

YRC WORLDWIDE INC  
Form 8-K  
December 19, 2006

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 8-K

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### CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) December 14, 2006

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## YRC Worldwide Inc.

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**0-12255**  
(Commission File Number)

**48-0948788**  
(IRS Employer

Identification No.)

**10990 Roe Avenue, Overland Park, Kansas 66211**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (913) 696-6100

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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:

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- .. Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12(b))
  
  - .. 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On December 14, 2006, the Board of Directors of YRC Worldwide Inc. (the Company), upon recommendation of the Governance Committee, approved an amendment to the Company's Bylaws to change the voting standard for uncontested elections of directors from a plurality to a majority of votes cast. A majority of the votes cast means that the number of shares voted for a director must exceed the number of shares voted against that director. In contested elections where the number of nominees exceeds the number of directors to be elected, the vote standard will continue to be a plurality of votes cast.

In addition, if a nominee who already serves as a director is not elected, the director shall offer to tender his or her resignation to the Board of Directors. The Governance Committee will make a recommendation to the Board on whether to accept or reject the director's offer to tender his or her resignation, or whether other action should be taken. The Board will act on the Committee's recommendation and publicly disclose its decision within 90 days from the date of the certification of the election results. The director who offers to tender his or her resignation will not participate in the Board's decision. If the failure of a nominee to be elected at the annual meeting results in a vacancy on the Board, that vacancy can be filled by action of the Board.

The amended Bylaws became effective on December 14, 2006 and are attached hereto as Exhibit 3.1.

**Item 9.01. Financial Statements and Exhibits.**

- (a) Financial statements of businesses acquired.

Not applicable.

- (b) Pro forma financial information.

Not applicable.

- (c) Shell company transactions.

Not applicable.

- (d) Exhibits.

3.1 YRC Worldwide Inc. Bylaws, as amended through December 14, 2006.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 19, 2006

YRC WORLDWIDE INC.

By: /S/ DANIEL J. CHURAY  
Daniel J. Churay  
Senior Vice President, General Counsel

and Secretary

**EXHIBIT INDEX**

**Exhibit**

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 3.1           | YRC Worldwide Inc. Bylaws, as amended through December 14, 2006. |