

H&R BLOCK INC
Form 8-K
September 13, 2018

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 13, 2018

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))

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

(a) The Company's Annual Meeting was held on September 13, 2018.

(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 | 146,629,350 | 548,530 | 207,926 | 15,469,667 |
| Paul J. Brown | 146,432,143 | 752,140 | 201,523 | 15,469,667 |
| Robert A. Gerard | 144,903,445 | 2,284,640 | 197,721 | 15,469,667 |
| Richard A. Johnson | 145,998,641 | 1,170,329 | 216,836 | 15,469,667 |
| Jeffrey J. Jones II | 146,461,239 | 725,326 | 199,241 | 15,469,667 |
| David Baker Lewis | 143,576,015 | 3,614,139 | 195,652 | 15,469,667 |
| Victoria J. Reich | 146,818,030 | 374,641 | 193,135 | 15,469,667 |
| Bruce C. Rohde | 145,651,403 | 1,529,996 | 204,407 | 15,469,667 |
| Matthew E. Winter | 146,593,271 | 587,955 | 204,580 | 15,469,667 |
| Christianna Wood | 146,438,306 | 764,300 | 183,200 | 15,469,667 |

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, 2019 was approved as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 160,224,106 | 2,389,944 | 241,423 | 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 |
|------------|---------------|-------------|------------------|
| 89,480,971 | 57,405,918 | 498,917 | 15,469,667 |

4) The shareholder proposal requesting that each bylaw amendment adopted by the board of directors not become effective until approved by shareholders was not approved as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 3,609,940 | 142,942,256 | 833,610 | 15,469,667 |

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 13, 2018 By: /s/ Scott W. Andreasen
Scott W. Andreasen
Vice President and Secretary