

BSG LLC  
Form 10-12B  
December 19, 2006

File No.

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 10

GENERAL FORM FOR REGISTRATION OF SECURITIES

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

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## BSG LLC

(Exact Name of Registrant as Specified in Its Charter)

<b>Delaware</b> (State or Other Jurisdiction of Incorporation or Organization)	<b>00-0000000</b> (I.R.S. Employer Identification No.)
<b>2 Journal Square Plaza</b>  <b>Jersey City, NJ</b> (Address of Principal Executive Offices)	<b>07306</b> (Zip Code)
<b>(201) 714-3505</b>  (Registrant's telephone number, including area code)	

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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

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**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**

<b>Exhibit Number</b>	<b>Description</b>
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

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\* Filed herewith.  
To be filed by amendment.