

YRC WORLDWIDE INC  
Form DEFA14A  
January 21, 2010

**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 under Rule 14a-12

**YRC WORLDWIDE 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:

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(2) Aggregate number of securities to which transaction applies:

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(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.):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials:

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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 number or the Form or Schedule and the date of its filing.

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(1) Amount Previously Paid:

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(2) Form, Schedule, or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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**Employee Communication**

**YRCW special shareholder meeting Feb. 17**

**01.21.10**

YRC Worldwide shareholders will be receiving proxy materials in the mail for the upcoming special shareholder meeting, which will take place on Wednesday, Feb. 17. Shareholders of record as of the close of business on Jan. 4, 2010, are entitled to vote at the meeting.

**Vote by returning your proxy card**

All shareholders including employees with YRCW shares in their 401(k) plan who receive proxy materials are encouraged to vote promptly by following the proxy instructions they receive. Failure to vote will be the equivalent of a "No" vote.

Shareholders will vote on amendments to our certificate of incorporation:

To reduce the par value of our common stock and to increase the amount of authorized shares of our common stock, and

To effect a reverse stock split and proportionately reduce the number of authorized shares of our common stock. The amendments are proposed as a result of the completion of our recent debt-for-equity exchange. They would cause the convertible preferred stock issued in the exchange to automatically convert to common stock, which would then trade on the Nasdaq Global Select Market. The successful note exchange was an important part of our comprehensive strategic plan to reduce our cost structure and improve our operating results, cash flows from operations, liquidity and financial condition.

The YRCW board of directors has unanimously approved the proposed amendments to our certificate of incorporation. The approval and adoption of the amendments now requires the affirmative vote of holders of at least a majority of the outstanding shares of our common stock as of the Jan. 4 record date.

**YRC Worldwide Inc. Web Site Communication**

The following text has been added to the YRC Worldwide Inc. web site at <http://investors.yrcw.com/index.cfm>:

**For questions regarding the 2/17/2010 shareholder meeting, proxy materials or shareholder voting process, please contact:**

**Proxy Solicitor**

Morrow & Company

1.800.607.0088

[ycwinfo@morrowco.com](mailto:ycwinfo@morrowco.com)