



Broadridge Financial Solutions, Inc.  
1981 Marcus Avenue, Lake Success, NY 11042

516 472 5454 Phone

**Richard J. Daly**  
Chief Executive Officer  
richdaly@broadridge.com

October 20, 2010

Elizabeth M. Murphy  
Secretary  
U.S. Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549-1090

Re: Concept Release on the U.S. Proxy System, File No. S7-14-10

Dear Ms. Murphy:

We appreciate the opportunity to submit comments on the Concept Release on the U.S. Proxy System (July 14, 2010, hereafter, the "Concept Release"). As highlighted below, we submitted a letter on each of three substantive topics contained in the Concept Release. Those letters contained a wide-range of in-depth information, including statistical data, analysis by leading economists, and the results of independent reviews. We believe that the information in these letters demonstrates that the U.S. proxy system functions well and achieves the primary purposes of the proxy rules -- to ensure that companies are able to distribute proxy materials to shareholders in a cost-efficient and timely manner, shareholders are given information that is material to their voting decisions in a timely manner, and proxies are timely and accurately collected and tabulated.

Although we believe that the current system works well, we support periodic evaluation of the system with a view towards appropriate enhancements. Any efforts to revise the system should keep the following key principles in mind:

- **Vote Accuracy:** Accuracy is critical to the U.S. proxy system. The aspects of the system administered by Broadridge have helped achieve goals of vote accuracy, process integrity and transparency, and consistently have been found to be reliable by a variety of constituencies and independent parties. To view Broadridge's comments on vote accuracy, submitted on October 6, [click here](#).
- **Process Efficiency:** The U.S. proxy system was not designed in isolation. It supports the needs of the most efficient and liquid markets in the world and ever-evolving and expanding regulatory requirements. Broadridge's systems, technologies, and scale create significant efficiencies for all of the constituencies involved in the proxy distribution process, including corporate issuers, shareholders, brokers and banks. The recurring savings on printing and postage alone exceed the service fees paid by several orders of magnitude. These savings result largely from significant ongoing levels of private-sector investment by Broadridge and our technology innovations. Recently, Broadridge began costly development efforts to implement new rules for 'say-on-pay' and 'proxy access' with no guaranty of return on investment or of profitability levels

associated with ongoing service delivery. To view Broadridge's comments on process efficiency, submitted on October 14, [click here](#).

- Voting Participation: A core principle of the U.S. proxy system involves the provision of communications in ways that reflect beneficial shareholders' preferences and choices. Issuers are afforded a variety of methods to communicate; shareholders are provided a variety of methods to vote without sacrificing privacy preferences. Overall voting rates among beneficial shareholders are high. However, voting participation among retail shareholders remains a concern. Technologies are providing opportunities to efficiently increase participation. To view Broadridge's comments on voting participation, submitted on October 19, [click here](#).

Stepping back, it is evident that a range of ideas is being discussed by various commentators and interested parties. These ideas can generally be grouped among three categories:

- First, several ideas would potentially reverse decades of progress on accuracy, transparency, efficiency and participation. For example, a conceptual "proxy reform plan" is vigorously promoted by some service providers who want a bigger piece of the pie, notwithstanding the fact that leading economists regard it as "flawed and economically incoherent," and indicate that it would result in higher costs to issuers, shareholders, and nominees.
- Second, other ideas recognize that the U.S. proxy system is fundamentally sound, and that the system as a whole may benefit from certain "tweaks" or incremental improvements. These ideas reflect the facts as are known today: issuers can effect timely and efficient communications with beneficial shareholders; materials are timely delivered; shareholders have multiple means to vote; their preferences are captured and applied to proxy communications; the costs associated with physical mailings are being reduced; and, there is sufficient flexibility for capabilities to evolve with a changing regulatory landscape.
- Finally, some ideas recognize that the U.S. proxy system is on the cusp of vast changes in the world around us -- in demography and in technology. Technologies that address the needs of a highly mobile society -- and that create appropriate environments for social networking -- hold transformative potential. These can make possible levels of participation, transparency, and efficiency beyond what is viewed as attainable today. Broadridge is confident that it can make these possibilities a reality and, as always, will verify its success and accuracy through leading independent audit firm reviews.

Going forward, we appreciate the opportunity to work with the SEC and others to achieve the constructive goals found in the Concept Release.

Sincerely,



cc: Honorable Mary L. Schapiro, Chairman  
Honorable Luis A. Aguilar, Commissioner  
Honorable Kathleen L. Casey, Commissioner  
Honorable Troy A. Paredes, Commissioner  
Honorable Elisse B. Walter, Commissioner  
Meredith B. Cross, Director, Division of Corporation Finance  
Thomas J. Kim, Chief Counsel & Associate Director, Division of Corporation Finance