



Broadridge Financial Solutions, Inc.
51 Mercedes Way, Edgewood, New York 11717

Richard J. Daly
Chief Executive Officer

631 254 7401 Phone 631 254 7616 Fax
www.broadridge.com

richdaly@broadridge.com

May 4, 2007

Nancy M. Morris
Secretary
Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549-1090

Dear Ms. Morris:

Broadridge Financial Solutions, Inc. appreciates the opportunity to submit feedback on the SEC's Roundtable Discussions Regarding Proxy Process (File No. 4-537).

We are a leading global provider of technology-based outsourcing solutions to the financial services industry. A large portion of our Investor Communication Solutions business involves the processing and distribution of shareholder communications and proxy voting solutions. Each year, we provide technologies and processing services that support approximately 13,000 shareholder meetings for North American registrants. Our technologies connect issuers with approximately 90 million shareholder accounts that are held at over 850 custodian banks and broker-dealers.

We are committed to continually enhancing shareholder communications and proxy voting processes through the application of technology. Some past examples include the development and implementation of solutions for householding, e-delivery, e-voting, vote status reporting and the prevention of proxy vote "over reporting." Recent examples of our commitment include implementation of the new "Notice & Access" rules and support of the SEC's goals on interactive data – specifically, through leadership of, and investment in, an open-source initiative to create an XBRL taxonomy for the proxy statement.

We would like to thank the SEC for the opportunity to participate as a panelist in the Roundtable Discussions to be held on May 7. The panel will be discussing "Non-Binding Proposals under the Proxy Rules." We have been asked by the SEC staff to consider what is possible with today's technologies for shareholder-to-shareholder communication. Specifically, the SEC staff has requested information related to the following panel questions:

- "What is possible on the Internet as a means to provide an alternative forum for shareholder interaction?"
- "What are the benefits and detriments of such an alternative?"

- “As a company or as a shareholder, what would be your questions about how such a forum would operate?”

Broadridge’s expertise is that of a technology provider and processing services agent to custodian banks and broker-dealers. As such, we do not take positions on regulatory policy or opine on what is best for U.S. markets from a policy standpoint. We are aware of the debate on non-binding proposals and other related matters, and appreciate that decisions about policy are likely among the more difficult and challenging ones.

As the leading provider of shareholder communications solutions, we respectfully submit that today’s processes and technologies can accommodate a range of ideas that have been discussed. We are also aware that discussions about prospective technology “solutions” may not fully identify the potential unintended consequences in areas of process costs and investor participation. In the past, as requested by the SEC, we have submitted detailed research, analyses, and technology implementation plans to assist in the examination of ideas and assumptions about technology usage and to identify potential unintended outcomes. We welcome continued constructive dialog with all industry participants.

Question 1: “What is possible on the Internet as a means to provide an alternative forum for shareholder interaction?”

Overall, we believe it is reasonable for participants to expect of today’s technology the following capabilities:

- The Internet could be used as a medium for secure, shareholder-to-shareholder communications.
- The Internet could be used as a medium for efficient, ongoing interaction between shareholders and issuers.
- A “shareholders-only” forum that is specific to each issuer and that is administered for beneficial shareholders by custodian banks and broker-dealers. The use of such a forum could address some of the practical ‘space limitations’ of the proxy card.

Specifically, today’s technologies and capabilities could be leveraged to provide a number of functions in the near term. These functions include, among others:

- *A Notification Process:* Today’s technologies could provide a number of alternatives for shareholder notification and access. Broadly speaking these include such methods as: (i) a purely “pull-based” model in which shareholders would be expected to seek and find information on the Internet; (ii) a “push-based” model in which shareholders would have information sent directly to them -- in either electronic or physical form, or for that matter

by a combination of both forms; and (iii) a “notice and access” model in which notification, “pushed” to shareholders, references information that can be “pulled” from the Internet.

Today’s technologies could enable a shareholder to notify other shareholders that an electronic forum is available on the Internet. Shareholders could also notify each other of specific items that are posted on an electronic forum. Such notification could be made electronically and/or by regular mail. Today, Broadridge electronically reaches investors whose combined holdings comprise approximately 60% of the shares of Fortune 500 companies and a significant percentage of the shares of small- and mid-cap companies. We can also facilitate communications by notice and access to virtually all beneficial shareholders who do not currently participate electronically.

- *A Control Number Process:* Today, Broadridge assigns each position held by a beneficial shareholder a unique 12-digit control number. This process could be used to create a forum that is accessible only to actual shareholders of each issuer.
- *An Ownership Verification Process:* Each beneficial shareholder, together with the number of shares he or she owns, could be verified as of any specific date or dates, including but not limited to a record date.
- *Confidentiality:* Shareholder anonymity could be safeguarded for all shareholders who so desire. Processes are in place today to manage the confidentiality of such information as shareholder name, address, and nominee affiliation.
- *Interactivity:* Shareholders could post comments on an electronic shareholders-only forum. Management could have an option to electronically input its discussion of matters directly on the site. It is possible with today’s technologies to assign a unique number to each participant in a discussion room and accurately reflect the number of shares owned, without disclosing name, address or nominee affiliation.
- *Voting and Tabulation Processes:* Shareholders could be polled on the site or use the site to cast their votes on a secure and confidential basis. Results would be reported using many of the same audit and control procedures that are used today to accurately report results.

Question 2: “What are the benefits or detriments of such an alternative?”

We do not have a view on the relative merits of such policy for issuers and investors. Broadridge’s focus and experience are with technology and processing implications. We respectfully call attention to the substantial behavioral and operational research submitted along

with comments to *Internet Availability of Proxy Materials* (File No. S7-10-05). Generally, that research indicated that:

- An Internet-only approach could be less expensive to issuers and other soliciting persons than an approach which combines Internet access with direct notification and offers investors alternatives for participation. Specifics would be needed in order to accurately evaluate the costs and investor-participation implications of an alternative forum for shareholder interaction.
- An Internet-only approach would result in lower levels of awareness and participation than an approach which combines Internet access with direct notification, offers investors their choice of delivery method, and considers the participation needs of investors who do not have Internet access.

Question 3: “As a company or a shareholder, what would be your questions about how such a forum would operate?”

We appreciate that discussions about an Internet-based shareholder forum are at an early, conceptual stage. Broadridge welcomes the opportunity to participate in further dialogs with issuers and investors – with the objective of providing solutions that address the evolving shareholder communications needs of all participants in U.S. markets. We believe the Devil is in the details. We are committed to playing a constructive role and to providing detailed technical and operational analyses of evolving concepts and ideas, as requested. Such analyses will provide an accurate, experienced-based assessment of today’s technologies and seek to identify potential unintended consequences to process costs and participation.

Once again, we would like to express our thanks to the SEC for the opportunity to participate on the panel. We welcome the opportunity to comment on the capabilities of today’s technologies and processes.

Sincerely,

