

YRC Worldwide Inc.
Form 4/A
May 29, 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 *
TC Group CSP II, LLC

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)
05/02/2012

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)
WASHINGTON, DC 20004

4. If Amendment, Date Original Filed(Month/Day/Year)
12/05/2011

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

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 363,746 ⁽¹⁾ | I | See Footnotes ⁽²⁾ |

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.

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 10% Series A Convertible Senior Secured Notes due 2015 | \$ 34.0059 | | | | | 07/22/2013 | 03/31/2015 | Common Stock | 366,963 ⁽³⁾ |
| 10% Series B Convertible Senior Secured Notes due 2015 | \$ 18.5334 | | | | | 09/16/2011 | 03/31/2015 | Common Stock | 1,261,153 ⁽⁴⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TC Group CSP II, LLC C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004 | | X | | |
| CSP II General Partner, LP C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004 | | X | | |
| Carlyle Strategic Partners II LP C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004 | | X | | |
| CSP II COINVESTMENT, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S | | X | | |

WASHINGTON, DC 20004

Signatures

| | |
|---|------------|
| TC GROUP CSP II, L.L.C. By: /s/ R. Rainey Hoffman, attorney-in-fact | 05/29/2013 |
| __Signature of Reporting Person | Date |
| CSP II GENERAL PARTNER, L.P. By: /s/ R. Rainey Hoffman, attorney-in-fact | 05/29/2013 |
| __Signature of Reporting Person | Date |
| CARLYLE STRATEGIC PARTNERS II, L.P. By: CSP II General Partner, L.P., its general partner By: /s/ R. Rainey Hoffman, attorney-in-fact | 05/29/2013 |
| __Signature of Reporting Person | Date |
| CSP II COINVESTMENT, L.P. By: CSP II General Partner, L.P., its general partner By: /s/ R. Rainey Hoffman, attorney-in-fact | 05/29/2013 |
| __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) Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. are the record holders of 351,528 and 12,218 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., 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.
 - (2) Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. are the record holders of \$12,059,764 and \$419,184, respectively, in aggregate principal amount of 10% Series A Convertible Senior Secured Notes due 2015 (the "Series A Notes"), which are convertible into 354,637 and 12,326 shares of Common Stock, respectively. The amount of Series A Notes reported herein is greater than the amount reported in the amendment to Form 4 filed on December 12, 2012, as it includes interest that has been paid in pay-in-kind notes through the date of this amendment to Form 4.
 - (3) Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. are the record holders of \$18,052,402.85 and \$627,488.03, respectively, in aggregate principal amount of 10% Series B Convertible Senior Secured Notes due 2015 (the "Series B Notes"), which are convertible into 1,183,671 and 77,482 shares of Common Stock, respectively. The amount of Series B Notes reported herein includes Series B Notes payable as a make-whole amount equal to the sum of the interest that would have been paid in pay-in-kind notes on the principal amount of Series B Notes from the last date interest was paid on such Series B Notes through and including March 31, 2015. The make-whole amount is payable upon conversion of the Series B Notes in shares of Common Stock at a price per share equal to the conversion price of the Series B Notes.
 - (4)

Remarks:

This amendment to Form 4 is being filed to correct the number of shares of Common Stock held of record by Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P., which was misreported in the amendment to Form 4 filed on filed on December 12, 2012.

The reporting persons have not executed any transactions in the Common Stock, 10% Series A Convertible Senior Secured Notes, 10% Series B Convertible Senior Secured Notes due 2015 or any other securities of the Issuer since the transactions reported in the amendment to Form 4 filed on filed on December 12, 2012.

Due to the limitations of the electronic filing system, Carlyle Group Management L.L.C., The Carlyle Group L.P., Carlyle Holdings I GP Inc., Carlyle Holdings I GP Sub L.L.C., Carlyle Holdings I L.P., TC Group, L.L.C. and TC Group Sub L.P. are filing a separate Form 4.

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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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