

**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): November 1, 2008

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))

Item 2.01. Completion of Acquisition or Disposition of Assets.

On November 1, 2008, Block Financial LLC (“Block Financial”), an indirect wholly owned subsidiary of H&R Block, Inc. (the “Company”), completed the sale of all the outstanding shares of capital stock of HRB Financial Corporation (“HRB Financial”) to Ameriprise Financial, Inc. pursuant to a Stock Purchase Agreement dated August 12, 2008. HRB Financial owns H&R Block Financial Advisors, Inc., the Company’s former securities brokerage business. Pursuant to the terms of the sale, Block Financial received sales proceeds of approximately \$312 million in cash and repayment of approximately \$48 million in intercompany liabilities, subject to post-closing adjustments.

Item 9.01. Financial Statements and Exhibits.

(b) Pro forma Financial Information

<u>Exhibit Number</u>	<u>Description</u>
99.1	Pro forma financial information.

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: November 6, 2008

By: /s/ Bret G. Wilson
Bret G. Wilson
Vice President and Secretary

EXHIBIT INDEX

[Exhibit 99.1](#) [Pro Forma Financial Information.](#)

CONDENSED CONSOLIDATED BALANCE SHEETS ADJUSTED FOR HRB FINANCIAL CORPORATION DISCONTINUED OPERATIONS
Unaudited, amounts in thousands

ASSETS	July 31, 2008		
	As Reported	Amounts Transferred to Discontinued Operations	As Adjusted
Current assets:			
Cash and cash equivalents	\$ 355,998	(\$110,535)	\$ 245,463
Cash and cash equivalents - restricted	221,338	(219,000)	2,338
Receivables from customers, brokers, dealers and clearing organizations, net	401,859	(401,859)	—
Receivables, net	383,224	(16,223)	367,001
Prepaid expenses and other current assets	438,872	(23,756)	415,116
Assets of discontinued operations, held for sale	—	1,005,238	1,005,238
Total current assets	<u>1,801,291</u>	<u>233,865</u>	<u>2,035,156</u>
Mortgage loans held for investment, net	868,603	—	868,603
Property and equipment, net	380,804	(17,329)	363,475
Intangible assets, net	142,533	—	142,533
Goodwill, net	1,006,207	(173,954)	832,253
Other assets	704,044	(42,582)	661,462
Total assets	<u>\$ 4,903,482</u>	<u>\$ —</u>	<u>\$ 4,903,482</u>
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities:			
Customer deposits	\$ 777,080	\$ —	\$ 777,080
Accounts payable to customers, brokers and dealers	592,688	(592,688)	—
Accounts payable, accrued expenses and other current liabilities	665,973	(38,485)	627,488
Accrued salaries, wages and payroll taxes	142,690	(25,004)	117,686
Accrued income taxes	263,784	—	263,784
Current portion of long-term debt	108,839	—	108,839
Liabilities of discontinued operations, held for sale	—	670,932	670,932
Total current liabilities	<u>2,551,054</u>	<u>14,755</u>	<u>2,565,809</u>
Long-term debt	1,034,117	—	1,034,117
Other noncurrent liabilities	481,589	(14,755)	466,834
Total liabilities	<u>4,066,760</u>	<u>—</u>	<u>4,066,760</u>
Stockholders' equity:			
Common stock	4,359	—	4,359
Additional paid-in capital	686,802	—	686,802
Accumulated other comprehensive income	833	—	833
Retained earnings	2,204,940	—	2,204,940
Less cost of shares of common stock in treasury	(2,060,212)	—	(2,060,212)
Total stockholders' equity	<u>836,722</u>	<u>—</u>	<u>836,722</u>
Total liabilities and stockholders' equity	<u>\$ 4,903,482</u>	<u>\$ —</u>	<u>\$ 4,903,482</u>

Note: The unaudited condensed consolidated balance sheets present the assets and liabilities of HRB Financial Corporation as assets and liabilities of discontinued operations, held for sale. The amounts transferred to Discontinued Operations represent the reclassification of these assets and liabilities.

