

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

**Form S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
**THE SECURITIES ACT OF 1933**

**YRC WORLDWIDE INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**48-0948788**  
(I.R.S. Employer  
Identification No.)

**10990 Roe Avenue**  
**Overland Park, Kansas**  
(Address of Principal Executive Offices)

**66211**  
(Zip Code)

**YRC Worldwide Inc. 2004 Long-Term Incentive and Equity Award Plan**  
(Full title of the plan)

**Daniel J. Churay**  
**YRC Worldwide Inc.**  
**Executive Vice President, General Counsel and Secretary**  
**10990 Roe Avenue**  
**Overland Park, Kansas 66211**  
(Name and address of agent for service)

**(913) 696-6100**  
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer" "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐ Accelerated filer ☒  
Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☐

**Calculation of Registration Fee**

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.01 per share	67,430,000 shares (1)	\$ 0.2743(2)	\$ 18,496,049(2)	\$ 1,319

<sup>1</sup> The 67,430,000 shares of Common Stock being registered are issuable under the YRC Worldwide Inc. 2004 Long-Term Incentive and Equity Award Plan, as amended ("Plan"), and represent an increase in the number of shares of Common Stock available for issuance under the Plan approved at the most recent annual stockholders' meeting of YRC Worldwide, Inc. (the "Company") held on June 29, 2010. The other 6.43 million shares of Common Stock issuable under the Plan previously have been registered with the Securities and Exchange Commission on Form S-8, File Nos. 333-121470 and 333-150941. This Registration Statement shall also be deemed to register and cover any additional shares of Common Stock that may be issued under the Plan pursuant to the Plan's anti-dilution provisions as the result of any stock split, stock dividend or similar transaction, and such lesser amount of shares of Common Stock that may be issued under the Plan as a result of any reverse stock split, stock combination or similar transaction.

<sup>2</sup> Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) and (c) under the Securities Act of 1933, as amended, and based upon the average of the high and low sales prices of a share of the Company's Common Stock as reported by the NASDAQ Stock Market on July 22, 2010.

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**PART I**

**ITEM 1. PLAN INFORMATION.\***

**ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.\***

\* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”) and the Note to Part I of Form S-8.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.**

YRC Worldwide Inc., a Delaware corporation (the “Company” or “Registrant”), incorporates by reference in this Registration Statement the following:

- (i) the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2009;
- (ii) the Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2010;
- (iii) all other reports filed pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended, since December 31, 2009; and
- (iv) the description of the Company’s common stock, \$0.01 par value per share, contained in the Company’s Registration Statement on Form 10 filed pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and any amendments.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of the filing hereof and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

**ITEM 4. DESCRIPTION OF SECURITIES.**

Not applicable.

**ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.**

Not applicable.

**ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.**

The Certificate of Incorporation of the Company provides that the Company’s directors shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the

director’s duty of loyalty to the Company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law (the “DGCL”), or (iv) for any transaction from which the director derived an improper personal benefit.

The Bylaws of the Company and DGCL Section 145 together provide that the Company may indemnify its present or former directors and officers, as well as other employees and individuals (each an “Indemnified Party”, and collectively, “Indemnified Parties”), against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement in connection with specified actions, suits or proceedings, whether civil, criminal, administrative or investigative, other than in connection with actions by or in the right of the Company (a “derivative action”), if an Indemnified Party acted in good faith and in a manner such Indemnified Party reasonably believed to be in or not opposed to the Company’s best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. A similar standard is applicable in the case of derivative actions, except that the Company may only indemnify an Indemnified Party for expenses (including attorneys’ fees) incurred in connection with the defense or settlement of such derivative action. Additionally, in the context of a derivative action, DGCL Section 145 requires a court approval before there can be any indemnification where an Indemnified Party has been found liable to the Company. The statute provides that it is not exclusive of other indemnification arrangements that may be granted pursuant to a corporation’s charter, bylaws, disinterested director vote, stockholder vote, agreement or otherwise. The Certificate of Incorporation and Bylaws of the Company also provide that if the DGCL is amended to permit further elimination or limitation of the personal liability of the directors, then the liability of the Company’s directors shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

The Company maintains directors’ and officers’ liability insurance against any actual or alleged error, misstatement, misleading statement, act, omission, neglect or breach of duty by any director or officer, excluding certain matters including fraudulent, dishonest or criminal acts or self-dealing. The Company also maintains an employed lawyers’ policy for employees (including officers) that are licensed to practice law (“counsel”).

