

Axalta Coating Systems Ltd.
Form 4
August 19, 2015

FORM 4

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

OMB APPROVAL

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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
Axalta Coating Systems Ltd.
[AXTA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2015

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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

(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 20004-2505

(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 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Shares | 08/17/2015 | | S | | 34,500,000 | D | \$ 28.86 |
| | | | | | 69,811,996 | 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)

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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. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 220 SOUTH WASHINGTON, DC 20004-2505 | | X | | |
| TC Group Cayman Investment Holdings, L.P. C/O INTERTRUST CORPORATE SERVICES, 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005 | | X | | |
| TC Group Cayman Investment Holdings Sub L.P. C/O INTERTRUST CORPORATE SERVICES 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005 | | X | | |
| CEP III Managing GP Holdings, Ltd. C/O INTERTRUST CORPORATE SERVICES 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005 | | X | | |
| CEP III Participations, S.a.r.l. SICAR 2, AVENUE CHARLES DE GAULLE LUXEMBOURG, N4 L -1653 | | X | | |
| CEP III Managing GP, L.P. C/O THE CARLYLE GROUP 50 LOTHIAN RD., FESTIVAL SQUARE EDINBURGH, X0 EH3 9WJ | | X | | |
| Carlyle Group L.P. | | X | | |

1001 PENNSYLVANIA AVE. NW,
SUITE 220 SOUTH
WASHINGTON, DC 20004-2505

Carlyle Holdings II GP L.L.C.
C/O THE CARLYLE GROUP, 1001
PENNSYLVANIA AVE. NW, SUITE 220 SOUTH X
WASHINGTON, DC 20004-2505

Carlyle Holdings II L.P.
C/O THE CARLYLE GROUP, 1001
PENNSYLVANIA AVE. NW, SUITE 220 SOUTH X
WASHINGTON, DC 20004-2505

Carlyle Europe Partners III, L.P.
C/O THE CARLYLE GROUP
PENNSYLVANIA AVE. NW, SUITE 220 SOUTH X
WASHINGTON, DC 20004-2505

Signatures

Carlyle Group Management L.L.C., By: /s/ Jeremy W. Anderson, attorney-in-fact 08/19/2015
Date

--Signature of Reporting Person

The Carlyle Group L.P., By: Carlyle Group Management L.L.C., its general partner, By: /s/
Jeremy W. Anderson, attorney-in-fact 08/19/2015
Date

--Signature of Reporting Person

Carlyle Holdings II GP L.L.C., By: The Carlyle Group L.P., its managing member, By:
Carlyle Group Management L.L.C., its general partner, By: /s/ Jeremy W. Anderson,
attorney-in-fact 08/19/2015
Date

--Signature of Reporting Person

Carlyle Holdings II L.P., By: /s/ Jeremy W. Anderson, attorney-in-fact 08/19/2015
Date

--Signature of Reporting Person

TC Group Cayman Investment Holdings, L.P., By: Carlyle Holdings II, L.P., its general
partner, By: /s/ Jeremy W. Anderson, attorney-in-fact 08/19/2015
Date

--Signature of Reporting Person

TC Group Cayman Investment Holdings Sub L.P., By: TC Group Cayman Invesment
Holdings, L.P., its general partner, By: Carlyle Holdings II, L.P., its general partner, By: /s/
Jeremy W. Anderson, attorney-in-fact 08/19/2015
Date

--Signature of Reporting Person

CEP III Managing GP Holdings, Ltd., Daniel D'Aniello for and on behalf of Carlyle Offshore
Partners II Ltd., GP of DBD Cayman Ltd., GP of TCG Holdings Cayman II, L.P., GP of CEP
III Managing GP Holdings, Ltd., By: /s/ Jeremy Anderson, attorney-in-fact 08/19/2015
Date

--Signature of Reporting Person

CEP III Managing GP, L.P., Daniel D'Aniello for and on behalf of Carlyle Offshore Partners
II Ltd., GP of DBD Cayman Ltd., GP of TCG Holdings Cayman II, L.P., GP of CEP III
Managing GP Holdings, Ltd., By: /s/ Jeremy Anderson, attorney-in-fact 08/19/2015

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__Signature of Reporting Person

Date

Carlyle Europe Partners III, L.P., By Daniel D'Aniello for and on behalf of CEP III Managing GP Holdings, Ltd., as general partner of CEP III Managing GP, L.P., as GP of Carlyle Europe Partners III, L.P., By: /s/ Jeremy Anderson, attorney-in-fact

08/19/2015

__Signature of Reporting Person

Date

CEP III Participations, S.a r.l. SICAR, Represented by Andrew Howlett-Bolton, as Manager and authorized representative of CEP III Managing GP Holdings, Ltd., Manager, By: /s/ Andrew Howlett-Bolton

08/19/2015

__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).

Following the reported transactions, includes: 14,855,707 shares held by Carlyle Partners V SA1 Cayman, L.P. ("CPV SA1"), 13,393,550 shares held by Carlyle Partners V SA2 Cayman, L.P. ("CPV SA2"), 13,745,430 shares held by Carlyle Partners V SA3 Cayman, L.P. ("CPV SA3"), 861,169 shares held by Carlyle Partners V-A Cayman, L.P. ("CPV-A"), 1,631,615 shares held by CP V Coinvestment A Cayman, L.P. ("CPV Coinvest A"), 195,881 shares held by CP V Coinvestment B Cayman, L.P. ("CPV Coinvest B"), 8,877,625 shares held by Carlyle Coatings Partners, L.P. ("CCP" and, together with CPV SA1, CPV SA2, CPV SA3, CPV-A, CPV Coinvest A and CPV Coinvest B, the "Carlyle Cayman Shareholders") and 16,251,019 shares held by CEP III Participations, S.a r.l. SICAR ("CEP III" and, together with the Carlyle Cayman Shareholders, the "Carlyle Shareholders").

(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 member of CP V General Partner, L.L.C. and the sole shareholder of CEP III Managing GP Holdings, Ltd. CP V General Partner, L.L.C. is the general partner of TC Group V Cayman, L.P., which is the general partner of each of the Carlyle Cayman Shareholders. CEP III Managing GP Holdings, Ltd. is the general partner of CEP III Managing GP, L.P., which is the general partner of Carlyle Europe Partners III, L.P., which is the sole shareholder of CEP III.

Remarks:

Due to the limitations of the electronic filing system, each of CP V General Partner, L.L.C., TC Group V Cayman, L.P., Carlyle Europe Partners III, L.P., CEP III Managing GP Holdings, Ltd., CEP III Managing GP, L.P., and CEP III Participations, S.a r.l. SICAR, are required to manually sign this Form.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.