

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

FORM 8-K
CURRENT REPORT

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

Date of Report (Date of earliest event reported): **March 30, 2007**

AUTOMATIC DATA PROCESSING, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other
jurisdiction of
incorporation)

1-5397

(Commission File
Number)

22-1467904

(IRS Employer
Identification No.)

One ADP Boulevard, Roseland, New Jersey

(Address of principal executive offices)

07068

(Zip Code)

Registrant's telephone number, including area code: **(973) 974-5000**

N/A

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

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.01 Completion of Acquisition or Disposition of Assets

On March 30, 2007, Automatic Data Processing, Inc. (“ADP”) completed the spin-off of its Brokerage Services Group. As a result of the spin-off, ADP stockholders of record as of March 23, 2007 (the “Record Date”) received one share of Broadridge Financial Solutions, Inc. (“Broadridge”) common stock, par value \$0.01 per share, for every four shares of ADP common stock held as of the Record Date and cash for any fractional shares of Broadridge common stock. ADP distributed approximately 138.5 million shares of Broadridge in the distribution.

The spin-off was made without the payment of any consideration or the exchange of any shares by ADP stockholders. Ownership of Broadridge common stock was registered in book-entry form and each stockholder of ADP as of the Record Date will receive an account statement stating the number of shares of Broadridge common stock credited to such holder’s account.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

- (b) Prior to and in connection with the spin-off, each of Messrs. Richard J. Daly and John Hogan resigned as group Presidents of ADP and Mr. Dan Sheldon resigned as Principal Accounting Officer, Vice President and Corporate Controller of ADP.

Item 7.01 Regulation FD Disclosure

A copy of the press release announcing the completion of the spin-off is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

- (b) Pro Forma Financial Information

ADP is furnishing the pro forma financial information included in Exhibit 99.2, which is incorporated herein by reference.

- (d) Exhibits

The following exhibits are included as part of this Current Report on Form 8-K:

Exhibit Number	Description
99.1	Press Release dated March 30, 2007, issued by Automatic Data Processing, Inc.
99.2	Unaudited Pro Forma Consolidated Financial Information

SIGNATURE

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

Date: April 4, 2007

AUTOMATIC DATA PROCESSING, INC.

By: /s/ James B. Benson
Name: James B. Benson
Title: Vice President

Exhibit Index

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated March 30, 2007, issued by Automatic Data Processing, Inc.
99.2	Unaudited Pro Forma Consolidated Financial Information

**ADP COMPLETES SPIN-OFF
OF BROKERAGE SERVICES GROUP BUSINESS**

ROSELAND, NJ, March 30, 2007 -- Automatic Data Processing, Inc. (NYSE:ADP) announced today that it has completed the spin-off of its Brokerage Services Group by distribution of a special tax-free dividend to its shareholders consisting of approximately 138.5 million shares of common stock of Broadridge Financial Solutions, Inc. ("Broadridge").

ADP is distributing one share of Broadridge common stock for every four shares of ADP common stock held by shareholders of record as of the close of business on March 23, 2007. Shareholders will receive a taxable cash payment in lieu of fractional shares of Broadridge.

ADP will not own any shares of Broadridge, which will be an independent public company. Broadridge's common stock will begin trading on the New York Stock Exchange under the symbol "BR" beginning Monday, April 2, 2007. In addition, Broadridge will be added to the S&P MidCap 400 index.

ADP, with over \$7 billion in revenues and more than 570,000 clients worldwide, is one of the largest providers of a broad range of premier, mission-critical, cost-effective transaction processing and information-based business solutions.

