

H&R BLOCK INC
Form 8-K/A
June 10, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A
CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): April 22, 2016

H&R BLOCK, INC.
(Exact name of registrant as specified in charter)

Missouri 1-06089 44-0607856
(State of Incorporation) (Commission File Number) (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))



Explanatory Note

On April 26, 2016, H&R Block, Inc. (the “Company”) filed a Current Report on Form 8-K (the “Initial 8-K”) under Item 5.02 to report the appointment of Kellie J. Logerwell as Vice President and Chief Accounting Officer, effective July 1, 2016. The Company is filing this Form 8-K/A as an amendment to the Initial 8-K to disclose the details of Ms. Logerwell’s compensation that were not determined at the time of the filing of the Initial 8-K.

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

(c) On June 7, 2016, the Compensation Committee of the Company’s Board of Directors approved Ms. Logerwell’s annual base salary of \$230,000 in connection with her appointment as Vice President and Chief Accounting Officer. She will also participate in the Company’s short term incentive program, with a target incentive of 40% of her annual base salary for the fiscal year ending April 30, 2017, and will be eligible to receive future equity grants as a participant in the Company’s long term incentive program.

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: June 10, 2016 By: /s/ Scott W. Andreasen
Scott W. Andreasen
Vice President and Secretary

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13G

CUSIP No. 06647F102

Page 3 of 23

1. Name of reporting persons:

Apax Europe VII GP Co. Ltd

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Citizenship or place of organization:

Guernsey

Number of 5. Sole voting power:

shares

beneficially -0-

owned by 6. Shared voting power:

each

reporting 37,703,694

person 7. Sole dispositive power:

with

-0-

8. Shared dispositive power:

37,703,694

9. Aggregate amount beneficially owned by each reporting person:

37,703,694

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

11. Percent of class represented by amount in Row (9):

36.1%²

12. Type of reporting person (see instructions):

OO

² The calculation of the foregoing percentage is based on 104,434,271 shares of common stock outstanding as of July 31, 2014 (as reported in the Issuer's last Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 8, 2014).

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1. Name of reporting persons:

Apax Europe VII GP L.P. Inc.

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Citizenship or place of organization:

Guernsey

5. Sole voting power:

Number of

shares -0-

6. Shared voting power:

beneficially

owned by 37,703,694

each 7. Sole dispositive power:

reporting

person -0-

8. Shared dispositive power:

with

37,703,694

9. Aggregate amount beneficially owned by each reporting person:

37,703,694

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

11. Percent of class represented by amount in Row (9):

36.1%³

12. Type of reporting person (see instructions):

OO

³ The calculation of the foregoing percentage is based on 104,434,271 shares of common stock outstanding as of July 31, 2014 (as reported in the Issuer's last Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 8, 2014).

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1. Name of reporting persons:

Apax Europe VII-1, L.P.

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Citizenship or place of organization:

England

5. Sole voting power:

Number of

shares -0-

6. Shared voting power:

beneficially

owned by 37,703,694

each 7. Sole dispositive power:

reporting

person -0-

8. Shared dispositive power:

with

37,703,694

9. Aggregate amount beneficially owned by each reporting person:

37,703,694

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions) "

11. Percent of class represented by amount in Row (9):

36.1%⁴

12. Type of reporting person (see instructions):

OO

⁴ The calculation of the foregoing percentage is based on 104,434,271 shares of common stock outstanding as of July 31, 2014 (as reported in the Issuer's last Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 8, 2014).

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1. Name of reporting persons:

Apax Europe VII-A, L.P.

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Citizenship or place of organization:

England

5. Sole voting power:

Number of

shares -0-

6. Shared voting power:

beneficially

owned by 37,703,694

each 7. Sole dispositive power:

reporting

person -0-

8. Shared dispositive power:

with

37,703,694

9. Aggregate amount beneficially owned by each reporting person:

37,703,694

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

11. Percent of class represented by amount in Row (9):

36.1%⁵

12. Type of reporting person (see instructions):

OO

⁵ The calculation of the foregoing percentage is based on 104,434,271 shares of common stock outstanding as of July 31, 2014 (as reported in the Issuer's last Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 8, 2014).

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1. Name of reporting persons:

Apax Europe VII-B, L.P.

