

YRC Worldwide Inc.  
Form DEFA14A  
May 20, 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 Pursuant to §240.14a-12

**YRC Worldwide Inc.**

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(Name of Registrant as Specified In Its Charter)

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(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 the transaction applies:

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

(3) Per unit price or other underlying value of the 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 the transaction:

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(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. 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 statement 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:

**\*\*\* Exercise Your *Right* to Vote \*\*\***

**Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on June 29, 2010.**

**YRC WORLDWIDE INC.**

**Meeting Information**

**Meeting Type:** Annual

**For holders as of:** May 7, 2010

**Date:** June 29, 2010 **Time:** 10:00 a.m. CT

**Location:** Company's General Office

10990 Roe Avenue

Overland Park, KS 66211

**You are receiving this communication because you hold shares in the above named company.**

**This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).**

**We encourage you to access and review all of the important information contained in the proxy materials before voting.**

**See the reverse side of this notice to obtain proxy materials and voting instructions.**



**Voting Items**

**The YRC Worldwide Inc. Board of Directors**

**recommends a vote FOR all director nominees listed below and FOR the other listed proposals.**

**All matters are proposed by YRC Worldwide Inc.**

- |                              |  |
|------------------------------|--|
| 1. The election of directors | 2. The approval of the YRC Worldwide Inc. Second Union Employee Option Plan. |
|------------------------------|--|

**Nominees:**

- |                        |   |
|------------------------|---|
| 1a. Eugene I. Davis    | 3. The approval of an amendment to the YRC Worldwide Inc. 2004 Long-Term Incentive and Equity Award Plan and re-approval of such plan pursuant to Section 162(m) of the Internal Revenue Code 1986, as amended. |
| 1b. Dennis E. Foster   |   |
| 1c. Marnie S. Gordon   | 4. The ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2010.   |
| 1d. Beverly K. Goulet  | <b>NOTE:</b> Such other business as may properly come before the meeting or any adjournment thereof.  |
| 1e. Mark E. Holliday   |   |
| 1f. John A. Lamar      |   |
| 1g. William L. Trubeck |   |
| 1h. Carl W. Vogt       |   |

i. William D. Zollars