This document and other written or oral statements made from time to time by ADP may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Statements that are not historical in nature and which may be identified by the use of words like "expects," "assumes," "projects," "anticipates," "estimates," "we believe," "could be" and other words of similar meaning, are forward-looking statements. These statements are based on management's expectations and assumptions and are subject to risks and uncertainties that may cause actual results to differ materially from those expressed. Factors that could cause actual results to differ materially from those contemplated by the forward-looking statements include: ADP's success in obtaining, retaining and selling additional services to clients; the pricing of products and services; changes in laws regulating payroll taxes, professional employer organizations and employee benefits; overall market and economic conditions, including interest rate and foreign currency trends; competitive conditions; auto sales and related industry changes; employment and wage levels; changes in technology; availability of skilled technical associates and the impact of new acquisitions and divestitures. ADP disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise. These risks and uncertainties, along with the risk factors discussed under "Item 1A. - Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended June 30, 2006, should be considered in evaluating any forward-looking statements contained herein.

Source: Automatic Data Processing, Inc.
ADP Investor Relations, 973.974.5858

UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

Due to the spin-off of Broadridge Financial Solutions, Inc. (“Broadridge”) on March 30, 2007, the historical results of Broadridge through the date of the spin-off will be reflected in the historical financial statements of Automatic Data Processing, Inc. and Subsidiaries (“ADP” or the “Company”) as discontinued operations. The following Unaudited Pro Forma Consolidated Financial Statements reflecting the spin-off are based on and should be read in conjunction with the Company’s historical Consolidated Financial Statements and related notes appearing in the Company’s Annual Report on Form 10-K for the year ended June 30, 2006 and the Unaudited Consolidated Financial Statements appearing in the Company’s Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2006.

The Unaudited Pro Forma Statements of Consolidated Earnings for the six months ended December 31, 2006 and for the years ended June 30, 2006, 2005 and 2004 are prepared as though the Broadridge spin-off occurred as of the beginning of the earliest period presented. The Unaudited Pro Forma Consolidated Balance Sheet as of December 31, 2006 is prepared as if the Broadridge spin-off occurred as of December 31, 2006. Pro forma adjustments are described in the Notes to the Unaudited Pro Forma Consolidated Financial Statements.

The following Unaudited Pro Forma Consolidated Financial Statements are presented for illustrative and informational purposes only and are not intended to represent or be indicative of the financial condition or results of operations which would actually have been recorded if the Broadridge spin-off had occurred during the periods presented. In addition, the Unaudited Pro Forma Consolidated Financial Statements are not intended to represent the Company’s financial position or results of operations for any future date or period.

Automatic Data Processing, Inc. and Subsidiaries
Unaudited Pro Forma Consolidated Balance Sheet
As of December 31, 2006

(In millions, except per share amounts)

	Historical ADP (a)	Spin-off of Broadridge (b)	Pro Forma Adjustments	Pro Forma ADP
Assets				
Current Assets:				
Cash and cash equivalents	\$ 1,294.7	\$ (108.2)	\$ 635.0	\$ 1,821.5
Short-term marketable securities	249.4	(40.4)	—	209.0
Accounts receivable, net	1,280.7	(354.7)	—	926.0
Securities clearing receivables	924.0	(924.0)	—	—
Other current assets	522.8	(36.0)	—	486.8
Assets of discontinued operations	20.5	—	—	20.5
Total current assets	4,292.1	(1,463.3)	635.0	3,463.8
Long-term marketable securities	155.6	(0.4)	—	155.2
Long-term receivables, net	196.4	—	—	196.4
Property, plant and equipment, net	780.6	(70.3)	—	710.3
Other assets	896.3	(69.1)	—	827.2
Goodwill	2,753.4	(480.8)	—	2,272.6
Intangibles	738.3	(71.3)	—	667.0
Total assets before funds held for clients	9,812.7	(2,155.2)	635.0	8,292.5
Funds held for clients	21,799.5	—	—	21,799.5
Total assets	\$ 31,612.2	\$ (2,155.2)	\$ 635.0	\$ 30,092.0
Liabilities and Stockholders' Equity				
Current liabilities:				
Accounts payable	\$ 171.8	\$ (100.6)	\$ —	\$ 71.2
Accrued expenses and other current liabilities	1,463.2	(157.5)	—	1,305.7
Securities clearing payables	790.5	(790.5)	—	—
Income taxes payable	94.8	1.0	—	95.8
Liabilities of discontinued operations	31.2	—	—	31.2
Total current liabilities	2,551.5	(1,047.6)	—	1,503.9
Long-term debt	73.8	—	—	73.8
Other liabilities	426.1	(13.5)	—	412.6
Deferred income taxes	183.1	(21.5)	—	161.6
Deferred revenues	534.3	(37.4)	—	496.9
Total liabilities before client funds obligations	3,768.8	(1,120.0)	—	2,648.8
Client funds obligations	21,936.9	—	—	21,936.9
Total liabilities	25,705.7	(1,120.0)	—	24,585.7
Commitments and contingencies				
Stockholders' equity:				
Preferred stock, \$1.00 par value	—	—	—	—
Common stock, \$0.10 par value	63.9	—	—	63.9
Capital in excess of par value	260.5	—	—	260.5
Retained earnings	9,438.0	(998.9)	635.0	9,074.1
Treasury stock - at cost: 90.7 shares	(3,872.6)	—	—	(3,872.6)
Accumulated other comprehensive income (loss)	16.7	(36.3)	—	(19.6)
Total stockholders' equity	5,906.5	(1,035.2)	635.0	5,506.3
Total liabilities and stockholders' equity	\$ 31,612.2	\$ (2,155.2)	\$ 635.0	\$ 30,092.0

