

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): August 11, 2020

**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**  
(I.R.S. Employer  
Identification No.)

**One ADP Boulevard, Roseland, New Jersey**  
(Address of principal executive offices)

**07068**  
(Zip Code)

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

**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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.10 Par Value (voting)	ADP	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).  
Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

**Item 1.01 Entry into a Material Definitive Agreement.**

On August 11, 2020, Automatic Data Processing, Inc. (the “Company”) executed an Underwriting Agreement (attached hereto as Exhibit 1.1 and incorporated herein by reference) with BofA Securities, Inc., J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC, as representatives of the underwriters listed in Schedule 1 thereto (collectively, the “Underwriters”), pursuant to which the Company agreed to issue and sell to the Underwriters \$1,000,000,000 aggregate principal amount of its 1.250% senior notes due 2030 (the “Notes”).

The sale of the Notes was registered with the Securities and Exchange Commission on a Registration Statement on Form S-3 (File No. 333-226705) (the “Registration Statement”). The Notes were offered pursuant to a prospectus dated August 8, 2018 and a prospectus supplement dated August 11, 2020.

The Notes are expected to be issued on August 13, 2020, subject to certain customary conditions. The Notes will be issued pursuant to an Indenture (in substantially the form previously filed with the Registration Statement) by and among the Company and U.S. Bank National Association, as trustee (the “Trustee”), to be supplemented by a First Supplemental Indenture by and among the Company and the Trustee (attached hereto as Exhibit 4.1 and incorporated herein by reference).

**Item 8.01 Other Events.**

A copy of the opinion of Davis Polk & Wardwell LLP, counsel to the Company, relating to the legality of the Notes, is filed as Exhibit 5.1 to this Current Report.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<a href="#">Exhibit 1.1</a>	<a href="#">Underwriting Agreement among Automatic Data Processing, Inc. and BofA Securities, Inc., J.P. Morgan Securities LLC and Morgan Stanley &amp; Co. LLC, as representatives of the Underwriters listed in Schedule 1 thereto, dated August 11, 2020</a>
<a href="#">Exhibit 4.1</a>	<a href="#">Form of First Supplemental Indenture between Automatic Data Processing, Inc. and U.S. Bank National Association, as trustee</a>
<a href="#">Exhibit 5.1</a>	<a href="#">Opinion of Davis Polk &amp; Wardwell LLP</a>
<a href="#">Exhibit 23.1</a>	<a href="#">Consent of Davis Polk &amp; Wardwell LLP (included in Exhibit 5.1)</a>
Exhibit 104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**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.

**AUTOMATIC DATA PROCESSING, INC.**  
(Registrant)

Date: August 13, 2020

By: /s/ Michael A. Bonarti

Name: Michael A. Bonarti

Title: Corporate Vice President, General Counsel and Secretary

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**Exhibit Index**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
Exhibit 1.1	Underwriting Agreement among Automatic Data Processing, Inc. and BofA Securities, Inc., J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC, as representatives of the Underwriters listed in Schedule 1 thereto, dated August 11, 2020
Exhibit 4.1	Form of First Supplemental Indenture between Automatic Data Processing, Inc. and U.S. Bank National Association, as trustee
Exhibit 4.2	Form of Global Note representing the Company's 1.250% Notes due 2030 (included in Exhibit 4.1)
Exhibit 5.1	Opinion of Davis Polk & Wardwell LLP
Exhibit 23.1	Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1)

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