
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO (Amendment No. 1)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

YRC WORLDWIDE INC.

(Name of Subject Company (Issuer))

YRC Worldwide Inc., as Issuer

(Name of Filing Persons (Identifying Status as Offeror, Issuer or Other Person))

5.0% Contingent Convertible Senior Notes due 2023
5.0% Net Share Settled Contingent Convertible Senior Notes due 2023
3.375% Contingent Convertible Senior Notes due 2023
3.375% Net Share Settled Contingent Convertible Senior Notes due 2023
(Title of Class of Securities)

985509 AN 8

985577 AA3

985509 AQ 1

985577 AB 1

(CUSIP Number of Class of Securities)

Daniel J. Churay
YRC Worldwide Inc.

Executive Vice President, General Counsel and Secretary

10990 Roe Avenue

Overland Park, Kansas 66211

(913) 696-6100

(Name, address and telephone number of person
authorized to receive notices and communications on behalf of filing person)

Copies to:

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885 Third Avenue
New York, New York 10022
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CALCULATION OF FILING FEE

Transaction valuation*
\$100,000,000

Amount of filing fee**
\$3,930

* Calculated solely for purpose of determining the amount of the filing fee.

** The amount of the filing fee was calculated at a rate of \$39.30 per \$1,000,000 of transaction value.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$3,930

Form or Registration No.: Schedule TO-I

Filing Party: YRC Worldwide Inc.

Date Filed: November 25, 2008

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

This Amendment No. 1 to the Tender Offer Statement on Schedule TO amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") filed by YRC Worldwide Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission on November 25, 2008, and relates to the offer to purchase ("Tender Offer") for cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated November 25, 2008 (as it may be amended or supplemented from time to time, the "Offer to Purchase") and the related Letter of Transmittal (as it may be amended or supplemented from time to time, the "Letter of Transmittal"), the notes listed in the table on the front cover of the Offer to Purchase (collectively, the "Notes") such that the aggregate purchase price, plus accrued and unpaid stated interest up to, but not including, the Payment Date ("Accrued Interest"), for such Notes shall not exceed \$100,000,000 (the "Maximum Aggregate Purchase Amount"). The Notes include the Company's outstanding 5.0% Contingent Convertible Senior Notes due 2023 (the "Old 5% Notes"), 5.0% Net Share Settled Contingent Convertible Senior Notes due 2023 ("5% Net Share Settled Notes"), 3.375% Contingent Convertible Senior Notes due 2023 (the "Old 3.375% Notes"), and 3.375% Net Share Settled Contingent Convertible Senior Notes due 2023 ("3.375% Net Share Settled Notes" and, together with the Old 5% Notes, the 5% Net Share Settled Notes and the Old 3.375% Notes, the "Convertible Notes").

Item 11. Additional Information.

On November 28, 2008, the Company issued a press release announcing that its Yellow Transportation, Roadway, Holland and New Penn business units have a proposal with the International Brotherhood of Teamsters to modify the National Master Freight Agreement, effective April 1, 2008 through March 31, 2013. The modification does not become effective until it is ratified by the affected members.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

(a)(5)(iii) Press Release, dated November 28, 2008.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

YRC Worldwide Inc.

By: _____
/s/ Daniel J. Churay
Daniel J. Churay
Executive Vice President, General Counsel and Secretary
November 28, 2008

