	\$65,616	\$ —	\$214,663
Stuart R. Levine	\$99,500	\$76,412	\$65,616	\$ 8,500	\$250,028
Maura A. Markus	\$91,750	\$70,090	\$65,616	\$ —	\$227,456
Thomas J. Perna	\$89,500	\$76,412	\$65,616	\$ —	\$231,528
Alan J. Weber	\$101,750	\$76,412	\$65,616	\$ 10,000	\$253,778

Represents the amount of cash compensation payable for fiscal year 2016 Board and committee service. Ms.

(1) Markus deferred all of her fiscal year 2016 cash compensation and was credited with 1,574 phantom shares of Broadridge common stock in a notional account.

Represents the aggregate grant date fair value of DSU awards computed in accordance with Financial Accounting Standards Board's Accounting Standards Codification 718, Compensation – Stock Compensation ("FASB ASC Topic 718"). See Note 12, "Stock-Based Compensation," to the Company's Consolidated Financial Statements for the fiscal

(2) year ended June 30, 2016 included in the 2016 Form 10-K, for the relevant assumptions used to determine the valuation of these awards. The total number of DSUs that were outstanding for each non-management director as of June 30, 2016 is as follows: 17,457 (Mr. Brun); 12,023 (Mr. Duelks); 12,023 (Mr. Haviland); 1,753 (Mr. Keller); 12,023 (Mr. Levine); 6,396 (Ms. Markus); 12,023 (Mr. Perna); and 12,023 (Mr. Weber).

Represents the aggregate grant date fair value of option awards computed in accordance with FASB ASC Topic 718. See Note 12, "Stock-Based Compensation," to the Company's Consolidated Financial Statements for the fiscal year ended June 30, 2016 included in the 2016 Form 10-K, for the relevant assumptions used to determine the

(3) valuation of these awards. The total number of stock options outstanding for each non-management director as of June 30, 2016, all of which are exercisable, is as follows: 129,311 (Mr. Brun); 68,106 (Mr. Duelks); 104,406 (Mr. Haviland); 8,858 (Mr. Keller); 104,406 (Mr. Levine); 33,183 (Ms. Markus); 68,106 (Mr. Perna); and 104,406 (Mr. Weber).

(4) Represents Company-paid contributions made to qualified tax-exempt organizations under the Matching Gift Program on behalf of the non-management directors.

Corporate Governance

The Board of Directors

Our Corporate Governance Principles provide that directors are expected to attend regular Board meetings in person and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Each of our incumbent directors attended 100% of the meetings of the Board of Directors and of the committees on which they served during fiscal year 2016, other than Mr. Haviland who attended over 90% of the meetings held during the year.

The Board of Directors has three standing committees, each of which is comprised solely of independent directors and is led by an independent Chair: Audit Committee, Compensation Committee, and Governance and Nominating Committee. The independent directors meet in executive sessions during each regular Board meeting and committee meeting. In addition, at least once a year, our independent directors meet to review the Compensation Committee's annual review of the Chief Executive Officer.

	Leslie A. Brun	Richard J. Daly	Robert N. Duelks	Richard J. Haviland	Brett A. Keller	Stuart R. Levine	Maura A. Markus	Thomas J. Perna	Alan J. Weber	2016 Meetings Held
Board	C	.	.	.	.	.	.	.	.	6
Audit			.	C,F	.	.	.	.	F	5
Compensation			.				.		C	5
Governance and Nominating				.		C		.		3

CChair

FFinancial Expert

Board Leadership Structure

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

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

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

Corporate Governance

- developing agendas for, and presiding over executive sessions of, the Board's independent directors; and
- discussing with senior management on behalf of the independent directors such matters which, in the judgment of the Chairman, merit the attention of senior management.

Committees of the Board

Audit Committee

The Board of Directors has determined that each of the members of the Audit Committee is independent as defined by NYSE Listing Standards and the rules of the Securities and Exchange Committee (the "*SEC*") applicable to audit committee members, and that Mr. Haviland and Mr. Weber qualify as audit committee financial experts as defined in the applicable SEC rules.

The Audit Committee has a charter under which its responsibilities and authorities include assisting the Board in overseeing the:

- Company's systems of internal controls regarding finance, accounting, legal and regulatory compliance;
- Company's auditing, accounting and financial reporting processes generally;
- integrity of the Company's financial statements and other financial information provided by the Company to its stockholders and the public;
- Company's compliance with legal and regulatory requirements; and

·performance of the Company's Internal Audit Department and independent registered public accountants.

In addition, in the performance of its oversight duties and responsibilities, the Audit Committee also reviews and discusses with management the Company's quarterly financial statements and earnings press releases as well as financial information and earnings guidance included therein; reviews periodic reports from management covering changes, if any, in accounting policies, procedures and disclosures, and management's assessment of the effectiveness of internal control over financial reporting to ensure compliance with Section 404 of the Sarbanes-Oxley Act of 2002; and reviews and discusses with the Company's internal auditors and with its independent registered public accountants the overall scope and plans of their respective audits.

In connection with the Company's risk oversight process, the Audit Committee reviews and discusses with management the Company's major financial and certain compliance risk exposures and the steps management has taken to monitor and control such exposures (including management's risk assessment and risk management policies).

The Report of the Audit Committee is included on page 68 of this Proxy Statement. The Audit Committee's charter is available on the Company's Investor Relations website at www.broadridge-ir.com under the heading "Corporate Governance."

Compensation Committee

The Board of Directors has determined that each member of the Compensation Committee is independent as defined by NYSE Listing Standards. In addition, each member of the Compensation Committee is independent for purposes of the applicable SEC and tax rules. The Compensation Committee has a charter under which its responsibilities and authorities include:

- reviewing the Company's compensation strategy;
- reviewing the performance of the senior management;
- reviewing the risks associated with the Company's compensation programs;

Corporate Governance

- approving the compensation of the Chief Executive Officer; and
- reviewing and making recommendations to the Board regarding the compensation of all other executive officers.

In addition, the Compensation Committee administers the Company's equity-based compensation plans and takes such other action as may be appropriate or as directed by the Board of Directors to ensure that the compensation policies of the Company are reasonable and fair.

As necessary, the Compensation Committee consults with FW Cook as its independent compensation consultant to advise on matters related to our executive officers' and directors' compensation and general compensation programs. FW Cook assists the Compensation Committee by providing comparative market data on compensation practices and programs. FW Cook also provides guidance on industry best practices, the design of incentive plans and other indirect elements of our overall compensation program, the setting of performance goals, and the drafting of compensation-related disclosures. For further discussion of the roles of the Compensation Committee and FW Cook, please see the section of this Proxy Statement entitled "Compensation Discussion and Analysis" beginning on page 33.

The Compensation Committee Report is included on page 53 of this Proxy Statement. The Compensation Committee's charter is available on the Company's Investor Relations website at www.broadridge-ir.com under the heading "Corporate Governance."

Governance and Nominating Committee

The Board of Directors has determined that each member of the Governance and Nominating Committee is independent as defined by NYSE Listing Standards.

The Governance and Nominating Committee has a charter, under which its responsibilities and authorities include:

identifying individuals qualified to become Board members and recommending that the Board select a group of director nominees for each annual meeting of the Company's stockholders;

ensuring that the Audit, Compensation and Governance and Nominating Committees of the Board of Directors shall have the benefit of qualified and experienced independent directors; and

developing and recommending to the Board a set of effective corporate governance policies and procedures applicable to the Company.

The Corporate Governance Principles and the Governance and Nominating Committee's charter is available on the Company's Investor Relations website at www.broadridge-ir.com under the heading "Corporate Governance."

Nomination Process

When seeking candidates for director, the Governance and Nominating Committee may solicit suggestions from incumbent directors, management or stockholders. The Committee will consider director candidates proposed by stockholders, provided that the stockholder recommendation complies with the Company's By-law provisions requiring that stockholder submissions be submitted to the Company's Secretary at 5 Dakota Drive, Lake Success, New York 11042 in a timely manner and include the information called for in the Company's By-laws concerning (a) the potential nominee and (b) the person proposing the nomination. The Committee will apply the same standards in considering candidates submitted by stockholders as it uses for any other potential nominee. In addition, the Governance and Nominating Committee has authority under its charter to retain a search firm to assist the Company with identifying and evaluating Board candidates who have the backgrounds, skills and experience that the Committee has identified as desired in director candidates.

After conducting an initial evaluation of a potential candidate, the Governance and Nominating Committee will interview that candidate if it believes such candidate might be suitable to be a director. The candidate may also meet with other members of the Board. At the candidate's request, they may also meet with management. If the Governance and Nominating Committee believes a candidate would be a valuable addition to the Board, it will recommend that candidate's election to the full Board.

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

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

In making its selection of candidates to recommend for election, the Corporate Governance Principles provide that the Board seeks members from diverse professional, racial, cultural, ethnic and gender backgrounds that combine a broad spectrum of experience and expertise with a reputation for integrity. Exceptional candidates who do not meet all of these criteria may still be considered. The Corporate Governance Principles do not provide for a fixed number of directors, but provide that the optimum size of the Company's Board of Directors is 8 to 12 directors.

Proxy Access By-law

In 2015, the Company amended its By-laws to provide that under certain circumstances, a stockholder, or group of up to 20 stockholders, who have maintained continuous ownership of at least three percent (3%) of our common stock for at least three years may nominate and include a specified number of director nominees in our annual meeting proxy statement. The number of stockholder-nominated candidates appearing in our annual meeting proxy statement cannot exceed 25% of the number of directors then serving on the Board of Directors.

