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

Form 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 10, 2014

YRC Worldwide Inc.
(Exact name of registrant as specified in its charter)

Delaware	**0-12255**	**48-0948788**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

10990 Roe Avenue
Overland Park, Kansas 66211
(Address of principal executive office)(Zip Code)

(913) 696-6100
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure

As previously announced, on December 23, 2013, YRC Worldwide Inc. (the “Company”) announced that it had executed stock purchase agreements with certain investors (the “Investors”) pursuant to which it has agreed to sell (the “Sales”), in the aggregate, a combination of shares of Common Stock, par value $0.01 per share (the “Common Stock”), and shares of the Company’s new Class A Convertible Preferred Stock, par value $1.00 per share (the “Preferred Stock”), for an aggregate purchase price of $250.0 million in cash. The Company intends to use the proceeds therefrom to repay indebtedness. In addition, certain existing holders of the Company’s 10% Series B Convertible Senior Secured Notes due 2015 (the “Series B Notes”) have agreed to exchange or convert their Series B Notes in an aggregate principal amount of $50.6 million for an aggregate of approximately 3.3 million shares of Common Stock (the “Series B Note Exchanges” and, together with the Sales, the “Transactions”).

In anticipation of the Transactions, YRC Worldwide Inc. (the “Company”) entered into a series of confidentiality agreements (the “Confidentiality Agreements”) with the Investors and other unrelated third parties (collectively, the “Restricted Parties”) in connection with the Transactions. Under the Confidentiality Agreements, on and after December 10, 2013, the Company engaged the Restricted Parties in discussions regarding the Company’s capital structure, and provided them with certain confidential information concerning the Company.

The Company agreed under the Confidentiality Agreements to disclose publicly certain information disclosed to the Restricted Parties under the Confidentiality Agreements after a specified period of time if certain conditions were met. Specifically, under the Confidentiality Agreements, the Company is obligated to make public a document (this “Cleansing Document”) containing information related to the Transactions that constitutes material non-public information. This Current Report on Form 8-K constitutes a Cleansing Document that satisfies the Company’s disclosure obligations under the Confidentiality Agreements.

Between December 10 and 20, 2013, the Company’s management met with the Restricted Parties to discuss the Transactions, and the Restricted Parties were provided with presentation materials that included the attached slides (the “Presentation”). Portions of the Presentation containing material information not previously disclosed publicly (or derivable from public information) are furnished as Exhibit 99.1 to this Current Report on Form 8-K.

In addition to the Presentation, the Company also provided the Restricted Parties with a summary of the cost savings projected to result from the Extension of the Agreement for the Restructuring of the YRC Worldwide Inc. Operating Companies, by and among YRC Inc., USF Holland, Inc., New Penn Motor Express, Inc., USF Reddaway and the Teamsters National Freight Industry Negotiating Committee of the International Brotherhood of Teamsters (the “IBT Agreement”). The Company projects that average annual cost savings, if the IBT Agreement were to be ratified and fully implemented, would total approximately $100.0 million, and would consist of the following categories: (i) monetary savings of approximately $60.0 million, the principal components of which include savings from foregone 2014/2015 wage rate increases, a reduction in the rate at which vacation time accrues, changes in health and welfare benefit rates and a reduction in vacation time for certain employees; (ii) reduced absenteeism related savings of approximately $25.0 million, the principal components of which include savings from the introduction of progressive disciplinary procedures for absenteeism and allowing employees the option during busy months to work while also receiving one week of vacation pay; and (iii) savings from cost efficiencies resulting from greater operational flexibility of approximately $15.0 million.

The information under this Item 7.01 and the Presentation attached to this Current Report on Form 8-K as Exhibit 99.1 shall be deemed to be “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (“the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act. The furnishing of the information in this report is not intended to, and does not, constitute a determination or admission by the Company that the information in this report is material or complete, or that investors should consider this information before making an investment decision with respect to any security of the Company.

Forward-Looking Statements

The information under this Item 7.01 and the Presentation contains forward-looking statements about the Company’s future performance, which are based on management’s assumptions and beliefs in light of the information currently available to it. Forward-looking statements relate to future events or future performance of the Company and include statements about the Company's expectations or forecasts for future periods and events. Specific forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts and include, without limitation, words such as "may," "will," "should," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential" or "continue," the negative of such terms or other comparable terminology. The Company disclaims any obligation to update those statements, except as applicable law may require it to do so, and cautions you not to rely unduly on them. The Company has based those forward-looking statements on its current expectations and assumptions about future events, which may prove to be inaccurate. While the Company's management considers those expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory and other risks, contingencies and uncertainties, most of which are difficult to predict and many of which are beyond the Company's control. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. Factors that might cause or contribute to such differences include, but are not limited to, those risk factors that are from time to time included in the Company's reports filed with the Securities and Exchange Commission, including the Company's reports on Forms 10-K and 10-Q and the Company's Current Report on Form 8-K filed on December 9, 2013.