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Citizenship or place of organization:

England

5. Sole voting power:

Number of

shares -0-

6. Shared voting power:

beneficially

owned by 37,703,694

each 7. Sole dispositive power:

reporting

person -0-

8. Shared dispositive power:

with

37,703,694

9. Aggregate amount beneficially owned by each reporting person:

37,703,694

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

11. Percent of class represented by amount in Row (9):

36.1%⁶

12. Type of reporting person (see instructions):

OO

⁶ The calculation of the foregoing percentage is based on 104,434,271 shares of common stock outstanding as of July 31, 2014 (as reported in the Issuer's last Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 8, 2014).

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1. Name of reporting persons:

Apax Guernsey (Holdco) PCC Limited

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Citizenship or place of organization:

Guernsey

5. Sole voting power:

Number of

shares -0-

6. Shared voting power:

beneficially

owned by 37,703,694

each 7. Sole dispositive power:

reporting

person -0-

8. Shared dispositive power:

with

37,703,694

9. Aggregate amount beneficially owned by each reporting person:

37,703,694

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

11. Percent of class represented by amount in Row (9):

36.1%⁷

12. Type of reporting person (see instructions):

OO

⁷ The calculation of the foregoing percentage is based on 104,434,271 shares of common stock outstanding as of July 31, 2014 (as reported in the Issuer's last Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 8, 2014).

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1. Name of reporting persons:

Apax US VII, L.P.

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Citizenship or place of organization:

Cayman Islands

5. Sole voting power:

Number of

shares -0-

6. Shared voting power:

beneficially

owned by 37,703,694

each 7. Sole dispositive power:

reporting

person -0-

8. Shared dispositive power:

with

37,703,694

9. Aggregate amount beneficially owned by each reporting person:

37,703,694

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

11. Percent of class represented by amount in Row (9):

36.1%⁸

12. Type of reporting person (see instructions):

OO

⁸ The calculation of the foregoing percentage is based on 104,434,271 shares of common stock outstanding as of July 31, 2014 (as reported in the Issuer's last Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 8, 2014).

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Page 10 of 23

1. Name of reporting persons:

Apax US VII GP, L.P.

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Citizenship or place of organization:

England

5. Sole voting power:

Number of

shares -0-

6. Shared voting power:

beneficially

owned by 37,703,694

each 7. Sole dispositive power:

reporting

person -0-

8. Shared dispositive power:

with

37,703,694

9. Aggregate amount beneficially owned by each reporting person:

37,703,694

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

11. Percent of class represented by amount in Row (9):

36.1%⁹

12. Type of reporting person (see instructions):

OO

⁹ The calculation of the foregoing percentage is based on 104,434,271 shares of common stock outstanding as of July 31, 2014 (as reported in the Issuer's last Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 8, 2014).

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1. Name of reporting persons:

Apax US VII GP, Ltd.

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Citizenship or place of organization:

England

5. Sole voting power:

Number of

shares -0-

6. Shared voting power:

beneficially

owned by 37,703,694

each 7. Sole dispositive power:

reporting

person -0-

8. Shared dispositive power:

with

37,703,694

9. Aggregate amount beneficially owned by each reporting person:

37,703,694

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

11. Percent of class represented by amount in Row (9):

36.1%¹⁰

12. Type of reporting person (see instructions):

OO

¹⁰ The calculation of the foregoing percentage is based on 104,434,271 shares of common stock outstanding as of July 31, 2014 (as reported in the Issuer's last Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 8, 2014).

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1. Name of reporting persons:

Megrue, John F.

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Citizenship or place of organization:

United States

5. Sole voting power:

Number of

shares -0-

6. Shared voting power:

beneficially

owned by -0-

each 7. Sole dispositive power:

reporting

person -0-

8. Shared dispositive power:

with

-0-

9. Aggregate amount beneficially owned by each reporting person:

-0-

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

11. Percent of class represented by amount in Row (9):

0.0%

12. Type of reporting person (see instructions):

CO

Item 1(a). Name of Issuer:

Bankrate, Inc. (the Company)

Item 1(b). Address of Issuer's Principal Executive Offices:

11760 U.S. Highway One, Suite 200

North Palm Beach, Florida 33408

Item 2(a). Name of Person Filing:

Item 2(b). Address of Principal Business Office or, if none, Residence:

Item 2(c). Citizenship:

BEN HOLDING S.A.R.L.
1-3 BOULEVARD DE LA FOIRE
1-1528 LUXEMBOURG
PLACE OF ORGANIZATION: LUXEMBOURG

APAX EUROPE VII GP CO. LTD
THIRD FLOOR ROYAL BANK PLACE
1 GLATEGNY ESPLANADE
ST. PETER PORT, GUERNSEY X0 GY1 2HJ
PLACE OF ORGANIZATION: GUERNSEY

