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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): January 20, 2026

**H&R BLOCK, INC.**

(Exact name of registrant as specified in charter)

**Missouri**  
(State or other jurisdiction of  
incorporation or organization)

**1-06089**  
(Commission File Number)

**44-0607856**  
(I.R.S. Employer  
Identification No.)

**One H&R Block Way, Kansas City, MO 64105**

(Address of Principal Executive Offices) (Zip Code)

**(816) 854-3000**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, without par value	HRB	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On January 20, 2026, the H&R Block, Inc. (the “Company”) Board of Directors (the “Board”) increased the number of directors that constitute the Board from eight to eleven and elected GERALYN R. BREIG, CHRISTIAN H. CHARNAUX, and STEPHANIE C. PLAINES to the Board to fill the vacancies resulting from the increase in the size of the Board effective January 20, 2026. The Board has appointed Mr. Charnaux and Ms. Plaines to the Audit Committee of the Board and Ms. Breig to the Compensation Committee and Governance and Nominating Committee of the Board.

There is no arrangement or understanding between Ms. Breig, Mr. Charnaux, or Ms. Plaines and any other persons pursuant to which they were selected as directors. There are no transactions involving Ms. Breig, Mr. Charnaux, or Ms. Plaines requiring disclosure under Item 404(a) of Regulation S-K.

Ms. Breig, Mr. Charnaux, and Ms. Plaines will participate in the Company’s non-employee director compensation program and are eligible to receive an annual cash retainer of \$85,000, which will be paid in quarterly installments and prorated based on their service during the current term, and an annual equity retainer of director restricted share units (“DRSUs”) having an annual value equal to \$200,000, which will be prorated based on their service during the current term. The DRSUs will fully vest one year from the grant date, subject to continued service as a director as of such date. Mr. Charnaux and Ms. Plaines are also eligible to receive an annual cash retainer of \$15,000 for serving on the Audit Committee, which will be paid in quarterly installments and prorated based on their service during the current term. Ms. Breig is eligible to receive an annual cash retainer of \$10,000 for serving on the Compensation Committee and \$7,500 for serving on the Governance and Nominating Committee, which will be paid in quarterly installments and prorated based on her service during the current term.

The Company and each of Ms. Breig, Mr. Charnaux, and Ms. Plaines will also enter into the Company’s standard form of indemnification agreement for directors and officers, a copy of which was previously filed as [Exhibit 10.2](#) to the Company’s Quarterly Report on Form 10-Q for the quarter ended January 31, 2012 and is incorporated herein by reference.

A copy of the press release announcing the appointment of Ms. Breig, Mr. Charnaux, and Ms. Plaines to the Board is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit Number Description

[99.1 Press Release](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**H&R BLOCK, INC.**

Date: January 22, 2026

By: /s/ Katharine M. Haynes

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Katharine M. Haynes

Vice President and Corporate Secretary

**H&R Block Enhances Board Expertise with New Appointments**

New independent directors, GERALYN BREIG, CHRISTIAN CHARNAUX, and STEPHANIE PLAINES, bring deep expertise in consumer engagement, strategic growth, and financial leadership as company steps into its next chapter

KANSAS CITY, Mo., Jan. 22, 2026 (GLOBE NEWSWIRE) -- H&R Block (NYSE: HRB), a leading global consumer tax services provider, today announced the appointment of three new members to its Board of Directors: GERALYN BREIG, former President of Revlon North America; CHRISTIAN CHARNAUX, Chief Development Officer of Hilton Worldwide Holdings, Inc.; and STEPHANIE PLAINES, former CFO of JCPenney.

"Maintaining a strong, diverse board remains a top priority, and these appointments advance our ongoing goals of broadening expertise, adding fresh perspectives, and strengthening board succession planning while returning it to a more optimal size," said Richard Johnson, H&R Block Chairman of the Board. "These leaders bring a wealth of experience to H&R Block as we bolster our capabilities to meet evolving client expectations. GERALYN's deep understanding of consumer behavior, CHRISTIAN's track record scaling complex organizations, and STEPHANIE's financial expertise will each play an important role in guiding our strategic direction and ensuring we continue to deliver value to stakeholders."

**GERALYN BREIG** brings extensive consumer brand leadership that supports H&R Block's ongoing evolution of the client experience. She most recently served as President of Revlon North America, where she drove strategic growth initiatives, strengthened organizational capabilities, and expanded innovation pipelines. Her 40-year career includes serving as Chief Executive Officer of AnytownUSA, President of Clarks Americas, and President of Avon North America. Her deep understanding of consumer behavior and proven ability to build lasting brand relationships will serve the company as it continues to invest in product enhancements that strengthen client engagement.

**CHRISTIAN CHARNAUX** has a history of success in scaling complex organizations and driving strategic growth, key strengths for H&R Block's expansion of client delivery platforms. He currently serves as Chief Development Officer for Hilton, leading global development, architecture, design and construction. Prior to rejoining Hilton, Charnaux served as Chief Growth Officer for Inspire Brands, where he led more than \$18 billion in acquisitions and integration efforts across a multi-brand restaurant company with over 33,000 locations worldwide. His experience managing complex stakeholder relationships and driving expansion initiatives will help guide H&R Block's strategic vision as the company scales its impact to reach more clients.

**STEPHANIE PLAINES** is a former CFO, experienced board member, and accomplished executive whose expertise in finance, operations, and corporate strategy supports H&R Block's next chapter of growth. She currently serves as a Director for The Clorox Company and sits on its Audit Committee. Plaines brings broad experience across consumer staples, retail, e-commerce, real estate, and investment banking, with deep proficiency in omnichannel and digital business models. Her distinguished 30-year career includes serving as CFO of JCPenney, CFO of Jones Lang LaSalle, and U.S. CFO for Starbucks Corporation. Her proven track record across Fortune 500 global brands positions her to support H&R Block's growth initiatives and long-term value creation.

The Board appointments come as H&R Block amplifies its focus on elevating experiences for clients. These exceptional additions to the board bring diverse expertise across consumer brands, global operations, and financial leadership to help guide H&R Block as it delivers against its multi-year strategic initiatives.

To see a full list of H&R Block's Board of Directors, visit: [Board of Directors](#)

### **About H&R Block**

H&R Block, Inc. (NYSE: HRB) provides help and inspires confidence in its clients and communities everywhere through global tax preparation services, financial products, and small-business solutions. The company blends digital innovation with human expertise and care as it helps people get the best outcome at tax time and also be better with money using its mobile banking app, Spruce. Through Block Advisors and Wave, the company helps small-business owners thrive with year-round bookkeeping, payroll, advisory, and payment processing solutions. For more information, visit [H&R Block News](#).