

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>TC Group CSP II, LLC</u> (Last) (First) (Middle) <u>C/O THE CARLYLE GROUP</u> <u>1001 PENNSYLVANIA AVE. NW, SUITE 220S</u> (Street) <u>WASHINGTON DC 20004</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>YRC Worldwide Inc. [YRCW]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2014</u>	
	4. 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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Common Stock	01/31/2014		C		1,386,044	A	(1)	1,749,789	I	See footnotes(2)(3)(4)	
Common Stock	01/31/2014		P		2,333,333	A	\$15	4,083,122	I	See footnotes(2)(3)(4)	

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 Senior Secured Notes due 2015	(1)	01/31/2014		C		20,190,552(1)		09/16/2011	03/31/2015	Common Stock	1,386,044(1)	(1)	0	I	See footnote(2)

1. Name and Address of Reporting Person*
TC Group CSP II, LLC
 (Last) (First) (Middle)
C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE. NW, SUITE 220S
 (Street)
WASHINGTON DC 20004
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
CSP II General Partner, LP
 (Last) (First) (Middle)
C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE. NW, SUITE 220S
 (Street)
WASHINGTON DC 20004
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Carlyle Strategic Partners II LP
 (Last) (First) (Middle)
C/O THE CARLYLE GROUP

1001 PENNSYLVANIA AVE. NW, SUITE 220S

(Street)
WASHINGTON DC 20004

(City) (State) (Zip)

1. Name and Address of Reporting Person*
CSP II COINVESTMENT, L.P.

(Last) (First) (Middle)
C/O THE CARLYLE GROUP

1001 PENNSYLVANIA AVE. NW, SUITE 220S

(Street)
WASHINGTON DC 20004

(City) (State) (Zip)

Explanation of Responses:

1. Pursuant to an exchange agreement with the Issuer dated December 22, 2013, Carlyle Strategic Partners II, L.P. ("CSP II") and CSP II Coinvestment, L.P. ("CSP II Coinvest") agreed to exchange all of the 10% Series B Convertible Senior Secured Notes due 2015 (the "Series B Notes") held by them for an aggregate of 1,386,044 shares of Common Stock. The Series B Notes exchanged includes Series B PIK Notes issued to CSP II and CSP II Coinvest as pay-in-kind interest on the Series B Notes.

2. Following all of the transactions reported herein, includes 1,652,412 shares of Common Stock held by Carlyle Strategic Partners II, L.P., 97,377 shares of Common Stock held by CSP II Coinvestment, L.P. and 2,333,333 shares of Common Stock held by CSP III AIV (Cayman), L.P.

3. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the sole shareholder of Carlyle Holdings I GP Inc., which is the managing member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which is the managing member of TC Group, L.L.C., which is the general partner of TC Group Sub L.P., which is the managing member of TC Group CSP II, L.L.C., which is the general partner of CSP II General Partner, L.P., which is the general partner of each of Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P.

4. The Carlyle Group L.P. is also the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the sole shareholder of CSP III AIV GP (Cayman), Ltd., which is the general partner of CSP III AIV General Partner (Cayman), L.P., which is the general partner of CSP III AIV (Cayman), L.P. These entities have filed a separate Form 3 reporting the acquisition of 2,333,333 shares of Common Stock acquired by CSP III AIV (Cayman), L.P.

Remarks:

Due to the limitations of the electronic filing system, Carlyle Group Management L.L.C., The Carlyle Group L.P., Carlyle Holdings I GP Inc., Carlyle Holdings I GP Sub L.L.C., Carlyle Holdings I L.P., TC Group, L.L.C. and TC Group Sub L.P. are filing a separate Form 4.

TC GROUP CSP II, L.L.C. By:
/s/ R. Rainey Hoffman, attorney- 02/04/2014
in-fact

CSP II GENERAL PARTNER,
L.P. By: /s/ R. Rainey Hoffman, 02/04/2014
attorney-in-fact

CARLYLE STRATEGIC
PARTNERS II, L.P. By: CSP II
General Partner, L.P., its general 02/04/2014
partner By: /s/ R. Rainey
Hoffman, attorney-in-fact

CSP II COINVESTMENT, L.P.
By: CSP II General Partner, L.P., 02/04/2014
its general partner By: /s/ R.
Rainey Hoffman, attorney-in-fact

** 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.