OMB APPROVAL				
OMB Number: 3235-0145				
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Estimated average burden				
hours per response 10.1				

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 2)*

YRC Worldwide Incorporated

(Name of Issuer)

Common Stock (Title of Class of Securities)

984249607 (CUSIP Number)

December 31, 2013 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

CUSIP No. 984249607	13G

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).			
	Whitebox Advisors, LLC			
2	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		
	(a) 🗆	(b		
3	SEC USE	E ON	ILY	
4	CITIZEN	ISHI	P OR PLACE OF ORGANIZATION	
	Delaware	<u>.</u>		
		5	SOLE VOTING POWER	
NIIM	BER OF		0	
_	ARES	6	SHARED VOTING POWER	
BENEFICIALLY				
OWNED BY			498,816 (See item 4)	
EACH		7	SOLE DISPOSITIVE POWER	
REPORTING				
PERSON 0				
WITH:		8	SHARED DISPOSITIVE POWER	
			498,816 (See item 4)	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	498,816 (See item 4)			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	(-)			
	1.7% (Se	e ite	m 4)	
12	TYPE OI	FRE	PORTING PERSON*	
ı	TΛ			

CUSIP No. 984249607	13G
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1	NAMES OF REPORTING PERSONS			
	I.R.S. ID	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).		
		Whitebox Multi-Strategy Advisors, LLC		
2			APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a) □	(b)		
3	SEC USE	E ON	'LY	
4	CITIZEN	ISHI	P OR PLACE OF ORGANIZATION	
	Delaware	j		
		5	SOLE VOTING POWER	
NUM	BER OF		0	
SH	ARES	6	SHARED VOTING POWER	
BENE	BENEFICIALLY			
OWI	NED BY		167,406 (See item 4)	
	ACH	7	SOLE DISPOSITIVE POWER	
	ORTING			
	RSON		0	
W	ITH:	8	SHARED DISPOSITIVE POWER	
			167,406 (See item 4)	
9	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	167,406 (`	*	
10	CHECK	IF T	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
11	PERCEN	TO	F CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0.6% (See item 4)			
12	TYPE OI	F RE	PORTING PERSON*	
	IA			

CUSIP No. 984249607	130
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1	NAMES OF REPORTING PERSONS			
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).			
	Whitebox Multi-Strategy Partners, L.P.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			
	(a) □	(b) $oxed{\boxtimes}$	
3	SEC USE	E ON	VLY	
	0			
4	CITIZEN	SHI	P OR PLACE OF ORGANIZATION	
	British V	irgin	Islands	
		5	SOLE VOTING POWER	
NIIM	BER OF		0	
	ARES	6	SHARED VOTING POWER	
BENE	FICIALLY			
OWN	NED BY		167,406 (See item 4)	
EACH		7	SOLE DISPOSITIVE POWER	
	ORTING			
PERSON			0	
WITH:		8	SHARED DISPOSITIVE POWER	
			0 (See item 4)	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	167,406 (See item 4)			
10				
			(-)	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	0.6% (Se		•	
12	TYPE OI	F RE	PORTING PERSON*	
	DNI			

CUSIP No. 984249607	130
CO311 110. 304243007	130

1			REPORTING PERSONS		
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).				
	Whitebox	Whitebox Multi-Strategy Fund, L.P.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) □	(b)) $oxed{f Z}$		
3	SEC USE ONLY				
	520 001	. 01			
4	CITIZEN	ISHI	P OR PLACE OF ORGANIZATION		
	Delaware				
	Delaware	5	SOLE VOTING POWER		
NUM	BER OF		0		
	ARES	6	SHARED VOTING POWER		
	BENEFICIALLY				
OWNED BY			167,406 (See item 4)		
EACH REPORTING		7	SOLE DISPOSITIVE POWER		
	RSON				
WITH:		8	SHARED DISPOSITIVE POWER		
			167,406 (See item 4)		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	167,406 (See item 4)				
10	·				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	0.6% (See item 4)				
12			PORTING PERSON*		
1	DN				