Non-GAAP Financial Measures

The information under this Item 7.01 and the Presentation includes certain non-GAAP financial measures, including Adjusted EBITDA. These non-GAAP financial measures are not measures of financial performance in accordance with generally accepted accounting principles and may exclude items that are significant in understanding and assessing the Company's financial results. Therefore, these measures should not be considered in isolation or as an alternative to net income from operations, cash flows from operations, earnings per fully-diluted share or other measures of profitability, liquidity or performance under generally accepted accounting principles. You should be aware that this presentation of these measures may not be comparable to similarly-titled measures used by other companies. A reconciliation of these measures to the most comparable measures presented in accordance with generally accepted accounting principles has been included in other reports the Company files with the Securities and Exchange Commission.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
99.1	Presentation to Investors

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

YRC WORLDWIDE INC.

By: /s/ Stephanie D. Fisher
Stephanie D. Fisher
Vice President and Controller

Date: January 10, 2014

Exhibit 99.1

YRC Worldwide

YRC Worldwide Inc.

Presentation to Investors – Restricted Private
December 2013

CONFIDENTIAL

Disclaimer

The following presentation is provided to you on a confidential basis. Disclosure of this information to any other person or any reproduction of this information, in whole or in part, without the prior written consent of YRC Worldwide Inc. (the "Company" or "us") is prohibited and is furthermore subject to the terms of any confidentiality agreements entered into. This presentation has been prepared solely for information purposes and is intended to provide a general overview of the Company's business and does not purport to deal with all aspects and details regarding the Company. Accordingly, neither the Company nor any of its affiliates, directors, officers, employees or advisers nor any other person makes any representation or warranty, express or implied, as to, nor accepts or will accept any responsibility or liability for, and accordingly no reliance should be placed on, the fairness, accuracy or completeness of the information contained in this presentation or of the views given or implied.

This presentation does not constitute or form part of and should not be construed as an offer or invitation for the sale or subscription of any securities of the Company, and neither this presentation nor anything contained herein shall form the basis of, or be relied upon in connection with, any contract or commitment whatsoever.

This presentation contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements relate to future events or future performance of the Company and include statements about the Company's expectations or forecasts for future periods and events. Specific forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts and include, without limitation, words such as "may," "will," "should," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential" or "continue," the negative of such terms or other comparable terminology. We disclaim any obligation to update those statements, except as applicable law may require us to do so, and we caution you not to rely unduly on them. We have based those forward-looking statements on our current expectations and assumptions about future events, which may prove to be inaccurate. While our management considers those expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory and other risks, contingencies and uncertainties, most of which are difficult to predict and many of which are beyond our control. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. Factors that might cause or contribute to such differences include, but are not limited to, those we discuss in the "Risk Factors" section of our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, the Prospectus File No. 333-190079 dated August 29, 2013 and any supplement thereto and in other reports we file with the Securities and Exchange Commission.

This presentation includes certain non-GAAP financial measures, including Adjusted EBITDA. These non-GAAP financial measures are not measures of financial performance in accordance with generally accepted accounting principles and may exclude items that are significant in understanding and assessing our financial results. Therefore, these measures should not be considered in isolation or as an alternative to net income from operations, cash flows from operations, earnings per fully-diluted share or other measures of profitability, liquidity or performance under generally accepted accounting principles. You should be aware that this presentation of these measures may not be comparable to similarly-titled measures used by other companies. A reconciliation of these measures to the most comparable measures presented in accordance with generally accepted accounting principles has been included at the end of this presentation.

The information and opinions contained in this presentation are provided as at the date of this presentation or as of the date specified herein. They are subject to changes without notice. Readers should not treat the content of this presentation as advice relating to legal, tax or investment matters and are advised to consult their own professional advisors (including legal, tax and investment advisors).

Pro Forma Capitalization

YRC Worldwide

($ in millions)

	As of 9/30/2013	Adjustments	Pro forma 9/30/2013	Maturity
Cash (Unrestricted)	$171	$41	$212	
Restricted Cash	90	(90)	–	
Cash Designated for Series B Redemption	–	79	79	
New $450mm ABL[(1)]	–	–	–	2019
New First Lien Term Loan	–	700	700	2019
ABL Facility	326	(326)	–	9/30/2014
Restructured Term Loan	299	(299)	–	3/31/2015
Capital Leases	299	–	299	Various
1st Lien Debt (ex-CDA Note)	**$924**		**$999**	
CDA Secured Note	$124	($124)	–	3/31/2015
10% Series A PIK Secured Converts	174	(174)	–	3/31/2015
10% Series B PIK Secured Converts	68	–	68	3/31/2015
Total Secured Debt	**$1,290**		**$1,068**	
6% Senior Converts	$69	($69)	–	2/15/2014
New CDA Unsecured Notes	–	124	124	12/31/2019
Total Debt	$1,359		$1,192	
Net Debt[(2)]	**1,188**		**902**	
LC Facility	$365			3/31/2015
			LTM 9/30/13	**FYE 2014E**
LTM 9/30/13 Adjusted EBITDA[(3)]	$275	$62	$337	$364
Total Debt / Adjusted EBITDA	4.9x		3.5x	3.3x
Net Debt / Adjusted EBITDA[(2)]	4.3x		2.7x	2.5x
Available Liquidity	$234		$236	

(1) Borrowing base of $389mm as of 9/30/13. Pro forma liquidity assumes $450mm ABL used to fund $365mm of LCs.
(2) Net of unrestricted cash and cash designated for Series B redemption.
(3) Pro forma LTM 9/30/13 includes $62mm IBT concessions. Pro forma FYE 2014E includes $74mm IBT concessions.

