

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

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*<br><u>Carlyle Group Management L.L.C.</u><br><hr/> (Last) (First) (Middle)<br><u>C/O THE CARLYLE GROUP</u><br><u>1001 PENNSYLVANIA AVE. NW, SUITE 220S</u><br><hr/> (Street)<br><u>WASHINGTON DC 20004</u><br><hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>YRC Worldwide Inc. [ YRCW ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/17/2013</u>             |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |   |

**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 |   |  |   |

**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 A Convertible Senior Secured Notes due 2015 | \$34.0059  | 12/17/2013                           |  | S                              |   |  | \$13,099,428 <sup>(1)</sup> | 07/22/2013   | 03/31/2015      | Common Stock  | 385,209 <sup>(2)</sup>     | \$12,166,093.76                            | \$0  | I   | See footnotes <sup>(3)</sup>                           |

1. Name and Address of Reporting Person\*  
Carlyle Group Management L.L.C.  


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 (Last) (First) (Middle)  
C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S  


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 (Street)  
WASHINGTON DC 20004  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Carlyle Group L.P.  


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WASHINGTON DC 20004  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Carlyle Holdings I GP Inc.  


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[TC Group, LLC](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

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(City) (State) (Zip)

**Explanation of Responses:**

- Includes 10% Series A Convertible Senior Secured Notes due 2015 (the "Series A Notes") received as a payment-in-kind dividend since the Reporting Persons' Form 4 filed on May 29, 2013.
- Prior to the transactions reported herein, Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. were the record holders of \$12,659,402.61 and \$408,674.15, respectively, in aggregate principal amount of Series A Notes, which are convertible into 372,270 and 12,939 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.

**Remarks:**

Due to the limitations of the electronic filing system, each of TC Group CSP II, L.L.C., CSP II General Partner, L.P., Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. are filing a separate Form 4.

[CARLYLE GROUP  
MANAGEMENT L.L.C. By: /s/  
R. Rainey Hoffman, attorney-in-  
fact 12/19/2013](#)

[THE CARLYLE GROUP L.P. By:  
Carlyle Group Management  
L.L.C., its general partner By: /s/  
R. Rainey Hoffman, attorney-in-  
fact 12/19/2013](#)

[CARLYLE HOLDINGS I GP  
INC. By: /s/ R. Rainey Hoffman, 12/19/2013  
attorney-in-fact](#)

[CARLYLE HOLDINGS I GP  
SUB L.L.C. By: Carlyle Holdings  
I GP Inc., its managing member 12/19/2013  
By: /s/ R. Rainey Hoffman,  
attorney-in-fact](#)

[CARLYLE HOLDINGS I L.P. 12/19/2013  
By: Carlyle Holdings I GP Sub  
L.L.C., its general partner By:  
Carlyle Holdings I GP Inc., its](#)

managing member By: /s/ R. Rainey Hoffman, attorney-in-fact  
TC GROUP, L.L.C. By: Carlyle Holdings I L.P., its managing member By: /s/ R. Rainey Hoffman, attorney-in-fact 12/19/2013  
TC GROUP SUB L.P. By: TC Group, L.L.C., its general partner By: Carlyle Holdings I L.P., its managing member By: /s/ R. Rainey Hoffman, attorney-in-fact 12/19/2013

\*\* 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.**