

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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*<br><u>Owl Creek Asset Management, L.P.</u><br><hr/> (Last) (First) (Middle)<br>640 FIFTH AVENUE, 20TH FLOOR<br><hr/> (Street)<br>NEW YORK NY 10019<br><hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>YRC Worldwide Inc. [ YRCW ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/10/2013                    |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |  |

**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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |  |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|-------------|--|-----------------|---|----------------------------|--|--|---|--|
|   |  |                                      |  | Code                           | V | (A)  | (D)         | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| 10% Series B Convertible Notes (the "Series B Notes") | \$18.54  | 05/10/2013                           |  | S                              |   |  | \$2,000,000 | 09/16/2011   | 03/15/2015      | Common Stock, par value \$0.01 per share  | 131,051 <sup>(1)</sup>     | \$2,000,000                                | \$13,936,365 <sup>(2)</sup>  | I   | See footnotes <sup>(3)(4)</sup>                        |

1. Name and Address of Reporting Person\*  
Owl Creek Asset Management, L.P.  


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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 I, L.P.  


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 (Last) (First) (Middle)  
 640 FIFTH AVENUE  
 20TH FLOOR  


---

 (Street)  
 NEW YORK NY 10019  


---

 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Owl Creek II, L.P.  


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 (Last) (First) (Middle)  
 640 FIFTH AVENUE  
 20TH FLOOR  


---

 (Street)  
 NEW YORK NY 10019  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

OWL CREEK ADVISORS, LLC

(Last) (First) (Middle)

640 FIFTH AVENUE, 20TH FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

OWL CREEK OVERSEAS MASTER FUND, LTD.

(Last) (First) (Middle)

640 FIFTH AVENUE, 20TH FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

OWL CREEK SRI MASTER FUND, LTD.

(Last) (First) (Middle)

640 FIFTH AVENUE, 20TH FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

ALTMAN JEFFREY A

(Last) (First) (Middle)

640 FIFTH AVENUE, 20TH FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

**Explanation of Responses:**

1. Includes 23,178 Make-Whole Shares (as defined in the Form 3).

2. Includes PIK interest earned through March 31, 2013.

3. 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").

4. 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, Owl Creek I, Owl Creek II, Owl Creek Overseas and Owl Creek SRI. Jeffrey A. Altman is the managing member of Owl Creek Advisors and the managing member of the general partner of the Investment Manager. Each of the reporting persons disclaims beneficial ownership of the securities to which this Form 4 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.

Owl Creek Asset Management,  
L.P., By: /s/ Owl Creek GP,  
L.L.C., its general partner, By: /s/ 05/14/2013  
Jeffrey A. Altman, 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 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).

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

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: 05/10/2013

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: 05/10/2013

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: 05/10/2013

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: 05/10/2013

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

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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: 05/10/2013

Signature: Owl Creek Advisors, LLC

By: /s/ Jeffrey A. Altman

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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: 05/10/2013

Signature: By: /s/ Jeffrey A. Altman

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Name: Jeffrey A. Altman