CONDENSED CONSOLIDATED BALANCE SHEETS ADJUSTED FOR HRB FINANCIAL CORPORATION DISCONTINUED OPERATIONS
Unaudited, amounts in thousands

	April 30, 2008		
	<u>As Reported</u>	<u>Amounts Transferred to Discontinued Operations</u>	<u>As Adjusted</u>
ASSETS			
Current assets:			
Cash and cash equivalents	\$ 726,845	(\$61,948)	\$ 664,897
Cash and cash equivalents - restricted	219,031	(212,000)	7,031
Receivables from customers, brokers, dealers and clearing organizations, net	438,899	(438,899)	—
Receivables, net	552,871	(18,642)	534,229
Prepaid expenses and other current assets	443,934	(23,196)	420,738
Assets of discontinued operations, held for sale	—	987,592	987,592
Total current assets	<u>2,381,580</u>	<u>232,907</u>	<u>2,614,487</u>
Mortgage loans held for investment, net	966,301	—	966,301
Property and equipment, net	380,738	(17,074)	363,664
Intangible assets, net	147,368	—	147,368
Goodwill, net	1,005,268	(173,954)	831,314
Other assets	742,170	(41,879)	700,291
Total assets	<u>\$ 5,623,425</u>	<u>\$ —</u>	<u>\$ 5,623,425</u>
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities:			
Short-term borrowings	\$ 25,000	\$ —	\$ 25,000
Customer deposits	785,624	—	785,624
Accounts payable to customers, brokers and dealers	559,658	(559,658)	—
Accounts payable, accrued expenses and other current liabilities	782,280	(42,393)	739,887
Accrued salaries, wages and payroll taxes	393,148	(27,436)	365,712
Accrued income taxes	439,380	—	439,380
Current portion of long-term debt	111,286	—	111,286
Liabilities of discontinued operations, held for sale	—	644,446	644,446
Total current liabilities	<u>3,096,376</u>	<u>14,959</u>	<u>3,111,335</u>
Long-term debt	1,031,784	—	1,031,784
Other noncurrent liabilities	507,447	(14,959)	492,488
Total liabilities	<u>4,635,607</u>	<u>—</u>	<u>4,635,607</u>
Stockholders' equity:			
Common stock	4,359	—	4,359
Additional paid-in capital	695,959	—	695,959
Accumulated other comprehensive income	2,486	—	2,486
Retained earnings	2,384,449	—	2,384,449
Less cost of shares of common stock in treasury	(2,099,435)	—	(2,099,435)
Total stockholders' equity	<u>987,818</u>	<u>—</u>	<u>987,818</u>
Total liabilities and stockholders' equity	<u>\$ 5,623,425</u>	<u>\$ —</u>	<u>\$ 5,623,425</u>

Note: The unaudited condensed consolidated balance sheets present the assets and liabilities of HRB Financial Corporation as assets and liabilities of discontinued operations, held for sale. The amounts transferred to Discontinued Operations represent the reclassification of these assets and liabilities.

CONDENSED CONSOLIDATED BALANCE SHEETS ADJUSTED FOR HRB FINANCIAL CORPORATION DISCONTINUED OPERATIONS
Unaudited, amounts in thousands

