

YRC Worldwide Inc.
Form SC 13D/A
September 23, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D

(Rule 13d-101)

Information to be Included in Statements Filed Pursuant to § 240.13d-1(A) and Amendments

There to Filed Pursuant to § 240.13d-2(a)

(Amendment No. 6)*

YRC Worldwide Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

984249607

(CUSIP Number)

The Carlyle Group

Attention: Jeffrey W. Ferguson

1001 Pennsylvania Avenue NW

Suite 220 South

Edgar Filing: YRC Worldwide Inc. - Form SC 13D/A

Washington, DC 20004

(202) 347-2626

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 18, 2014

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 984249607

Page 1 of 20 Pages

1 Names of reporting persons

The Carlyle Group L.P.

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of funds

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

0.0%

14 Type of reporting person (see instructions)

PN

CUSIP No. 984249607

Page 2 of 20 Pages

1 Names of reporting persons

Carlyle Group Management L.L.C.

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of funds

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

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reporting 0
 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

0.0%

14 Type of reporting person (see instructions)

OO (Limited Liability Company)

CUSIP No. 984249607

Page 3 of 20 Pages

1 Names of reporting persons

Carlyle Holdings I GP Inc.

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of funds

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 0
 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

0.0%

14 Type of reporting person (see instructions)

CO

CUSIP No. 984249607

Page 4 of 20 Pages

1 Names of reporting persons

Carlyle Holdings I GP Sub L.L.C.

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of funds

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 0
 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

0.0%

14 Type of reporting person (see instructions)

OO (Limited Liability Company)

CUSIP No. 984249607

Page 5 of 20 Pages

1 Names of reporting persons

Carlyle Holdings I L.P.

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of funds

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

0.0%

14 Type of reporting person (see instructions)

PN

CUSIP No. 984249607

Page 6 of 20 Pages

1 Names of reporting persons

TC Group, L.L.C.

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of funds

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

0.0%

14 Type of reporting person (see instructions)

OO (Limited Liability Company)

CUSIP No. 984249607

Page 7 of 20 Pages

1 Names of reporting persons

TC Group Sub L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Source of funds

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

0.0%

14 Type of reporting person (see instructions)

PN

CUSIP No. 984249607

Page 8 of 20 Pages

1 Names of reporting persons

TC Group CSP II, L.L.C.

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of funds

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

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0

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

0.0%

14 Type of reporting person (see instructions)

OO (Limited Liability Company)

CUSIP No. 984249607

Page 9 of 20 Pages

1 Names of reporting persons

CSP II General Partner, L.P.

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of funds

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

0.0%

14 Type of reporting person (see instructions)

PN

CUSIP No. 984249607

Page 10 of 20 Pages

1 Names of reporting persons

Carlyle Strategic Partners II, L.P.

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of funds

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 0
 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

0.0%

14 Type of reporting person (see instructions)

PN

CUSIP No. 984249607

Page 11 of 20 Pages

1 Names of reporting persons

CSP II Coinvestment, L.P.

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of funds

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

0.0%

14 Type of reporting person (see instructions)

PN

CUSIP No. 984249607

Page 12 of 20 Pages

1 Names of reporting persons

Carlyle Holdings II GP L.L.C.

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of funds

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

0.0%

14 Type of reporting person

OO (Delaware limited liability company)

CUSIP No. 984249607

Page 13 of 20 Pages

1 Names of reporting persons

Carlyle Holdings II L.P.

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of funds

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Québec

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

0.0%

14 Type of reporting person

PN (Québec société en commandite)

CUSIP No. 984249607

Page 14 of 20 Pages

1 Names of reporting persons

TC Group Cayman Investment Holdings, L.P.

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of funds

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Cayman Islands

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

0.0%

14 Type of reporting person

PN

CUSIP No. 984249607

Page 15 of 20 Pages

1 Names of reporting persons

TC Group Cayman Investment Holdings Sub L.P.

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of funds

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Cayman Islands

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

0.0%

14 Type of reporting person

PN

CUSIP No. 984249607

Page 16 of 20 Pages

1 Names of reporting persons

CSP III AIV GP (Cayman), Ltd.

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of funds

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Cayman Islands

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 0
9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

0.0%

14 Type of reporting person

OO (Cayman Islands Exempt Company)

CUSIP No. 984249607

Page 17 of 20 Pages

1 Names of reporting persons

CSP III AIV General Partner (Cayman), L.P.

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of funds

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Cayman Islands

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

0.0%

14 Type of reporting person

PN

CUSIP No. 984249607

Page 18 of 20 Pages

1 Names of reporting persons

CSP III AIV (Cayman), L.P.

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of funds

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Cayman Islands

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

0.0%

14 Type of reporting person

PN

Explanatory Note

This Amendment No. 6 to Schedule 13D (Amendment No. 3) amends the Schedule 13D filed with the Securities and Exchange Commission on December 9, 2011 (as amended and supplemented to date, the Schedule 13D), relating to the common stock, \$0.01 par value (the Common Stock) of YRC Worldwide Inc. (the Issuer).

Item 4. Purpose of the Transaction.