For a description of the process for nominating directors, see page 71 of this Proxy Statement.

Annual Board and Committee Evaluation Process

The Board conducts an evaluation of its performance and effectiveness as well as that of the three committees on an annual basis. The purpose of the evaluation is to track progress in certain areas targeted for improvement from year to year and to identify ways to enhance the Board's and committees' effectiveness. As part of the evaluation, each director completes a written questionnaire developed by the Governance and Nominating Committee to provide feedback on the effectiveness of the Board, the committees on which they serve, as well as each individual director's own contributions. The collective ratings and comments of the directors are compiled and then presented to the Governance and Nominating Committee by its Chair, and to the full Board for discussion and action.

The Board's Role in Risk Oversight

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

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

- Strategic — the risks that could impede the Company from achieving its strategic vision and goals;

- Financial — the risks related to maintaining accurate financial statements, and timely and complete financial disclosures;

- Operational — the risks in the processes, people and technology the Company employs to achieve its strategy and normal business operations;

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Compliance—the risks related to the Company’s legal and regulatory compliance requirements and violations of laws; and

Reputational—the risks that impact the Company’s reputation including failing to meet the expectations of its customers, investors, employees, regulators or the public.

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

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

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

- Executive officers and senior executives with specific subject matter expertise update the full Board on the Strategic, Reputational and non-information technology Operational risks.

- The Senior Managing Director of Global Technology and the Chief Information Officer update the full Board on information technology Operational risks.

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

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

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

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

·The Chief Human Resources Officer updates the Compensation Committee on compensation program design risk.

In addition, a subcommittee of the risk committee provides additional oversight of Broadridge's cybersecurity risks. This Cybersecurity Council is comprised of senior executives representing a number of disciplines within the Company including the Chief Financial Officer. The Cybersecurity Council meets regularly, and reports on its activities and the progress of its cybersecurity and information security initiatives are provided regularly to the Audit Committee. In addition, the Cybersecurity Council provides a summary of its activities to the full Board.

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

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Corporate Governance

Risk Assessment of Compensation Programs

Management, with the assistance of FW Cook, performed an annual assessment of our compensation objectives, philosophy, and forms of compensation and benefits for all Broadridge employees, including the executives, to determine whether the risks arising from such policies or practices are reasonably likely to have a material adverse effect on the Company. A report summarizing the results of this assessment was reviewed and discussed with the Compensation Committee. After this review and in consultation with FW Cook, the Compensation Committee concluded that Broadridge's compensation program does not create risks that are reasonably likely to have a material adverse effect on the Company.

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

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

Stock options and performance-based RSUs provide for significant long-term wealth creation for executive officers when we provide meaningful total shareholder return (as reflected in an increase in our common stock price and quarterly dividend payments) over a sustained period. The multiple year vesting periods of 2.5 to four years for equity compensation awards encourage executives to focus on sustained stock price appreciation.

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

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

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

We maintain a clawback policy that requires the reimbursement by an executive officer of cash or equity incentive compensation earned by any executive officer in connection with a restatement of our financial statements due to material noncompliance with financial reporting requirements.

Officer Stock Ownership Guidelines are in place for all of the Company's executive officers providing the goal that executive officers accumulate shares of our common stock at least equal in value to two to six times their current annual base salary.

Officer Stock Retention and Holding Period Requirements are in place providing the goal that all executive officers retain at least 50% of the net profit shares realized from stock option exercises and RSU vesting in the form of our common stock. These net profit shares must be held indefinitely if the executive officer has not met the stock ownership guideline and must be held for a minimum of one year if the executive officer has met the ownership guideline.

A Pre-Clearance and Insider Trading Policy is in place that requires pre-approval of any transactions in our common stock by executive officers and directors and prohibits the hedging or pledging of our stock.

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Corporate Governance

Succession Planning

The Board is actively engaged and involved in executive officer talent management. The Board reviews the Company's executive talent management strategy which includes a discussion of the Company's leadership bench and succession plans with a focus on key positions at the senior officer level.

In addition, the Committees of the Board regularly discuss the talent pipeline for specific critical roles. High potential leaders are given exposure and visibility to Board members through formal presentations and informal events. More broadly, the Board is regularly updated on key talent indicators for the overall workforce, including diversity, recruiting and development programs.

Communications with the Board of Directors

All interested parties who wish to communicate with the Board of Directors or any of the non-management directors, may do so by sending a letter to the Secretary, Broadridge Financial Solutions, Inc., 5 Dakota Drive, Lake Success, New York 11042, and should specify the intended recipient or recipients. All such communications, other than unsolicited commercial solicitations or communications, will be forwarded to the appropriate director or directors for review. Any such unsolicited commercial solicitation or communications not forwarded to the appropriate director or directors will be available to any non-management director who wishes to review it. The Governance and Nominating Committee, on behalf of the Board, will review any letters it may receive concerning the Company's corporate governance processes and will make recommendations to the Board based on such communications.

Code of Business Conduct and Code of Ethics

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

website any amendment to the Code of Business Conduct or the Code of Ethics and any waiver of the Code of Business Conduct or the Code of Ethics granted to any of its directors or executive officers to the extent required by applicable rules.

Website Access to Corporate Governance Documents

Copies of the Corporate Governance Principles, Code of Business Conduct, Code of Ethics and the Charters of the Committees of the Board of Directors are available on our Investor Relations website at www.broadridge-ir.com under the heading “Corporate Governance” or by writing to the Secretary, Broadridge Financial Solutions, Inc., 5 Dakota Drive, Lake Success, New York 11042.

Certain Relationships and Related Transactions

In fiscal year 2016, the Board adopted a written Related Party Transactions Policy. Under this policy any transaction between the Company and a “related person” in which such related person has a direct or indirect material interest must be submitted to our Audit Committee for review, approval, or ratification.

A “related person” means a director, executive officer or beneficial holder of more than five percent (5%) of the Company’s outstanding common stock, or any immediate family member of the foregoing, as well as any entity at which any such person is employed, is a partner or principal (or holds a similar position), or is a beneficial owner of a 10% or greater direct or indirect equity interest. Our directors and executive officers must promptly inform our General Counsel of any plan to engage in a potential related party transaction.

This policy requires our Audit Committee to be provided with full information concerning the proposed transaction, including the risks and benefits to the Company and the related person, any alternative means by which to obtain like products or services, and the terms of a similar transaction with an unaffiliated third party. In considering whether to approve any such transaction, the Audit Committee will consider all relevant facts and circumstances, including the nature of the interest of the related person in the transaction and the terms of the transaction.

Corporate Governance

Specific types of transactions are excluded from review under the policy, such as, for example, transactions in which the related person's interest derives solely from his or her service as a director of another entity that is a party to the transaction.

In fiscal year 2016, the Company did not engage in any transaction with a related person in which the amount involved exceeded \$120,000.

In addition, the Code of Business Conduct prohibits Company personnel, including members of the Board of Directors, from exploiting their positions or relationships with Broadridge for personal gain. The Code of Business Conduct provides that there shall be no waiver of any part of the Code of Business Conduct, except by a vote of the Board of Directors or a designated committee, which will ascertain whether a waiver is appropriate and ensure that the waiver is accompanied by appropriate controls designed to protect Broadridge.

Director Attendance at Annual Meetings

The Company does not have a formal policy with regard to the directors' attendance at annual meetings of stockholders. Generally, however, Board and committee meetings are held the same day as the annual meeting of stockholders, with directors attending the annual meeting. All of our incumbent directors who were members of our Board at the time attended the Company's 2015 annual meeting of stockholders.

Stockholder Engagement

We believe that regular, transparent communication with our stockholders is essential to our long-term success. Throughout the year, members of our management team regularly engage with our stockholders to ensure that we are addressing their questions or concerns. We do this through the participation of our CEO and CFO at industry and investment community conferences, investor road shows, and analyst meetings both in our offices and in the offices of current and potential institutional investors. We provide several ways for our stockholders to communicate with us,

including by email and telephone. During fiscal year 2016, members of our management team met with representatives of many of our top institutional shareholders to discuss our business strategy, financial performance, capital stewardship program, governance practices, executive compensation, and various other matters. Management shares with the Board any concerns raised by our stockholders. We have had success engaging with our stockholders to understand their questions or concerns, and we remain committed to these efforts on an ongoing basis.

We welcome feedback from all stockholders, who can contact our Investor Relations team by calling 516-472-5400 or by emailing broadridgeir@broadridge.com.

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Management

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

Name	Age	Position(s)
Richard J. Daly	63	President and Chief Executive Officer, Director
Timothy C. Gokey	55	Corporate Senior Vice President and Chief Operating Officer
Christopher J. Perry	54	Corporate Senior Vice President, Global Sales, Marketing and Client Solutions
Robert Schifellite	58	Corporate Senior Vice President, Investor Communication Solutions
Adam D. Amsterdam	55	Corporate Vice President and General Counsel
Lyell Dampeer	65	Corporate Vice President, U.S. Investor Communication Solutions
Douglas R. DeSchutter	46	Corporate Vice President, Digital Communications Solutions
Robert F. Kalenka	53	Corporate Vice President, Global Procurement and Facilities
Michael Liberatore	50	Corporate Vice President, Investor Communication Solutions-Mutual Funds
Charles J. Marchesani	56	Corporate Vice President, Global Technology and Operations
Laura Matlin	57	Corporate Vice President, Deputy General Counsel and Chief Governance Officer
Vijay Mayadas	44	Corporate Vice President, Corporate Strategy
Julie R. Taylor	48	Corporate Vice President, Chief Human Resources Officer
James M. Young	45	Corporate Vice President and Chief Financial Officer

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

Timothy C. Gokey. Mr. Gokey is our Corporate Senior Vice President and Chief Operating Officer with responsibility for all Broadridge’s business units. Previously, he served as Broadridge’s Chief Corporate Development Officer and was responsible for the Company’s growth initiatives, including sales and marketing, strategy, mergers and acquisitions, partnerships, and other growth-related activities. Prior to joining Broadridge in 2010, Mr. Gokey was President of the Retail Tax business at H&R Block from 2004. Prior to joining H&R Block, Mr. Gokey spent 13 years at McKinsey and Company, a global consulting firm, most recently as a partner of the firm. At McKinsey, Mr. Gokey served over two dozen Fortune 500 and 1000 companies primarily in the financial services industry. He also led McKinsey’s North American Financial Services Marketing Practice.

