

H&R BLOCK INC  
Form DEFA14A  
July 23, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**H&R BLOCK, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

- Fee paid previously with preliminary materials.

Edgar Filing: H&R BLOCK INC - Form DEFA14A

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

---

R1HRB1 H&R BLOCK, INC. Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on September 4, 2008 This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The following materials are available for view: Notice of Annual Meeting Proxy Statement Annual Report ONE H&R BLOCK WAY KANSAS CITY, MO 64105 PROXY MATERIALS VIEW OR RECEIVE You can choose to view the material Online or receive a paper or e-mail copy. If you want to receive a paper or e-mail copy of the Proxy Materials you must request one. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor. To facilitate timely delivery please make the request as instructed below on or before August 21, 2008. Have the 12 Digit Control Number (located on the following page) available and visit: [www.proxyvote.com](http://www.proxyvote.com) HOW TO VIEW PROXY MATERIALS VIA THE INTERNET HOW TO REQUEST A COPY OF PROXY MATERIALS 1) BY INTERNET -[www.proxyvote.com](http://www.proxyvote.com) 2) BY TELEPHONE -1-800-579-1639 3) BY E-MAIL\* -[sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com) \*If requesting material by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line. See the Reverse Side for Meeting Information and Instructions on How to Vote

---

Meeting Type: Annual Meeting Date: September 4, 2008 Meeting Time: 9:00 CDT For holders as of: July 7, 2008 Meeting Location: Notice of Annual Meeting Copaken Stage Kansas City Repertory Theatre H&R Block Center One H&R Block Way Kansas City, MO 64105 Meeting Directions: For Meeting Directions Please Visit: <http://ww3.ics.adp.com/streetlink/hrb1> To vote in person, you must attend the Annual Meeting and, if permitted, vote your shares. Please check the Proxy Materials for the requirements to vote at the Annual Meeting. Vote In Person How To Vote Vote By Internet To vote now by Internet, go to [WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM) Please check the Proxy Materials for the voting deadlines. Have your notice in hand when you access the web site and follow the instructions. Meeting Type: Annual Meeting Date: September 4, 2008 Meeting Time: 9:00 CDT For holders as of: July 7, 2008 Meeting Location: Notice of Annual Meeting Copaken Stage Kansas City Repertory Theatre H&R Block Center One H&R Block Way Kansas City, MO 64105 Meeting Directions: For Meeting Directions Please Visit: <http://ww3.ics.adp.com/streetlink/hrb1> To vote in person, you must attend the Annual Meeting and, if permitted, vote your shares. Please check the Proxy Materials for the requirements to vote at the Annual Meeting. Vote In Person How To Vote Vote By Internet To vote now by Internet, go to [WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM) Please check the Proxy Materials for the voting deadlines. Have your notice in hand when you access the web site and follow the instructions. R1HRB2

---

Voting items The H&R Block, Inc. Board of Directors unanimously recommends a vote FOR all the director nominees listed below and FOR the other listed proposals. 1. Election of Directors Nominees: 1a. Alan M. Bennett 1b. Thomas M. Bloch 1c. Richard C. Breeden 1d. Robert A. Gerard 1e. Len J. Lauer 1f. David B. Lewis 1g. Tom D. Seip 1h. L. Edward Shaw, Jr. 1i. Russell P. Smyth 1j. Christianna Wood 2. Approval of an amendment to the Company's Restated Articles of Incorporation to require an independent chairman of the Board of Directors. 3. Approval of an amendment to the Company's Restated Articles of Incorporation to decrease the permissible number of directors. 4. Approval of an amendment to the Company's Restated Articles of Incorporation to impose director term limits. 5. Approval of an amendment to the Company's Restated Articles of Incorporation to limit voting rights of preferred stock. 6. Approval of an advisory proposal on the Company's executive pay-for-performance compensation policies and procedures. 7. Approval of the 2008 Deferred Stock Unit Plan for Outside Directors, to replace the 1989 Stock Option Plan for Outside Directors. 8. Ratification of the appointment of Deloitte & Touche LLP as the Company's independent accountants for the fiscal year ending April 30, 2009.

R1HRB3

---

R1HRB4