

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

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

1. Name and Address of Reporting Person* <u>Owl Creek Asset Management, L.P.</u> (Last) (First) (Middle) <u>640 FIFTH AVENUE</u> <u>20TH FLOOR</u> (Street) <u>NEW YORK NY 10019</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)
			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)
Common Stock, , par value \$0.01 per share (the "Common Stock	172,008,740	I	See footnotes ⁽¹⁾⁽²⁾

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			
10% Series A Convertible Notes (the "Series A Notes") ⁽³⁾	07/22/2013	03/31/2015	Common Stock	154,967,100	0.1134	I	See footnotes ⁽¹⁾⁽²⁾
10% Series B Convertible Notes (the "Series B Notes") ⁽⁴⁾	09/16/2011	03/15/2015	Common Stock	⁽⁵⁾⁽⁶⁾	0.0618	I	See footnotes ⁽¹⁾⁽²⁾

1. Name and Address of Reporting Person* <u>Owl Creek Asset Management, L.P.</u> (Last) (First) (Middle) <u>640 FIFTH AVENUE</u> <u>20TH FLOOR</u> (Street) <u>NEW YORK NY 10019</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Owl Creek I, L.P.</u> (Last) (First) (Middle) <u>640 FIFTH AVENUE</u> <u>20TH FLOOR</u> (Street) <u>NEW YORK NY 10019</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Owl Creek II, L.P.</u> (Last) (First) (Middle) <u>640 FIFTH AVENUE</u>

20TH FLOOR		
<hr/>		
(Street)		
NEW YORK	NY	10019
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(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
ALTMAN JEFFREY A		
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(Last)	(First)	(Middle)
640 FIFTH AVENUE, 20TH FLOOR		
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(Street)		
NEW YORK	NY	10019
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
OWL CREEK ADVISORS, LLC		
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(Last)	(First)	(Middle)
640 FIFTH AVENUE, 20TH FLOOR		
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(Street)		
NEW YORK	NY	10019
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(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
OWL CREEK OVERSEAS MASTER FUND, LTD.		
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(Last)	(First)	(Middle)
640 FIFTH AVENUE 20TH FLOOR		
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(Street)		
NEW YORK	NY	10019
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
OWL CREEK SRI MASTER FUND, LTD.		
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(Last)	(First)	(Middle)
640 FIFTH AVENUE 20TH FLOOR		
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(Street)		
NEW YORK	NY	10019
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(City)	(State)	(Zip)

Explanation of Responses:

1. The securities to which this relates are held directly by Owl Creek I, L.P., a Delaware limited partnership ("Owl Creek I"), Owl Creek II, L.P., a Delaware limited partnership ("Owl Creek II"), Owl Creek Overseas Master Fund, Ltd., a Cayman Islands exempted company ("Owl Creek Overseas"), and Owl Creek SRI Master Fund, Ltd., a Cayman Islands exempted company ("Owl Creek SRI", together with Owl Creek I, Owl Creek II and Owl Creek Overseas, the "Owl Creek Funds").
2. Owl Creek Advisors, LLC ("Owl Creek Advisors") serves as the general partner of, and has the power to direct the affairs of, Owl Creek I and Owl Creek II, and serves as manager of, and has the power to direct the affairs of, Owl Creek Overseas and Owl Creek SRI. Owl Creek Asset Management, L.P. (the "Investment Manager") serves as the investment manager to, and has the power to direct the investment activities of the Owl Creek Funds. Jeffrey A. Altman is the managing member of Owl Creek Advisors and the general partner of the Investment Manager. Each of the reporting persons disclaims beneficial ownership of the securities to which this Form 3 relates for purposes of Section 16 of the Securities and Exchange Act of 1934, as amended, except as to such extent of the reporting person's pecuniary interest in the securities.
3. The Owl Creek Funds current hold \$17,573,269.12 in aggregate principal amount of Series A Notes.
4. The Owl Creek Funds current hold \$13,507,650 in aggregate principal amount of Series B Notes.
5. The Series B Notes reported herein are currently convertible into 218,570,388 shares of Common Stock. An additional 94,284,663 shares of Common Stock in the aggregate are issuable pursuant to the Series B Notes, either upon conversion of the PIK Notes (as defined below) or as Make-Whole Shares (as defined below).
6. Interest on the Series B Notes is payable in-kind through the issuance of additional Series B Notes (the "PIK Notes"), which PIK Notes will be convertible into Common Stock on the same terms as the Series B Notes. Upon conversion of the Series B Notes, holders of the Series B Notes will receive a make whole amount equal to the sum of the interest that would have been paid in PIK Notes on the principal amount of Series B Notes being converted from the last date interest was paid on such Series B Notes through and including March 31, 2015. The make-whole amount is payable in shares of Common Stock (the "Make-Whole Shares") at a price per share equal to the conversion price of the Series B Notes.

