

YRC Worldwide Inc.
Form DEFA14A
October 20, 2011

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.

(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:

(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 November 30, 2011.**

YRC WORLDWIDE INC.

Meeting Information

Meeting Type: Annual Meeting
For holders as of: October 11, 2011
Date: November 30, 2011 **Time:** 10:00 a.m., Central Time
Location: Company's General Office
10990 Roe Avenue
Overland Park, KS 66211

YRC WORLDWIDE INC.

P.O. BOX 7563

OVERLAND PARK, KS 66207Z

You are receiving this communication because you hold shares and/or convertible notes in the above named company.

This is not a ballot. You cannot use this notice to vote these shares and/or convertible notes. 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 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.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT

ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- | | |
|-------------------------|--|
| 1) <i>BY INTERNET:</i> | www.proxyvote.com |
| 2) <i>BY TELEPHONE:</i> | 1-800-579-1639 |
| 3) <i>BY E-MAIL*:</i> | sendmaterial@proxyvote.com |

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before November 16, 2011 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

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Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares and/or convertible notes.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors of YRC Worldwide Inc. (the Company) recommends a vote FOR all director nominees listed below, FOR proposals 2, 3, 4, 6 and 7, and 1 YEAR for proposal 5. All matters are proposed by YRC Worldwide Inc.

1. The election of directors

Nominees:

- | | |
|------------------------|-------------------------|
| 01) Raymond J. Bromark | 05) Michael J. Kneeland |
| 02) Matthew A. Doheny | 06) James L. Welch |
| 03) Robert L. Friedman | 07) James F. Winestock |
| 04) James E. Hoffman | |

2. The approval of the YRC Worldwide Inc. 2011 Incentive and Equity Award Plan, including the material terms of the performance goals under which compensation may be paid pursuant to Section 162(m) of the Internal Revenue Code 1986, as amended.
3. The approval of the amendment to the Company s Amended and Restated Certificate of Incorporation to effect a reverse stock split of the Company s Common Stock and to reduce the authorized shares of the Company s Common Stock.
4. A non-binding proposal to approve the compensation paid to the Company s named executive officers as disclosed in the proxy statement.
5. A non-binding proposal recommending the frequency of future advisory votes on the compensation of the Company s named executive officers.

6. The ratification of the appointment of KPMG LLP as the Company s independent registered public accounting firm for 2011.

7. The approval of the adjournment of the Annual Meeting, if necessary, to solicit additional proxies for proposals 2 or 3.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

