

YRC Worldwide Inc.
Form 4
March 18, 2014

FORM 4

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

OMB APPROVAL

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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 *
LASRY MARC

(Last) (First) (Middle)

**C/O AVENUE CAPITAL
MANAGEMENT II, L.P., 399
PARK AVENUE, 6TH FLOOR**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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	03/14/2014		C		535,896	A	<u>(8)</u> <u>(9)</u> 1,676,524	I	See Footnote (1) (2) (10)
Common Stock	03/14/2014		C		225,572	A	<u>(8)</u> <u>(9)</u> 708,867	I	See Footnote (3) (10)
Common Stock	03/14/2014		C		1,059,984	A	<u>(8)</u> <u>(9)</u> 3,458,611	I	See Footnote (4) (10)
Common Stock	03/14/2014		C		29,404	A	<u>(8)</u> <u>(9)</u> 91,968	I	See

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Stock								Footnote (5) (10)	
Common Stock	03/14/2014		C	482,480	A	(8) (9)	1,337,155	I	See Footnote (6) (7) (10)

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class A Convertible Preferred Stock	(8) (9)	03/14/2014		C	133,974	(8)(9) (8)(9)	Common Stock 535,890
Class A Convertible Preferred Stock	(8) (9)	03/14/2014		C	56,393	(8)(9) (8)(9)	Common Stock 225,577
Class A Convertible Preferred Stock	(8) (9)	03/14/2014		C	264,996	(8)(9) (8)(9)	Common Stock 1,059,980
Class A Convertible Preferred Stock	(8) (9)	03/14/2014		C	7,351	(8)(9) (8)(9)	Common Stock 29,404
Class A Convertible Preferred Stock	(8) (9)	03/14/2014		C	120,620	(8)(9) (8)(9)	Common Stock 482,480

__Signature of Reporting Person

Date

/s/ Eric Ross as attorney-in-fact for Marc Lasry, Managing Member of GL Partners VI, LLC, the Managing Member of Avenue Capital Partners VI, LLC, the general partner of Avenue Special Situations Fund VI (Master), L.P.

03/18/2014

__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) These shares of common stock, par value \$0.01 per share (the "Common Stock"), of YRC Worldwide Inc. (the "Issuer") are held directly by Avenue International Master, L.P., a Cayman Islands exempted limited partnership ("Avenue International"). Avenue International Master GenPar, Ltd., a Cayman Islands exempted company ("Avenue International GenPar"), is the general partner of Avenue International. Avenue Partners, LLC, a New York limited liability company ("Avenue Partners"), is a shareholder of Avenue International GenPar. Avenue Capital Management II, L.P., a Delaware limited partnership ("Avenue Capital Management II"), is an investment adviser to Avenue International. Avenue Capital Management II GenPar, LLC, a Delaware limited liability company ("Genpar"), is the general partner of Avenue Capital Management II.

(2) (Continuation of Footnote 1) Marc Lasry ("Lasry") is the managing member of Avenue Partners and GenPar. In such capacity, Lasry is deemed to be the indirect beneficial owner of the securities reported by reason of his ability to direct the vote and/or disposition of such securities, and his pecuniary interest in such shares (within the meaning of Rule 16a-1(a)(2) under the Securities Exchange Act of 1934, as amended) is a fractional interest in such amount.

(3) These shares of Common Stock are held directly by Avenue Investments, L.P., a Delaware limited partnership ("Avenue Investments"). Avenue Partners is the general partner of Avenue Investments. Avenue Capital Management II is an investment adviser to Avenue Investments. Genpar is the general partner of Avenue Capital Management II. Lasry is the managing member of Avenue Partners and GenPar. In such capacity, Lasry is deemed to be the indirect beneficial owner of the securities reported by reason of his ability to direct the vote and/or disposition of such securities, and his pecuniary interest in such shares (within the meaning of Rule 16a-1(a)(2) under the Securities Exchange Act of 1934, as amended) is a fractional interest in such amount.

