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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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.

(Last) (First) (Middle)

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

(Street)

WASHINGTON, DC 20004

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
YRC Worldwide Inc. [YRCW]

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

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
__X__ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

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)

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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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
WASHINGTON, DC 20004

X

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

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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Explanation of Responses: