

YRC WORLDWIDE INC  
Form DEFA14A  
January 29, 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

**Your vote is extremely important at this critical time.**

**Please return your proxy today.**

January 29, 2010

Dear YRC Worldwide Stockholder:

We recently mailed to you a proxy statement and proxy card in connection with the Special Meeting of Stockholders scheduled for February 17th. We urge you to read the proxy statement carefully, and to sign, date and return your proxy card, or vote by toll-free telephone or internet pursuant to the instructions provided on the proxy. If you hold both common and preferred shares you will receive separate proxy cards for each account. Please make sure you vote proxies for all of your accounts.

**Your support is critical to the future of your company**

On December 30, 2009, YRC Worldwide Inc. successfully completed a \$470 million debt-for-equity exchange. The company issued approximately 37 million common shares and approximately 4.3 million preferred shares on December 31, 2009 to settle the exchange and retire the tendered notes. The terms of the exchange required us to call the Special Meeting and seek stockholder approval of the amendments to our certificate of incorporation described in the proxy statement.

Stockholder approval of the proposals described in the proxy statement will accomplish the following:

Automatically convert the above noted 4.3 million preferred shares to common stock which can then freely trade on the NASDAQ stock exchange; and

Save the company the cost and resulting delay of a second stockholder meeting and/or the cost to execute a merger of a wholly owned subsidiary with and into the company with the company being the surviving entity as described in the debt-for-equity exchange documents filed with the Securities and Exchange Commission if these proposals are voted down in this Special Meeting.

**We Urge You to Vote FOR the Proposals Today**

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The Board of Directors has unanimously approved the amendments to our certificate of incorporation that are included in Proposals 1 and 2 of the proxy statement: to effect the reduction in the par value of our common stock, the increase in the amount of authorized shares of our common stock and the reverse stock split and proportionate reduction of the number of authorized shares of our common stock.

The approval and adoption of the amendments to our certificate of incorporation at this meeting requires 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. Failure to vote will be the equivalent of a "No" vote.

If you have already voted, please accept our thanks. If not, please sign, date and return your proxy card today, or vote by toll-free telephone or internet pursuant to the instructions on your proxy.

Remember: Not voting your shares will have the same effect as voting against the proposals. Please vote FOR the proposals today.

Thank you for your consideration and support.

On behalf of the Board of Directors,

William D. Zollars

Chairman of the Board and

Chief Executive Officer

If you have any questions or need assistance in voting your shares, please call Morrow & Co., LLC, our proxy solicitor at 1-800-607-0088.