

YRC Worldwide Inc.
Form 3
October 05, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
 Â DBD Cayman Holdings, Ltd.
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 09/16/2011

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

4. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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

C/O THE CARLYLE GROUP,Â 1001 PENNSYLVANIA AVE, NW SUITE 220 S
 (Street)

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

WASHINGTON,Â DCÂ 20004
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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	128,952,992	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>

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

SEC 1473 (7-02)

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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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
10% Series A Convertible Senior Secured Notes due 2015	07/22/2013	03/31/2015	Common Stock	93,269,550	\$ 0.1134	I	See Footnotes (1) (2) (3)
10% Series B Convertible Senior Secured Notes due 2015	09/16/2011	03/31/2015	Common Stock	163,859,498	\$ 0.0618	I	See Footnotes (1) (2) (3)

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 1001 PENNSYLVANIA AVE., NW, SUITE 220 S WASHINGTON, DC 20004	^	^ X	^	^
TC Group CSP II, LLC C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE, NW SUITE 220 S WASHINGTON, DC 20004	^	^ X	^	^
CSP II General Partner, LP C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE, NW SUITE 220 S WASHINGTON, DC 20004	^	^ X	^	^
Carlyle Strategic Partners II LP C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE, NW SUITE 220 S	^	^ X	^	^

WASHINGTON, DC 20004

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

^ ^ X ^ ^

Signatures

/s/ John Beczak attorney-in-fact for David M. Rubenstein

10/05/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).

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, \$10,221,478 and \$355,289, respectively, in aggregate principal amount of the Issuer's 10% Series A Convertible Senior Secured Notes due 2015 and \$9,786,353 and \$340,164, respectively, in aggregate principal amount of the

- (1) Issuer's 10% Series B Convertible Senior Secured Notes due 2015. 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.

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

(2) 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.

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Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

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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