Index to Exhibits

Exhibit No.	Description
(a)(1)(i)	—Offer to Purchase, dated November 25, 2008.*
(a)(1)(ii)	—Letter of Transmittal.*
(a)(5)(i)	—Press Release, dated November 24, 2008 (filed as Exhibit 99.1 to Current Report on Form 8-K, filed on November 25, 2008, and incorporated herein by reference).
(a)(5)(ii)	—Press Release, dated November 25, 2008.*
(a)(5)(iii)	—Press Release, dated November 28, 2008.**
(b)(1)	—Credit Agreement, dated as of August 17, 2007, among the Company; the Canadian Borrowers and UK Borrowers party thereto; the Lenders party thereto; Bank of America, N.A. and SunTrust Bank, as Syndication Agents; U.S. Bank National Association, Wachovia Bank, N.A. and The Bank of Tokyo-Mitsubishi UFJ, Ltd., Chicago Branch, as Documentation Agents; JP Morgan Chase Bank, National Association, Toronto Branch, as Canadian Agent; J.P. Morgan Europe Limited, as UK Agent; and JPMorgan Chase Bank, National Association, as Administrative Agent. (filed as Exhibit 10.1 to Current Report on Form 8-K, filed on August 22, 2007, and incorporated herein by reference).
(b)(2)	—Description of Credit Agreement (filed as Item 1.01 to Current Report on Form 8-K, filed on August 22, 2007, and incorporated herein by reference).
(b)(3)	—Amendment No. 1, dated as of April 18, 2008, to the Credit Agreement, dated as of August 17, 2007, among the Company, the Canadian Borrower, the UK Borrower, the financial institutions party thereto and JPMorgan Chase Bank, National Association, as Administrative Agent (filed as Exhibit 10.1 to Current Report on Form 8-K, filed on April 21, 2008, and incorporated herein by reference).
(b)(4)	—Description of Amendment No. 1 to the Credit Agreement (filed as Item 1.01 to Current Report on Form 8-K, filed on April 21, 2008, and incorporated herein by reference).
(d)(1)	—Indenture (including form of note) dated August 8, 2003 among Yellow Roadway Corporation, certain subsidiary guarantors and Deutsche Bank Trust Company Americas, as trustee, relating to Yellow Roadway Corporation's 5.0% Contingent Convertible Senior Notes due 2023 (filed as Exhibit 4.5 to Registration Statement on Form S-4, filed on August 19, 2003, File No. 333-108081, and incorporated herein by reference).
(d)(2)	—Description of Notes (filed as pages 19 through 30 of the Company's Amendment No. 2 on Form S-3/A, File No. 333-109896, filed on March 5, 2004 and incorporated herein by reference).
(d)(3)	—Indenture (including form of note) dated December 31, 2004, among Yellow Roadway Corporation, certain subsidiary guarantors and Deutsche Bank Trust Company Americas, as trustee, relating to Yellow Roadway Corporation's 5.0% Net Share Settled Contingent Convertible Senior Notes due 2023 (filed as Exhibit 4.7 to Amendment No. 1 to Registration Statement on Form S-4/A, filed on November 30, 2004, File No. 333-119990, and incorporated herein by reference).

- (d)(4) —Description of Notes (filed as pages 27 through 43 of the Company’s Amendment No. 3 on Form S-4/A, File No. 333-119990, filed on December 17, 2004 and incorporated herein by reference).
- (d)(5) —Indenture (including form of note) dated November 25, 2003 among Yellow Roadway Corporation, certain subsidiary guarantors and Deutsche Bank Trust Company Americas, as trustee, relating to Yellow Roadway Corporation’s 3.375% Contingent Convertible Senior Notes due 2023 (filed as Exhibit 4.7 to Registration Statement on Form S-8, filed on December 23, 2003, File No. 333-111499 and incorporated herein by reference).
- (d)(6) —Description of Notes (filed as pages 16 through 27 of the Company’s Amendment No. 1 on Form S-3/A, File No. 333-113021, filed on March 5, 2004 and incorporated herein by reference).
- (d)(7) —Indenture (including form of note) dated December 31, 2004 among Yellow Roadway Corporation, certain subsidiary guarantors and Deutsche Bank Trust Company Americas, as trustee, relating to Yellow Roadway Corporation’s 3.375% Net Share Settled Contingent Convertible Senior Notes due 2023 (filed as Exhibit 4.8 to Amendment No. 1 to Registration Statement on Form S-4/A, filed on November 30, 2004, File No. 333-119990 and incorporated herein by reference).
- (d)(8) —Description of Notes (filed as pages 44 through 59 of the Company’s Amendment No. 3 on Form S-4/A, File No. 333-119990, filed on December 17, 2004 and incorporated herein by reference).
- (g) —Not applicable.
- (h) —Not applicable.