Automatic Data Processing, Inc. and Subsidiaries
Unaudited Pro Forma Statement of Consolidated Earnings
For the Six Months Ended December 31, 2006
(In millions, except per share amounts)

	<u>Historical ADP (a)</u>	<u>Spin-off of Broadridge (b)</u>	<u>Continuing Operations</u>	<u>Pro Forma Adjustments</u>	<u>Pro Forma ADP</u>
Revenues, other than interest on funds held for ES clients and PEO revenues	\$ 3,837.8	\$ (850.2)	\$ 2,987.6	\$ —	\$ 2,987.6
Interest on funds held for ES clients	277.0	—	277.0	—	277.0
PEO revenues (A)	400.4	—	400.4	—	400.4
Total revenues	<u>4,515.2</u>	<u>(850.2)</u>	<u>3,665.0</u>	<u>—</u>	<u>3,665.0</u>
Costs of revenues					
Operating expenses	2,209.5	(588.6)	1,620.9	—	1,620.9
Systems development and programming costs	282.8	(49.3)	233.5	—	233.5
Depreciation and amortization	123.7	(16.3)	107.4	—	107.4
Total cost of revenues	2,616.0	(654.2)	1,961.8	—	1,961.8
Selling, general and administrative expenses	1,108.5	(81.2)	1,027.3	—	1,027.3
Separation costs	10.6	(10.6) (c)	—	—	—
Other income, net	(82.4)	0.1	(82.3)	—	(82.3)
Total expenses	<u>3,652.7</u>	<u>(745.9)</u>	<u>2,906.8</u>	<u>—</u>	<u>2,906.8</u>
Earnings from continuing operations before income taxes	862.5	(104.3)	758.2	—	758.2
Provision for income taxes	324.4	(42.3)	282.1	—	282.1
Net earnings from continuing operations	<u>\$ 538.1</u>	<u>\$ (62.0)</u>	<u>\$ 476.1</u>	<u>\$ —</u>	<u>\$ 476.1</u>
Earnings per share from continuing operations					
Basic	\$ 0.98		\$ 0.86		\$ 0.86
Diluted	\$ 0.97		\$ 0.85		\$ 0.86
Weighted average shares outstanding					
Basic	551.4		551.4		551.4
Diluted	557.9		557.9	(0.5) (d)	557.4

(A) Professional Employer Organization (“PEO”) revenues are net of direct pass-through costs of \$4,345.3 for the six months ended December 31, 2006.