CUSIP No. 984249607	13G
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1	NAMES OF REPORTING PERSONS			
	I.R.S. ID	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).		
		Whitebox Multi-Strategy Fund, Ltd.		
2	CHECK '	ГНЕ	APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a) □	(b)		
3	SEC USE	ON	LY	
4	CITIZEN	SHI	P OR PLACE OF ORGANIZATION	
	British V	irgin	Islands	
		5	SOLE VOTING POWER	
NUMBER OF 0		0		
_	ARES	6	SHARED VOTING POWER	
	FICIALLY			
	NED BY		167,406 (See item 4)	
E.	ACH	7	SOLE DISPOSITIVE POWER	
	ORTING			
PE	RSON		0	
W	/ITH:	8	SHARED DISPOSITIVE POWER	
		O	SIMILE BISTOSITIVE TOWER	
			167,406 (See item 4)	
9	AGGREG	. ΔT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	MOUNE	J 11 1	ETHIOON DENERORED TOWNED DI ENGINERONING LEROON	
	167,406 (See	item 4)	
10			HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
10	CIILCIV.	1	TE TOOKE OF THE THEORY IN NOW (3) ENCEODES CERTIFIC STRIKES	
11	DEDCEN	тΩ	F CLASS REPRESENTED BY AMOUNT IN ROW (9)	
11	TENCEN	1 0.	CLASS REFRESENTED DT AMIOUNT IN ROW (3)	
	0.6% (See item 4)			
12			PORTING PERSON*	
12	ITPEOL	· KE	PURTING PERSON.	
	CO			
	CU			

CUSIP No. 984249607	130
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1			REPORTING PERSONS TFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).			
	I.R.S. IDEIVIII IGATION NOS. OF ADOVE PERSONS (ENTITIES ONET).					
		Whitebox Concentrated Convertible Arbitrage Advisors, LLC				
2			APPROPRIATE BOX IF A MEMBER OF A GROUP*			
	(a) □	(a) □ (b) ⊠				
3	SEC USE	E ON	ILY			
4	CITIZEN	ISHI	P OR PLACE OF ORGANIZATION			
	Delaware					
	Delawale	5	SOLE VOTING POWER			
		5	SOLE VOINGTOWER			
NUM	BER OF		0			
SHARES		6	SHARED VOTING POWER			
BENEFICIALLY						
OWNED BY			132,506 (See item 4)			
EACH		7	SOLE DISPOSITIVE POWER			
REPORTING PERSON						
	TTH:	8	SHARED DISPOSITIVE POWER			
			SIMKED DISTOSITIVE TOWER			
			132,506 (See item 4)			
9	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	122 500 /	(C	: A			
10	132,506 (HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			
10	CHECK	IF I	HE AGGREGATE AMOUNT IN ROW (3) EXCLUDES CERTAIN SHARES			
11	PERCEN	ТО	F CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	0.50/ /5					
10	0.5% (Se		m 4) PORTING PERSON*			
12	I YPE OI	r KE	FORTING PERSON.			
	TA					

CUSIP No. 984249607	13G	
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	1			REPORTING PERSONS	
		I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).			
		Whitebox	c Co	ncentrated Convertible Arbitrage Partners, L.P.	
ŀ	2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			
		(a) □ (b) ⊠			
ĺ	3	SEC USE	ON	ILY	
ļ					
	4	CITIZEN	SHI	P OR PLACE OF ORGANIZATION	
		British V		Islanda	
ŀ		DITUSII V		SOLE VOTING POWER	
			3	SOLE VOTING FOWER	
	NII IN I	DED OF		0	
NUMBER OF SHARES			6	SHARED VOTING POWER	
BENEFICIALLY					
OWNED BY			132,506 (See item 4)		
EACH		7	SOLE DISPOSITIVE POWER		
REPORTING					
PERSON WITH:			0		
	**	1111.	8	SHARED DISPOSITIVE POWER	
				132,506 (See item 4)	
İ	9	AGGREO	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
ļ		132,506 (See item 4)			
	10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			
ļ	11	DEDCEN	тО	F CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	11	LEINGEIN	1 0	CLASS REFRESENTED DT AMIOUNT IN ROW (3)	
		0.5% (Se	e ite	m 4)	
İ	12	TYPE OF	FRE	PORTING PERSON*	
		DNI			

