

H&R BLOCK INC  
Form DFAN14A  
July 26, 2007  
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 Rule 14a-12

**H&R BLOCK, INC.**

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

**Breeden Capital Management LLC**

**Breeden Partners L.P.**

**Breeden Partners (California) L.P.**

**Breeden Partners Holdco Ltd.**

**Richard C. Breeden**

**Robert A. Gerard**

**L. Edward Shaw, Jr.**

Payment of Filing Fee (Check the appropriate box):

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- No fee required.
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
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    - (2) Aggregate number of securities to which transaction applies:
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    - (4) Proposed maximum aggregate value of transaction:
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  - Fee paid previously with preliminary materials:
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    - (1) Amount previously paid:
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    - (3) Filing Party:
    - (4) Date Filed:
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On July 26, 2007, Breeden Capital Management LLC issued the statement attached hereto as Exhibit 1.