

YRC Worldwide Inc.
Form 4
January 28, 2016

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)
01/28/2016

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 | 01/28/2016 | | S | | 480,947 | D | <u>(1)</u> 0 | I | See Footnotes <u>(2)</u> <u>(8)</u> |
| Common Stock | | | | | | | | I | See Footnotes <u>(3)</u> <u>(8)</u> |
| Common Stock | | | | | | | | I | See Footnotes <u>(4)</u> <u>(5)</u> <u>(8)</u> |
| Common Stock | 01/28/2016 | | S | | 519,779 | D | <u>(1)</u> 0 | I | See |

| | | | | | | | | | |
|-----------------|------------|--|---|--------|---|----------|---|---|-------------------------------------------|
| Stock | | | | | | | | | Footnotes <u>(6)</u> <u>(8)</u> |
| Common Stock | 01/28/2016 | | S | 76,632 | D | <u>1</u> | 0 | I | See Footnotes <u>(7)</u> <u>(8)</u> |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LASRY MARC C/O AVENUE CAPITAL MANAGEMENT II, L.P., 399 PARK AVENUE, 6TH FLOOR NEW YORK, NY 10022 | | X | | |
| Avenue Capital Management II GenPar, LLC 399 PARK AVENUE, 6TH FLOOR NEW YORK, NY 10022 | | X | | |
| Avenue Capital Management II, L.P. 399 PARK AVENUE, 6TH FLOOR NEW YORK, NY 10022 | | X | | |

Signatures

/s/ Eric Ross as Attorney-in-Fact for Marc
Lasry

01/28/2016

__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) On January 28, 2016, Avenue PPF Opportunities Fund, L.P. ("Avenue PPF Opportunities"), Avenue Investments, L.P. ("Avenue Investments") and Avenue EnTrust Customized Portfolio SPC on behalf and for the account of Avenue US/Europe Distressed Segregated Portfolio ("Avenue EnTrust SPC" and, collectively with Avenue PPF Opportunities and Avenue Investments, the "Selling Avenue Funds") and Barclays Capital Inc. ("Buyer") executed a secondary block trade. The Selling Avenue Funds sold an aggregate of 1,077,358 shares of Common Stock to Buyer at \$10.58 per share, for an aggregate purchase price of \$11,398,447.64.

(2) These shares of Common Stock are held directly by Avenue Partners, LLC, a New York limited liability company ("Avenue Partners"), is the general partner of Avenue Investments. Avenue Capital Management II, L.P., a Delaware limited partnership ("Avenue Capital Management II"), is an investment adviser to Avenue Investments. Avenue Capital Management II GenPar, LLC, a Delaware limited liability company ("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 indirect interest in such amount.

(3) 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 indirect interest in such amount.

(4) 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. Lasry is the managing member of GL SO Partners I and GenPar.

(5) (Continued from Footnote 4) 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 PPF Opportunities. Avenue PPF Opportunities Fund GenPar, LLC, a Delaware limited liability company ("Avenue PPF Opportunities GenPar") is the general partner of Avenue PPF Opportunities. Avenue Capital Management II is an investment adviser to Avenue PPF Opportunities. Genpar is the general partner of Avenue Capital Management II. Lasry is the managing member of Avenue PPF Opportunities GenPar 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.

(7) These shares of Common Stock are held directly by Avenue EnTrust SPC. Avenue Capital Management II is an investment adviser to Avenue EnTrust SPC. Genpar is the general partner of Avenue Capital Management II. Lasry is the director of Avenue EnTrust SPC and 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 indirect interest in such amount.

(8) The filing of this Form 4 shall not be construed as an admission that Avenue Capital Management II, GenPar 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 owner of any of the Common Stock held by Avenue Investments, Avenue Spec VI, Avenue Special Opportunities, Avenue PPF Opportunities or Avenue EnTrust SPC. Pursuant to Rule 16a-1, the Controlling Persons disclaim such beneficial ownership except to the extent of their pecuniary interest therein.

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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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