Christopher J. Perry. Mr. Perry is our Corporate Senior Vice President, Global Sales, Marketing and Client Solutions. He joined Broadridge in September 2014 after more than 25 years of experience in banking, brokerage and financial information services. Most recently, he was Global Managing Director of Risk for the Financial & Risk division of Thomson Reuters. In this role, he was the general manager of a global segment which includes Governance, Risk, Compliance, Pricing, Valuation and Reference Services. Over the previous 14 years, Mr. Perry held numerous roles at Thomson Reuters and its predecessor, Thomson Financial. From 2011 to 2013, he was President, Global Sales & Account Management at the Financial & Risk division of Thomson Reuters. From 2006 to 2010, he served as President, Americas for Thomson Reuters and its predecessor, Thomson Financial. Earlier in his career, Mr. Perry worked for A-T Financial and PC Quote, after spending many years in institutional trading and retail brokerage with Kemper Financial's Blunt Ellis & Loewi unit.

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Management

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

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

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

Douglas R. DeSchutter. Mr. DeSchutter is our Corporate Vice President, Digital Communications Solutions. Mr. DeSchutter is responsible for our digital solutions business and overall digital strategy. Prior to the appointment of his current role in 2016, Mr. DeSchutter was responsible for our U.S. regulatory communication services (proxy and prospectus) from 2012, and our customer communications services business from 2009 to 2012 including transaction reporting, electronic communications, document management, and new account processing solutions. Mr. DeSchutter was the Chief Strategy and Business Development Officer for Broadridge, responsible for mergers and acquisitions and strategy, from 2007 to 2009. Prior to the spin-off of Broadridge from ADP in 2007, Mr. DeSchutter served in various capacities at ADP in corporate development and strategy. Prior to joining ADP in 2002, he was Vice President of Mergers & Acquisitions at Lehman Brothers focusing on the technology sector. Mr. DeSchutter also serves as the Company's representative on the board of Inlet, LLC, a joint venture between Broadridge and Pitney Bowes.

Robert F. Kalenka. Mr. Kalenka is our Corporate Vice President, Global Procurement and Facilities. He is responsible for global procurement, facilities, and the operations of our Investor Communication Solutions business. In July 2016,

Mr. Kalenka's responsibilities were expanded to include the role of Chief Operations Officer of the Broadridge Customer Communications business within the Investor Communication Solutions segment, where he will lead the Operations and Client Relations teams. Mr. Kalenka joined ADP's Brokerage Services Group in 1992 in the Investor Communication Services Division as Director of Finance. He was promoted to Vice President of Operations of the Investor Communication Services Division in 1994, and again as Chief Operating Officer and Senior Vice President of the Investor Communication Services Division in 1999.

Michael Liberatore. Mr. Liberatore is our Corporate Vice President, Investor Communication Solutions-Mutual Funds. He is the President of the Mutual Fund and Retirement Solutions business within our Investor Communication Solutions segment and is responsible for all aspects of that business. Prior to assuming this role in August 2015, Mr. Liberatore was responsible for the finance functions of the Company's two business segments, as well as its corporate financial planning and analysis function, and treasury operations. In 2014, Mr. Liberatore served as Broadridge's Acting Principal Financial Officer during a six month period prior to Mr. Young joining the Company. Previously, he served as the Chief Operating Officer of the Mutual Fund and Retirement Solutions business from 2011 to 2013, and was responsible for all operations of the business, including technology and financial results. Mr. Liberatore joined ADP's Brokerage Services Group in 2004, as Assistant Controller of the Investor Communication Solutions business, and held several finance roles with increasing responsibility, including Chief Financial Officer of the Investor Communication Solutions business from 2008 to 2011.

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Management

Charles J. Marchesani. Mr. Marchesani is our Corporate Vice President, Global Technology and Operations. He is the President of the Global Technology and Operations business and is responsible for all aspects of that business. In 2013, his role was expanded to include responsibility for our international securities processing solutions and business process outsourcing solutions businesses. Prior to his current role, Mr. Marchesani was responsible for the U.S. securities processing solutions business. Mr. Marchesani joined ADP's Brokerage Services Group in 1992 in the Market Data Services division as Director of the Help Desk and served in various roles of increasing responsibility within the Brokerage Processing Services business until he was promoted to General Manager of the Brokerage Processing Services business in 2005.

Laura Matlin. Ms. Matlin is our Corporate Vice President, Deputy General Counsel and Chief Governance Officer. As Deputy General Counsel, she is responsible for the legal department's operations and helps set the department's strategy. In her role as Chief Governance Officer, Ms. Matlin works closely with Broadridge's Board of Directors and represents the Company's leadership on corporate governance issues. Prior to her appointment to this role in November 2015, she served as the Company's Associate General Counsel, Chief Privacy Officer and Assistant Corporate Secretary since the spin-off of Broadridge in 2007. In addition, Ms. Matlin served as the acting Chief Human Resources Officer from November 2014 to November 2015. Prior to the spin-off, she served as Assistant General Counsel of ADP. Ms. Matlin joined ADP in 1997 as Corporate Counsel in ADP's Brokerage Services Group.

Vijay Mayadas. Mr. Mayadas is our Corporate Vice President, Corporate Strategy. He is responsible for strategy, acquisitions, partnerships and other growth-related activities within the organization including leading Broadridge's blockchain initiatives. Mr. Mayadas was appointed a corporate officer of the Company in November 2015. In September 2016, Mr. Mayadas's role was expanded to add responsibility for the U.S. Fixed Income division within our Global Technology and Operations business. He joined Broadridge in April 2013. Prior to joining Broadridge, Mr. Mayadas held a variety of roles in private equity, strategy consulting, and technology. He worked at IFA, a private equity firm, from 2011 to 2013, and at the Boston Consulting Group, a global consulting firm, from 2005 to 2011. Earlier in his career he co-founded and sold a software company, and worked as a software engineer on fixed income trading platforms.

Julie R. Taylor. Ms. Taylor is our Corporate Vice President, Chief Human Resources Officer. She joined Broadridge in November 2015, and leads all aspects of human resources globally, including talent acquisition, organizational development, training, compensation and benefits. Ms. Taylor has over 20 years of human resources experience, most recently as Chief Human Resources officer at Pall Corporation, a global supplier of filtration, separations and purification products with more than 10,000 employees. She previously served as Vice President of Human Resources for U.S. Pharmaceuticals at Bristol-Myers Squibb, and in various human resources roles at General Electric Company, where she had a 13-year tenure, and at Merck & Co., Inc., where she began her career.

James M. Young. Mr. Young is our Corporate Vice President and Chief Financial Officer. He joined Broadridge in June 2014 after serving in senior finance roles at Visa Inc., a global payments technology company, where he worked from 2006 until 2014. Most recently, Mr. Young served as Senior Vice President, Finance and was responsible for global financial planning and analysis for Visa's businesses in North America, Latin America, Asia Pacific, Central Europe, the Middle East and Africa since July 2013. Previously, he served as the Head of Corporate Finance, where he was responsible for Visa's global controllership, tax and financial planning and analysis functions. Earlier, he held several finance roles with increasing responsibility including leading finance for Visa's North America division from 2008 to 2010 and playing a lead role in Visa's \$19 billion IPO in 2008. Prior to joining Visa, Mr. Young was a finance executive at early stage technology companies Arena Solutions and Grand Central Communications.

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Ownership of Common Stock by Management and Certain Beneficial Owners

The following table shows the number of shares of common stock beneficially owned by (a) each of our directors, (b) each of our director nominees, (c) each executive officer named in the Summary Compensation Table, and (d) by all directors, director nominees, and executive officers as of July 31, 2016, as a group.

The information set forth below is as of July 31, 2016, and is based upon information supplied or confirmed by the named individuals. Unless otherwise noted, the beneficial owners exercise sole voting and/or investment power over their shares. The address of each person named in the table below is c/o Broadridge Financial Solutions, Inc., 5 Dakota Drive, Lake Success, New York 11042.

Beneficial Owner	Common Shares ⁽¹⁾⁽²⁾⁽³⁾	Percentage of Common Shares Beneficially Owned
Leslie A. Brun	147,348	*
Richard J. Daly ⁽⁴⁾	1,139,427	1.0 %
Robert N. Duelks	82,184	*
Timothy C. Gokey	611,079	*
Richard J. Haviland ⁽⁵⁾	129,769	*
Brett A. Keller	10,619	*
Stuart R. Levine ⁽⁶⁾	125,946	*
Maura A. Markus	39,629	*
Thomas J. Perna	85,184	*
Christopher J. Perry	134,449	*
Robert Schifellite	488,705	*
Alan J. Weber	123,484	*
James M. Young	51,391	*
All directors, director nominees, and executive officers as a group (22)	4,175,706	3.5 %

* Represents beneficial ownership of less than 1% of the issued and outstanding shares of our common stock.