Automatic Data Processing, Inc. and Subsidiaries
Unaudited Pro Forma Statement of Consolidated Earnings
For the Year Ended June 30, 2006
(In millions, except per share amounts)

	<u>Historical ADP (a)</u>	<u>Spin-off of Broadridge (b)</u>	<u>Continuing Operations</u>	<u>Pro Forma Adjustments</u>	<u>Pro Forma ADP</u>
Revenues, other than interest on funds held for ES clients and PEO revenues	\$ 7,565.0	\$ (1,906.7)	\$ 5,658.3	\$ —	\$ 5,658.3
Interest on funds held for ES clients	549.8	—	549.8	—	549.8
PEO revenues (A)	703.7	—	703.7	—	703.7
Total revenues	<u>8,818.5</u>	<u>(1,906.7)</u>	<u>6,911.8</u>	<u>—</u>	<u>6,911.8</u>
Costs of revenues					
Operating expenses	4,234.6	(1,236.7)	2,997.9	—	2,997.9
Systems development and programming costs	589.8	(117.2)	472.6	—	472.6
Depreciation and amortization	216.8	(30.5)	186.3	—	186.3
Total cost of revenues	5,041.2	(1,384.4)	3,656.8	—	3,656.8
Selling, general and administrative expenses	2,102.7	(179.9)	1,922.8	—	1,922.8
Other income, net	(64.5)	2.1	(62.4)	—	(62.4)
Total expenses	<u>7,079.4</u>	<u>(1,562.2)</u>	<u>5,517.2</u>	<u>—</u>	<u>5,517.2</u>
Earnings from continuing operations before income taxes	1,739.1	(344.5)	1,394.6	—	1,394.6
Provision for income taxes	669.0	(138.5)	530.5	—	530.5
Net earnings from continuing operations	<u>\$ 1,070.1</u>	<u>\$ (206.0)</u>	<u>\$ 864.1</u>	<u>\$ —</u>	<u>\$ 864.1</u>
Earnings per share from continuing operations					
Basic	\$ 1.86		\$ 1.50		\$ 1.50
Diluted	\$ 1.85		\$ 1.49		\$ 1.49
Weighted average shares outstanding					
Basic	574.8		574.8		574.8
Diluted	580.3		580.3	(0.4) (d)	579.9

(A) Professional Employer Organization (“PEO”) revenues are net of direct pass-through costs of \$6,977.0 for the year ended June 30, 2006.

Automatic Data Processing, Inc. and Subsidiaries
Unaudited Pro Forma Statement of Consolidated Earnings
For the Year Ended June 30, 2005
(In millions, except per share amounts)

	Historical ADP (a)	Spin-off of Broadridge (b)	Continuing Operations	Pro Forma Adjustments	Pro Forma ADP
Revenues, other than interest on funds held for ES clients and PEO revenues	\$ 6,927.9	\$ (1,714.2)	\$ 5,213.7	\$ —	\$ 5,213.7
Interest on funds held for ES clients	421.4	—	421.4	—	421.4
PEO revenues (A)	577.0	—	577.0	—	577.0
Total revenues	7,926.3	(1,714.2)	6,212.1	—	6,212.1
Costs of revenues					
Operating expenses	3,713.8	(1,092.4)	2,621.4	—	2,621.4
Systems development and programming costs	549.9	(123.0)	426.9	—	426.9
Depreciation and amortization	209.5	(38.7)	170.8	—	170.8
Total cost of revenues	4,473.2	(1,254.1)	3,219.1	—	3,219.1
Selling, general and administrative expenses	1,893.6	(141.9)	1,751.7	—	1,751.7
Other income, net	(31.2)	0.2	(31.0)	—	(31.0)
Total expenses	6,335.6	(1,395.8)	4,939.8	—	4,939.8
Earnings from continuing operations before income taxes	1,590.7	(318.4)	1,272.3	—	1,272.3
Provision for income taxes	593.9	(125.1)	468.8	—	468.8
Net earnings from continuing operations	\$ 996.8	\$ (193.3)	\$ 803.5	\$ —	\$ 803.5
Earnings per share from continuing operations					
Basic	\$ 1.71		\$ 1.38		\$ 1.38
Diluted	\$ 1.69		\$ 1.36		\$ 1.37
Weighted average shares outstanding					
Basic	583.2		583.2		583.2
Diluted	590.0		590.0	(0.6) (d)	589.4

(A) Professional Employer Organization (“PEO”) revenues are net of direct pass-through costs of \$5,499.2 for the year ended June 30, 2005.