* Previously filed.

** Filed herewith.

YRC Worldwide Seeks To Modify Teamsters Labor Contract

Overland Park, Kan., November 28, 2008—YRC Worldwide Inc. (Nasdaq: YRCW) announced today that its Yellow Transportation, Roadway, Holland and New Penn business units have reached a tentative agreement with the International Brotherhood of Teamsters to modify the current labor agreement for employees covered by the National Master Freight Agreement. Details surrounding the modification are expected to be available next week following further discussions with labor leadership and the affected employees.

Bill Zollars, Chairman, President and CEO of YRC Worldwide, commented, “We have already taken a number of steps to strengthen our financial position and improve both our profitability and our competitiveness, including the continued successful integration of Yellow Transportation and Roadway, the exchange of equity for notes through private transactions, modification of our non-union pension and retirement plans, sales of excess properties and, most recently, the commencement of a \$100 million tender offer to purchase outstanding notes. While these efforts have been effective, the worsening macroeconomic crisis in America and the increasingly critical state of our industry mean that we must take additional measures.”

Zollars continued, “The industry decline in volumes and pricing is continuing in the current quarter, affecting our profits and cash flow and our ability to pay down debt from operating funds. The modification to the agreement, which we expect to be ratified in December, will establish a more competitive cost structure allowing us to accelerate our market share recovery and capitalize on opportunities for future growth, while at the same time, defending the long-term prospects and job security of our employees.”

“Extraordinary times call for extraordinary action,” said Mike Smid, President and CEO of YRC North American Transportation. “In that regard, our employees should be proud of the professionalism and seriousness that the Teamsters took on all fronts in their approach in reaching this tentative agreement. We look forward to continuing to work with them to protect the future of our employees and our company. At the end of the day, we have the interests of our employees and our customers in common, and together we are working hard to make our business more competitive and improve our position going forward.”

Certain statements in this news release include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (each a “forward-looking statement”). Forward-looking statements include those preceded by, followed by or include the words “expect,” “will,” “allow” or similar expressions. The company’s actual future results could differ materially from those projected in such forward-looking statements because of a number of factors, including (among others) the success of the company’s tender offer for outstanding notes, whether the employees covered by the National Master Freight Agreement ratify the modification to that agreement, inflation, inclement weather, price and availability of fuel, sudden changes in the cost of fuel or the index upon which the company bases its fuel surcharge, competitor pricing activity, expense volatility, including (without limitation) expense volatility due to changes in rail service or pricing for rail service, ability to capture cost reductions, including (without limitation) those cost reduction opportunities arising from the combination of the sales, operations and networks of Yellow Transportation and Roadway, changes in equity and debt markets, a downturn in general or regional economic activity, effects of a terrorist attack, labor relations, including (without limitation), the impact of work rules, work stoppages, strikes or other disruptions, any obligations to multi-employer health, welfare and pension plans, wage requirements and employee satisfaction, and the 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 Annual Report on Form 10-K for the year ended December 31, 2007.

About YRC Worldwide

YRC Worldwide Inc., a Fortune 500 company and one of the largest transportation service providers in the world, is the holding company for a portfolio of successful brands including Yellow Transportation, Roadway, Reimer Express, YRC Logistics, New Penn, Holland, Reddaway and Glen Moore. The enterprise provides global transportation services, transportation management solutions and logistics management. The portfolio of brands represents a comprehensive array of services for the shipment of industrial, commercial and retail goods domestically and internationally. Headquartered in Overland Park, Kan., YRC Worldwide employs approximately 58,000 people.

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