

YRC WORLDWIDE INC  
Form DEFA14A  
February 05, 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:

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

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(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.):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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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.

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(1) Amount Previously Paid:

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

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(3) Filing Party:

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(4) Date Filed:

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10990 Roe Avenue

Overland Park, Kansas 66211

**Common Stockholders of YRC Worldwide Inc.**

**Your Vote Is Important!**

February 5, 2010

Dear YRC Worldwide Common Stockholder:

If you are receiving this letter, you were a holder of YRC Worldwide Inc. common stock as of the January 4, 2010 record date and are entitled to vote at our Special Meeting of Stockholders scheduled for February 17, 2010. A proxy statement was mailed to you approximately two weeks ago.

The two leading independent proxy advisory firms, RiskMetrics Group (formerly Institutional Shareholder Services or ISS) and Glass Lewis & Co. have recommended that YRC Worldwide stockholders vote FOR each of the proposals at the upcoming Special Meeting. The analyses and recommendations of these two proxy advisory firms are relied upon by hundreds of major institutional investment firms, mutual funds and fiduciaries throughout the United States.

**It is important that you vote your shares since not voting is equivalent to voting against Proposals 1 and 2, which contain important amendments to our certificate of incorporation. Even if you have sold your shares since the record date, you still retain the right to vote. If you have voted against any of the proposals, you may still change your vote. Only your latest dated proxy counts. Please vote FOR all of the proposals.**

**If you are a former bondholder who received preferred shares in the exchange offer that we successfully completed on December 30, 2009, you are also entitled to vote the preferred shares that you owned on the record date. Please make certain you vote *all* of your accounts for your common and preferred stock. You should already have received proxy cards for your preferred stock accounts in separate mailings.**

**This mailing contains a proxy card for your common shares only. If you own preferred shares, please make certain that you vote those shares as well. If you need any assistance in voting your shares, please contact your prime broker or other representative responsible for your account, or call Morrow & Co., LLC at the telephone numbers below.**

Proposals 1 and 2 require the affirmative vote of 1) holders of a majority of the outstanding shares of our common stock voting as a separate class and 2) the holders of a majority of the outstanding common and preferred stock voting together as a single class.

**Remember: Failure to vote will be the equivalent of a No vote. Please vote your proxy today. If you have any questions or need assistance in getting your shares voted, please contact our proxy adviser, Morrow & Co., LLC, at 1-800-607-0088 or call collect at (203) 658-9400.**

On behalf of the Board of Directors,

William D. Zollars

Chairman of the Board and

Chief Executive Officer