CUSIP No. 984249607	130
GC511 110: 50-12-15007	100

1			REPORTING PERSONS		
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).				
	Whitebox	Whitebox Concentrated Convertible Arbitrage Fund, L.P.			
2			APPROPRIATE BOX IF A MEMBER OF A GROUP*		
	(a) 🗆	(b)) $oxed{\boxtimes}$		
3	SEC USE	E ON	TLY .		
4	CITIZEN	SHI	P OR PLACE OF ORGANIZATION		
	Delaware	ļ			
		5	SOLE VOTING POWER		
	BER OF	6	0 SHARED VOTING POWER		
SHARES BENEFICIALLY		_	SHARED VOTING POWER		
OWNED BY			132,506 (See item 4)		
EACH		7	SOLE DISPOSITIVE POWER		
	ORTING				
	RSON TTH:		0		
, vv	1111.	8	SHARED DISPOSITIVE POWER		
			132,506 (See item 4)		
9	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	132,506 (Soo	itom (1)		
10			HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		
10	CILCIC		TE ROCKESTIE THIOCHT IN NOW (5) EXCEODES CERTIFICOTERIES		
11	PERCEN	ТО	F CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	0.5% (Se	o ito	m 4)		
12			PORTING PERSON*		
	111201				
	DNI				

CUSIP No. 984249607	13G

1	_	_	REPORTING PERSONS			
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).					
	Whitebox	Whitebox Concentrated Convertible Arbitrage Fund, Ltd.				
2	CHECK '	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) □	(a) \square (b) \boxtimes				
3	SEC USE	E ON	ILY			
	CITIZEN		DOD BY A CE OF ODG ANYTATYON			
4	CITIZEN	SHI	P OR PLACE OF ORGANIZATION			
	British V	irgin	Islands			
		5	SOLE VOTING POWER			
NUM	BER OF		0			
	ARES	6	SHARED VOTING POWER			
BENEFICIALLY						
OWNED BY			132,506 (See item 4)			
EACH		7	SOLE DISPOSITIVE POWER			
	ORTING RSON					
	TTH:	0	0			
		8	SHARED DISPOSITIVE POWER			
			132,506 (See item 4)			
9	AGGREO	7AT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	132,506 (See	item 4)			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*					
11	PERCEN	ТО	F CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	0.50/ /0		0			
12	0.5% (Se		m 4) PORTING PERSON*			
12	TIPE OF	· KE	PURITING PERSON:			
	CO					

CUSIP No. 984249607	13G
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1	NAMES OF REPORTING PERSONS					
	I.R.S. ID	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).				
	M/hitabar	. C.	die Aubierage Adrigona IIC			
2		Whitebox Credit Arbitrage Advisors, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				
_	(a) □ (b) ⊠					
3	SEC USE	E ON	LY			
4	CITIZEN	ISHI	P OR PLACE OF ORGANIZATION			
	Delaware					
	Delaware	5	SOLE VOTING POWER			
NUM	IBER OF		0			
	ARES	6	SHARED VOTING POWER			
BENEFICIALLY						
OWNED BY		-	86,659 (See item 4)			
EACH REPORTING		7	SOLE DISPOSITIVE POWER			
	RSON		0			
W	/ITH:	8	SHARED DISPOSITIVE POWER			
			86,659 (See item 4)			
9	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	00.050.40					
10	86,659 (See item 4)					
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*					
11	PERCEN	T O	F CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	0.3% (Se					
12	TYPE OI	FRE	PORTING PERSON*			
	IA					
	1A					

CUSIP No. 984249607	13G	
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1			REPORTING PERSONS		
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).				
	Whitebox	Whitebox Credit Arbitrage Partners, L.P.			
2	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			
	(a) □	(a) □ (b) ⊠			
3	SEC USE	ON	VLY		
	0				
4	CITIZEN	SHI	P OR PLACE OF ORGANIZATION		
	British V	irgin	Islands		
		5	SOLE VOTING POWER		
NUM	BER OF		0		
SHARES		6	SHARED VOTING POWER		
BENEFICIALLY					
OWNED BY			86,659 (See item 4)		
EACH REPORTING		7	SOLE DISPOSITIVE POWER		
PERSON					
	TTH:	8	SHARED DISPOSITIVE POWER		
		U	SHAKED DISTOSITIVE TOWER		
			86,659 (See item 4)		
9	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	86,659 (5				
10	CHECK	IF T	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		
11	PERCEN	TΩ	F CLASS REPRESENTED BY AMOUNT IN ROW (9)		
**	LICLI	. 0	Control (all the printed of the term (b)		
	0.3% (Se	e ite	m 4)		
12	TYPE OI	FRE	PORTING PERSON*		
	DNI				

