

Carlyle Holdings II L.P.
Form 3
February 04, 2014

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
CSP III AIV GP (Cayman), Ltd.			(Month/Day/Year)	YRC Worldwide Inc. [YRCW]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O INTERTRUST CORPORATE SERVICES, 190 ELGIN AVENUE				(Check all applicable)	
(Street)				<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	
				<input type="checkbox"/> Officer <input type="checkbox"/> Other	
				(give title below)	(specify below)
GEORGE TOWN, GRAND CAYMAN, KY 1-9005					6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)			<input type="checkbox"/> 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	4,083,122 ⁽¹⁾	I	See Footnotes ⁽²⁾ ⁽³⁾

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	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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(Month/Day/Year)	Derivative Security (Instr. 4)	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CSP III AIV GP (Cayman), Ltd. C/O INTERTRUST CORPORATE SERVICES 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN KY1-9005	Â	Â X	Â	Â
CSP III AIV General Partner (Cayman), L.P. C/O INTERTRUST CORPORATE SERVICES 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN KY1-9005	Â	Â X	Â	Â
CSP III AIV (Cayman), L.P. C/O INTERTRUST CORPORATE SERVICES 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN KY1-9005	Â	Â X	Â	Â
TC Group Cayman Investment Holdings, L.P. C/O INTERTRUST CORPORATE SERVICES 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN KY1-9005	Â	Â X	Â	Â
TC Group Cayman Investment Holdings Sub L.P. C/O INTERTRUST CORPORATE SERVICES 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN KY1-9005	Â	Â X	Â	Â
Carlyle Holdings II GP L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004	Â	Â X	Â	Â
Carlyle Holdings II L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004	Â	Â X	Â	Â

Signatures

CSP III AIV GP (CAYMAN), LTD. By: /s/ R. Rainey Hoffman, attorney-in-fact	02/04/2014
**Signature of Reporting Person	Date
CSP III AIV GENERAL PARTNER (CAYMAN), L.P. By: CSP III AIV GP (Cayman), Ltd., its general partner By: /s/ R. Rainey Hoffman, attorney-in-fact	02/04/2014

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<u>Signature of Reporting Person</u>	Date
CSP III AIV (CAYMAN), L.P. By: CSP III AIV General Partner (Cayman), L.P., its general partner By: CSP III AIV GP (Cayman), Ltd., its general partner By: /s/ R. Rainey Hoffman, attorney-in-fact	02/04/2014
<u>Signature of Reporting Person</u>	Date
CARLYLE HOLDINGS II GP L.L.C. By: The Carlyle Group L.P., its managing member By: Carlyle Group Management L.L.C., its general partner By: /s/ R. Rainey Hoffman, attorney-in-fact	02/04/2014
<u>Signature of Reporting Person</u>	Date
CARLYLE HOLDINGS II L.P. By: /s/ R. Rainey Hoffman, attorney-in-fact	02/04/2014
<u>Signature of Reporting Person</u>	Date
TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P. By: Carlyle Holdings II L.P., its general partner By: /s/ R. Rainey Hoffman, attorney-in-fact	02/04/2014
<u>Signature of Reporting Person</u>	Date
TC GROUP CAYMAN INVESTMENT HOLDINGS SUB L.P. By: TC Group Cayman Investment Holdings, L.P., its general partner By: Carlyle Holdings II L.P., its general partner By: /s/ R. Rainey Hoffman, attorney-in-fact	02/04/2014
<u>Signature of Reporting Person</u>	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).
- (1) Includes 1,652,412 shares of Common Stock held by Carlyle Strategic Partners II, L.P., 97,377 shares of Common Stock held by CSP II Coinvestment, L.P. and 2,333,333 shares of Common Stock held by CSP III AIV (Cayman), L.P.
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 managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the sole shareholder of CSP III AIV GP (Cayman), Ltd., which is the general partner of CSP III AIV General Partner (Cayman), L.P., which is the general partner of CSP III AIV (Cayman), L.P.
- (3) The Carlyle Group L.P. is also 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.

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Remarks:

Exhibits:

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.