

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>DBD Cayman Holdings, Ltd.</u>  (Last) (First) (Middle) <u>C/O THE CARLYLE GROUP</u> <u>1001 PENNSYLVANIA AVE, NW SUITE 220 S</u>  (Street) <u>WASHINGTON DC 20004</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/16/2011</u>	3. Issuer Name and Ticker or Trading Symbol <u>YRC Worldwide Inc. [ YRCW ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>10/05/2011</u>
			6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>10% Series B Convertible Senior Secured Notes due 2015</u>	<u>09/16/2011</u>	<u>03/31/2015</u>	<u>Common Stock</u>	<u>234,921,618<sup>(1)</sup></u>	<u>0.0618</u>	<u>I</u>	<u>See footnote<sup>(2)</sup></u>

1. Name and Address of Reporting Person* <u>DBD Cayman Holdings, Ltd.</u>  (Last) (First) (Middle) <u>C/O THE CARLYLE GROUP</u> <u>1001 PENNSYLVANIA AVE, NW SUITE 220 S</u>  (Street) <u>WASHINGTON DC 20004</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>DBD Cayman, Ltd.</u>  (Last) (First) (Middle) <u>C/O THE CARLYLE GROUP</u> <u>1001 PENNSYLVANIA AVE., NW, SUITE 220 S</u>  (Street) <u>WASHINGTON DC 20004</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>TCG HOLDINGS CAYMAN II, L.P.</u>  (Last) (First) (Middle) <u>C/O THE CARLYLE GROUP</u> <u>1001 PENNSYLVANIA AVE., NW, SUITE 220 S</u>  (Street)

WASHINGTON	DC	20004
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[TC Group Cayman Investment Holdings, L.P.](#)

(Last)

(First)

(Middle)

C/O THE CARLYLE GROUP

1001 PENNSYLVANIA AVE., NW, SUITE 220 S

(Street)

WASHINGTON

DC

20004

(City)

(State)

(Zip)

WASHINGTON	DC	20004
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[TC Group CSP II, LLC](#)

(Last)

(First)

(Middle)

C/O THE CARLYLE GROUP

1001 PENNSYLVANIA AVE, NW SUITE 220 S

(Street)

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DC

20004

(City)

(State)

(Zip)

WASHINGTON	DC	20004
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[CSP II General Partner, LP](#)

(Last)

(First)

(Middle)

C/O THE CARLYLE GROUP

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(Street)

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DC

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(City)

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(Zip)

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1. Name and Address of Reporting Person\*

[Carlyle Strategic Partners II LP](#)

(Last)

(First)

(Middle)

C/O THE CARLYLE GROUP

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(Street)

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1. Name and Address of Reporting Person\*

[CSP II COINVESTMENT, L.P.](#)

(Last)

(First)

(Middle)

C/O THE CARLYLE GROUP

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(Street)

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**Explanation of Responses:**

1. The reporting person's original Form 3 omitted \$3,870,964 and \$329,402 of the Issuer's 10% Series B Convertible Senior Secured Notes due 2015 (the "Series B Notes") beneficially owned by Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P., respectively, payable as a make-whole amount equal to the sum of the interest that would have been paid in pay-in-kind Notes on the principal amount of Series B Notes from the last date interest was paid on such Series B Notes through and including March 31, 2015 (the "PIK Notes"). The make-whole amount is payable upon conversion of the Series B Notes in shares of Common Stock at a price per share equal to the conversion price of the Series B Notes. The PIK Notes are convertible into 62,636,958 and 5,330,129 shares of common stock, respectively.

2. See footnotes 1 through 3 of the original Form 3.

**Remarks:**

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 5 (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.**

## Joint Filer Information

Date of Event

Requiring Statement: September 16, 2011

Issuer Name and Ticker  
or Trading Symbol:

YRC Worldwide Inc. [ YRCW ]

Designated Filer:

DBD Cayman Holdings, Ltd.