CUSIP No. 984249607	13G	
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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).				
	1.K.S. ID.	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).			
		Whitebox Credit Arbitrage Fund, L.P.			
2			APPROPRIATE BOX IF A MEMBER OF A GROUP*		
	(a) □	(b) $oxed{f X}$		
3	SEC USE	7 ON	II V		
3	SEC OSI	2 01			
4	CITIZEN	ISHI	P OR PLACE OF ORGANIZATION		
	Delegen				
	Delaware		COLE MOTING POWER		
		5	SOLE VOTING POWER		
NUM	BER OF		0		
SHARES		6	SHARED VOTING POWER		
	FICIALLY				
	NED BY		86,659 (See item 4)		
	ACH DRTING	7	SOLE DISPOSITIVE POWER		
	RSON				
W	TTH:	8	SHARED DISPOSITIVE POWER		
			86,659 (See item 4)		
9	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	86,659 (8	See i	tem 4)		
10			HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		
11	PERCEN	ТО	F CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	0.3% (Se	o ito	m /l)		
12			PORTING PERSON*		
1	DN				

CUSIP No. 984249607	13G	
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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).			
	Whitebox	Whitebox Credit Arbitrage Fund, Ltd.		
2	CHECK	ГНЕ	APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a) 🗆	(b)		
3	SEC USE	E ON	ILY	
4	CITIZEN	SHI	P OR PLACE OF ORGANIZATION	
	British V	irgin		
		5	SOLE VOTING POWER	
NUM	BER OF		0	
SH	ARES	6	SHARED VOTING POWER	
BENE	BENEFICIALLY			
OWNED BY			86,659 (See item 4)	
	ACH	7	SOLE DISPOSITIVE POWER	
	ORTING			
	RSON			
W	TTH:	8	SHARED DISPOSITIVE POWER	
			86,659 (See item 4)	
9	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	86,659 (See item 4)			
10	CHECK	IF T	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
11	PERCEN	ΤO	F CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0.3% (Se		•	
12	TYPE OI	RE	PORTING PERSON*	
1	CO			

CUSIP No. 984249607	13G
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1	_	_	REPORTING PERSONS	
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).			
			rt Advisors, LLC	
2			APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a) □	(b)		
3	SEC USE	E ON	ILY	
4	CITIZEN	ISHI	P OR PLACE OF ORGANIZATION	
	Delaware			
		5	SOLE VOTING POWER	
NUM	BER OF		0	
SH	ARES	6	SHARED VOTING POWER	
	BENEFICIALLY			
	NED BY		75,387 (See item 4)	
EACH		7	SOLE DISPOSITIVE POWER	
REPORTING				
	RSON /ITH:		0	
VV	ΉΗ:	8	SHARED DISPOSITIVE POWER	
	T		75,387 (See item 4)	
9	AGGRE	GAT:	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	75,387 (See item 4)			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			
11	PERCEN	T O	F CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0.3% (Se			
12	TYPE OI	F RE	PORTING PERSON*	
	IA .			

CUSIP No. 984249607	13G
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1			REPORTING PERSONS		
	1.R.S. ID.	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).			
	Pandora S	Pandora Select Partners LP			
2	CHECK	THE	APPROPRIATE BOX IF A MEMBER OF A GROUP*		
	(a) 🗆	(b) $oxed{\boxtimes}$		
3	SEC USE	E ON	NLY		
4	CITIZEN	ISHI	IP OR PLACE OF ORGANIZATION		
	CITIZZ	.0111			
	British V	irgin	Islands		
		5	SOLE VOTING POWER		
	BER OF		0 SHARED VOTING POWER		
SHARES 6 SHARED VOTING POWER BENEFICIALLY		_	SHARED VOTING POWER		
	NED BY		75,387 (See item 4)		
E.	ACH	7	SOLE DISPOSITIVE POWER		
	ORTING				
	RSON TTH:		0		
l vv	ип.	8	SHARED DISPOSITIVE POWER		
			75,387 (See item 4)		
9	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	75,387 (S				
10	CHECK	IF T	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		
11	PERCEN	ТО	F CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	0.3% (Se		•		
12	TYPE OI	FRE	EPORTING PERSON*		
	DNI				

