

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

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

1. Name and Address of Reporting Person* <u>Catalyst Fund Limited Partnership II</u> (Last) (First) (Middle) <u>77 KING STREET WEST, SUITE 4320</u> <u>P.O. BOX 212</u> (Street) <u>TORONTO A6 M5K 1J3</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) <u>09/26/2011</u>	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	90,258,526	D ⁽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 Senior Secured Notes due 2015 ⁽³⁾	07/22/2013	03/31/2015	Common Stock	102,819,350	0.1134	D ⁽¹⁾⁽²⁾	
10% Series B Convertible Senior Secured Notes due 2015 ⁽⁴⁾	09/16/2011	03/31/2015	Common Stock	⁽⁵⁾⁽⁶⁾	0.0618	D ⁽¹⁾⁽²⁾	

1. Name and Address of Reporting Person* <u>Catalyst Fund Limited Partnership II</u> (Last) (First) (Middle) <u>77 KING STREET WEST, SUITE 4320</u> <u>P.O. BOX 212</u> (Street) <u>TORONTO A6 M5K 1J3</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Catalyst Fund General Partner II Inc.</u> (Last) (First) (Middle) <u>77 KING STREET WEST, SUITE 4320</u> <u>P.O. BOX 212</u> (Street) <u>TORONTO A6 M5K 1J3</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>CCGI Holdings II Inc.</u> (Last) (First) (Middle) <u>77 KING STREET WEST, SUITE 4320</u>

P.O. BOX 212		
<hr/>		
(Street)		
TORONTO	A6	M5K 1J3
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
Catalyst Capital Group Inc.		
<hr/>		
(Last)	(First)	(Middle)
77 KING STREET WEST, SUITE 4320		
P.O. BOX 212		
<hr/>		
(Street)		
TORONTO	A6	M5K 1J3
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
Glassman Newton		
<hr/>		
(Last)	(First)	(Middle)
77 KING STREET WEST, SUITE 4320		
P.O. BOX 212		
<hr/>		
(Street)		
TORONTO	A6	M5K 1J3
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
de Alba Gabriel		
<hr/>		
(Last)	(First)	(Middle)
77 KING STREET WEST, SUITE 4320		
P.O. BOX 212		
<hr/>		
(Street)		
TORONTO	A6	M5K 1J3
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
Levin Jonathan A.		
<hr/>		
(Last)	(First)	(Middle)
77 KING STREET WEST, SUITE 4320		
P.O. BOX 212		
<hr/>		
(Street)		
TORONTO	A6	M5K 1J3
<hr/>		
(City)	(State)	(Zip)

- Explanation of Responses:**
- The reporting persons disclaim beneficial ownership of these shares except to the extent of the reporting persons' pecuniary interest in the shares.
 - Catalyst Fund Limited Partnership II, directly beneficially owns these shares; Catalyst Fund General Partner II Inc. indirectly beneficially owns these shares, is the general partner of Catalyst Fund Limited Partnership II and has the power to direct the affairs of Catalyst Fund Limited Partnership II; Catalyst Fund General Partner II Inc. is a wholly-owned sub of CCGI Holdings II Inc., and CCGI Holdings II Inc. indirectly beneficially owns the shares through its ownership of Catalyst Fund General Partner II Inc.; The Catalyst Capital Group Inc. serves as the manager of Catalyst Fund Limited Partnership II and has the power to direct the affairs of Catalyst Fund Limited Partnership II; and Newton Glassman, Gabriel de Alba and Jonathan A. Levin are the officers and Newton Glassman is the director of The Catalyst Capital Group Inc. and Newton Glassman and Gabriel de Alba are President & Managing Partner and Managing Director & Partner, respectively, of The Catalyst Capital Group Inc.
 - The reporting persons currently holds \$9,583,135 in aggregate principal amount of Series A Notes.
 - The reporting persons currently holds \$7,087,878 in aggregate principal amount of Series B Notes.
 - The Series B Notes reported herein are currently convertible into 114,731,482 shares of Common Stock. An additional 49,756,632 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).
 - 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.

[/s/ Newton Glassman, Director, 10/21/2011](#)
[on behalf of Catalyst Fund](#)
[General Partner II Inc., on](#)

<u>behalf of Catalyst Fund Limited Partnership II</u>	
<u>/s/ Newton Glassman, Director, on behalf of Catalyst Fund General Partner II Inc.</u>	<u>10/21/2011</u>
<u>/s/ Newton Glassman, Director, on behalf of CCGI Holdings II Inc.</u>	<u>10/21/2011</u>
<u>/s/ Newton Glassman, President/Managing Partner/Director, on behalf of The Catalyst Capital Group Inc.</u>	<u>10/21/2011</u>
<u>/s/ Newton Glassman</u>	<u>10/21/2011</u>
<u>/s/ Gabriel de Alba</u>	<u>10/21/2011</u>
<u>/s/ Jonathan A. Levin</u>	<u>10/21/2011</u>
** 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.