	April 30, 2007		
	<u>As Reported</u>	<u>Amounts Transferred to Discontinued Operations</u>	<u>As Adjusted</u>
ASSETS			
Current assets:			
Cash and cash equivalents	\$ 921,838	(\$104,921)	\$ 816,917
Cash and cash equivalents - restricted	332,646	(329,000)	3,646
Receivables from customers, brokers, dealers and clearing organizations, net	410,522	(410,522)	—
Receivables, net	556,255	(22,560)	533,695
Prepaid expenses and other current assets	208,564	(18,696)	189,868
Assets of discontinued operations, held for sale	1,746,959	1,126,856	2,873,815
Total current assets	<u>4,176,784</u>	<u>241,157</u>	<u>4,417,941</u>
Mortgage loans held for investment, net	1,358,222	—	1,358,222
Property and equipment, net	379,066	(19,608)	359,458
Intangible assets, net	181,413	(21,365)	160,048
Goodwill, net	993,919	(173,954)	819,965
Other assets	454,646	(26,230)	428,416
Total assets	<u>\$ 7,544,050</u>	<u>\$ —</u>	<u>\$ 7,544,050</u>
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities:			
Short-term borrowings	\$ 1,567,082	\$ —	\$ 1,567,082
Customer deposits	1,129,263	—	1,129,263
Accounts payable to customers, brokers and dealers	633,189	(633,189)	—
Accounts payable, accrued expenses and other current liabilities	519,372	(56,614)	462,758
Accrued salaries, wages and payroll taxes	307,854	(23,173)	284,681
Accrued income taxes	439,472	—	439,472
Current portion of long-term debt	9,304	—	9,304
Liabilities of discontinued operations, held for sale	615,373	727,946	1,343,319
Total current liabilities	<u>5,220,909</u>	<u>14,970</u>	<u>5,235,879</u>
Long-term debt	537,134	—	537,134
Other noncurrent liabilities	371,508	(14,970)	356,538
Total liabilities	<u>6,129,551</u>	<u>—</u>	<u>6,129,551</u>
Stockholders' equity:			
Common stock	4,359	—	4,359
Additional paid-in capital	676,766	—	676,766
Accumulated other comprehensive income	(1,320)	—	(1,320)
Retained earnings	2,886,440	—	2,886,440
Less cost of shares of common stock in treasury	(2,151,746)	—	(2,151,746)
Total stockholders' equity	<u>1,414,499</u>	<u>—</u>	<u>1,414,499</u>
Total liabilities and stockholders' equity	<u>\$ 7,544,050</u>	<u>\$ —</u>	<u>\$ 7,544,050</u>

Note: The unaudited condensed consolidated balance sheets present the assets and liabilities of HRB Financial Corporation as assets and liabilities of discontinued operations, held for sale. The amounts transferred to Discontinued Operations represent the reclassification of these assets and liabilities.

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CONDENSED CONSOLIDATED INCOME STATEMENTS ADJUSTED FOR HRB FINANCIAL CORPORATION DISCONTINUED OPERATIONS
 Unaudited, amounts in thousands, except per share data

	Three Months Ended July 31, 2008		
	As reported	Amounts Transferred to Discontinued Operations	As Adjusted
Revenues:			
Service revenues	\$ 301,521	(\$60,801)	\$ 240,720
Other revenues:			
Interest income	25,238	(7,391)	17,847
Product and other revenues	12,879	463	13,342
	<u>339,638</u>	<u>(67,729)</u>	<u>271,909</u>
Operating expenses:			
Cost of services	369,606	(52,033)	317,573
Cost of other revenues	42,823	(258)	42,565
Selling, general and administrative	140,470	(17,084)	123,386
	<u>552,899</u>	<u>(69,375)</u>	<u>483,524</u>
Operating loss	(213,261)	1,646	(211,615)
Other income, net	(1,355)	-	(1,355)
Loss from continuing operations before tax benefit	(214,616)	1,646	(212,970)
Income tax benefit	(85,247)	700	(84,547)
Net loss from continuing operations	(129,369)	946	(128,423)
Net loss from discontinued operations	(3,350)	(946)	(4,296)
Net loss	<u>(\$132,719)</u>	<u>\$ -</u>	<u>(\$132,719)</u>
Basic and diluted earnings (loss) per share:			
Net loss from continuing operations	(\$0.40)	\$ 0.01	(\$0.39)
Net loss from discontinued operations	(0.01)	(0.01)	(0.02)
Net loss	<u>(\$0.41)</u>	<u>\$ -</u>	<u>(\$0.41)</u>
Basic and diluted shares	327,141	327,141	327,141

Note: The unaudited condensed consolidated income statements present the results of operations of HRB Financial Corporation as discontinued operations. The amounts transferred to Discontinued Operations represent the reclassification of these results of operations, as adjusted for eliminations and overhead costs which were previously allocated to this business, totaling \$2.0 million.



