

H&R BLOCK INC
Form 8-K
September 12, 2014

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): September 11, 2014

H&R BLOCK, INC.
(Exact name of registrant as specified in charter)

Missouri
(State of Incorporation)

1-6089
(Commission File Number)

44-0607856
(I.R.S. Employer
Identification Number)

One H&R Block Way, Kansas City, MO 64105
(Address of Principal Executive Offices) (Zip Code)

(816) 854-3000
(Registrant's telephone number, including area code)

Not Applicable
(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 (see General Instruction A.2. below):

- 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))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

(a) The 2014 annual meeting of shareholders of the Company was held on September 11, 2014.

(b) The final voting results of the proposals submitted to a vote of the Company's shareholders at the annual meeting are set forth below.

1) Each of the following nominees for director was elected to serve until the next annual meeting of shareholders or until a respective successor is elected and qualified:

| Director Name | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------------|-------------|---------------|-------------|------------------|
| Paul J. Brown | 207,676,594 | 326,744 | 308,539 | 19,378,439 |
| William C. Cobb | 207,650,668 | 345,073 | 316,136 | 19,378,439 |
| Robert A. Gerard | 207,601,203 | 399,988 | 310,686 | 19,378,439 |
| David Baker Lewis | 207,605,395 | 394,263 | 312,219 | 19,378,439 |
| Victoria J. Reich | 207,626,821 | 365,241 | 319,815 | 19,378,439 |
| Bruce C. Rohde | 207,552,517 | 445,011 | 314,349 | 19,378,439 |
| Tom D. Seip | 207,210,619 | 773,490 | 327,768 | 19,378,439 |
| Christianna Wood | 207,585,923 | 388,305 | 337,649 | 19,378,439 |
| James F. Wright | 207,565,699 | 435,838 | 310,340 | 19,378,439 |

2) The proposal for the ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending April 30, 2015 was approved as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 226,674,435 | 573,981 | 441,900 | 0 |

3) The advisory proposal on the Company's named executive officer compensation was approved as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 203,967,548 | 2,756,429 | 1,587,900 | 19,378,439 |

4) The proposal for the approval of the Amended And Restated Executive Performance Plan was approved as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 204,126,802 | 3,550,461 | 634,614 | 19,378,439 |

5) The shareholder proposal concerning political contributions was not approved as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 75,880,439 | 73,985,538 | 58,445,900 | 19,378,439 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description |
|----------------|---|
| 10.1 | Amended and Restated Executive Performance Plan |

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SIGNATURES

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.

H&R BLOCK, INC.

Date: September 12, 2014

By:/s/ Scott W. Andreasen
Scott W. Andreasen
Vice President and Secretary

EXHIBIT INDEX

10.1 Amended and Restated Executive Performance Plan

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