Automatic Data Processing, Inc. and Subsidiaries
Unaudited Pro Forma Statement of Consolidated Earnings
For the Year Ended June 30, 2004
(In millions, except per share amounts)

	<u>Historical ADP (a)</u>	<u>Spin-off of Broadridge (b)</u>	<u>Continuing Operations</u>	<u>Pro Forma Adjustments</u>	<u>Pro Forma ADP</u>
Revenues, other than interest on funds held for ES clients and PEO revenues	\$ 6,395.8	\$ (1,568.3)	\$ 4,827.5	\$ —	\$ 4,827.5
Interest on funds held for ES clients	355.4	—	355.4	—	355.4
PEO revenues (A)	467.0	—	467.0	—	467.0
Total revenues	<u>7,218.2</u>	<u>(1,568.3)</u>	<u>5,649.9</u>	<u>—</u>	<u>5,649.9</u>
Costs of revenues					
Operating expenses	3,257.0	(985.5)	2,271.5	—	2,271.5
Systems development and programming costs	523.6	(120.8)	402.8	—	402.8
Depreciation and amortization	215.9	(45.7)	170.2	—	170.2
Total cost of revenues	3,996.5	(1,152.0)	2,844.5	—	2,844.5
Selling, general and administrative expenses	1,847.1	(138.3)	1,708.8	—	1,708.8
Other income, net	(54.7)	4.7	(50.0)	—	(50.0)
Total expenses	<u>5,788.9</u>	<u>(1,285.6)</u>	<u>4,503.3</u>	<u>—</u>	<u>4,503.3</u>
Earnings from continuing operations before income taxes	1,429.3	(282.7)	1,146.6	—	1,146.6
Provision for income taxes	535.1	(109.7)	425.4	—	425.4
Net earnings from continuing operations	<u>\$ 894.2</u>	<u>\$ (173.0)</u>	<u>\$ 721.2</u>	<u>\$ —</u>	<u>\$ 721.2</u>
Earnings per share from continuing operations					
Basic	\$ 1.51		\$ 1.22		\$ 1.22
Diluted	\$ 1.50		\$ 1.21		\$ 1.21
Weighted average shares outstanding					
Basic	591.7		591.7		591.7
Diluted	598.7		598.7	(0.5) (d)	598.2

(A) Professional Employer Organization (“PEO”) revenues are net of direct pass-through costs of \$4,237.0 for the year ended June 30, 2004.

Automatic Data Processing, Inc. and Subsidiaries
Notes to Unaudited Pro Forma Consolidated Financial Statements
(Unaudited)

- a Reflects the historical consolidated results of operations and financial position of Automatic Data Processing, Inc. and Subsidiaries (“ADP”).
- b Reflects the elimination of the financial results, assets, liabilities, and accumulated other comprehensive income amounts associated with Broadridge Financial Solutions, Inc. (“Broadridge”) as the common stock of Broadridge was distributed to ADP stockholders on March 30, 2007.
- c Represents the elimination of costs, principally related to professional services, incurred in connection with the execution of the spin-off of Broadridge, which will be recorded primarily within discontinued operations in the third quarter of fiscal 2007. Separation costs of \$10.6 million pretax have been incurred during the six months ended December 31, 2006. Estimated separation costs of approximately \$30 million pretax, which will be recorded in discontinued operations and are expected to be incurred and paid during the remainder of fiscal 2007, have been shown as a charge directly to pro forma equity.
- d Represents the dilutive impact of the replacement of all ADP stock-based awards (including stock options and restricted stock awards) held by Broadridge employees due to their receipt of substitute options to purchase Broadridge common stock and substitute Broadridge restricted stock awards.
- e Reflects the net repayment of intercompany notes and the forgiveness of intercompany balances between ADP and Broadridge.
- f Represents ADP’s receipt of \$690 million of dividends from Broadridge prior to the spin-off less \$25 million of cash retained by Broadridge.