CONDENSED CONSOLIDATED INCOME STATEMENTS ADJUSTED FOR HRB FINANCIAL CORPORATION DISCONTINUED OPERATIONS
 Unaudited, amounts in thousands, except per share data

	Twelve Months Ended April 30, 2008		
	As reported	Amounts Transferred to Discontinued Operations	As Adjusted
Revenues:			
Service revenues	\$ 3,663,636	(\$269,730)	\$ 3,393,906
Other revenues:			
Product and other revenues	541,387	(221)	541,166
Interest income	198,854	(47,296)	151,558
	<u>4,403,877</u>	<u>(317,247)</u>	<u>4,086,630</u>
Operating expenses:			
Cost of services	2,489,726	(209,248)	2,280,478
Cost of other revenues	312,826	(5,111)	307,715
Selling, general and administrative	881,886	(92,988)	788,898
	<u>3,684,438</u>	<u>(307,347)</u>	<u>3,377,091</u>
Operating income	719,439	(9,900)	709,539
Interest expense - acquisition debt	(2,019)	-	(2,019)
Other income, net	27,801	(250)	27,551
Income from continuing operations before taxes	745,221	(10,150)	735,071
Income taxes	290,745	(1,621)	289,124
Net income from continuing operations	454,476	(8,529)	445,947
Net loss from discontinued operations	(763,123)	8,529	(754,594)
Net loss	<u>(\$308,647)</u>	<u>\$ -</u>	<u>(\$308,647)</u>
Basic earnings (loss) per share:			
Net income from continuing operations	\$ 1.40	(\$0.03)	\$ 1.37
Net loss from discontinued operations	(2.35)	0.03	(2.32)
Net loss	<u>(\$0.95)</u>	<u>\$ -</u>	<u>(\$0.95)</u>
Basic shares outstanding	324,810	324,810	324,810
Diluted earnings (loss) per share:			
Net income from continuing operations	\$ 1.39	(\$0.03)	\$ 1.36
Net loss from discontinued operations	(2.33)	0.03	(2.30)
Net loss	<u>(\$0.94)</u>	<u>\$ -</u>	<u>(\$0.94)</u>
Diluted shares outstanding	327,468	327,468	327,468

Note: The unaudited condensed consolidated income statements present the results of operations of HRB Financial Corporation as discontinued operations. The amounts transferred to Discontinued Operations represent the reclassification of these results of operations, as adjusted for eliminations and overhead costs which were previously allocated to this business, totaling \$11.5 million.



CONDENSED CONSOLIDATED INCOME STATEMENTS ADJUSTED FOR HRB FINANCIAL CORPORATION DISCONTINUED OPERATIONS
 Unaudited, amounts in thousands, except per share data

