

YRC Worldwide Inc.  
Form 4  
August 08, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**LASRY MARC**

(Last) (First) (Middle)

**C/O AVENUE CAPITAL  
MANAGEMENT II, L.P., 399  
PARK AVENUE, 6TH FLOOR**

(Street)

**NEW YORK, NY 10022**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/06/2014**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

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

**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.

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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 in 2015 | \$ 34.0059                               | 08/06/2014           | J <sup>(1)</sup> |   | 07/22/2013       | 03/31/2015       | Common Stock |
|   |  |                      |                  | \$ 14,173,852   |                  |                  |              |
| 10% Series A Convertible Senior Secured Notes due in 2015 | \$ 34.0059                               | 08/06/2014           | J <sup>(1)</sup> |   | 07/22/2013       | 03/31/2015       | Common Stock |
|   |  |                      |                  | \$ 5,741,240  |                  |                  |              |
| 10% Series A Convertible Senior Secured Notes due in 2015 | \$ 34.0059                               | 08/06/2014           | J <sup>(1)</sup> |   | 07/22/2013       | 03/31/2015       | Common Stock |
|   |  |                      |                  | \$ 12,720,608   |                  |                  |              |
| 10% Series A Convertible Senior Secured Notes due in 2015 | \$ 34.0059                               | 08/06/2014           | J <sup>(1)</sup> |   | 07/22/2013       | 03/31/2015       | Common Stock |
|   |  |                      |                  | \$ 649,001  |                  |                  |              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| LASRY MARC<br>C/O AVENUE CAPITAL MANAGEMENT II, L.P.<br>399 PARK AVENUE, 6TH FLOOR<br>NEW YORK, NY 10022 |               | X         |         |       |
| Avenue Capital Management II, L.P.<br>399 PARK AVENUE<br>6TH FL  |               | X         |         |       |

NEW YORK, NY 10022

Avenue Capital Management II GenPar, LLC  
 C/O AVENUE CAPITAL MANAGEMENT II, L.P. X  
 399 PARK AVENUE, 6TH FLOOR  
 NEW YORK, NY 10022

GL Partners VI, LLC  
 C/O AVENUE CAPITAL MANAGEMENT II, L.P. X  
 399 PARK AVENUE, 6TH FLOOR  
 NEW YORK, NY 10022

Avenue Capital Partners VI, LLC  
 C/O AVENUE CAPITAL MANAGEMENT II, L.P. X  
 399 PARK AVENUE, 6TH FLOOR  
 NEW YORK, NY 10022

Avenue Special Situations Fund VI (Master), L.P.  
 C/O AVENUE CAPITAL MANAGEMENT II, L.P. X  
 399 PARK AVENUE, 6TH FLOOR  
 NEW YORK, NY 10022

## Signatures

|   |            |
|---|------------|
| /s/ Eric Ross as Attorney-in-Fact for Marc Lasry  | 08/08/2014 |
| __Signature of Reporting Person   | Date       |
| /s/ Eric Ross as Attorney-in-Fact for Marc Lasry, Managing Member of Avenue Capital Management II GenPar, LLC   | 08/08/2014 |
| __Signature of Reporting Person   | Date       |
| /s/ Eric Ross as Attorney-in-Fact for Marc Lasry, Managing Member of Avenue Capital Management II GenPar, LLC, the general partner of Avenue Capital Management II, L.P.  | 08/08/2014 |
| __Signature of Reporting Person   | Date       |
| /s/ Eric Ross as Attorney-in-Fact for Marc Lasry, Managing Member of GL Partners VI, LLC  | 08/08/2014 |
| __Signature of Reporting Person   | Date       |
| /s/ Eric Ross as Attorney-in-Fact for Marc Lasry, Managing Member of GL Partners VI, LLC, the managing member of Avenue Capital Partners VI, LLC  | 08/08/2014 |
| __Signature of Reporting Person   | Date       |
| /s/ Eric Ross as Attorney-in-Fact for Marc Lasry, Managing Member of GL Partners VI, LLC, the Managing Member of Avenue Capital Partners VI, LLC, the general partner of Avenue Special Situations Fund VI (Master), L.P. | 08/08/2014 |
| __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).
- The reported securities were called for redemption by YRC Worldwide Inc. (the "Issuer") at a redemption price equal to 100% of the
- (1) principal amount thereof, together with accrued and unpaid interest, and Liquidated Damages (as defined in the Registration Rights Agreement and calculated by the Issuer), if any, to the redemption date.