- Transactions substantially improve YRCW's capital structure
- Net leverage significantly reduced
  - 2.7x LTM 9/30/13 EBITDA of $337mm
  - 2.5x FYE 2014E EBITDA of $364mm
- Stable capital structure with long tenors (including 5-year IBT MOU)
- Strong improvements to free cash flow
  - Significantly higher EBITDA
  - Lowers cash interest cost by ~$50 million and eliminates PIK interest
- Healthy liquidity with ABL availability and cash on hand

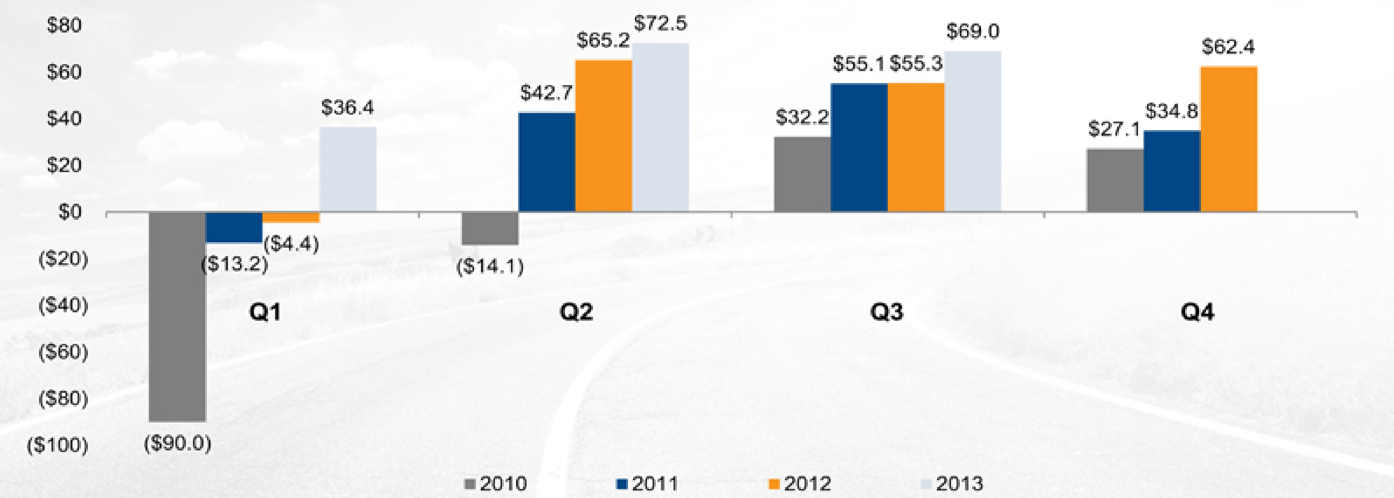
Lower leverage and stable, long-term capital structure substantially enhances equity value

Continued EBITDA Improvement on Quarterly Pre-WC and BIPD Adjustment Basis

YRC Worldwide

PF Adj. EBITDA Ex-Adjustments (see below)

($ in millions)



	1Q10	1Q11	1Q12	1Q13	2Q10	2Q11	2Q12	2Q13	3Q10	3Q11	3Q12	3Q13	4Q10	4Q11	4Q12
Adj. EBITDA – As Reported	($37.2)	($1.3)	$15.3	$60.7	$40.4	$64.5	$70.1	$74.7	$47.3	$54.6	$78.8	$62.4	$39.9	$41.3	$77.0
Union Pension Cessation Benefit[1]	(21.0)	(21.0)	0.0	0.0	(21.0)	(14.0)	0.0	0.0	(21.0)	0.0	0.0	0.0	(21.0)	0.0	0.0
PF Adj. EBITDA	**($58.2)**	**($22.3)**	**$15.3**	**$60.7**	**$19.4**	**$50.5**	**$70.1**	**$74.7**	**$26.3**	**$54.6**	**$78.8**	**$62.4**	**$18.9**	**$41.3**	**$77.0**
WC and BIPD Adjustments[2]	(31.8)	9.1	(19.7)	(24.3)	(33.5)	(7.8)	(4.9)	(2.2)	5.9	0.5	(23.5)	6.6	8.2	(6.5)	(14.6)
PF Adj. EBITDA Ex-Adjustments	**($90.0)**	**($13.2)**	**($4.4)**	**$36.4**	**($14.1)**	**$42.7**	**$65.2**	**$72.5**	**$32.2**	**$55.1**	**$55.3**	**$69.0**	**$27.1**	**$34.8**	**$62.4**

(1) Reflects EBITDA as if YRCW had made MEPP contributions at current MEPP contribution rate.
(2) Reflects year-over-year variances for BIPD and workers' comp.