

YRC Worldwide Inc.
Form SC TO-I/A
August 04, 2010

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

(Amendment No. 1)

TENDER OFFER STATEMENT

UNDER SECTION 14(d)(1) OR 13(e)(1)

OF THE SECURITIES EXCHANGE ACT OF 1934

YRC Worldwide Inc.

(Name of Subject Company (Issuer))

5% Net Share Settled Contingent Convertible Senior Notes due 2023

(Title of Class of Securities)

985577 AA3

(CUSIP Numbers of Class of Securities)

Daniel J. Churay

Executive Vice President, General Counsel and Secretary

10990 Roe Avenue

Overland Park, Kansas 66211

(913) 696-6100

INTRODUCTORY STATEMENT

This Amendment No. 1 is an amendment to the Tender Offer Statement on Schedule TO (the "Schedule TO") filed by YRC Worldwide Inc. (the "Company") with respect to the right of each holder (each, a "Holder") of the Company's 5% Net Share Settled Contingent Convertible Senior Notes due 2023 (the "Notes") to sell and the obligation of the Company to repurchase the Notes, as set forth in the Company Notice to Holders of 5% Net Share Settled Contingent Convertible Senior Notes due 2023, dated July 6, 2010 (the "Company Notice"), and the related notice materials filed as exhibits to this Schedule TO (which Company Notice and related notice materials, as amended or supplemented from time to time, collectively constitute the "Option Documents").

This Amendment No. 1 is being filed by the Company to amend and supplement certain provisions of the Schedule TO to the extent set forth herein.

Items 1 through 9.

Items 1 through 9 of the Schedule TO, which incorporate by reference the information contained in the Option Documents, are hereby amended and supplemented as follows:

On August 3, 2010, the Company completed the sale of the remaining \$20.2 million of its 6% convertible senior notes (the "Convertible Notes") pursuant to the terms of a note purchase agreement that the Company executed on February 11, 2010 with certain investors named therein. The proceeds from the sale of these Convertible Notes will be used to retire the Notes to the extent Holders elect to have such Notes repurchased pursuant to the right of Holders to surrender their Notes for purchase.

Item 12. Exhibits.

Exhibit Number	Description
(a)(1) *	Company Notice to Holders of 5% Net Share Settled Contingent Convertible Senior Notes due 2023, dated July 6, 2010.
(b)	Not applicable.
(d)(1)	Indenture, dated as of December 31, 2004, between the Company, certain subsidiary guarantors named therein and the Trustee (incorporated by reference to Exhibit 4.7 to Amendment No. 1 to Registration Statement on Form S-4/A, filed on November 30, 2004, File No. 333-119990).
(g)	Not applicable.
(h)	Not applicable.

* Previously filed.

SIGNATURE

After due 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.

Date: August 4, 2010

YRC Worldwide Inc.

By:

/s/ DANIEL J. CHURAY

Name:

Daniel J. Churay

Title:

**Executive Vice President,
General Counsel and Secretary**

EXHIBIT INDEX

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