(1) Includes unrestricted shares of common stock over which each director or executive officer has sole voting and investment power.

(2) Amounts reflect vested stock options and stock options that will vest within 60 days of July 31, 2016. If shares are acquired, the director or executive officer would have sole discretion as to voting and investment. The shares beneficially owned include: (i) the following shares subject to such options granted to the following directors and executive officers: 129,311 (Mr. Brun); 726,627 (Mr. Daly); 68,106 (Mr. Duelks); 572,167 (Mr. Gokey); 104,406 (Mr. Haviland); 8,858 (Mr. Keller); 104,406 (Mr. Levine); 33,183 (Ms. Markus); 68,106 (Mr. Perna); 118,833 (Mr.

Perry); 414,867 (Mr. Schifellite); 104,406 (Mr. Weber); and 40,843 (Mr. Young); and (ii) 3,314,950 shares subject to such options granted to all directors and executive officers as a group.

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

(4) Includes 20,000 shares of common stock held by The EED 2012 Trust, 20,000 shares of common stock held by The KLD 2012 Trust, trusts formed for the benefit of Mr. Daly's children, and 77,990 shares of common stock held by The RD 2014 GRAT, a grantor retained annuity trust formed by Mr. Daly in May 2014. Mr. Daly and his wife are co-trustees of these trusts.

(5) Includes 13,285 shares of common stock held in two trusts in which Mr. Haviland and his wife are co-trustees.

(6) Includes 8,304 shares of common stock held in the Stuart R. Levine, IRA and 1,158 shares of common stock held in the Stuart R. Levine Revocable Trust, a trust in which Mr. Levine is the trustee.

Ownership of Common Stock by Management and Certain Beneficial Owners

The following table sets forth the amount of beneficial ownership of each beneficial owner of more than five percent (5%) of our common stock:

Beneficial Owner	Common Shares	Percentage of Common Shares Beneficially Owned	
The Vanguard Group, Inc. ⁽¹⁾	9,392,341	7.92	%
BlackRock, Inc. ⁽²⁾	9,090,243	7.7	%
Janus Capital Management LLC ⁽³⁾	6,595,736	5.6	%

Based on information as of December 31, 2015 contained in a Schedule 13G/A filed on February 10, 2016 by The Vanguard Group, Inc. (“*Vanguard Group*”), Vanguard Group reported that it has beneficial ownership of 9,392,341 shares of the Company’s common stock, which includes 80,126 shares beneficially owned by Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of Vanguard Group, as a result of its serving as investment manager of collective trust accounts, and 13,500 shares beneficially owned by Vanguard Investments Australia, Ltd, a wholly-owned subsidiary of Vanguard Group, as a result of its serving as an investment manager. Vanguard Group has sole voting power with respect to 87,326 shares of the Company’s common stock, sole dispositive power with respect to 9,305,915 shares of the Company’s common stock, shared voting power with respect to 6,300 shares of the Company’s common stock and shared dispositive power with respect to 86,426 shares of the Company’s common stock. The address of Vanguard Group is 100 Vanguard Blvd., Malvern, PA 19355.

- (1)
- Based on information as of December 31, 2015 contained in a Schedule 13G/A filed on January 25, 2016 by BlackRock, Inc. (“*BlackRock*”), BlackRock reported sole voting power with respect to 8,281,999 shares of the Company’s common stock and sole dispositive power with respect to 9,090,243 shares of the Company’s common stock. The address of BlackRock is 55 East 52nd Street, New York, NY 10022.

- (2)
- Based on information as of December 31, 2015 contained in a Schedule 13G filed on February 16, 2016 by Janus Capital Management LLC (“*Janus*”), Janus, together with its affiliated entities INTECH Investment Management (“*INTECH*”) and Perkins Investment Management LLC, reported that beneficial ownership of
- (3)
- 6,168,236 shares of the Company’s common stock, which includes 427,500 shares beneficially owned by INTECH, a majority-owned subsidiary of Janus, as a result of its serving as an investment adviser or sub-adviser. Janus has sole voting and dispositive power with respect to 6,168,236 shares of the Company’s common stock, and shared voting and dispositive power with respect to 427,500 shares of the Company’s common stock. The address of Janus is 151 Detroit Street, Denver, CO 80206.

Section 16(a) Beneficial Ownership Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), requires the Company’s executive officers, directors and persons who own more than 10 percent (10%) of our common stock to file initial reports of ownership and changes in ownership with the SEC. To the Company’s knowledge, with respect to the fiscal year ended June 30, 2016, all applicable filings were timely made, except that Robert Schifellite inadvertently failed to report an open market purchase of 16 shares by his financial advisor on January 27, 2016. The transaction was reported on a Form 4 filed on March 2, 2016.

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Equity Compensation Plan Information

The following table sets forth, as of June 30, 2016, certain information related to the Company's equity compensation plans.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column(a)) (c)
Equity compensation plans approved by security holders ⁽¹⁾	7,059,067 ⁽²⁾	\$ 32.57	4,728,446 ⁽³⁾
Equity compensation plans not approved by security holders	—	—	—
Total	7,059,067	\$ 32.57	4,728,446

(1) The Omnibus Plan.

This amount consists of stock options which have an average remaining term of 6.37 years as of June 30, 2016.

(2) This amount does not include outstanding unvested whole share awards of: (i) 1,202,896 time-based RSUs; and (ii) 468,516 performance-based RSUs.

(3) These shares can be issued as stock options, stock appreciation rights, restricted stock, RSUs, or stock bonus awards under the Omnibus Plan.

Proposal 2—Advisory Vote to Approve Compensation of Our Named Executive Officers (The Say On Pay Vote)

In recognition of the interest the Company's stockholders have in the Company's executive compensation policies and practices, and in accordance with the requirements of the SEC rules and the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "*Dodd-Frank Act*"), this proposal provides the Company's stockholders with an opportunity to cast an annual advisory vote on the compensation of the Named Executive Officers, as disclosed pursuant to the SEC's compensation disclosure rules, including the discussion of the Company's compensation program and philosophy and the compensation tables of this Proxy Statement.

At the 2015 annual meeting of stockholders, over 95% of the votes cast on the Say on Pay Proposal were voted in favor of the proposal. The Committee discussed the results of this advisory vote in connection with its review of compensation decisions.

As described in more detail beginning on page 33 of this Proxy Statement under the heading "Executive Compensation — Compensation Discussion and Analysis," the Company has adopted an executive compensation program that reflects the Company's philosophy that executive compensation should be structured to align each executive's interests with the interests of our stockholders. Provided below are a few highlights of our performance and our executive compensation policies and practices in 2016.

Pay for Performance. The mix of compensation elements for the Named Executive Officers, and particularly the CEO, is more heavily weighted towards variable, performance-based compensation than for the balance of the Company's executive officers. This is intended to ensure that the executives who are most responsible for overall performance and changes in stockholder value are held most accountable for results. For example, approximately 87% of the total target fiscal year 2016 compensation of our CEO, and approximately 75% of the total target fiscal year 2016 compensation of our other Named Executive Officers (on average), is at risk and tied primarily to the growth and profitability of the Company.

As discussed in more detail in the 2016 Financial Performance Highlights section below, in fiscal year 2016, we reported record revenue, net earnings, diluted EPS and closed sales results, highlighted by:

9% growth in recurring fee revenues,

7% increase in net earnings presented in accordance with generally accepted accounting principles in the U.S. (“GAAP”),

9% growth in diluted EPS, and

3% increase in our closed sales results.

In line with the Company’s strong overall financial performance in fiscal year 2016, the annual cash incentive payments for the Named Executive Officers ranged from 115% to 122% of their targets. In addition, because of our strong EPS performance in fiscal year 2016, performance-based RSU target awards that were earned based on average adjusted EPS performance over fiscal years 2015 and 2016 were earned at 110% of their target amounts at the end of fiscal year 2016.

The total direct compensation of the Named Executive Officers increased in fiscal year 2016 due to the Company’s above target performance in this fiscal year, as well as in some cases, an increase in total direct compensation targets reflecting the Company’s strong performance in the prior fiscal year.

In summary, the Compensation Committee concluded that fiscal year 2016 compensation was well aligned with our performance for the year and that the connection between pay and performance is strong.

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Proposal 2—Advisory Vote to Approve Compensation of Our Named Executive Officers (The Say On Pay Vote)

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

Risk Mitigation and Corporate Governance Policies and Practices. The Company has certain policies in place to minimize excessive risk taking such as a clawback policy and a policy that prohibits the hedging or pledging of the Company's stock. In consultation with its independent compensation consultant, FW Cook, the Compensation Committee has reviewed our compensation programs for all Broadridge employees and has concluded that they do not create risks that are reasonably likely to have a material adverse effect on the Company.

In addition, the Company has certain governance and compensation policies and practices in place to ensure that we meet best practices in corporate governance. Please see the "Governance and Compensation Policies and Practices" and the "Corporate Governance Policies" sections on pages 38 and 51, respectively, of this Proxy Statement for descriptions of these policies and practices.

The stockholder vote on this proposal is not intended to address any specific element of compensation, but rather the overall compensation of our Named Executive Officers. Pursuant to the Dodd-Frank Act, this vote is advisory and will not be binding on the Company. However, the Board of Directors and the Compensation Committee will review and consider the voting results when evaluating future compensation decisions relating to our Named Executive Officers.

We request that stockholders approve, on an advisory basis, the compensation of our Named Executive Officers, as disclosed in this Proxy Statement, including the Compensation Discussion and Analysis, related compensation tables and disclosures, pursuant to the compensation disclosure requirements of the SEC.