Item 4 is hereby amended and supplemented by the following:

On September 18, 2014, Carlyle Strategic Partners II, L.P., CSP II Coinvestment, L.P. and CSP III AIV (Cayman), L.P. sold 1,214,080, 71,546 and 1,714,374 shares of Common Stock of the Issuer, respectively, for an aggregate of 3,000,000 shares of Common Stock, in a broker assisted trade at a price of \$21.84 per share.

Also on September 18, 2014, Carlyle Strategic Partners II, L.P., CSP II Coinvestment, L.P. and CSP III AIV (Cayman), L.P. sold 438,332, 25,831 and 618,959 shares of Common Stock of the Issuer, respectively, for an aggregate of 1,083,122 shares of Common Stock, in a broker assisted trade at a price of \$22.05 per share.

Except as set forth in this Item 4, as amended and supplemented, the Reporting Persons and Related Persons have no present plans or proposals which would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Items 5(a) and (b) of the Schedule 13D are hereby amended and restated in their entirety by inserting the following information:

As of the date hereof and after giving effect to the sale of the shares of Common Stock as described in Item 4 above, none of the Reporting Persons beneficially owns any shares of Common Stock of the Issuer, and none of the Reporting Persons has or shares the power to vote or to direct the vote, or the power to dispose or direct the disposition of, any shares of Common Stock of the Issuer.

Item 5(c) of the Schedule 13D is hereby amended by inserting the following information:

Except as set forth in Item 4 above, none of the Reporting Persons or Related Persons has effected any transactions in the Common Stock of the Issuer in the past sixty days.

Item 5(e) of the Schedule 13D is hereby amended by inserting the following information:

On September 18, 2014, following the transactions set forth in Item 4 above, each of the Reporting Persons ceased to be the beneficial owner of more than five percent of the Common Stock of the Issuer.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended and restated in its entirety by inserting the following information:

The information set forth in Item 4 above is incorporated herein by reference.

13D

CUSIP No. 984249607

Page 20 of 20 Pages

Item 7. Material to be Filed as Exhibits.

| Exhibit Number | Description |
|-------------------|---|
| 1 | Joint Filing Agreement (incorporated by reference to Exhibit 1 of the Schedule 13D filed by the Reporting Persons with the Commission on February 4, 2014). |

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 22, 2014

**CARLYLE GROUP MANAGEMENT
L.L.C.**

By: /s/ R. Rainey Hoffman, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

THE CARLYLE GROUP L.P.

By: Carlyle Group Management L.L.C., its
general partner

By: /s/ R. Rainey Hoffman, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

CARLYLE HOLDINGS I GP INC.

by: /s/ R. Rainey Hoffman, attorney-in-fact
Name: Daniel A. D Aniello
Title: Chairman

CARLYLE HOLDINGS I GP SUB L.L.C.

by: Carlyle Holdings I GP Inc., its managing
member

by: /s/ R. Rainey Hoffman, attorney-in-fact
Name: Daniel A. D Aniello
Title: Chairman

CARLYLE HOLDINGS I L.P.

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
Name: Daniel A. D Aniello
Title: Chairman

TC GROUP, L.L.C.

by: Carlyle Holdings I L.P., its managing member

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
Name: Daniel A. D Aniello
Title: Chairman

TC GROUP SUB L.P.

by: TC Group, L.L.C., its general partner

by: Carlyle Holdings I L.P., its managing member

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
Name: Daniel A. D Aniello
Title: Chairman

TC Group CSP II, L.L.C.

by: TC Group Sub L.P., its managing member

by: TC Group, L.L.C., its general partner

by: Carlyle Holdings I L.P., its managing member

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
Name: Daniel A. D Aniello
Title: Chairman

CSP II General Partner, L.P.

by: TC Group CSP II, L.L.C., its general partner

by: TC Group Sub L.P., its managing member

by: TC Group, L.L.C., its general partner

by: Carlyle Holdings I L.P., its managing member

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
Name: Daniel A. D Aniello
Title: Chairman

Carlyle Strategic Partners II, L.P.

by: CSP II General Partner, L.P., its general partner

by: TC Group CSP II, L.L.C., its general partner

by: TC Group Sub L.P., its managing member

by: TC Group, L.L.C., its general partner

by: Carlyle Holdings I L.P., its managing member

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
Name: Daniel A. D Aniello
Title: Chairman

CSP II Coinvestment, L.P.

by: CSP II General Partner, L.P., its general partner

by: TC Group CSP II, L.L.C., its general partner

by: TC Group Sub L.P., its managing member

by: TC Group, L.L.C., its general partner

by: Carlyle Holdings I L.P., its managing member

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
Name: Daniel A. D Aniello
Title: Chairman

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

Name: Daniel D Aniello

Title: Chairman

CARLYLE HOLDINGS II L.P.

by: /s/ R. Rainey Hoffman, attorney-in-fact

Name: Daniel D Aniello

Title: Chairman

TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P.

By: Carlyle Holdings II L.P., its general partner

by: /s/ R. Rainey Hoffman, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

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
Name: Daniel D Aniello
Title: Chairman

CSP III AIV GP (Cayman), Ltd.

by: /s/ R. Rainey Hoffman, attorney-in-fact
Name: Daniel A. D Aniello
Title: Chairman

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
Name: Daniel A. D Aniello
Title: Chairman

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
Name: Daniel A. D Aniello
Title: Chairman