

BSG LLC
Form 10-12B
December 19, 2006

File No.

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10

GENERAL FORM FOR REGISTRATION OF SECURITIES

PURSUANT TO SECTION 12(b) OR 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934

BSG LLC

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction)

of Incorporation or Organization)

2 Journal Square Plaza

Jersey City, NJ
(Address of Principal Executive Offices)

(201) 714-3505

(Registrant's telephone number, including area code)

00-000000
(I.R.S. Employer

Identification No.)

07306
(Zip Code)

Securities to be registered

pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which

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to be so registered

each class is to be registered

Common Stock, par value \$.01 per share

New York Stock Exchange

Securities to be registered

pursuant to Section 12(g) of the Act:

None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

CROSS-REFERENCE SHEET BETWEEN INFORMATION STATEMENT AND ITEMS OF FORM 10

| | | |
|----------|---|--|
| Item 1. | Business | See Summary, Risk Factors, Distribution, Management's Discussion and Analysis of Financial Condition and Results of Operations, Business and Our Relationship with ADP |
| Item 1A. | Risk Factors | See Risk Factors |
| Item 2. | Financial Information | See Summary, Unaudited Pro Forma Combined Financial Statements, Selected Combined Financial Data and Management's Discussion and Analysis of Financial Condition and Results of Operations |
| Item 3. | Properties | See Business Properties |
| Item 4. | Security Ownership of Certain Beneficial Owners and Management | See Management and Principal Stockholders |
| Item 5. | Directors and Executive Officers | See Management |
| Item 6. | Executive Compensation | See Management, Our Relationship with ADP and Description of Capital Stock, Charter Documents, Transfer Agent and NYSE Listing |
| Item 7. | Certain Relationships and Related Transactions | See Management's Discussion and Analysis of Financial Condition and Results of Operations, Management and Our Relationship with ADP |
| Item 8. | Legal Proceedings | See Business Legal Proceedings |
| Item 9. | Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters | See Summary, Distribution, Dividend Policy, Description of Capital Stock, Charter Documents, Transfer Agent and NYSE Listing and Management |
| Item 10. | Recent Sales of Unregistered Securities | See Description of Capital Stock, Charter Documents, Transfer Agent and NYSE Listing |
| Item 11. | Description of Registrant's Securities to be Registered | See Distribution, Dividend Policy and Description of Capital Stock, Charter Documents, Transfer Agent and NYSE Listing |
| Item 12. | Indemnification of Directors and Officers | See Indemnification of Directors and Officers |
| Item 13. | Financial Statements and Supplementary Data | See Unaudited Pro Forma Combined Financial Statements and Index to Financial Statements and the statements referenced thereon |
| Item 14. | Changes in and Disagreements with Accountants on Accounting and Financial Disclosure | Not Applicable |
| Item 15. | Financial Statements and Exhibits | See Unaudited Pro Forma Combined Financial Statements, Index to Financial Statements and the statements referenced thereon and Exhibit Index and the exhibits referenced thereon |

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

BSG LLC

By: /s/ RICHARD J. DALY
Name: Richard J. Daly

Title: Chief Executive Officer

Dated: December 19, 2006

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|--|
| 3.1 | Certificate of Incorporation of the Registrant |
| 3.2 | Bylaws of the Registrant |
| 10.1 | Separation and Distribution Agreement between the Registrant and Automatic Data Processing, Inc. (ADP) |
| 10.2 | Tax Allocation Agreement between the Registrant and ADP |
| 10.3 | Transition Services Agreement between the Registrant and ADP |
| 10.4 | Intellectual Property License and Transfer Agreement between the Registrant and ADP |
| 10.5 | Data Center Services Agreement between the Registrant and ADP |
| 10.6 | Human Resources, Payroll and Benefits Administration Services Agreement between the Registrant and ADP |
| 10.7 | Form of Change in Control Agreement |
| 10.8 | Supplemental Officers Retirement Plan |
| 10.9 | Daly Change in Control Enhancement Agreement |
| 10.10 | Hogan Change in Control Enhancement Agreement |
| 10.11 | 2007 Omnibus Award Plan |
| 10.12 | New Credit Facility Agreement |
| 21.1 | Subsidiaries of the Registrant |
| 99.1* | Information Statement |

* Filed herewith.
To be filed by amendment.