Required Vote

The affirmative vote of a majority of votes cast at the 2016 Annual Meeting, in person or by proxy, and entitled to be voted on this proposal at the Annual Meeting is required for advisory approval of the proposal; provided that a quorum is present. Abstentions and broker non-votes will be included in determining whether there is a quorum. In determining whether the proposal has received the requisite number of affirmative votes, abstentions will have no effect on the outcome of the vote. Pursuant to NYSE regulations, brokers do not have discretionary voting power with respect to this proposal, and broker non-votes will have no effect on the outcome of the vote.

Recommendation of the Board of Directors

The Board of Directors Recommends a Vote “FOR” the Approval of the Compensation of our Named Executive Officers as Disclosed in this Proxy Statement

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Executive Compensation

Compensation Discussion and Analysis

This section of the Proxy Statement explains the design and operation of our executive compensation program with respect to the following Named Executive Officers listed on the Summary Compensation Table on page 54:

Name	Title
Richard J. Daly	President and Chief Executive Officer (“ <i>CEO</i> ”)
James M. Young	Corporate Vice President and Chief Financial Officer (“ <i>CFO</i> ”)
Timothy C. Gokey	Corporate Senior Vice President and Chief Operating Officer (“ <i>COO</i> ”)
Christopher J. Perry	Corporate Senior Vice President, Global Sales, Marketing and Client Solutions
Robert Schifellite	Corporate Senior Vice President, Investor Communication Solutions

Executive Summary

Philosophy and Objectives of our Executive Compensation Program

The philosophy underlying our executive compensation program is to provide an attractive, flexible, and market-based total compensation program tied to performance and aligned with the interests of our stockholders. Our objective is to recruit and retain top caliber executive officers and other key employees to deliver sustained high performance to our stockholders.

Within this framework, we observe the following principles:

Hire and motivate talented executive officers: Base salaries and target incentive opportunities are designed to be market competitive to attract, engage and retain executives who will help ensure our future success. In addition, our program is designed to motivate and inspire behavior that fosters a high performance culture while maintaining a reasonable level of risk and adherence to the highest standards of overall corporate governance.

Pay for performance: Our program is designed to provide a clear “line of sight” and connection between performance, both individual and organizational, and compensation. A significant portion of each executive’s pay varies based on organizational, individual and, when appropriate, business unit performance.

Align compensation with stockholder value: We align the interests of our executives with stockholders by ensuring that their compensation is heavily weighted towards variable, performance-based compensation. We use a combination of incentives to motivate our executives to meet annual goals in a manner that supports our longer term strategic objectives, with a significant portion of our executives’ compensation opportunity linked to Broadridge common stock.

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

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

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Executive Compensation

2016 Financial Performance Highlights

In fiscal year 2016, we achieved another year of record financial performance, including record revenue, net earnings, diluted EPS and closed sales results.

Our strong financial results enabled the Company to generate total shareholder return of 33% for fiscal year 2016, which is performance within the top quartile of companies in the S&P 500. We continued to return capital to our stockholders through share repurchases and increased levels of dividends, while also investing in our business through acquisitions. During the fiscal year, we repurchased approximately 1.7 million shares at an average price of \$54.95 per share under our stock repurchase program. In total, in fiscal year 2016 we returned \$209 million to stockholders in the form of dividends and share repurchases, net of proceeds from the exercise of stock options and excluding shares purchased from employees to pay taxes related to the vesting of RSUs.

Acquisitions are an important part of our strategy. We spent a total of \$56 million on four tuck-in acquisitions and other strategic investments in fiscal year 2016. To support our capital markets clients, we acquired 4sight Financial Software Limited in June 2016, which adds best-in-class securities financing and collateral management capabilities. We also made a small fourth quarter acquisition of a clearing platform for exchange-traded and over-the-counter derivatives. In addition, we strengthened our product offerings for our asset management clients by acquiring a provider of investment accounting solutions, and by making a small investment in a provider of corporate governance tools. We also made a minority investment in Digital Asset Holdings during fiscal year 2016, a leading developer of blockchain technology solutions.

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Executive Compensation

In addition, in June 2016, we agreed to acquire the North American Customer Communications business (“NACC”) of DST Systems, Inc. for an aggregate purchase price of \$410 million, subject to customary working capital and other post-closing adjustments. The acquisition closed following the close of our 2016 fiscal year in July 2016. NACC will be combined with our existing customer communications business to create Broadridge Customer Communications, North America’s premier customer communications technology platform. The NACC acquisition expands the services we provide to corporations to include other forms of communications including both print and digital bills and statements, and presents us with additional benefits with respect to our digital communications strategy.

We increased the dividend rate paid by approximately 11% during fiscal year 2016. Also, in August 2016, our Board of Directors increased our annual dividend amount for fiscal year 2017 by 10% to \$1.32 per share, subject to the discretion of the Board of Directors to declare quarterly dividends. With this increase, our annual dividend has increased for the ninth consecutive year since our first full year of dividend payments in 2008.

Certain financial results in the Proxy Summary section and this 2016 Financial Performance Highlights section are not presented in accordance with U.S. GAAP (“Non-GAAP”). These Non-GAAP measures are adjusted net earnings and adjusted diluted EPS. These Non-GAAP financial measures should be viewed in addition to, and not as a substitute for, our reported results.

Our Non-GAAP adjusted earnings results exclude the impact of certain costs, expenses, gains and losses and other specified items that management believes are not indicative of our ongoing performance. Our adjusted net earnings and adjusted diluted EPS measures for fiscal years 2015 and 2016 exclude the impact of Acquisition Amortization and Other Costs, which represent the amortization of acquired intangibles as well as other transaction costs and certain integration costs associated with the Company’s acquisition activities (“*Acquisition Amortization and Other Costs*”). We exclude Acquisition Amortization and Other Costs from these measures because excluding such information provides us with an understanding of the results from the primary operations of our business and these items do not reflect ordinary operations or earnings. Management believes that these measures may be useful to an investor in evaluating the underlying operating performance of our business.

Please see “Explanation and Reconciliation of the Company’s Use of Non-GAAP Financial Measures” on pages 10 and 11 of the Annual Report to Stockholders accompanying this Proxy Statement, which can also be found on our website at www.broadridge.com, for more information on the use of these Non-GAAP financial measures and a reconciliation of these Non-GAAP measures to their most directly comparable GAAP measures.

Executive Compensation

2016 Compensation Highlights

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

Fiscal year 2016 total direct compensation for the Named Executive Officers reflects the Company's strong overall performance in this fiscal year. The annual cash incentive payments for the Named Executive Officers were above their targets, as described below. In addition, performance-based RSU awards were earned at 110% of their target amounts, reflecting adjusted diluted EPS performance in fiscal years 2015 and 2016 that exceeded our target performance goals.

In summary, the Compensation Committee concluded that fiscal year 2016 compensation was well aligned with the Company's performance for the year and that the connection between pay and performance was strong.

Compensation Objectives and Fiscal Year 2016 Compensation Actions

The primary elements of our total direct compensation program for executive officers and a summary of the actions taken by the Compensation Committee during the year are set forth below.

Compensation Component	Link to Business and Talent Strategies	2016 Compensation Actions
Base Salary (Page 41)	· Competitive base salaries help attract and retain executive talent.	· Provided merit based increases for fiscal year 2016 to the Named Executive Officers, ranging from 2.9% to

5.3%.

· Annual cash incentive targets are established at the beginning of the year. Performance targets are also established at the beginning of the year and consist of a combination of financial goals (70%), client satisfaction (5%) and strategic and leadership performance (25%).

Annual Cash Incentive Compensation
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· Focus executives on achieving annual financial and operating results.

· Metrics and targets are evaluated each year for alignment with business strategy.

· Annual equity-based awards consist of performance-based RSUs (50%) and stock options (50%).

Long-Term Equity Incentive Compensation
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· Performance-based RSUs are measured based on EPS growth, which in turn drives long-term value to stockholders.

· Stock options provide focus on stock price appreciation, and direct alignment with our stockholders.

· Payments for the Named Executive Officers ranged from 115% to 122% of their targets based on achievement of financial and strategic goals.

· Performance-based RSUs granted in October 2014 were earned at 110%, based on the average adjusted EPS performance in fiscal years 2015 and 2016. They will vest in April 2017 subject to continued employment.

· Performance-based RSUs were granted in October 2015. Achievement will be based on average adjusted EPS performance in fiscal years 2016 and 2017.

· Stock options were granted in February 2016.

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Executive Compensation

In addition to the compensation elements described above, we also provide additional benefits as described below:

Compensation Component	Link to Business and Talent Strategies
Retirement Benefits (Page 50)	· Provide for the financial security of executives, which promotes retention.
Perquisites (Page 50)	· Provide modest level of perquisites to help attract and retain talented executives.
Severance Benefits (Page 51)	· Provide temporary compensation to bridge executives' transition to new employment.

Summary of Target Compensation for Named Executive Officers

A summary of the fiscal year 2016 target TDC of the Named Executive Officers as approved by the Compensation Committee is set forth in the table below. The compensation presented in this table differs from the compensation presented in the Summary Compensation Table, which can be found on page 54 of this Proxy Statement, and is not a substitute for such information. As required by SEC rules, the stock award and stock option columns in the Summary Compensation Table represent the grant date fair value of awards made during fiscal year 2016. The target equity values in the table below represent the target award amount approved by the Compensation Committee.