APAX EUROPE VII GP L.P. INC.
THIRD FLOOR ROYAL BANK PLACE
1 GLATEGNY ESPLANADE
ST. PETER PORT, GUERNSEY X0 GY1 2HJ
PLACE OF ORGANIZATION: GUERNSEY

APAX EUROPE VII-1, L.P.
THIRD FLOOR ROYAL BANK PLACE
1 GLATEGNY ESPLANADEST.
PETER PORT, GUERNSEY X0 GY1 2HJ
PLACE OF ORGANIZATION: ENGLAND

APAX EUROPE VII-A, L.P.
THIRD FLOOR ROYAL BANK PLACE
1 GLATEGNY ESPLANADE
ST. PETER PORT, GUERNSEY X0 GY1 2HJ

PLACE OF ORGANIZATION: ENGLAND

APAX EUROPE VII-B, L.P.

THIRD FLOOR ROYAL BANK PLACE

1 GLATEGNY ESPLANADE

ST. PETER PORT, GUERNSEY X0 GY1 2HJ

PLACE OF ORGANIZATION: ENGLAND

APAX GUERNSEY (HOLDCO) PCC LIMITED
THIRD FLOOR, ROYAL BANK PLACE
1 GLATEGNY ESPLANADE
ST. PETER PORT, GUERNSEY X0 GY1 2HJ
PLACE OF ORGANIZATION: GUERNSEY

APAX US VII, L.P.
P.O. BOX 908GT
GEORGETOWN
GRAND CAYMAN E9 KY1-9002
PLACE OF ORGANIZATION: CAYMAN ISLANDS

APAX US VII GP, L.P. C/O WALKER SPV LIMITED
WALKER HOUSE, PO BOX 908GT
GEORGE TOWN, GRAND CAYMAN E9 KY1-9002
PLACE OF ORGANIZATION: CAYMAN ISLANDS

APAX US VII GP, LTD.
P.O. BOX 908GT
GEORGE TOWN, GRAND CAYMAN E9 KY1-9002
PLACE OF ORGANIZATION: CAYMAN ISLANDS

MEGRUE, JOHN F
C/O APAX PARTNERS, L.P.
601 LEXINGTON AVENUE, 53RD FLOOR
CITIZENSHIP: UNITED STATES

The foregoing persons are hereinafter sometimes collectively referred to as the Reporting Persons. Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Ben Holding S.a r.l. is owned by Apax US VII, L.P. (holding 7%) and Apax WW Nominees Ltd. (holding 93% as a nominee for Apax Europe VII-A, L.P., Apax Europe VII-B, L.P. and Apax Europe VII-1, L.P.). Apax Europe VII GP L.P. Inc. is the general partner of each of Apax Europe VII-A, L.P., Apax Europe VII-B, L.P. and Apax Europe VII-1, L.P. Apax Europe VII GP Co. Ltd is the general partner of Apax Europe VII GP L.P. Inc. Apax US VII GP, L.P. is the general partner of Apax US VII, L.P. Apax US VII GP, Ltd. is the general partner of Apax US VII GP, L.P. Apax Guernsey (Holdco) PCC Limited is the sole beneficial owner of Apax Europe VII GP Co. Limited and, as a result of a transfer of John F. Megrue's 100% equity interests in Apax US VII GP, Ltd. to Apax Guernsey (Holdco) PCC Limited consummated on September 9, 2014, Apax US VII GP Ltd.

Item 2(d). Title of Class of Securities:

Common Stock, \$0.01 par value (the Common Stock)

Item 2(e). CUSIP Number:

06647F102

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

As of December 31, 2014, each of the Reporting Persons, other than Mr. John Megrue, may be deemed to be the beneficial owner of the 37,703,694 shares of Common Stock held by Ben Holding S.a.r.l. Mr. Megrue does not beneficially own any shares of Common Stock as of December 31, 2014.

(b) Percent of class:

See Item 11 of each cover page.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

See Item 5 of each cover page.

(ii) Shared power to vote or to direct the vote

See Item 6 of each cover page.

(iii) Sole power to dispose or to direct the disposition of

See Item 7 of each cover page.

(iv) Shared power to dispose or to direct the disposition of
See Item 8 of each cover page.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

As described in Item 2, Mr. John Megrue is no longer the beneficial owner of any shares of Common Stock.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2015

BEN HOLDING S.A.R.L.