CUSIP No. 984249607	13G
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1	NAMES OF REPORTING PERSONS				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).				
	Pandora S	Pandora Select Fund, LP			
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP*		
	(a) □	(b) $oxed{oxed}$		
3	SEC USE	E ON	VLY		
4	CITIZEN	ISHI	IP OR PLACE OF ORGANIZATION		
	Delaware	.			
	Belaware	5	SOLE VOTING POWER		
NUM	BER OF		0		
SH	ARES	6	SHARED VOTING POWER		
	FICIALLY				
	NED BY ACH	7	75,387 (See item 4)		
	ORTING	/	SOLE DISPOSITIVE POWER		
	RSON				
W	TTH:	8	SHARED DISPOSITIVE POWER		
			75,387 (See item 4)		
9	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	75 207 (6				
10	75,387 (See item 4)				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*				
11	PERCEN	ТО	F CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	0.3% (Se				
12	TYPE OI	F RE	PORTING PERSON*		
	DM				
	PN				

CUSIP No. 984249607	13G
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1	_	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).			
	Pandora S	Pandora Select Fund, Ltd			
2	CHECK	THE	APPROPRIATE BOX IF A MEMBER OF A GROUP*		
	(a) 🗆	(b			
3	SEC USE	E ON	ILY		
4	CITIZEN	ISHI	P OR PLACE OF ORGANIZATION		
	British V	irgin	Islands		
		5	SOLE VOTING POWER		
NUM	BER OF		0		
	ARES	6	SHARED VOTING POWER		
	FICIALLY				
	NED BY		75,387 (See item 4)		
	ACH	7	SOLE DISPOSITIVE POWER		
	ORTING RSON				
	TTH:	_			
, ,	1111.	8	SHARED DISPOSITIVE POWER		
			75,387 (See item 4)		
9	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	75,387 (See item 4)				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	0.3% (Se	e ite	m 4)		
12	TYPE OI	F RE	PORTING PERSON*		
	00				

CUSIP No. 984249607	13G	
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1	NAMES OF REPORTING PERSONS				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).				
	Whitebox Special Opportunities Advisors, LLC				
2			APPROPRIATE BOX IF A MEMBER OF A GROUP*		
	(a) □ (b) ⊠				
3	SEC USE	E ON	пу		
	520 001	. 01			
4	CITIZEN	SHI	P OR PLACE OF ORGANIZATION		
	Delaware				
	Delaware	5	SOLE VOTING POWER		
NUM	BER OF	6	0		
_	SHARES		SHARED VOTING POWER		
BENEFICIALLY OWNED BY			36,858 (See item 4)		
EACH		7	SOLE DISPOSITIVE POWER		
	REPORTING				
	PERSON		0		
l vv	WITH:		SHARED DISPOSITIVE POWER		
			36,858 (See item 4)		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	26.050 (6 ' 4)				
10	36,858 (See item 4) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*				
10	CHECK II. THE AGGREGATE AWOUNT IN ROW (3) EXCLUDES CERTAIN SHARES				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	0.1% (See item 4)				
12			PORTING PERSON*		
	TΔ				

CUSIP No. 984249607	13G

1	NAMES OF REPORTING PERSONS					
	I.R.S. ID.	ENI	TIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).			
	Whitebox	Whitebox Special Opportunities Fund, LP				
2	CHECK	THE	APPROPRIATE BOX IF A MEMBER OF A GROUP*			
	(a) □	(b) $oxed{\boxtimes}$			
3	SEC USE ONLY					
4	CITIZEN	ICIII	IP OR PLACE OF ORGANIZATION			
4	CITIZEN	ЮПІ	P OR PLACE OF ORGANIZATION			
	Delaware	<u>.</u>				
	I	5	SOLE VOTING POWER			
NUM	BER OF		0			
_	SHARES		SHARED VOTING POWER			
BENEFICIALLY						
OWNED BY		7	36,858 (See item 4)			
	EACH REPORTING		SOLE DISPOSITIVE POWER			
PERSON						
W	WITH:		SHARED DISPOSITIVE POWER			
			36,858 (See item 4)			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
10	36,858 (See item 4)					
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	0.1% (See item 4)					
12	TYPE OI	F RE	PORTING PERSON*			
	DNI					