Name	Base Salary		Annual Cash Incentive			Annual Equity Incentive		
	Annual Value	Fixed Cash as % of Target TDC	Cash Incentive Target as % of Base	Cash Incentive Target Value	Cash Incentive as % of Target TDC	Target Value	Equity as % of Target TDC	Target TDC
Mr. Daly	\$875,000	13%	165%	\$1,443,750	22%	\$4,250,000	65%	\$6,568,750
Mr. Young	\$530,450	26%	85%	\$450,883	22%	\$1,050,000	52%	\$2,031,330
Mr. Gokey	\$600,000	22%	130%	\$780,000	28%	\$1,400,000	50%	\$2,780,000
Mr. Perry	\$566,500	28%	140%	\$793,100	39%	\$700,000	34%	\$2,059,600
Mr. Schifellite	\$515,000	26%	115%	\$592,250	30%	\$850,000	44%	\$1,957,250

Executive Total Compensation Mix

A significant portion of the CEO's and other Named Executive Officers' target TDC (87% and 75% (on average), respectively) is variable, performance-based compensation. This is intended to ensure that the executives who are most responsible for overall performance and changes in stockholder value are held most accountable for results.

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Executive Compensation

Strong Stockholder Support for our Compensation Programs

Each year, the Company provides stockholders with an opportunity to cast an advisory vote on the compensation of the Company's Named Executive Officers. At the 2015 annual meeting of stockholders, stockholders continued their strong support of our executive compensation program with over 95% of the votes cast in favor of the proposal. Based on the outcome of the annual advisory vote, the Compensation Committee believes that the Company's current executive compensation program is aligned with the interests of the Company's stockholders. Accordingly, the Compensation Committee decided to retain the core elements and pay-for-performance design of our executive compensation program for fiscal year 2016.

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

Governance and Compensation Policies and Practices

The Company has the following policies and practices in place to ensure that we minimize excessive risk taking and meet best practices in corporate governance:

Policy/Practice	Overview
Clawback Policy	Executive officer cash and equity incentive compensation is subject to reimbursement, if and to the extent that the payment, grant, or vesting was predicated upon the achievement of financial results that were subsequently the subject of a financial restatement due to material noncompliance with financial reporting requirements by the Company, and a lower payment, award, or vesting would have occurred based upon the restated financial results.
Double-trigger on Change in Control	Our Change in Control Severance Plan (the " <i>CIC Plan</i> ") has a "double- trigger," which provides payments of cash and vesting of equity awards only upon termination of employment without "cause" or with "good reason" within three years after a change in control.

No Re-pricing or Discount Stock Options	We do not lower the exercise price, replace or cash out underwater stock options without stockholder approval, and the exercise price of our stock options is not less than 100% of the fair market value of our common stock on the date of grant.
No Dividends or Dividend Equivalents on Unearned Performance-based RSUs	Dividends or dividend equivalents are not earned or accrued by our performance-based RSUs until they vest and convert to shares of common stock.
Stock Ownership Guidelines and Retention and Holding Period Requirements	To encourage equity ownership among our executive officers, we maintain stock ownership guidelines based on a multiple of their salaries; the guidelines include stock retention and holding period provisions. Our Named Executive Officers do not have employment agreements and therefore are
No Employment Agreements	not entitled to minimum base salaries, guaranteed bonuses or guaranteed levels of equity or other incentives.
No Hedging or Pledging of Stock	Our executive officers, directors, and employees are prohibited from engaging in hedging and pledging activities or short sales with respect to Broadridge common stock.

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Executive Compensation

Policy/Practice	Overview
No Excise Tax Gross-ups	We do not provide for excise tax gross-ups to executive officers in the event of a change in control of the Company.
Restrictive Covenant Agreements	We require that executives agree to be bound by a restrictive covenant agreement containing non-competition, non-solicitation and confidentiality provisions as a condition to receiving an equity grant or severance payments under the severance plan for executive officers (“ <i>Officer Severance Plan</i> ”).
Modest Perquisites	We offer modest perquisites that are supported by business interests.
Independence of our Compensation Committee and Advisor	The Compensation Committee is comprised solely of independent directors and utilizes the services of an independent compensation consultant.
Proxy Access	Proactive adoption in 2015 of proxy access for director nominees. Available to a stockholder, or group of up to 20 stockholders, owning at least 3% of the Company’s common stock for three years. Nominees cannot exceed 25% of the directors then serving on the Board.

Key Roles and Processes for Executive Compensation Decision-Making

Role of the Compensation Committee

The Compensation Committee has oversight of all compensation elements provided to Broadridge’s executive officers, including the Named Executive Officers.

The Compensation Committee plays a significant role in the evolution of Broadridge’s executive compensation strategies and policies in order to ensure that our executive compensation program supports our long-term business strategies and enhances our performance and return to stockholders while not creating undue risk. Among its duties, the Compensation Committee determines and approves the total compensation of our CEO and approves the compensation for the remainder of our executive officers after taking into account the CEO’s recommendations including:

- Review and approval of corporate incentive goals and objectives relevant to compensation;

- Evaluation of the competitiveness of each executive officer's total compensation package; and

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

Role of the Independent Consultant

The Compensation Committee engages FW Cook as its independent compensation consultant to provide compensation market analysis and insight with respect to the compensation of our executive officers. In addition, FW Cook gives the Compensation Committee advice regarding selection of the Peer Group companies (as defined below), market competitive compensation, executive compensation trends, and governance and regulatory updates. FW Cook also provides ongoing assistance in the design and structure of the variable incentive plans, including the selection of performance metrics and the setting of performance goals.

The Compensation Committee annually reviews the independence of FW Cook and, in fiscal year 2016, concluded that FW Cook is independent and their work has not raised any conflicts of interest. FW Cook reports to the Compensation Committee, does not perform any other services for the Company, and has no economic or other ties to the Company or the management team that could compromise their independence or objectivity. Please see the "Corporate Governance" section on page 17 of this Proxy Statement for additional information about the role of FW Cook.

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Executive Compensation

Role of Management

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

Peer Group Selection and Market Data

The list of companies determined to be Broadridge's peers for executive officer compensation benchmarking purposes is reviewed annually by the Compensation Committee. These companies were selected based primarily on two factors:

Comparable business—The peer companies operate in similar industries as the Company and have similar cost structures, business models, compensation models and global reach. Companies are generally in the same Global Industry Classification System (“*GICS*”) code as Broadridge and are providers of data processing and outsourcing services.

Size—The peer companies are within a reasonable size range, both larger and smaller than the Company. As contained in FW Cook's review of the peer companies, revenue, market capitalization, operating income, total assets and number of employees are taken into account when selecting peers, with revenue being the primary measure.

The Compensation Committee, with the assistance of its independent compensation consultant, FW Cook, determined that the following 16 companies are Broadridge's peers for fiscal year 2016 compensation benchmarking purposes (the “*Peer Group*”):

· Alliance Data Systems Corp.	· Dun & Bradstreet Corp.	· Fiserv Inc.	· Paychex Inc.
	· Equifax Inc.	· Global Payments Inc.	· Total System Services Inc.

· Convergys Corp. · Euronet Worldwide Inc. · Heartland Payment · VeriFone Holdings Inc.
· CoreLogic, Inc. · Fidelity National Systems Inc. · Western Union Company
· DST Systems Inc. Information Services, Inc. · Jack Henry & Associates

There were no changes from the Peer Group used for the prior fiscal year. Broadridge was at the 60th percentile for revenues and the 44th percentile on all financial measures compared with the Peer Group.

Peer Group data is considered a primary source of information for the determination of both market practices and market compensation levels for the Named Executive Officers. As there is limited data on positions other than the CEO and CFO in the Peer Group data, the Compensation Committee also reviews data from national survey sources related to general industry companies (the “*General Industry Group*”) size-adjusted for Broadridge’s total revenues, or in the case of the role of Mr. Schifellite, size-adjusted for the total revenues of the business he manages, when it considers the market competitiveness of Named Executive Officer compensation levels and/or market practices.

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Executive Compensation

CEO Evaluation Process

The Board of Directors evaluates the performance of the CEO annually. For fiscal year 2016, the Board's evaluation of Mr. Daly's performance took into account the CEO balanced scorecard and a leadership assessment by the Board and the executive officers of the Company.

The CEO balanced scorecard assessed financial and operational business performance against pre-determined objectives in four categories: financial goals, operational excellence goals, human capital goals, and client goals. For more information on the fiscal year 2016 goals, please see the section entitled "Corporate Officer Bonus Plan—Strategic and Leadership Goals" on page 46.

The leadership assessment addressed Mr. Daly's performance in four categories: strategic leadership, enabling future growth, human capital management, and stakeholder engagement.

The evaluations were tabulated by a third-party service provider and reviewed by the Board of Directors.

The Board of Directors used the results of both the CEO balanced scorecard and the leadership assessment to evaluate Mr. Daly's performance for the fiscal year, and concluded that Mr. Daly exceeded its overall expectations. The Compensation Committee considered this evaluation of Mr. Daly's performance when determining his fiscal year 2016 cash incentive achievement and his fiscal year 2017 base salary and incentive compensation targets.

The Board of Directors also used the CEO balanced scorecard and the leadership assessment to communicate the key performance and strategic and leadership goals that the Compensation Committee wants Mr. Daly to pursue in the upcoming fiscal year.

Elements of Executive Compensation

Base Salary

The Compensation Committee reviews the base salaries of the Named Executive Officers in the first quarter of the Company's fiscal year. In fiscal year 2016, the Compensation Committee approved merit based salary increases for the Named Executive Officers that were in line with the other salary-based employees of the Company, other than Mr. Gokey who received a salary adjustment of 5.3% to reflect his continued strong execution and increasing level of responsibility at the Company. The salary increases were effective September 1, 2015.

