

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Automatic Data Processing, Inc.		2 Issuer's employer identification number (EIN) 22-1467904	
3 Name of contact for additional information ADP Investor Relations	4 Telephone No. of contact 973-974-5858	5 Email address of contact Investor.Mail@ADP.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact One ADP Boulevard		7 City, town, or post office, state, and Zip code of contact Roseland, NJ 07068	
8 Date of action September 30, 2014		9 Classification and description Common Stock - Spin-off	
10 CUSIP number ADP: 053015103 CDK: 12508E101	11 Serial number(s)	12 Ticker symbol NASDAQ: ADP, NASDAQ: CDK	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **On September 30, 2014, Automatic Data Processing, Inc. ("ADP") was separated into two public companies. ADP transferred its Dealer Services business into a new corporation, CDK Global, Inc. ("CDK") and all the shares of CDK were subsequently distributed to the stockholders of ADP (the "Distribution"). As a result of the Distribution, each holder of ADP common stock received one share of CDK common stock for every three shares of such holder's ADP common stock. Cash was paid in lieu of fractional shares. The CDK common stock began trading on the NASDAQ on October 1, 2014.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **As a result of the Distribution, ADP shareholders should allocate the aggregate tax basis in their shares of ADP common stock held immediately before the Distribution among the shares of CDK common stock received (including any fractional share of CDK common stock for which cash was received) in the Distribution. A shareholder's aggregate tax basis in its shares of ADP common stock held immediately before the Distribution should be allocated in proportion to the relative fair market value of the ADP common stock and the CDK common stock.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **Federal tax law does not specifically identify how to determine the fair market value of ADP's and CDK's common stock for the purposes of allocating tax basis. Alternative methods to determine the fair market value include using: (i) the average of the high and low trading prices of such stock on October 1, 2014 (the day on which the stock first traded); (ii) the opening trading price on October 1, 2014; and (iii) the closing trading price on October 1, 2014. If a shareholder bases the fair market value of the ADP and CDK common stock on the closing trading price on October 1, 2014, the companies believe that 87.36% of such shareholder's pre-Distribution federal income tax basis in such ADP common stock would be allocated to such ADP common stock and 12.64% would be allocated to such CDK common stock.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► ADP obtained an opinion from its counsel, Paul, Weiss, Rifkind, Wharton & Garrison LLP, stating that the stockholders of ADP will not recognize any gain or loss for U.S. federal income tax purposes upon receipt of the CDK common stock in the Distribution under Section 355 (except in connection with the cash received in lieu of fractional shares). The tax basis calculations resulting from the Distribution are governed by Section 358(a), (b) and (c) and Treasury Regulations Section 1.358-1 and 1.358-2. ADP stockholders receiving cash in lieu of fractional shares of CDK common stock will recognize gain or loss measured by the difference between the amount of cash received and the basis of such fractional shares pursuant to Section 1001(a).

18 Can any resulting loss be recognized? ► The treatment of cash received in lieu of fractional shares (as described in Part II, Item 17 above) could result in a loss. Generally, such loss may be recognized. Otherwise, shareholders of ADP and CDK common stock will not recognize gain or loss upon their receipt of CDK common stock.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► The tax basis allocation adjustments resulting from the Distribution are generally effective as of the date of the Distribution, September 30, 2014. The information contained herein does not constitute tax advice. In addition, these materials do not purport to be complete or to describe the tax consequences that may apply to particular categories of stockholders. Each stockholder should consult his or her own tax advisor as to the tax consequences of the Distribution under U.S. federal, state, local and foreign tax laws.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here Signature ► *Charles Gibbons* Date ► 10.21.14

Print your name ► **Charles Gibbons** Title ► **Staff Vice President - Corporate Tax**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►	Firm's EIN ►			
	Firm's address ►	Phone no.			