(4) These shares of Common Stock are held directly by Avenue Special Situations Fund VI (Master), L.P., a Delaware limited partnership ("Avenue Spec VI"). Avenue Capital Partners VI, LLC, a Delaware limited liability company ("Avenue Capital VI"), is the general partner of Avenue Spec VI. GL Partners VI, LLC, a Delaware limited liability company ("GL VI"), is the managing member of Avenue Capital VI. Avenue Capital Management II is an investment adviser to Avenue Spec VI. Genpar is the general partner of Avenue Capital Management II. Lasry is the managing member of GL VI and GenPar. In such capacity, Lasry is deemed to be the indirect beneficial owner of the securities reported by reason of his ability to direct the vote and/or disposition of such securities, and his pecuniary interest in such shares (within the meaning of Rule 16a-1(a)(2) under the Securities Exchange Act of 1934, as amended) is a fractional interest in such amount.

(5) These shares of Common Stock are held directly by Managed Accounts Master Fund Services - MAP 10 ("MAP 10"). Avenue Capital Management II is an investment adviser to MAP 10. Genpar is the general partner of Avenue Capital Management II. Lasry is the managing member of GenPar. In such capacity, Lasry is deemed to be the indirect beneficial owner of the securities reported by reason of his ability to direct the vote and/or disposition of such securities, and his pecuniary interest in such shares (within the meaning of Rule 16a-1(a)(2) under the Securities Exchange Act of 1934, as amended) is a fractional interest in such amount.

(6) These shares of Common Stock are held directly by Avenue Special Opportunities Fund I, L.P., a Delaware limited partnership ("Avenue Special Opportunities"). Avenue SO Capital Partners I, LLC, a Delaware limited liability company ("Avenue SO Capital Partners") is the general partner of Avenue Special Opportunities. GL SO Partners I, LLC, a Delaware limited liability company ("GL SO Partners I") is the managing member of Avenue SO Capital Partners. Avenue Capital Management II is an investment adviser to Avenue Special Opportunities. Genpar is the general partner of Avenue Capital Management II.

(7) (Continuation of Footnote 6) Lasry is the managing member of GL SO Partners I and GenPar. In such capacity, Lasry is deemed to be the indirect beneficial owner of the securities reported by reason of his ability to direct the vote and/or disposition of such securities, and his pecuniary interest in such shares (within the meaning of Rule 16a-1(a)(2) under the Securities Exchange Act of 1934, as amended) is a fractional interest in such amount.

(8) The Series A Convertible Preferred Stock (the "Convertible Preferred") was purchased pursuant to that certain Stock Purchase Agreement, by and between Avenue International, Avenue Investments, Avenue Spec VI, MAP 10 and Avenue Special Opportunities Fund I, L.P. (collectively, the "Avenue Purchasers") and the Issuer, dated December 22, 2013 (as amended, the "Stock Purchase Agreement") at a purchase price of \$60 per share. On March 14, 2014, the stockholders of the Issuer approved (a) a proposal to amend the Issuer's Certificate of Incorporation (the "Certificate Amendment") to increase the number of authorized shares of Common Stock to a number of shares sufficient for effecting the conversion of the Convertible Preferred into shares of Common Stock and (b) a proposal

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to authorize the removal of any restrictions on the conversion of the Convertible Preferred under applicable NASDAQ requirements (the "NASDAQ Approval").

- (9) (Continuation of Footnote 8) Upon the effectiveness of the Certificate Amendment and the NASDAQ Approval, each share of Convertible Preferred automatically converted into four (4) shares of Common Stock.

The filing of this Form 4 shall not be construed as an admission that Avenue Capital Management II or Lasry (together, the "Controlling Persons") is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or otherwise the beneficial

- (10) owner of any of the Common Stock or Series B Notes of the Company held by Avenue International, Avenue Investments, Avenue Spec VI, MAP 10 or Avenue Special Opportunities. Pursuant to Rule 16a-1, the Controlling Persons disclaim such beneficial ownership except to the extent of their pecuniary interest therein.

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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