The Company has entered into indemnification agreements with certain of its directors, officers and counsel. Under the indemnification agreements, the Company agreed to indemnify each indemnified party, subject to certain limitations, to the maximum extent permitted by Delaware law against all litigation costs, including attorneys fees and expenses, and losses, in connection with any proceeding to which the indemnified party is a party, or is threatened to be made a party, by reason of the fact that the indemnified party is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee, trustee or agent of another entity related to the business of the Company. The indemnification agreements also provide (i) for the advancement of expenses by the Company, subject to certain conditions, (ii) a procedure for determining an indemnified party’s entitlement to indemnification and (iii) for certain remedies for the indemnified party. In addition, the indemnification agreements require the Company to cover the indemnified party under any directors’ and officers’ insurance policy or, with respect to counsel, under any employed lawyers insurance policy, maintained by the Company.

**ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.**

Not applicable.

**ITEM 8. EXHIBITS.**

<u>Exhibit No.</u>	<u>Description</u>
4.1	Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company’s Annual Report on Form 10-K for the year ended December 31, 2002, filed on March 6, 2003, File No. 000-12255).
4.2	Certificate of Amendment to the Certificate of Incorporation of the Company changing the name of the Company to Yellow Roadway Corporation (incorporated by reference to Exhibit 4.2 to the Registration Statement on Form S-8, filed on December 23, 2003, File No. 333-111499).
4.3	Certificate of Ownership and Merger, merging YRC Worldwide Inc. into Yellow Roadway Corporation, effecting a name change to YRC Worldwide Inc. (incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K, filed on January 3, 2006, File No. 000-12255).
4.4	Certificate of Amendment to the Certificate of Incorporation of the Company reducing the par value of the Company’s common stock and increasing the number of authorized shares (incorporated by reference to Exhibit 3.1.4 to Annual Report on Form 10-K for the year ended December 31, 2009, filed on March 16, 2010, File No. 000-12255).

4.5	Bylaws of the Company, as amended through May 14, 2009 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed on May 14, 2009, File No. 000-12255).
5.1*	Opinion of Jeff P. Bennett, Vice President – Legal, Assistant General Counsel and Assistant Secretary of YRC Worldwide Inc., regarding the legality of the securities to be offered hereby.
23.1*	Consent of Independent Registered Public Accounting Firm.
23.2*	Consent of Jeff P. Bennett (included in Exhibit 5.1).
24.1*	Power of Attorney (included in signature page of Registration Statement).
99.1	YRC Worldwide Inc. 2004 Long-Term Incentive and Equity Award Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on June 29, 2010, File No. 000-12255).

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\* Filed herewith.

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**ITEM 9. UNDERTAKINGS.**

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment hereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar volume of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

Provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Securities and Exchange Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Overland Park, State of Kansas, on July 29, 2010.

**YRC Worldwide Inc.**

By: /S/ SHEILA K. TAYLOR  
**Sheila K. Taylor**  
Executive Vice President and Chief Financial Officer

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Sheila K. Taylor, Daniel J. Churay, and Paul F. Liljegren or any of them, severally, as his/her attorney-in-fact and agent, with full power of substitution and resubstitution, for him/her and in his/her name, place, and stead, in any and all capacities, to sign any and all post-effective amendments to this registration statement, and to file the same with all exhibits hereto, and all other documents in connection herewith, with the Commission, granting unto said attorney-in-fact and agent, and either of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he/she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 29<sup>th</sup> day of July, 2010.