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(2) These shares of common stock, par value \$0.01 per share (the "Common Stock"), of the Issuer are held directly by Avenue International Master, L.P., a Cayman Islands exempted limited partnership ("Avenue International"). Avenue International Master GenPar, Ltd., a Cayman Islands exempted company ("Avenue International GenPar"), is the general partner of Avenue International. Avenue Partners, LLC, a New York limited liability company ("Avenue Partners"), is a shareholder of Avenue International GenPar. Avenue Capital Management II, L.P., a Delaware limited partnership ("Avenue Capital Management II"), is an investment adviser to Avenue International. Avenue Capital Management II GenPar, LLC, a Delaware limited liability company ("Genpar"), is the general partner of Avenue Capital Management II. (See Footnote 3 for continuation.)

(3) (Continuation of Footnote 2) Marc Lasry ("Lasry") is the managing member of Avenue Partners and GenPar. In such capacity, Lasry is deemed to be the indirect beneficial owner of the securities reported by reason of his ability to direct the vote and/or disposition of such securities, and his pecuniary interest in such shares (within the meaning of Rule 16a-1(a)(2) under the Securities Exchange Act of 1934, as amended ) is a fractional indirect interest in such amount.

(4) These shares of Common Stock are held directly by Avenue Investments, L.P., a Delaware limited partnership ("Avenue Investments"). Avenue Partners is the general partner of Avenue Investments. Avenue Capital Management II is an investment adviser to Avenue Investments. Genpar is the general partner of Avenue Capital Management II. Lasry is the managing member of Avenue Partners and GenPar. In such capacity, Lasry is deemed to be the indirect beneficial owner of the securities reported by reason of his ability to direct the vote and/or disposition of such securities, and his pecuniary interest in such shares (within the meaning of Rule 16a-1(a)(2) under the Securities Exchange Act of 1934, as amended ) is a fractional indirect interest in such amount.

(5) These shares of Common Stock are held directly by Avenue Special Situations Fund VI (Master), L.P., a Delaware limited partnership ("Avenue Spec VI"). Avenue Capital Partners VI, LLC, a Delaware limited liability company ("Avenue Capital VI"), is the general partner of Avenue Spec VI. GL Partners VI, LLC, a Delaware limited liability company ("GL VI"), is the managing member of Avenue Capital VI. Avenue Capital Management II is an investment adviser to Avenue Spec VI. Genpar is the general partner of Avenue Capital Management II. Lasry is the managing member of GL VI and GenPar. In such capacity, Lasry is deemed to be the indirect beneficial owner of the securities reported by reason of his ability to direct the vote and/or disposition of such securities, and his pecuniary interest in such shares (within the meaning of Rule 16a-1(a)(2) under the Securities Exchange Act of 1934, as amended ) is a fractional indirect interest in such amount.

(6) These shares of Common Stock are held directly by Managed Accounts Master Fund Services - MAP 10 ("MAP 10"). Avenue Capital Management II is an investment adviser to MAP 10. Genpar is the general partner of Avenue Capital Management II. Lasry is the managing member of GenPar. In such capacity, Lasry is deemed to be the indirect beneficial owner of the securities reported by reason of his ability to direct the vote and/or disposition of such securities, and his pecuniary interest in such shares (within the meaning of Rule 16a-1(a)(2) under the Securities Exchange Act of 1934, as amended ) is a fractional indirect interest in such amount.

(7) The filing of this Form 4 shall not be construed as an admission that Avenue Capital Management II or Lasry (together, the "Controlling Persons") is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or otherwise the beneficial owner of any of the Common Stock or Series A Notes of the Company held by Avenue International, Avenue Investments, Avenue Spec VI, MAP 10 or Avenue Special Opportunities. Pursuant to Rule 16a-1, the Controlling Persons disclaim such beneficial ownership except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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