

**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>05/02/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>12/05/2011</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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								363,746 <sup>(1)</sup>	I	See Footnotes <sup>(2)</sup>

**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					
10% Series A Convertible Senior Secured Notes due 2015	\$34.0059							07/22/2013	03/31/2015	Common Stock	366,963 <sup>(3)</sup>	\$12,478,948	I	See footnotes <sup>(2)</sup>
10% Series B Convertible Senior Secured Notes due 2015	\$18.5334							09/16/2011	03/31/2015	Common Stock	1,261,153 <sup>(4)</sup>	\$18,679,890.88	I	See footnotes <sup>(2)</sup>

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*		
<a href="#">Carlyle Strategic Partners II LP</a>		
(Last)	(First)	(Middle)
<a href="#">C/O THE CARLYLE GROUP</a>		
<a href="#">1001 PENNSYLVANIA AVE. NW, SUITE 220S</a>		
(Street)		
<a href="#">WASHINGTON</a>	<a href="#">DC</a>	<a href="#">20004</a>
(City)		
(State)	(Zip)	
1. Name and Address of Reporting Person*		
<a href="#">CSP II COINVESTMENT, L.P.</a>		
(Last)	(First)	(Middle)
<a href="#">C/O THE CARLYLE GROUP</a>		
<a href="#">1001 PENNSYLVANIA AVE. NW, SUITE 220S</a>		
(Street)		
<a href="#">WASHINGTON</a>	<a href="#">DC</a>	<a href="#">20004</a>
(City)		
(State)	(Zip)	

**Explanation of Responses:**

- Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. are the record holders of 351,528 and 12,218 shares of common stock, respectively.
- 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.
- Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. are the record holders of \$12,059,764 and \$419,184, respectively, in aggregate principal amount of 10% Series A Convertible Senior Secured Notes due 2015 (the "Series A Notes"), which are convertible into 354,637 and 12,326 shares of Common Stock, respectively. The amount of Series A Notes reported herein is greater than the amount reported in the amendment to Form 4 filed on December 12, 2012, as it includes interest that has been paid in pay-in-kind notes through the date of this amendment to Form 4.
- Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. are the record holders of \$18,052,402.85 and \$627,488.03, respectively, in aggregate principal amount of 10% Series B Convertible Senior Secured Notes due 2015 (the "Series B Notes"), which are convertible into 1,183,671 and 77,482 shares of Common Stock, respectively. The amount of Series B Notes reported herein includes Series B Notes payable as a make-whole amount equal to the sum of the interest that would have been paid in pay-in-kind notes on the principal amount of Series B Notes from the last date interest was paid on such Series B Notes through and including March 31, 2015. The make-whole amount is payable upon conversion of the Series B Notes in shares of Common Stock at a price per share equal to the conversion price of the Series B Notes.

**Remarks:**

This amendment to Form 4 is being filed to correct the number of shares of Common Stock held of record by Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P., which was misreported in the amendment to Form 4 filed on December 12, 2012. The reporting persons have not executed any transactions in the Common Stock, 10% Series A Convertible Senior Secured Notes due 2015, 10% Series B Convertible Senior Secured Notes due 2015 or any other securities of the Issuer since the transactions reported in the amendment to Form 4 filed on December 12, 2012. 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- 05/29/2013 in-fact](#)  
[CSP II GENERAL PARTNER, L.P. By: /s/ R. Rainey Hoffman, 05/29/2013 attorney-in-fact](#)  
[CARLYLE STRATEGIC PARTNERS II, L.P. By: CSP II General Partner, L.P., its general 05/29/2013 partner By: /s/ R. Rainey Hoffman, attorney-in-fact](#)  
[CSP II COINVESTMENT, L.P. By: CSP II General Partner, L.P., its general partner By: /s/ 05/29/2013 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.

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