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

Form 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **June 3, 2019**

YRC Worldwide Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

0-12255
(Commission
File Number)

48-0948788
(IRS Employer
Identification No.)

10990 Roe Avenue
Overland Park, Kansas 66211
(Address of principal executive office)(Zip Code)

(913) 696-6100
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.01 par value per share	YRCW	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective June 3, 2019, Thomas J. O'Connor III, age 58, was appointed Chief Operating Officer of YRC Worldwide Inc. (the "Company"). Mr. O'Connor will also continue to serve as the President of YRC Inc. (d/b/a YRC Freight), which role he has held since January 2018. Prior to that, Mr. O'Connor served as President of USF Reddaway Inc. since 2007 and, before 2007, in various other positions with the Company since 1982.

Mr. O'Connor received a salary increase to \$625,000 per year in connection with his promotion. Mr. O'Connor will continue to participate in the 2019 executive compensation program as disclosed in the proxy statement for the Company's 2019 annual stockholder meeting (the "2019 Executive Compensation Program"). Key compensation components will include (i) base salary and (ii) performance equity-based compensation as long-term incentive compensation at 200% of base salary. In connection with Mr. O'Connor's promotion and participation under the 2019 Executive Compensation Program, on June 3, 2019, Mr. O'Connor received 26,563 shares of restricted common stock under the 2019 Incentive and Equity Award Plan of which one-third will vest upon the Company's common stock achieving a 30-calendar day weighted-volume average stock price of \$11.75 per share on or before December 31, 2020 (the "Initial Vesting"). The remaining two-thirds of the restricted stock will vest 12 months after the Initial Vesting.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The holders of our outstanding common stock and Series A Voting Preferred Stock voted together as a single class on all proposals at the Annual Meeting held June 5, 2019. Each share of common stock and Series A Voting Preferred Stock was entitled to one vote.

At the Annual Meeting, holders of our common stock and Series A Voting Preferred Stock voted on the following proposals:

Proposal 1

Each nominee under Proposal 1 was elected to the Board of Directors.

Director Nominees	Number of Votes For	Number of Votes Withheld	Broker Non-Votes
Raymond J. Bromark	20,962,485	376,989	8,931,666
Matthew A. Doheny	20,971,279	368,195	8,931,666
Robert L. Friedman	20,937,332	402,142	8,931,666
Darren D. Hawkins	20,990,665	348,809	8,931,666
James E. Hoffman	20,971,292	368,182	8,931,666
Patricia M. Nazemetz	20,717,255	622,219	8,931,666
James F. Winestock	20,886,521	452,953	8,931,666

Proposal 2

The appointment of KPMG LLP as our independent registered public accounting firm for 2019 was ratified.

Number of Votes For	Number of Votes Against	Number of Votes Abstaining
29,924,158	300,487	46,495

Proposal 3

The advisory vote on named executive officer compensation was approved.

Number of Votes For	Number of Votes Against	Number of Votes Abstaining	Broker Non-Votes
20,452,247	845,214	42,013	8,931,666

Proposal 4

The approval of the YRC Worldwide Inc. 2019 Incentive and Equity Award Plan.

Number of Votes For	Number of Votes Against	Number of Votes Abstaining	Broker Non-Votes
19,256,768	2,039,363	43,343	8,931,666

Item 8.01. Other Events.

On June 6, 2019, the Company issued a press release announcing Mr. O'Connor's promotion. A copy of such press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated June 6, 2019

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

YRC WORLDWIDE INC.

By: /s/ Brianne L. Simoneau
Brianne L. Simoneau
Vice President and Controller

Date: June 6, 2019

10990 Roe Avenue
Overland Park, KS 66211
Phone 913 696 6108 Fax 913 696 6116



News Release

T.J. O'Connor Named YRC Worldwide Chief Operating Officer

O'Connor to Lead Terminal Operations, Safety and Labor Relations Teams at Holland, New Penn, Reddaway and YRC Freight

OVERLAND PARK, Kan., June 6, 2019 (GLOBE NEWSWIRE)— YRC Worldwide Inc. (NASDAQ: YRCW) announces that T.J. O'Connor has been promoted to Chief Operating Officer (COO) effective immediately. O'Connor will report to YRC Worldwide Chief Executive Officer (CEO) Darren Hawkins and will continue to serve as President of YRC Freight.

"T.J. has a strong track record of delivering operational results throughout his career at Roadway Express, Reddaway and YRC Freight," said Hawkins. "With our network optimization initiative, combined with the recently ratified five-year labor agreement that offers new operational flexibilities, this is the time to bring T.J. into the role of COO. His new position will help us drive performance objectives through enterprise-wide process improvement and accountability initiatives at all of our coast-to-coast terminal locations."

"This is a great opportunity to lead our terminal-based field teams as we collectively focus on service improvements and achieving operational efficiencies while operating with the highest degree of safety," said O'Connor. "Throughout my three-and-a-half-decade career in the less-than-truckload industry, I have worked closely with many of our field employees. I've seen their dedication and commitment firsthand. I look forward to working with the Holland, New Penn, Reddaway and YRC Freight teams in this new role."

The YRC Worldwide COO position recently held by Darren Hawkins has been vacant since Hawkins was named CEO of YRC Worldwide in April 2018. As referenced during the YRC Worldwide May 8, 2019 First Quarter Earnings call, Scott Ware was named Chief Network Officer of YRC Worldwide. Ware leads the YRC Worldwide network solutions, linehaul and property teams.

About T.J. O'Connor

T.J. O'Connor has over three-and-a-half decades of experience in the transportation industry. His career in transportation began at Roadway Express. O'Connor assumed positions of increasing responsibility at Roadway Express, ultimately being named Western Division Vice President. O'Connor went on to be named President of Bestway Express and then President of Reddaway. He became President of YRC Freight in January 2018.

O'Connor supports advancements in the transportation industry by serving on the Board of Directors of SMC³, the leading provider of data, technology and education as an integrated solution to the freight transportation community. He also provides leadership via community service. He has served as a member of The Robert W. Franz Leadership Cabinet of the Providence Cancer Center, a world-recognized organization engaged in the fight against cancer. O'Connor has served in various committee leadership roles for the California Trucking Association, Oregon Trucking Association and the American Trucking Associations.

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About YRC Worldwide

YRC Worldwide Inc., headquartered in Overland Park, Kan., is the holding company for a portfolio of less-than-truckload (LTL) companies including Holland, New Penn, Reddaway and YRC Freight, as well as the logistics company HENRY Logistics. Collectively, YRC Worldwide companies have one of the largest, most comprehensive logistics and LTL networks in North America with local, regional, national and international capabilities. Through their teams of experienced service professionals, YRC Worldwide companies offer industry-leading expertise in flexible supply chain solutions, ensuring customers can ship industrial, commercial and retail goods with confidence.

Please visit our website at www.yrcw.com for more information.

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SOURCE: YRC Worldwide