Name	Fiscal Year 2015			Fiscal Year 2016	
	Base Salary	Increase		Base Salary	
Richard J. Daly	\$850,000	2.9 %		\$875,000	
James M. Young	\$515,000	3.0 %		\$530,450	
Timothy C. Gokey	\$570,000	5.3 %		\$600,000	
Christopher J. Perry	\$550,000	3.0 %		\$566,500	
Robert Schifellite	\$500,000	3.0 %		\$515,000	

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Executive Compensation

Incentive Compensation

The following discussion contains information regarding certain performance measures and goals. These measures and goals are disclosed in the limited context of our executive compensation program. Investors should not apply these measures and goals to other contexts.

Incentive Compensation Framework

Broadridge provides both annual and long-term performance-based compensation to all of its executive officers, including those who are Named Executive Officers. Annual performance-based compensation is in the form of a cash bonus, and long-term compensation is in the form of stock options and performance-based RSUs. These plans operate within the Omnibus Plan and are intended to qualify as “performance-based compensation” under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”).

We use a variety of earnings-related performance metrics when setting the incentive compensation performance goals at the beginning of the fiscal year. These earnings measures are adjusted to exclude the impact of Acquisition Amortization and Other Costs because the Company believes these items do not reflect ordinary operations or earnings so they should not impact compensation. These metrics are:

- Adjusted Net Earnings – to determine the maximum annual cash incentive award
- Adjusted EBT – a component in scoring the annual cash incentive award
- Adjusted Diluted EPS – to measure performance for purposes of our performance-based RSUs

The Compensation Committee determines certain additional adjustments that are set forth in the Omnibus Plan at the time it establishes the targets. This is done to ensure that the measurement of performance reflects factors that management can directly control and so that payout levels are not artificially inflated or impaired by factors unrelated to the ongoing operation of the business.

Adjusted Net Earnings: Adjusted net earnings is defined under the Company's corporate officer bonus plan as the Company's adjusted net earnings from continuing operations after income taxes reported in the Company's financial statements for the 2016 fiscal year, as further adjusted to exclude the impact of all items of gain, loss, charge or expense relating to the items specified by the Compensation Committee within the first 90 days of the performance period, and as disclosed in the Company's Form 10-K for the fiscal year. In fiscal year 2016, results were adjusted by the Compensation Committee to exclude the impact of:

- Reorganization and restructuring programs to the extent such programs resulted in aggregate net expenses in excess of \$6 million,
- Acquisitions that closed during the fiscal year, and
- Foreign currency exchange gains or losses that exceed \$2 million.

For the annual cash incentive awards, the Compensation Committee established that no amount would be payable to the Company's officers for fiscal year 2016 unless the Company's fiscal year 2016 adjusted net earnings were at least \$200 million. Broadridge's adjusted net earnings for fiscal year 2016 were \$332 million and, therefore, exceeded the \$200 million threshold required in order to pay cash incentive awards under this plan.

Achievement of the performance threshold goal establishes a maximum award amount that each executive officer is eligible to receive, equal to 200% of their target amount set forth below. However, the actual cash incentive award payable is determined by the Compensation Committee based on the scoring of the financial and leadership goals established for each officer as described below, limited to the maximum award amount.

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Executive Compensation

Adjusted EBT: Adjusted EBT is the Company's EBT, as adjusted to exclude the impact of Acquisition Amortization and Other Costs of \$37 million. The adjustments to the corporate financial goals that the Compensation Committee applied in scoring the annual cash incentive award performance for the Named Executive Officers, including adjusted EBT, are described below.

Adjusted Diluted EPS: Adjusted diluted EPS is defined as the Company's adjusted diluted EPS from continuing operations as reported in the Company's financial statements, as further adjusted to exclude the impact of all items of gain, loss, charge or expense relating to the items specified by the Compensation Committee within the first 90 days of the performance period, and as disclosed in the Company's Form 10-K for the fiscal year. In scoring the achievement of fiscal year 2015-2016 performance-based RSUs, the Compensation Committee applied its pre-set adjustments to the fiscal year 2016 adjusted diluted EPS results, to exclude the impact of:

- Reorganization and restructuring programs to the extent such programs resulted in aggregate net expenses in excess of \$6 million, and

- Acquisitions that closed during the fiscal year.

No such adjustments were applied by the Compensation Committee in scoring the achievement of the fiscal year 2015 adjusted diluted EPS goal.

Annual Cash Incentive Compensation

Corporate Officer Bonus Plan—Fiscal Year 2016 Award Targets

After reviewing Broadridge's fiscal year 2015 results and 2016 business plan and taking into account the results of the executive compensation analysis performed by FW Cook, the Compensation Committee made no changes to bonus targets of any Named Executive Officers, except for Mr. Schifellite. The Compensation Committee increased Mr. Schifellite's bonus target from 110% of base salary to 115% of base salary to reflect his effective management of complex industry issues and continuing key role in driving strong results, including product growth, from our largest business.

Corporate Officer Bonus Plan—2016 Performance Metrics

For fiscal year 2016, the Compensation Committee determined that the annual cash incentive awards for the Named Executive Officers would be based primarily on the following three components:

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

Corporate Officer Bonus Plan—2016 Performance Metrics - Financial Goals

The Compensation Committee considers the achievement of financial goals to be the most relevant measure of the Company's overall business performance for the year; therefore, the financial goals are the most heavily weighted factors in determining payouts for the Named Executive Officers. The Compensation Committee determined that the financial goals below are aligned with the Company's long-term growth and profitability objectives.

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

Executive Compensation

The following corporate financial goals are used to score the annual cash incentives of the Named Executive Officers:

Definition

Fee-Based Revenues: Total annual revenues from continuing operations, less distribution revenues that consist primarily of postage-related fees. In calculating achievement of this goal, the following pre-set adjustments were applied to exclude the impact of:

- Revenues derived from acquisitions that closed during the fiscal year that were unplanned at the beginning of the fiscal year, and

- Foreign exchange gains and losses.

Threshold (50% Payout)	Target (100% Payout)	Maximum (200% Payout)
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\$1,747.0 (85% of target)	\$2,055.3	\$2,363.6 (115% of target)
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Income before Taxes and Extraordinary Items: Adjusted EBT, as further adjusted to exclude the impact of extraordinary items as determined by the Compensation Committee. In calculating achievement of this goal, the following pre-set adjustments were applied to exclude the impact of:

- Reorganization and restructuring programs to the extent they resulted in aggregate net expenses in excess of \$6 million,

- Acquisitions that closed during the fiscal year, and

Reason Selected

- Increasing the Company's fee-based revenues is a foundation for future growth.

- The target for fiscal year 2016 was a 9% increase over target from fiscal year 2015 and a 10% increase over our record achievement in fiscal year 2015.

- We use an earnings metric because it is a key measure of annual corporate performance and is intended to provide alignment with our stockholders' interests.

- The target for fiscal year 2016 was an 8% increase over target from fiscal year 2015 and a 9% increase over our record achievement in fiscal year 2015.

- Foreign exchange gains and losses.

Threshold (50 % Payout)	Target (100 % Payout)	Maximum (200 % Payout)
\$357.1 (70% of target)	\$510.1	\$663.1 (130% of target)

- Closed sales lead to expected future revenue, driving the Company's growth.

Closed Sales: Total amount of recurring revenue closed sales in the fiscal year. Closed sales represent the expected recurring annual revenues for new client contracts that were signed by Broadridge during the year. A sale is considered closed when the Company has received the signed client contract. The amount of the closed sale is an estimate of annual revenues based on client volumes or activity, it excludes distribution revenues.

- The target for fiscal year 2016 was an 8% increase over target from fiscal year 2015 and a 2% decrease from our record sales achievement in fiscal year 2015.

Threshold (50 % Payout)	Target (100 % Payout)	Maximum (200 % Payout)
\$98.0 (70% of target)	\$140.0	\$182.0 (130% of target)

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Executive Compensation

In addition to the Corporate Financial Goals, Mr. Schifellite's Corporate Officer Bonus Plan includes divisional goals based on the performance of the bank, broker-dealer and corporate issuer solutions business of our Investor Communication Solutions segment ("*Bank/Broker/Issuer division*") because he is directly responsible for the results of the division. The Corporate Financial Goals and those of the Bank/Broker/Issuer division are given equal weight in the determination of the cash incentive award for Mr. Schifellite.

Mr. Perry's Corporate Officer Bonus Plan has two components, each with a target of 70% of his base salary:

Corporate Goals Component, which is comprised of the Corporate Financial Goals described above, as well as client satisfaction and strategic and leadership results. This component is scored in the same manner as the annual cash incentive awards of the other corporate Named Executive Officers (i.e., Messrs. Daly, Young and Gokey).

Sales Incentive Component, which is scored based on Broadridge's Closed Sales achievement.

The table below shows the weights of the goals making up the Named Executive Officers' bonuses at the target levels. For Mr. Perry, this table represents the Corporate Goals Component of his bonus.

Goals	Corporate Officers (Messrs. Daly, Young, Gokey and Perry) Broadridge		Divisional Officer (Mr. Schifellite) Broadridge	
	Consolidated	Consolidated	Consolidated	Divisional
Fee-Based Revenues	15%	7.5%		7.5%
Adjusted EBT	35%	17.5%		17.5%
Closed Sales	20%	10%		10%
Client Satisfaction	5%	N/A		5%
Strategic and Leadership	25%		25%	

Determination of Fiscal Year 2016 Corporate Officer Bonus Financial Goals

The charts below detail the achievement of the Broadridge Corporate Financial Goals for fiscal year 2016. Based on the goal weighting set forth above, the weighted-average score of the Corporate Financial Goals was 108.9%. All values are in millions.