CUSIP No. 984249607	13G
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1	NAMES OF REPORTING PERSONS					
	I.R.S. ID	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).				
	Whitebox Special Opportunities Fund, LP – Series O					
2			APPROPRIATE BOX IF A MEMBER OF A GROUP*			
	(a) □					
3	SEC USE	ON	LY			
	0					
4	CITIZEN	SHI	P OR PLACE OF ORGANIZATION			
	Delaware					
		5	SOLE VOTING POWER			
NUM	IBER OF		0			
	ARES	6	SHARED VOTING POWER			
BENEFICIALLY			26.050 (6;4			
	NED BY ACH	7	36,858 (See item 4) SOLE DISPOSITIVE POWER			
REPORTING		/	SOLE DISPOSITIVE POWER			
PE	RSON		0			
W	/ITH:	8	SHARED DISPOSITIVE POWER			
	1		36,858 (See item 4)			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	36,858 (See item 4)					
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*					
	0.25.00 1.12 1.25.12 0.12 1.1.10 0.12 1.1.10 1. (a) 2.152.02.25 0.21.11.11 0.11.11.25					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
10	0.1% (See item 4)					
12	TYPE OF	· KE	PORTING PERSON*			
	PN					
l	1					

Item 1.

- (a) Name of Issuer
 - YRC Worldwide Incorporated
- (b) Address of Issuer's Principal Executive Offices

10990 Roe Avenue Overland Park, KS 66211

Item 2.

- (a) Name of Person Filing
 - This statement is filed by:
- (i) Whitebox Advisors, LLC, a Delaware limited liability company ("WA");
- (ii) Whitebox Multi-Strategy Advisors, LLC, a Delaware limited liability company ("WMSA");
- (iii) Whitebox Multi-Strategy Partners, L.P., a British Virgin Islands limited partnership ("WMSP");
- (iv) Whitebox Multi-Strategy Fund, L.P., a Delaware limited partnership ("WMSFLP");
- (v) Whitebox Multi-Strategy Fund, Ltd., a British Virgin Islands international business company ("WMSFLTD");
- (vi) Whitebox Concentrated Convertible Arbitrage Advisors, LLC, a Delaware limited liability company ("WCCAA");
- (vii) Whitebox Concentrated Convertible Arbitrage Partners, L.P., a British Virgin Islands limited partnership ("WCCAP");
- (viii) Whitebox Concentrated Convertible Arbitrage Fund , L.P., a Delaware limited partnership ("WCCAFLP");
- (ix) Whitebox Concentrated Convertible Arbitrage Fund, Ltd., a British Virgin Islands international business company ("WCCAFLTD");

13G

- (x) Whitebox Credit Arbitrage Advisors, LLC, a Delaware limited liability company ("WCRAA");
- (xi) Whitebox Credit Arbitrage Partners, L.P., a British Virgin Islands limited partnership ("WCRAP");
- (xii) Whitebox Credit Arbitrage Fund , L.P., a Delaware limited partnership ("WCRAFLP");
- (xiii) Whitebox Credit Arbitrage Fund, Ltd., a British Virgin Islands international business company ("WCRAFLTD");
- (xiv) Pandora Select Advisors, LLC, a Delaware limited liability company ("PSA");
- (xv) Pandora Select Partners, L.P., a British Virgin Islands limited partnership ("PSP");
- (xvi) Pandora Select Fund, L.P., a Delaware limited partnership ("PSFLP");
- (xvii) Pandora Select Fund, Ltd., a British Virgin Islands international business company ("PSFLTD");
- (xviii) Whitebox Special Opportunities Advisors, LLC, a Delaware limited liability company ("WSOPA");
- (xix) Whitebox Special Opportunities Fund, L.P., a Delaware Series limited partnership ("WSOPFLP");

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- (xx) Whitebox Special Opportunities Fund, L.P. Series O, a series of Whitebox Special Opportunities Fund, L.P., Delaware Series limited partnership ("WSOPFLPO");
- (b) Address of Principal Business Office or, if none, Residence

The address of the business office of WA, WMSA, WMSFLP, WCCAA, WCCAFLP, WCRAA, WCRAFLP, PSA, PSFLP, WSOPA, WSOPFLP and WSOPFLPO is:

3033 Excelsior Boulevard

Suite 300

Minneapolis, MN 55416

The address of the business office of WMSP, WMSFLTD, WCCAP, WCCAFLTD, WCRAP, WCRAFLTD, PSP, and PSFLTD is:

Appleby Corporate Services (BVI) Limited

Jayla Place, P.O. Box 3190

Road Town, Tortola, British Virgin Islands

(c) Citizenship

WA, WMSA, WMSFLP, WCCAA, WCCAFLP, WCRAA, WCRAFLP, PSA, PSFLP, WSOPA, WSOPFLP and WSOPFLPO are organized under the laws of the State of Delaware; WMSP, WMSFLTD, WCCAP, WCCAFLTD, WCRAP, WCRAFLTD, PSP, and PSFLTD are organized under the laws of the British Virgin Islands.

