

H&R BLOCK INC  
Form 8-K  
September 08, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D. C. 20549

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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 8, 2016

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

Missouri                      1-06089                      44-0607856  
(State of Incorporation) (Commission File Number) (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))

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

(a) The 2016 annual meeting of shareholders (the “Annual Meeting”) of H&R Block, Inc. (the “Company”) was held on September 8, 2016.

(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 |
|--------------------|-------------|---------------|-------------|------------------|
| Angela N. Archon   | 174,471,653 | 485,687       | 256,209     | 15,396,429       |
| Paul J. Brown      | 174,290,910 | 666,637       | 256,002     | 15,396,429       |
| William C. Cobb    | 173,934,774 | 1,054,547     | 224,228     | 15,396,429       |
| Robert A. Gerard   | 173,885,376 | 1,057,564     | 270,609     | 15,396,429       |
| Richard A. Johnson | 174,043,889 | 919,058       | 250,602     | 15,396,429       |
| David Baker Lewis  | 172,805,444 | 2,158,895     | 249,210     | 15,396,429       |
| Victoria J. Reich  | 174,504,050 | 469,309       | 240,190     | 15,396,429       |
| Bruce C. Rohde     | 173,056,368 | 1,910,967     | 246,214     | 15,396,429       |
| Tom D. Seip        | 171,772,827 | 3,158,729     | 281,993     | 15,396,429       |
| Christianna Wood   | 174,328,043 | 510,292       | 275,214     | 15,396,429       |
| James F. Wright    | 173,370,401 | 1,592,588     | 250,560     | 15,396,429       |

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, 2017 was approved as follows:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 188,956,488 | 1,387,789     | 265,701     | 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 |
|-------------|---------------|-------------|------------------|
| 170,586,990 | 4,115,801     | 510,758     | 15,396,429       |

4) The shareholder proposal asking the Board of Directors to adopt and present for shareholder approval revisions to the Company’s proxy access bylaw was not approved as follows:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 52,189,976 | 122,090,163   | 933,410     | 15,396,429       |

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 8, 2016 By: /s/ Scott W. Andreasen  
Scott W. Andreasen  
Vice President and Secretary