<u>Signature</u>	<u>Title</u>
<u>/S/ WILLIAM D. ZOLLARS</u> <b>William D. Zollars</b>	Chairman of the Board of Directors, President and Chief Executive Officer (principal executive officer)
<u>/S/ SHEILA K. TAYLOR</u> <b>Sheila K. Taylor</b>	Executive Vice President and Chief Financial Officer (principal financial officer)
<u>/S/ PAUL F. LILJEGREN</u> <b>Paul F.Liljegren</b>	Vice President-Investor Relations, Controller and Chief Accounting Officer (principal accounting officer)
<u>/S/ EUGENE I. DAVIS</u> <b>Eugene I. Davis</b>	Director
<u>/S/ DENNIS E. FOSTER</u> <b>Dennis E. Foster</b>	Director
<u>/S/ MARNIE S. GORDON</u> <b>Marnie S. Gordon</b>	Director
<u>/S/ BEVERLY K. GOULET</u> <b>Beverly K. Goulet</b>	Director

/S/	MARK E. HOLLIDAY	Director
	Mark E. Holliday	
/S/	JOHN A. LAMAR	Director
	John A. Lamar	
/S/	WILLIAM L. TRUBECK	Director
	William L. Trubeck	
/S/	TERESA GHILARDUCCI	Director
	Teresa Ghilarducci	

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## EXHIBIT INDEX

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\* Filed herewith.



July 28, 2010

YRC Worldwide Inc.  
10990 Roe Avenue  
Overland Park, Kansas 66211

Gentlemen:

I am the Vice President – Legal, Assistant General Counsel and Assistant Secretary of YRC Worldwide Inc., a Delaware corporation (the “Registrant”), and in such capacity, I have acted as counsel for the Registrant in connection with the registration under the Securities Act of 1933 of 67,430,000 shares of the Registrant’s common stock, par value \$0.01 per share (the “Shares”), which shares are to be offered upon the terms and subject to the conditions set forth in the YRC Worldwide Inc. 2004 Long-term Incentive and Equity Award Plan, as amended (the “Plan”).

In connection therewith, I have examined originals or copies, certified or otherwise identified to my satisfaction, of the Certificate of Incorporation of the Registrant, as amended, the Bylaws of the Registrant, as amended, the Plan, the records of relevant corporate proceedings with respect to the offering of the Shares and such other documents and instruments as I have deemed necessary or appropriate for the expression of the opinions contained herein. I also have examined the Registrant’s Registration Statement on Form S-8 to be filed with the Securities and Exchange Commission with respect to the Shares (the “Registration Statement”).

I have assumed the authenticity and completeness of all records, certificates and other instruments submitted to me as originals, the conformity to original documents of all records, certificates and other instruments submitted to me as copies, the authenticity and completeness of the originals of those records, certificates and other instruments submitted to me as copies and the correctness of all statements of fact contained in all records, certificates and other instruments that I have examined.

Based on the foregoing, and having regard for such legal considerations as I have deemed relevant, I am of the opinion that the Shares, when issued in accordance with the terms of the Plan, will be duly and validly issued, fully paid and nonassessable.

The opinions expressed herein relate solely to, are based solely upon, and are limited exclusively to, the laws of the State of Delaware and the federal laws of the United States of America, to the extent applicable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Jeff P. Bennett

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
YRC Worldwide Inc.:

We consent to the use of our reports with respect to the consolidated financial statements and the related financial statement schedule and the effectiveness of internal control over financial reporting incorporated by reference herein which reports appear in the December 31, 2009 annual report on Form 10-K of YRC Worldwide Inc. (the Company).

Our audit report on the consolidated financial statements, referred to above contains an explanatory paragraph that states that the Company has experienced significant declines in operations, cash flows and liquidity and these conditions raise substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements and the financial statement schedule do not include any adjustments that might result from the outcome of that uncertainty.

(signed) KPMG LLP

Kansas City, Missouri  
July 28, 2010