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

984249607

Item 3.	If this statement is filed	l pursuant to §§ 240.	13d-1(b) or 240).13d-2(b) or (c),	check whether t	the person filing is a
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- (a) \square Broker or dealer registered under section 15 of the Act.
- (b) \square Bank as defined in section 3(a)(6) of the Act.
- (c) \Box Insurance company as defined in section 3(a)(19) of the Act.
- (d) \square Investment company registered under section 8 of the Investment Company Act of 1940.
- (e) ⊠ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).
- (f) \square An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F).
- (g) \square A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).
- (h) \Box A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.

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00011	110. 50-12	150		
	(i) 🗆	A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940.		
	(j) 🗆	Group, in accordance with § 240.13d-1(b)(1)(ii)(J).		

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Item 4. Ownership

CUSID No. 08/2/0607

(a) Amount Beneficially Owned

WA, acting as an investment adviser to its client, is deemed to be the beneficial owner of 498,816 shares of Common Stock of the Company.

WMSA, is deemed to beneficially own 167,406 Shares of Common Stock of the company.

WMSP is deemed to beneficially own 167,406 shares of Common Stock as a result of its ownership of Convertible Bonds of the company WMSFLP is deemed to beneficially own 167,406 shares of Common Stock as a result of its indirect ownership of Convertible Bonds of the company

WMSFLTD is deemed to beneficially own 167,406 shares of Common Stock as a result of its indirect ownership Of Convertible Bonds of the company

WCCAA, is deemed to beneficially own 132,506 Shares of Common Stock of the company.

WCCAP is deemed to beneficially own 132,506 shares of Common Stock as a result of its ownership of Convertible Bonds of the company

WCCAFLP is deemed to beneficially own 132,506 shares of Common Stock as a result of its indirect ownership of Convertible Bonds of the company

WCCAFLTD is deemed to beneficially own 132,506 shares of Common Stock as a result of its indirect ownership Of Convertible Bonds of the company

WCRAA is deemed to beneficially own 86,659 Shares of Common Stock of the company.

WCRAP is deemed to beneficially own 86,659 shares of Common Stock as a result of its ownership of Convertible Bonds of the company

WCRAFLP is deemed to beneficially own 86,659 shares of Common Stock as a result of its indirect ownership of Convertible Bonds of the company

WCRAFLTD is deemed to beneficially own 86,659 shares of Common Stock as a result of its indirect ownership Of Convertible Bonds of the company

PSA, is deemed to beneficially own 75,387 Shares of Common Stock of the company.

PSP is deemed to beneficially own 75,387 shares of Common Stock as a result of its ownership of Convertible Bonds of the company

PSFLP is deemed to beneficially own 75,387 shares of Common Stock as a result of its indirect ownership Of Convertible Bonds of the company

PSFLTD is deemed to beneficially own 75,387 shares of Common Stock as a result of its indirect ownership Of Convertible Bonds of the company

WSOPA, is deemed to beneficially own 36,858 Shares of Common Stock of the company.

** SEE INSTRUCTION BEFORE FILLING OUT **

WSOPFLP is deemed to beneficially own 36,858 shares of Common Stock as a result of its ownership of Convertible Bonds of the company WSOPFLPO is deemed to beneficially own 36,858 shares of Common Stock as a result of its indirect ownership Of Convertible Bonds of the

As a result of the relationship described in this statement, each of WA, WMSA, WMSFLP, WMSFLTD, WCCAA, WCCAFLP, WCCAFLTD, WCRAA, WCRAFLP, WCRAFLTD, PSA, PSFLP, PSFLTD, WSOPA, and WSOPFLP May be deemed to possess indirect beneficial ownership of the shares of Common Stock beneficially owned by each of WMSP, WCCAP, WCRAP, PSP, and WSOPFLP.

