

YRC Worldwide Inc.
Form 4
September 22, 2014

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)

3. Date of Earliest Transaction (Month/Day/Year)
09/18/2014

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

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

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 09/18/2014 | | S | | 3,000,000 | D | \$ 21.84 |
| | | | | | 1,083,122 | I | |
| Common Stock | 09/18/2014 | | S | | 1,083,122 | D | \$ 22.05 |
| | | | | | 0 | I | |

See footnotes (1) (2)
See footnotes (1) (2)

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

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SEC 1474 (9-02)

number.

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

| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 | | X | | |

WASHINGTON, DC 20004

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 | 09/22/2014 |
| __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 | 09/22/2014 |
| __Signature of Reporting Person | Date |
| CARLYLE HOLDINGS I GP INC. By: /s/ R. Rainey Hoffman, attorney-in-fact | 09/22/2014 |
| __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 | 09/22/2014 |
| __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 | 09/22/2014 |
| __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 | 09/22/2014 |
| __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 | 09/22/2014 |
| __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).
- (1) 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) The Carlyle Group L.P. is also the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the sole shareholder of CSP III AIV GP (Cayman), Ltd., which is the general partner of CSP III AIV General Partner (Cayman), L.P., which is the general partner of CSP III AIV (Cayman), L.P. These entities have filed a separate Form 3 reporting the acquisition of 2,333,333 shares of Common Stock acquired by CSP III AIV (Cayman), 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 S

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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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