Remarks:

Owl Creek Asset Management, 09/26/2011
L.P. By: /s/ Owl Creek GP,
L.L.C., its general partner By:
/s/ Jeffrey A. Altman Name:
Jeffrey A. Altman Title:
Managing Member

** Signature of Reporting Person Date

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.

Name: Owl Creek I, L.P.
Address: 640 Fifth Avenue, 20th Floor, New York, N.Y. 10019
Designated Filer: Owl Creek Asset Management, L.P.
Issuer & Ticker Symbol: YRC Worldwide Inc. [YRCW]
Date of Event Requiring Statement: 9/16/2011

Signature: Owl Creek I, L.P.

By: Owl Creek Advisors, LLC, its general partner
By: /s/ Jeffrey A. Altman

Name: Jeffrey A. Altman
Title: Managing Member

Name: Owl Creek II, L.P.
Address: 640 Fifth Avenue, 20th Floor, New York, N.Y. 10019
Designated Filer: Owl Creek Asset Management, L.P.
Issuer & Ticker Symbol: YRC Worldwide Inc. [YRCW]
Date of Event Requiring Statement: 9/16/2011

Signature: Owl Creek II, L.P.

By: Owl Creek Advisors, LLC, its general partner
By: /s/ Jeffrey A. Altman

Name: Jeffrey A. Altman
Title: Managing Member

Name: Owl Creek Overseas Master Fund, Ltd.
Address: 640 Fifth Avenue, 20th Floor, New York, N.Y. 10019
Designated Filer: Owl Creek Asset Management, L.P.
Issuer & Ticker Symbol: YRC Worldwide Inc. [YRCW]
Date of Event Requiring Statement: 9/16/2011

Signature: Owl Creek Overseas Master Fund, Ltd.

By: Owl Creek Asset Management, L.P., its investment manager
By: Owl Creek GP, L.L.C., its general partner

By: /s/ Jeffrey A. Altman

Name: Jeffrey A. Altman
Title: Managing Member

Name: Owl Creek SRI Master Fund, Ltd.
Address: 640 Fifth Avenue, 20th Floor, New York, N.Y. 10019
Designated Filer: Owl Creek Asset Management, L.P.
Issuer & Ticker Symbol: YRC Worldwide Inc. [YRCW]
Date of Event Requiring Statement: 9/16/2011

Signature: Owl Creek SRI Master Fund, Ltd.

By: Owl Creek Asset Management, L.P., its investment manager
By: Owl Creek GP, L.L.C., its general partner

By: /s/ Jeffrey A. Altman

Name: Jeffrey A. Altman
Title: Managing Member

Name: Owl Creek Advisors, LLC
Address: 640 Fifth Avenue, 20th Floor, New York, N.Y. 10019
Designated Filer: Owl Creek Asset Management, L.P.
Issuer & Ticker Symbol: YRC Worldwide Inc. [YRCW]
Date of Event Requiring Statement: 9/16/2011

Signature: Owl Creek Advisors, LLC

By: /s/ Jeffrey A. Altman

Name: Jeffrey A. Altman
Title: Managing Member

Name: Jeffrey A. Altman
Address: c/o Owl Creek Asset Management, L.P., 640 Fifth Avenue, 20th Floor, New York, N.Y. 10019
Designated Filer: Owl Creek Asset Management, L.P.
Issuer & Ticker Symbol: YRC Worldwide Inc. [YRCW]
Date of Event Requiring Statement: 9/16/2011

Signature: /s/ Jeffrey A. Altman

Name: Jeffrey A. Altman