
**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): July 14, 2010

H&R BLOCK, INC.

(Exact name of registrant as specified in charter)

Missouri

(State of Incorporation)

1-6089

(Commission File Number)

44-0607856

(I.R.S. Employer
Identification Number)

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))
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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.

(a) On July 14, 2010, H&R Block, Inc.'s (the "Company") Board of Directors received a letter from Thomas M. Bloch, a member of the Company's Board of Directors, stating that Mr. Bloch will not stand for re-election to the Company's Board of Directors at its annual meeting of shareholders to be held on September 30, 2010. Mr. Bloch will no longer serve on the Company's Board of Directors upon conclusion of his term on September 30, 2010.

In his letter, Mr. Bloch states that he will not stand for re-election to the Company's Board of Directors over concerns regarding short-term versus long-term focus and disagreements with the direction of the Company, citing as examples: (i) the Company's allocation of capital to share repurchases; (ii) the Company's fiscal year 2010 financial plan; and (iii) the 2009 re-election of Richard C. Breeden as the Company's Chairman of the Board of Directors.

A copy of Mr. Bloch's letter is attached hereto as Exhibit 17.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
17.1	Letter from Thomas M. Bloch dated July 14, 2010.

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: July 16, 2010

By: /s/ Andrew J. Somora _____
Andrew J. Somora
Assistant Secretary

EXHIBIT INDEX

Exhibit 17.1 Letter from Thomas M. Bloch dated July 14, 2010.

[RECEIVED VIA EMAIL]

July 14, 2010

To the Directors of H&R Block, Inc.:

It is with deep sadness that I notify you of my decision to not stand for reelection as a director of H&R Block, Inc. My reason can be summarized as a disagreement over the direction of the company. I offer three examples of differences that I have had with the board in recent years.

First, I opposed the \$2 billion stock buyback authorization in 2008. For several reasons, I believed it was ill-timed. The board of course approved the authorization, and the company has repurchased shares at levels significantly above its current price. I note that H&R Block has been one of the worst performing stocks in the S&P 500 this year, and it has significantly underperformed the index for the last two years.

Second, I opposed the company's fiscal 2010 financial plan. Because the operating plan's responsiveness to unfavorable economic and market conditions was, in my view, lacking, I deemed the financial plan to be overly optimistic. I note that the company posted a significant decline in customers in the 2010 tax season and did not meet its earnings guidance.

Third, I opposed the reelection of Richard Breeden as chairman last year. Richard's hard-fought proxy contest in 2007 was enormously successful, and, in my view, for good reason. I supported his election as chairman after he joined the board. The leadership he demonstrated early on in hastening the company's exit from the sub-prime mortgage and brokerage businesses was commendable. More recently, however, Richard and I have had differences of opinion on a number of fundamental issues that, I believe, could affect the company's long-term future.

As Block's share price has declined, I have become increasingly concerned that the board will bow to the intense pressure from short-term oriented shareholders, putting long-term shareholder value at greater risk. This is not a new concern. Since I stepped down as CEO 15 years ago and especially since rejoining the board 10 years ago, no issue has raised my ire more than the pricing strategy employed in our core business. Clearly, if our average charge had increased consistent with inflation since 1996, it would be significantly less than its current level. Today, the ability to present a compelling value proposition represents one of the most serious impediments to our tax offices' long-term success, in my opinion. Similarly, our weakened competitiveness in the growing do-it-yourself online tax market is another critically important issue. I believe that these and other important problems can be ameliorated with a renewed focus on long-term shareholder value.

Our new CEO, Alan Bennett, is of course not new to the organization or the board. I hope Alan, as permanent CEO, will make a commitment to live in Kansas City, where the company is headquartered, instead of commuting from his Connecticut or Florida home. Furthermore, I hope he will demonstrate a genuine commitment to long-term value creation, even though his compensation package, I believe, may prove to be seriously flawed with respect to its incentive components. In my opinion, the package is also overly generous.

In recent years my father Henry Bloch, who will turn 88 this month, has witnessed the company suffer a number of setbacks that could have likely been avoided or minimized. For example, he has watched our customer base contract by a staggering amount—a loss approaching two million customers in the last two years. My wish is that he will have an opportunity to see the company he built over several decades return to greatness. I have an enormous respect for him, our dedicated employees, and our franchisees. I hope they understand how painful it was for me to arrive at this decision. More importantly, I hope that my decision will serve as a catalyst for positive change.

In summary, I urge the board to (1) demonstrate intolerance for plans that result in continued market share erosion, (2) ensure that senior management attacks the company's most urgent challenges, including the value proposition in our retail network, and our presence in the online market, and (3) not pursue short-term objectives that may thwart long-term shareholder value.

Sincerely,

Thomas M. Bloch