

YRC Worldwide Inc.
Form 4
December 07, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DBD Cayman Holdings, Ltd.

2. Issuer Name and Ticker or Trading Symbol
YRC Worldwide Inc. [YRCW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE, NW SUITE 220 S

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(Street)

WASHINGTON, DC 20004

(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	128,952,992	I	See Footnotes (1) (2) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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	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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
10% Series B Convertible Senior Secured Notes due 2015	\$ 0.0618	12/05/2011		P	1,767,213	09/16/2011 03/31/2015	Common Stock 40
10% Series B Convertible Senior Secured Notes due 2015	\$ 0.0618	12/06/2011		P	1,169,467	09/16/2011 03/31/2015	Common Stock 26
10% Series B Convertible Senior Secured Notes due 2015	\$ 0.0618	12/06/2011		P	3,356,638	09/16/2011 03/31/2015	Common Stock 76

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DBD Cayman Holdings, Ltd. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE, NW SUITE 220 S WASHINGTON, DC 20004		X		
DBD Cayman, Ltd. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., NW, SUITE 220 S WASHINGTON, DC 20004		X		
TCG HOLDINGS CAYMAN II, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., NW, SUITE 220 S WASHINGTON, DC 20004		X		

TC Group Cayman Investment Holdings, L.P.
 C/O THE CARLYLE GROUP X
 1001 PENNSYLVANIA AVE., NW, SUITE 220 S
 WASHINGTON, DC 20004

TC Group CSP II, LLC
 C/O THE CARLYLE GROUP X
 1001 PENNSYLVANIA AVE, NW SUITE 220 S
 WASHINGTON, DC 20004

CSP II General Partner, LP
 C/O THE CARLYLE GROUP X
 1001 PENNSYLVANIA AVE, NW SUITE 220 S
 WASHINGTON, DC 20004

Carlyle Strategic Partners II LP
 C/O THE CARLYLE GROUP X
 1001 PENNSYLVANIA AVE, NW SUITE 220 S
 WASHINGTON, DC 20004

CSP II COINVESTMENT, L.P.
 C/O THE CARLYLE GROUP X
 1001 PENNSYLVANIA AVE, NW SUITE 220 S
 WASHINGTON, DC 20004

Signatures

/s/ John Beczak, attorney-in-fact for David M. Rubenstein 12/07/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. are the record holders of 124,621,253 and 4,331,739 shares, respectively, of the Issuer's common stock and \$15,590,544 and \$1,020,564, respectively, in aggregate principal amount of the Issuer's 10% Series B Convertible Senior Secured Notes due 2015 (the "Series B Notes"). DBD Cayman Holdings, Ltd. exercises investment discretion and control over the shares and notes held by each of Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. through its indirect subsidiary, 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.

(2) DBD Cayman Holdings, Ltd. is the sole shareholder of DBD Cayman, Ltd. DBD Cayman, Ltd. is the general partner of TCG Holdings Cayman II, L.P. TCG Holdings Cayman II, L.P. is the general partner of TC Group Cayman Investment Holdings, L.P. TC Group Cayman Investment Holdings, L.P. is the managing member of TC Group CSP II, L.L.C. TC Group CSP II, L.L.C. is the general partner of CSP II General Partner, L.P. CSP II General Partner, L.P. Accordingly, each of DBD Cayman Holdings, Ltd., DBD Cayman, Ltd., TCG Holdings Cayman II, L.P., TC Group Cayman Investment Holdings, L.P., TC Group CSP II, L.L.C. and CSP II General Partner, L.P. may be deemed to be beneficial owners of the shares and notes held of record by Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. Each entity expressly disclaims beneficial ownership of any such securities, except to the extent of its pecuniary interest therein.

(3) DBD Cayman Holdings, Ltd. is controlled by its ordinary members, and all action relating to the voting or disposition of the shares and notes requires approval of a majority of the ordinary members. William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein, as the ordinary members of DBD Cayman Holdings, Ltd., may be deemed to share beneficial ownership of shares and notes beneficially owned by DBD Cayman Holdings, Ltd. Such individuals expressly disclaim any such beneficial ownership.

(4) 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 "PIK Notes"). 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:

Exhibit List

Exhibit 99 - Joint Filer Information

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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