	Twelve Months Ended April 30, 2007		
	As reported	Amounts Transferred to Discontinued Operations	As Adjusted
Revenues:			
Service revenues	\$ 3,356,418	(\$248,083)	\$ 3,108,335
Other revenues:			
Product and other revenues	529,835	(1,060)	528,775
Interest income	135,021	(61,769)	73,252
	<u>4,021,274</u>	<u>(310,912)</u>	<u>3,710,362</u>
Operating expenses:			
Cost of services	2,340,395	(182,557)	2,157,838
Cost of other revenues	182,262	(9,606)	172,656
Selling, general and administrative	838,755	(110,215)	728,540
	<u>3,361,412</u>	<u>(302,378)</u>	<u>3,059,034</u>
Operating income	659,862	(8,534)	651,328
Interest expense - acquisition debt	(46,920)	-	(46,920)
Other income, net	22,856	(3)	22,853
Income from continuing operations before taxes	635,798	(8,537)	627,261
Income taxes	261,461	(3,660)	257,801
Net income from continuing operations	374,337	(4,877)	369,460
Net loss from discontinued operations	(807,990)	4,877	(803,113)
Net loss	<u>(\$433,653)</u>	<u>\$ -</u>	<u>(\$433,653)</u>
Basic earnings (loss) per share:			
Net income from continuing operations	\$ 1.16	(\$0.02)	\$ 1.14
Net loss from discontinued operations	(2.50)	0.02	(2.48)
Net loss	<u>(\$1.34)</u>	<u>\$ -</u>	<u>(\$1.34)</u>
Basic shares outstanding	322,688	322,688	322,688
Diluted earnings (loss) per share:			
Net income from continuing operations	\$ 1.15	(\$0.02)	\$ 1.13
Net loss from discontinued operations	(2.48)	0.02	(2.46)
Net loss	<u>(\$1.33)</u>	<u>\$ -</u>	<u>(\$1.33)</u>
Diluted shares outstanding	326,154	326,154	326,154

Note: The unaudited condensed consolidated income statements present the results of operations of HRB Financial Corporation as discontinued operations. The amounts transferred to Discontinued Operations represent the reclassification of these results of operations, as adjusted for eliminations and overhead costs which were previously allocated to this business, totaling \$11.8 million.

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CONDENSED CONSOLIDATED INCOME STATEMENTS ADJUSTED FOR HRB FINANCIAL CORPORATION DISCONTINUED OPERATIONS
 Unaudited, amounts in thousands, except per share data

	Twelve Months Ended April 30, 2006		
	As reported	Amounts Transferred to Discontinued Operations	As Adjusted
Revenues:			
Service revenues	\$ 3,013,005	(\$222,730)	\$ 2,790,275
Other revenues:			
Product and other revenues	492,245	(4,430)	487,815
Interest income	69,503	(60,795)	8,708
	<u>3,574,753</u>	<u>(287,955)</u>	<u>3,286,798</u>
Operating expenses:			
Cost of services	2,078,097	(183,358)	1,894,739
Cost of other revenues	77,253	(6,643)	70,610
Selling, general and administrative	882,389	(118,792)	763,597
	<u>3,037,739</u>	<u>(308,793)</u>	<u>2,728,946</u>
Operating income	537,014	20,838	557,852
Interest expense - acquisition debt	(49,059)	-	(49,059)
Other income, net	22,527	-	22,527
Income from continuing operations before taxes	510,482	20,838	531,320
Income taxes	212,941	7,568	220,509
Net income from continuing operations	297,541	13,270	310,811
Net loss from discontinued operations	192,867	(13,270)	179,597
Net income	<u>\$ 490,408</u>	<u>\$ -</u>	<u>\$ 490,408</u>
Basic earnings per share:			
Net income from continuing operations	\$ 0.91	\$ 0.04	\$ 0.95
Net loss from discontinued operations	0.58	(0.04)	0.54
Net income	<u>\$ 1.49</u>	<u>\$ -</u>	<u>\$ 1.49</u>
Basic shares outstanding	328,118	328,118	328,118
Diluted earnings per share:			
Net income from continuing operations	\$ 0.89	\$ 0.04	\$ 0.93
Net loss from discontinued operations	0.58	(0.04)	0.54
Net income	<u>\$ 1.47</u>	<u>\$ -</u>	<u>\$ 1.47</u>
Diluted shares outstanding	333,187	333,187	333,187

Note: The unaudited condensed consolidated income statements present the results of operations of HRB Financial Corporation as discontinued operations. The amounts transferred to Discontinued Operations represent the reclassification of these results of operations, as adjusted for eliminations and overhead costs which were previously allocated to this business, totaling \$12.0 million.

