

YRC Worldwide Inc.  
Form 4  
February 04, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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)  
01/31/2014

\_\_\_ 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 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 Beneficial Ownership (Instr. 4) |                           |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |                           |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |                           |
| Common Stock                    | 01/31/2014                           |  | C                              | 1,386,044   | A   | 1,749,789  | I   | See footnotes (2) (3) (4) |
| Common Stock                    | 01/31/2014                           |  | P                              | 2,333,333   | A   | \$ 15 4,083,122  | I   | See Footnotes (2) (3) (4) |

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 Security (Instr. 3 and 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title |
| 10% Series B Convertible Senior Secured Notes due 2015 | (1)  | 01/31/2014                           |  | C                              | 20,190,552<br>(1)   | 09/16/2011 03/31/2015                                    | Common Stock  |       |

## Reporting Owners

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

TC Group, LLC  
 C/O THE CARLYLE GROUP  
 1001 PENNSYLVANIA AVE. NW, SUITE 220S  
 WASHINGTON, DC 20004

TC Group Sub L.P.  
 C/O THE CARLYLE GROUP  
 1001 PENNSYLVANIA AVE. NW, SUITE 220S  
 WASHINGTON, DC 20004

X

## Signatures

|  |            |
|--|------------|
| CARLYLE GROUP MANAGEMENT L.L.C. By: /s/ R. Rainey Hoffman, attorney-in-fact  | 02/04/2014 |
| __Signature of Reporting Person  | Date       |
| THE CARLYLE GROUP L.P. By: Carlyle Group Management L.L.C., its general partner<br>By: /s/ R. Rainey Hoffman, attorney-in-fact   | 02/04/2014 |
| __Signature of Reporting Person  | Date       |
| CARLYLE HOLDINGS I GP INC. By: /s/ R. Rainey Hoffman, attorney-in-fact   | 02/04/2014 |
| __Signature of Reporting Person  | Date       |
| CARLYLE HOLDINGS I GP SUB L.L.C. By: Carlyle Holdings I GP Inc., its managing<br>member By: /s/ R. Rainey Hoffman, attorney-in-fact  | 02/04/2014 |
| __Signature of Reporting Person  | Date       |
| CARLYLE HOLDINGS I L.P. By: Carlyle Holdings I GP Sub L.L.C., its general partner By:<br>Carlyle Holdings I GP Inc., its managing member By: /s/ R. Rainey Hoffman, attorney-in-fact | 02/04/2014 |
| __Signature of Reporting Person  | Date       |
| TC GROUP, L.L.C. By: Carlyle Holdings I L.P., its managing member By: /s/ R. Rainey<br>Hoffman, attorney-in-fact   | 02/04/2014 |
| __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.,<br>its managing member By: /s/ R. Rainey Hoffman, attorney-in-fact                          | 02/04/2014 |
| __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) Pursuant to an exchange agreement with the Issuer dated December 22, 2013, Carlyle Strategic Partners II, L.P. ("CSP II") and CSP II Coinvestment, L.P. ("CSP II Coinvest") agreed to exchange all of the 10% Series B Convertible Senior Secured Notes due 2015 (the "Series B Notes") held by them for an aggregate of 1,386,044 shares of Common Stock. The Series B Notes exchanged includes Series B PIK Notes issued to CSP II and CSP II Coinvest as pay-in-kind interest on the Series B Notes.
  - (2) Following all of the transactions reported herein, includes 1,652,412 shares of Common Stock held by Carlyle Strategic Partners II, L.P., 97,377 shares of Common Stock held by CSP II Coinvestment, L.P. and 2,333,333 shares of Common Stock held by CSP III AIV (Cayman), L.P.
  - (3) 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

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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.

- (4) 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

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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