

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☒ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>CSP III AIV GP (Cayman), Ltd.</u> (Last) (First) (Middle) <u>C/O INTERTRUST CORPORATE SERVICES</u> <u>190 ELGIN AVENUE</u> (Street) <u>GEORGE TOWN, GRAND CAYMAN</u> (City) (State) (Zip) <u>KY1-9005</u>	2. Issuer Name and Ticker or Trading Symbol <u>YRC Worldwide Inc. [YRCW]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>09/18/2014</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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 Beneficial 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	See footnotes ⁽¹⁾⁽²⁾
Common Stock	09/18/2014		S		1,083,122	D	\$22.05	0	I	See footnotes ⁽¹⁾⁽²⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>CSP III AIV GP (Cayman), Ltd.</u> (Last) (First) (Middle) <u>C/O INTERTRUST CORPORATE SERVICES</u> <u>190 ELGIN AVENUE</u> (Street) <u>GEORGE TOWN, GRAND CAYMAN</u> (City) (State) (Zip) <u>KY1-9005</u>	
1. Name and Address of Reporting Person* <u>CSP III AIV General Partner (Cayman), L.P.</u> (Last) (First) (Middle) <u>C/O INTERTRUST CORPORATE SERVICES</u> <u>190 ELGIN AVENUE</u> (Street) <u>GEORGE TOWN, GRAND CAYMAN</u> (City) (State) (Zip) <u>KY1-9005</u>	

GRAND CAYMAN		
<hr/>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>CSP III AIV (Cayman), L.P.</u>		
<hr/>		
(Last)	(First)	(Middle)
C/O INTERTRUST CORPORATE SERVICES		
190 ELGIN AVENUE		
<hr/>		
(Street)		
GEORGE TOWN, GRAND CAYMAN		KY1-9005
<hr/>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>TC Group Cayman Investment Holdings, L.P.</u>		
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(Last)	(First)	(Middle)
C/O INTERTRUST CORPORATE SERVICES		
(CAYMAN) LIMITED, 190 ELGIN AVENUE		
<hr/>		
(Street)		
GEORGE TOWN, GRAND CAYMAN		KY1-9005
<hr/>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>TC Group Cayman Investment Holdings Sub L.P.</u>		
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(Last)	(First)	(Middle)
C/O INTERTRUST CORPORATE SERVICES		
(CAYMAN) LIMITED, 190 ELGIN AVENUE		
<hr/>		
(Street)		
GEORGE TOWN, GRAND CAYMAN		KY1-9005
<hr/>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>Carlyle Holdings II GP L.L.C.</u>		
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(Last)	(First)	(Middle)
C/O THE CARLYLE GROUP		
1001 PENNSYLVANIA AVE. NW, SUITE 220S		
<hr/>		
(Street)		
WASHINGTON	DC	20004
<hr/>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>Carlyle Holdings II L.P.</u>		
<hr/>		
(Last)	(First)	(Middle)
C/O THE CARLYLE GROUP		
1001 PENNSYLVANIA AVE. NW, SUITE 220S		
<hr/>		
(Street)		
WASHINGTON	DC	20004
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

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 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.

2. The Carlyle Group L.P. is also 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.

Remarks:

<u>CSP III AIV GP (CAYMAN),</u> <u>LTD. By: /s/ R. Rainey</u> <u>Hoffman, attorney-in-fact</u>	<u>09/22/2014</u>
<u>CSP III AIV GENERAL</u> <u>PARTNER (CAYMAN), L.P.</u> <u>By: CSP III AIV GP</u> <u>(Cayman), Ltd., its general</u> <u>partner By: /s/ R. Rainey</u> <u>Hoffman, attorney-in-fact</u>	<u>09/22/2014</u>
<u>CSP III AIV (CAYMAN), L.P.</u> <u>By: CSP III AIV General</u> <u>Partner (Cayman), L.P., its</u> <u>general partner By: CSP III</u> <u>AIV GP (Cayman), Ltd., its</u> <u>general partner By: /s/ R.</u> <u>Rainey Hoffman, attorney-in-</u> <u>fact</u>	<u>09/22/2014</u>
<u>CARLYLE HOLDINGS II GP</u> <u>L.L.C. By: /s/ R. Rainey</u> <u>Hoffman, attorney-in-fact</u>	<u>09/22/2014</u>
<u>CARLYLE HOLDINGS II L.P.</u> <u>By: /s/ R. Rainey Hoffman,</u> <u>attorney-in-fact</u>	<u>09/22/2014</u>
<u>TC GROUP CAYMAN</u> <u>INVESTMENT HOLDINGS,</u> <u>L.P. By: /s/ R. Rainey</u> <u>Hoffman, attorney-in-fact</u>	<u>09/22/2014</u>
<u>TC GROUP CAYMAN</u> <u>INVESTMENT HOLDINGS</u> <u>SUB L.P. By: /s/ R. Rainey</u> <u>Hoffman, attorney-in-fact</u>	<u>09/22/2014</u>
** Signature of Reporting Person	Date

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

* 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).

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

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 Number.