By: /s/ Geoffrey Limpach
Name: Geoffrey Limpach
Title: Class A Manager

By: /s/ Gerard Maitrejean
Name: Gerard Maitrejean
Title: Class B Manager

APAX EUROPE VII GP CO. LTD

By: /s/ A.W. Guille
Name: A.W. Guille
Title: Director

APAX EUROPE VII GP LP. INC.

By: /s/ A.W. Guille
Name: A.W. Guille
Title: Director

APAX EUROPE VII 1, L.P.

By: Apax Europe VII GP L.P. Inc.,
Its general partner

By: Apax Europe VII GP Co. Ltd,
Its general partner

By: /s/ A.W. Guille
Name: A.W. Guille
Title: Director

APAX EUROPE VII A, L.P.

By: Apax Europe VII GP L.P. Inc.,
Its general partner

By: Apax Europe VII GP Co. Ltd,
Its general partner

By: /s/ A.W. Guille
Name: A.W. Guille
Title: Director

APAX EUROPE VII B, L.P.

By: Apax Europe VII GP L.P. Inc.,
Its general partner

By: Apax Europe VII GP Co. Ltd,
Its general partner

By: /s/ A.W. Guille
Name: A.W. Guille
Title: Director

APAX GUERNSEY (HOLDCO) PCC LTD
AEVII CELL

By: /s/ A.W. Guille
Name: A.W. Guille
Title: Director

APAX US VII, L.P.

By: Apax US VII GP, L.P.
Its General Partner

By: Apax US VII GP, Ltd.
Its General Partner

By: /s/ John F. Megrue
Name: John F. Megrue
Title: Vice President

APAX US VII GP, L.P.

By: Apax US VII GP, Ltd.
Its General Partner

By: /s/ John F. Megrue
Name: John F. Megrue
Title: Vice President

APAX US VII GP, LTD.

By: /s/ John F. Megrue
Name: John F. Megrue
Title: Vice President

MEGRUE, JOHN F.

/s/ John F. Megrue

EXHIBIT LIST

Exhibit A Joint Filing Agreement, dated as of February 13, 2015, by and among Ben Holding S.a r.l., Apax US VII, L.P., Apax Europe VII-A, L.P., Apax Europe VII-B, L.P., Apax Europe VII-1, L.P., Apax Europe VII GP L.P. Inc., Apax Europe VII GP Co. Ltd, Apax Guernsey (Holdco) PCC Limited., Apax US VII GP, L.P., Apax US VII GP, Ltd. and John F. Megrue.

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the shares of Common Stock, par value \$0.01, of Bankrate, Inc., is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below who is named as a reporting person therein in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: February 13, 2015

BEN HOLDING S.A.R.L.

By: /s/ Geoffrey Limpach
Name: Geoffrey Limpach
Title: Class A Manager

By: /s/ Gerard Maitrejean
Name: Gerard Maitrejean
Title: Class B Manager

APAX EUROPE VII GP CO. LTD

By: /s/ A.W. Guille
Name: A.W. Guille
Title: Director

APAX EUROPE VII GP LP. INC.

By: /s/ A.W. Guille
Name: A.W. Guille
Title: Director

APAX EUROPE VII 1, L.P.

By: Apax Europe VII GP L.P. Inc.,
Its general partner

By: Apax Europe VII GP Co. Ltd,
Its general partner

By: /s/ A.W. Guille

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Name: A.W. Guille

Title: Director

APAX EUROPE VII A, L.P.

By: Apax Europe VII GP L.P. Inc.,
Its general partner

By: Apax Europe VII GP Co. Ltd,
Its general partner

By: /s/ A.W. Guille
Name: A.W. Guille
Title: Director

APAX EUROPE VII B, L.P.

By: Apax Europe VII GP L.P. Inc.,
Its general partner

By: Apax Europe VII GP Co. Ltd,
Its general partner

By: /s/ A.W. Guille
Name: A.W. Guille
Title: Director

APAX GUERNSEY (HOLDCO) PCC LTD
AEVII CELL

By: /s/ A.W. Guille
Name: A.W. Guille
Title: Director

APAX US VII, L.P.

By: Apax US VII GP, L.P.
Its General Partner

By: Apax US VII GP, Ltd.
Its General Partner

By: /s/ John F. Megrue
Name: John F. Megrue
Title: Vice President

APAX US VII GP, L.P.

By: Apax US VII GP, Ltd.
Its General Partner

By: /s/ John F. Megrue
Name: John F. Megrue
Title: Vice President

APAX US VII GP, LTD.

By: /s/ John F. Megrue
Name: John F. Megrue
Title: Vice President

MEGRUE, JOHN F.

/s/ John F. Megrue