

YRC WORLDWIDE INC  
Form DEFA14A  
February 16, 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:

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

(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.):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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.

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

**EMPLOYEE COMMUNICATION**

To: YRC Worldwide employees

We have consistently achieved milestones in delivering our comprehensive plan, and on Wednesday, Feb. 17, we will hold a special shareholder meeting to finalize important steps. The YRCW board of directors has unanimously approved proposed amendments to our certificate of incorporation: to reduce the par value of our common stock and to increase the amount of authorized shares, and effect a reverse stock split and proportionately reduce the number of authorized shares.

Shareholders are encouraged to vote **yes** on the amendments by 11:59 p.m. Tuesday, Feb. 16. All shareholders as of Jan. 4, 2010 including employees with YRCW shares in their 401(k) plan who received proxy materials should vote. Failure to vote is considered a **no** vote.

If you have not voted, or cannot remember if you voted, you can vote by following the instructions in your proxy materials.

If you previously voted no, you can change your vote to yes by voting again. Only your latest dated proxy counts.

If you received proxy materials but misplaced them, you can still vote. Follow these instructions to obtain new proxy cards:  
[http://intranet.yrcweb.com/news/2010/0209\\_shareholder.html](http://intranet.yrcweb.com/news/2010/0209_shareholder.html).

A majority **yes** vote is important to positioning YRC Worldwide for the future and securing the stronger financial foundation we've been laying out.

All employees with voting rights are encouraged to vote today and to vote yes on all three proposals.

Thank you,

*Bill Zollars*

Chairman & CEO

YRC Worldwide