Other Joint Filers:

DBD Cayman, Ltd.  
 TCG Holdings Cayman II, L.P.  
 TC Group Cayman Investment Holdings, L.P.  
 TC Group CSP II, L.L.C.  
 CSP II General Partner, L.P.  
 Carlyle Strategic Partners II, L.P.  
 CSP II Coinvestment, L.P.

Addresses:

The principal business address of each of DBD Cayman, Ltd., TCG Holdings Cayman II, L.P. and TC Group Cayman Investment Holdings, L.P. is c/o Walkers Corporate Services Limited, Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9001, Cayman Islands.

The principal business address of each of TC Group CSP II, L.L.C., CSP II General Partner, L.P., Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. is c/o The Carlyle Group, 1001 Pennsylvania Ave., N.W., Suite 220 South, Washington, DC 20004-2505.

Signatures:

Dated: October 24, 2011

DBD Cayman Holdings, Ltd.

by: /s/ John Beczak,  
 -----  
 attorney in fact for David M. Rubenstein  
 -----

Name: David M. Rubenstein  
 Title: Ordinary Member

DBD Cayman, Ltd.

by: DBD Cayman Holdings, Ltd., its sole shareholder

by: /s/ John Beczak,  
 -----  
 attorney in fact for David M. Rubenstein  
 -----

Name: David M. Rubenstein  
 Title: Ordinary Member

TCG Holdings Cayman II, L.P.

by: DBD Cayman, Ltd., its general partner  
 by: DBD Cayman Holdings, Ltd., its sole shareholder

by: /s/ John Beczak,  
 -----  
 attorney in fact for David M. Rubenstein  
 -----

Name: David M. Rubenstein  
 Title: Ordinary Member

TC Group Cayman Investment Holdings, L.P.

by: TCG Holdings Cayman II, L.P., its general partner  
 by: DBD Cayman, Ltd., its general partner  
 by: DBD Cayman Holdings, Ltd., its sole shareholder

by: /s/ John Beczak,  
 -----  
 attorney in fact for David M. Rubenstein  
 -----

Name: David M. Rubenstein  
 Title: Ordinary Member

TC Group CSP II, L.L.C.

by: TC Group Cayman Investment Holdings, L.P., its  
managing member  
by: TCG Holdings Cayman II, L.P., its general partner  
by: DBD Cayman, Ltd., its general partner  
by: DBD Cayman Holdings, Ltd., its sole shareholder

by: /s/ John Beczak,  
-----  
attorney in fact for David M. Rubenstein  
-----

Name: David M. Rubenstein  
Title: Ordinary Member

CSP II General Partner, L.P.

by: TC Group CSP II, L.L.C., its general partner  
by: TC Group Cayman Investment Holdings, L.P., its  
managing member  
by: TCG Holdings Cayman II, L.P., its general partner  
by: DBD Cayman, Ltd., its general partner  
by: DBD Cayman Holdings, Ltd., its sole shareholder

by: /s/ John Beczak,  
-----  
attorney in fact for David M. Rubenstein  
-----

Name: David M. Rubenstein  
Title: Ordinary Member

Carlyle Strategic Partners II, L.P.

by: CSP II General Partner, L.P., its general partner  
by: TC Group CSP II, L.L.C., its general partner  
by: TC Group Cayman Investment Holdings, L.P., its sole  
shareholder  
by: TCG Holdings Cayman II, L.P., its general partner  
by: DBD Cayman, Ltd., its general partner  
by: DBD Cayman Holdings, Ltd., its sole shareholder

by: /s/ John Beczak,  
-----  
attorney in fact for David M. Rubenstein  
-----

Name: David M. Rubenstein  
Title: Ordinary Member

CSP II Coinvestment, L.P.

by: CSP II General Partner, L.P., its general partner  
by: TC Group CSP II, L.L.C., its general partner  
by: TC Group Cayman Investment Holdings, L.P., its sole  
shareholder  
by: TCG Holdings Cayman II, L.P., its general partner  
by: DBD Cayman, Ltd., its general partner  
by: DBD Cayman Holdings, Ltd., its sole shareholder

by: /s/ John Beczak,  
-----  
attorney in fact for David M. Rubenstein  
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Name: David M. Rubenstein  
Title: Ordinary Member