WA, WMSA, WMSFLP, WMSFLTD, WCCAA, WCCAFLP, WCCAFLTD, WCRAA, WCRAFLP, WCRAFLTD, PSA, PSFLP, PSFLTD, WSOPA, and WSOPFLP each disclaim indirect beneficial ownership of the shares of Common Stock except to the extent of their pecuniary interest in such shares.*

Based on the relationships described herein, these entities may be deemed to constitute a "group" within the meaning Of Rule 13d-5(b)(1) under the Securities Exchange Act of 1934. The filing of this statement shall not be construed as An admission that WA, WMSA, WMSP, WMSFLP, WMSFLTD, WCCAA, WCCAP, WCCAFLP, WCCAFLTD, WCRAA, WCRAP, WCRAFLP, WCRAFLTD, PSA, PSP, PSFLP, PSFLTD WSOPA, WSOPFLP and WSOPFLPO are a group, Or have agreed to act as a group.*

(b) Percent of Class

WA beneficially owns 1.7 % of the company's Common Stock.*

WMSA is deemed to beneficially own 0.6 % of the company's Common Stock

WMSP is deemed to beneficially own 0.6 % of the company's Common Stock

WMSFLP is deemed to beneficially own 0.6 % of the company's Common Stock

WMSFLTD is deemed to beneficially own 0.6 % of the company's Common Stock

WCCAA is deemed to beneficially own 0.5 % of the company's Common Stock

WCCAP is deemed to beneficially own 0.5 % of the company's Common Stock

WCCAFLP is deemed to beneficially own 0.5 % of the company's Common Stock

WCCAFLTD is deemed to beneficially own 0.5 % of the company's Common Stock

WCRAA is deemed to beneficially own 0.3 % of the company's Common Stock

WCRAP is deemed to beneficially own 0.3 % of the company's Common Stock

WCRAFLP is deemed to beneficially own 0.3 % of the company's Common Stock

WCRAFLTD is deemed to beneficially own 0.3 % of the company's Common Stock

PSA is deemed to beneficially own 0.3 % of the company's Common Stock

PSP is deemed to beneficially own 0.3 % of the company's Common Stock

PSFLP is deemed to beneficially own 0.3 % of the company's Common Stock

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PSFLTD is deemed to beneficially own 0.3 % of the company's Common Stock

WSOPA is deemed to beneficially own 0.1 % of the company's Common Stock

WSOPFLP is deemed to beneficially own 0.1 % of the company's Common Stock

WSOPFLPO is deemed to beneficially own 0.1 % of the company's Common Stock

The percentage of Common Stock reportedly owned by each entity herein is based on 28,553,995 shares of outstanding Common Stock of the Company, which is the total number of shares issued and outstanding on January 31, 2014.

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote
 - (ii) Shared power to vote or to direct the vote

WA has shared voting power with respect to 0 shares of the Issuer's Common Stock.

WMSA, WMSP, WMSFLP, and WMSFLTD, have shared voting power with respect to 0 Shares of the Company's Common Stock.

WCCAA, WCCAFLP, and WCCAFLTD have shared voting power with respect to 132,506 Shares of the Company's Common Stock.

WCRAA, WCRAFLP, and WCRAFLTD have shared voting power with respect to 86,659 Shares of the Company's Common Stock.

PSA, PSP, PSFLP, and PSFLTD have shared voting power with respect to 75,387 Shares of the Company's Common Stock.

 $WSOPA, WSOPFLP, and WSOPFLPO \ have \ shared \ voting \ power \ with \ respect \ to \ 36,858 \ Shares \ of \ the \ Company's \ Common \ Stock.$

- (iii) Sole power to dispose or to direct the disposition of
 - 0
- (iv) Shared power to dispose or to direct the disposition of

WA has shared voting power with respect to 0 shares of the Issuer's Common Stock.

WMSA, WMSP, WMSFLP, and WMSFLTD, have shared voting power with respect to 0 Shares of the Company's Common Stock.

WCCAA, WCCAFLP, and WCCAFLTD have shared voting power with respect to 132,506 Shares of the Company's Common Stock.

WCRAA, WCRAFLP, and WCRAFLTD have shared voting power with respect to 86,659 Shares of the Company's Common Stock.

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PSA, PSP, PSFLP, and PSFLTD have shared voting power with respect to 75,387 Shares of the Company's Common Stock. WSOPA, WSOPFLP, and WSOPFLPO have shared voting power with respect to 36,858 Shares of the Company's Common Stock.

Instruction. For computations regarding securities which represent a right to acquire an underlying security see §240.13d3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following \boxtimes^* .

Instruction. Dissolution of a group requires a response to this item.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group

See Item 2

Item 9. Notice of Dissolution of Group

Not Applicable

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Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

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

02/12/14

Date
/s/ Michael P. McCormick

Signature

Michael P. McCormick Chief Financial Officer of Whitebox Advisors, LLC.

Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

** SEE INSTRUCTION BEFORE FILLING OUT **

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