As stated above, the annual cash incentive award for Mr. Schifellite includes fee-based revenues, EBT, and Closed Sales goals that are based on the performance of the Bank/Broker/Issuer division. The Company has not disclosed

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Executive Compensation

the targets and ranges pertaining to the Bank/Broker/Issuer division because this information is not otherwise publicly disclosed by the Company, and the Company believes it would cause competitive harm to do so in this Proxy Statement. The Bank/Broker/Issuer division financial goals were set above last year's achievement and the outcome was substantially uncertain at the time the goals were set. Achievement of the Bank/Broker/Issuer division goals ranged from 97% to 110% in fiscal year 2016, 103% to 121% in fiscal year 2015, and 114% to 200% in fiscal year 2014. For fiscal year 2016, the weighted-average score of the Bank/Broker/Issuer division Financial Goals was 100.9%.

Corporate Officer Bonus Plan—Client Satisfaction Goal

Broadridge conducts a client satisfaction survey for each of its major business units annually. Each year, threshold, target and stretch goals are established, with target and stretch award levels based on exceeding the prior year's performance. The results of the client satisfaction survey are included as a component of the Corporate Officer Bonus Plan because of the importance of client retention to the achievement of Broadridge's revenue goals.

For the Named Executive Officers, other than Mr. Schifellite, client satisfaction is the weighted-average achievement against pre-set targets in Broadridge's client satisfaction survey of the Investor Communication Solutions and Global Technology and Operations business segments. The score for Mr. Schifellite is based solely on the performance of the Bank/Broker/Issuer division. The percentage earned by Mr. Schifellite was 200% of target, and the percentage earned by the other Named Executive Officers was 191.7% of target.

Corporate Officer Bonus Plan—Strategic and Leadership Goals

Strategic and leadership achievement is included as a component of each Named Executive Officer's bonus in order to reinforce the importance of the Company's non-financial strategic objectives. The amounts payable on this component are determined based on the Compensation Committee's evaluation of the Named Executive Officer's strategic and leadership performance.

CEO

The following primary strategic and leadership goals were communicated to Mr. Daly by the Compensation Committee at the beginning of the fiscal year. The Compensation Committee evaluated Mr. Daly's achievement of these strategic and leadership goals which are set forth in the CEO balanced scorecard:

CEO Strategic and Leadership Goals Achievement

Meet established financial goals and achieve top quartile total shareholder return performance	Broadridge reported record results for fiscal year 2016 and top quartile total shareholder return performance.
Drive strategic growth through new products, innovation and global expansion	In fiscal year 2016 we acquired four innovative companies aligned with our strategic objectives and drove several strategic initiatives including the mutualization, digital, blockchain, and data and analytics initiatives.
Ensure that operations are accurate, dependable and efficient	The Company consistently achieves strong operational performance. Our strong client revenue retention rate of 98% provides a stable base for future revenue growth.
Develop bench strength throughout the organization, paying special attention to increasing diversity	We enhanced our executive talent through a combination of external hires and promotions. We conduct annual talent reviews with focus on the executive talent pipeline and diversity.

The Compensation Committee specifically considered these key accomplishments in its assessment of Mr. Daly's overall performance and decided to pay Mr. Daly 125% of the target on the strategic and leadership goals portion of his cash incentive award.

Executive Compensation

Other Named Executive Officers

The strategic and leadership goals for the other Named Executive Officers were similar to the qualitative measures used by the Compensation Committee to evaluate the performance of Mr. Daly; however, they varied by Named Executive Officer. The following key accomplishments were considered in determining the achievement of the strategic and leadership goals portion of the other Named Executive Officers' cash incentive awards:

- The Company's record financial results for fiscal year 2016 and top quartile total shareholder return performance
- Acquisition of four innovative companies aligned with our strategic objectives
- Progress in our strategic initiatives including the mutualization, digital, blockchain, and data and analytics initiatives
- Strong operational performance as evidenced by our client revenue retention rates

Mr. Daly made a recommendation to the Compensation Committee with respect to achievement of the strategic and leadership goals for each of the other executive officers, which the Compensation Committee reviewed in assessing their performance.

Fiscal Year 2016 Annual Corporate Officer Bonus Payments

The results of the annual Corporate Officer Bonus award calculations for fiscal year 2016 are as follows:

Name	Fiscal Year 2016 Annual Corporate Officer Bonus Targets Target \$	Fiscal Year 2016 Corporate Officer Bonus Plan Payment	Earned \$
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	Base Salary	Target %	Financial % (70%)	Client Satisfaction % (5%)	Strategy and Leadership % (25%)	Earned as % of Target		
Richard J. Daly	\$875,000	x 165% =	\$1,443,750	108.9%	191.7%	125%	117.0%	\$1,689,765
James M. Young	\$530,450	x 85% =	\$450,883	108.9%	191.7%	125%	117.0%	\$527,713
Timothy C. Gokey	\$600,000	x 130% =	\$780,000	108.9%	191.7%	125%	117.0%	\$912,912
Robert Schifellite	\$515,000	x 115% =	\$592,250	104.9%	200.0%	125%	114.7%	\$679,207

Mr. Perry's cash incentive target of 140% of his base salary is split between a Corporate Goals Component and a Sales Incentive Component.

Corporate Goals Component					Sales Incentive Component			Total
Target \$	Financial % (70%)	Client Satisfaction (5%)	Strategy and Leadership % (25%)	Earned \$	Target \$	Closed Sales % (100%)	Earned \$	as % of Target
\$396,550	108.9%	191.7%	125.0%	\$464,122	\$396,550	126.0%	\$499,653	121.5%
								\$963,775

Long-Term Equity Incentive Compensation

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

The Company grants both stock options and performance-based RSUs to its executive officers annually to reinforce key long-term business strategies. Stock options have a 10-year term and align executive officers with stockholder interests to create long-term growth in the Broadridge stock price. Performance-based RSUs, which have a two-year performance period with EPS goals, reinforce year-over-year EPS growth. This metric was selected because it is Broadridge's primary measure of long-term corporate profitability and is intended to provide alignment with stockholders' interests.

Executive Compensation

Long-Term Equity Incentive Grants

Each executive officer has an annual long-term equity incentive target grant denoted in terms of a dollar value, which is allocated equally between stock options and performance-based RSUs. The Compensation Committee considers recommendations from the CEO with regard to grants of stock options and performance-based RSUs to executive officers other than himself. The Compensation Committee retains full responsibility for approval of individual grants. Details on the types of equity awards granted are provided in the table below.

Type of Equity	Fiscal Year 2016 Approval and Grant Timing	Vesting	Terms
Stock Options	August 2015: The Compensation Committee determines target dollar value for each officer.	Vest 25% per year on the anniversary date of the grant, subject to continued employment with the Company.	The exercise price equals the common stock closing price on the date of the grant (<i>i.e.</i> , fair market value).
	February 2016: Stock option grants approved and awarded.		Stock options have a 10-year maximum term. The dollar target is converted into a number of stock options by dividing the target value by the option's fair value determined using a standard stock option valuation model under FASB ASC Topic 718 and based on a 30-day average closing price of Broadridge common stock, typically determined one week prior to the Compensation Committee meeting in February. ⁽¹⁾
Performance-Based RSUs	August 2015: The Compensation Committee determines target dollar value for each officer and the performance criteria.	Vest on April 1st of the calendar year following the two-year performance period, resulting in a 30-month total vesting period from date of award to date of vesting, provided the participant is employed with Broadridge on the vesting date.	The performance criteria is average adjusted EPS for fiscal years 2016 and 2017. The number of shares that can be earned based on performance ranges from 0% to 150% of the total target RSUs. The dollar target is converted into a target number of RSUs based on the average

October 2015: Awards
granted.

closing price of Broadridge common stock
in the month of August.⁽¹⁾

The use of an average closing price for purposes of converting dollar value targets into shares is intended to reduce (1) the impact of short-term stock price volatility on individual awards, thereby mitigating the risk of a windfall or impairment to the award opportunity.

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Executive Compensation*Fiscal Year 2016 Long-Term Equity Incentive Target Changes*

In August 2015, taking into account the review of the Peer Group market analysis completed by FW Cook and for the reasons described below, the Compensation Committee approved the following increases to the long-term equity incentive award targets for fiscal year 2016 for three of the Named Executive Officers:

Name	Long-Term Equity Incentive Target		Rationale
	Fiscal Year 2015	Fiscal Year 2016	
Richard J. Daly	\$3,750,000	\$4,250,000	Reflected the positive assessment of Mr. Daly's performance and leadership, and brings his total long-term incentive compensation closer to the median of the Peer Group.
Timothy C. Gokey	\$1,300,000	\$1,400,000	Reflected Mr. Gokey's continued strong execution and increasing responsibility.
Robert Schifellite	\$785,000	\$850,000	Reflected Mr. Schifellite's effective management of complex industry issues and continued demonstration of driving strong results, including product growth, from our largest and most market-share mature business model.

Fiscal Year 2016 Long-Term Incentive Awards

During fiscal year 2016, the Compensation Committee approved the grant of the following annual performance-based RSUs and stock options.

Name	Stock Option Awards (#)	Stock Option Target Value (\$)	RSU Award (#)	RSU Target Value (\$)
Richard J. Daly	186,240	\$2,125,000	38,990	\$2,125,000
James M. Young	46,012	\$525,000	9,633	\$525,000
Timothy C. Gokey	61,349	\$700,000	12,844	\$700,000