

YRC Worldwide Inc.
Form 4
December 19, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Carlyle Group Management L.L.C.

2. Issuer Name and Ticker or Trading Symbol
YRC Worldwide Inc. [YRCW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE. NW, SUITE 220S

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2013

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting Person

WASHINGTON, DC 20004

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Am Underlying Sec
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title
10% Series A Convertible Senior Secured Notes due 2015	\$ 34.0059	12/17/2013	S	\$ 13,099,428 <u>(1)</u>	07/22/2013	03/31/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carlyle Group Management L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X		
Carlyle Group L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X		
Carlyle Holdings I GP Inc. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X		
Carlyle Holdings I GP Sub L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X		
Carlyle Holdings I L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X		
TC Group, LLC C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X		
TC Group Sub L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S		X		

WASHINGTON, DC 20004

Signatures

CARLYLE GROUP MANAGEMENT L.L.C. By: /s/ R. Rainey Hoffman, attorney-in-fact	12/19/2013
__Signature of Reporting Person	Date
THE CARLYLE GROUP L.P. By: Carlyle Group Management L.L.C., its general partner By: /s/ R. Rainey Hoffman, attorney-in-fact	12/19/2013
__Signature of Reporting Person	Date
CARLYLE HOLDINGS I GP INC. By: /s/ R. Rainey Hoffman, attorney-in-fact	12/19/2013
__Signature of Reporting Person	Date
CARLYLE HOLDINGS I GP SUB L.L.C. By: Carlyle Holdings I GP Inc., its managing member By: /s/ R. Rainey Hoffman, attorney-in-fact	12/19/2013
__Signature of Reporting Person	Date
CARLYLE HOLDINGS I L.P. By: Carlyle Holdings I GP Sub L.L.C., its general partner By: Carlyle Holdings I GP Inc., its managing member By: /s/ R. Rainey Hoffman, attorney-in-fact	12/19/2013
__Signature of Reporting Person	Date
TC GROUP, L.L.C. By: Carlyle Holdings I L.P., its managing member By: /s/ R. Rainey Hoffman, attorney-in-fact	12/19/2013
__Signature of Reporting Person	Date
TC GROUP SUB L.P. By: TC Group, L.L.C., its general partner By: Carlyle Holdings I L.P., its managing member By: /s/ R. Rainey Hoffman, attorney-in-fact	12/19/2013
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 10% Series A Convertible Senior Secured Notes due 2015 (the "Series A Notes") received as a payment-in-kind dividend since the Reporting Persons' Form 4 filed on May 29, 2013.
- Prior to the transactions reported herein, Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. were the record holders of
- (2) \$12,659,402.61 and \$408,674.15, respectively, in aggregate principal amount of Series A Notes, which are convertible into 372,270 and 12,939 shares of Common Stock, respectively.
- Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the sole shareholder of Carlyle Holdings I GP Inc., which is the managing member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which is the managing member of TC Group, L.L.C.,
- (3) which is the general partner of TC Group Sub L.P., which is the managing member of TC Group CSP II, L.L.C., which is the general partner of CSP II General Partner, L.P., which is the general partner of each of Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P.

Remarks:

Due to the limitations of the electronic filing system, each of TC Group CSP II, L.L.C., CSP II General Partner, L.P., Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. are filing a separate Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.