

YRC Worldwide Inc.  
Form SC 13G  
October 06, 2011  
SCHEDULE 13G

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No.   )**

**YRC Worldwide Inc.**

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**984249300**

**(CUSIP Number)**

**September 16, 2011**

**(Date of Event which Requires filing of this Statement)**

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* 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 the disclosures provided in a prior cover page. The information required in 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. 984249300

1 NAMES OF REPORTING PERSONS

DBD Cayman Holdings, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

292,812,490\*

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

292,812,490\*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

292,812,490\*

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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11 Not Applicable  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 14.1 %  
TYPE OF REPORTING PERSON

OO (Cayman Islands Exempt Company)

\* Includes 163,859,498 shares of common stock of YRC Worldwide Inc. ( Common Stock ) issuable upon conversion of \$10,126,517 in aggregate principal amount of 10% Series B Convertible Senior Secured Notes due 2015 ( Series B Notes ).

CUSIP No. 984249300

1 NAMES OF REPORTING PERSONS

DBD Cayman, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

292,812,490\*

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

292,812,490\*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

292,812,490\*

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 14.1 %  
TYPE OF REPORTING PERSON

OO (Cayman Islands Exempt Company)

\* Includes 163,859,498 shares of Common Stock issuable upon conversion of \$10,126,517 in aggregate principal amount of Series B Notes.

CUSIP No. 984249300

1 NAMES OF REPORTING PERSONS

2 TCG Holdings Cayman II, L.P.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES 0  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 292,812,490\*  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
8 SHARED DISPOSITIVE POWER  
WITH

9 292,812,490\*  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 292,812,490\*  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 14.1 %  
TYPE OF REPORTING PERSON

PN (Cayman Islands Exempt Limited Partnership)

\* Includes 163,859,498 shares of Common Stock issuable upon conversion of \$10,126,517 in aggregate principal amount of Series B Notes.



CUSIP No. 984249300

1 NAMES OF REPORTING PERSONS

2 TC Group Cayman Investment Holdings, L.P.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b) 

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

0  
SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 292,812,490\*  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
8 SHARED DISPOSITIVE POWER  
WITH

292,812,490\*  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

292,812,490\*  
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 14.1 %  
TYPE OF REPORTING PERSON

PN (Cayman Islands Exempt Limited Partnership)

\* Includes 163,859,498 shares of Common Stock issuable upon conversion of \$10,126,517 in aggregate principal amount of Series B Notes.

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CUSIP No. 984249300

1 NAMES OF REPORTING PERSONS

2 TC Group CSP II, L.L.C.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b) 

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0  
SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 292,812,490\*  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
8 SHARED DISPOSITIVE POWER  
WITH

292,812,490\*  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

292,812,490\*  
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 14.1 %  
TYPE OF REPORTING PERSON

OO (Delaware limited liability company)

\* Includes 163,859,498 shares of Common Stock issuable upon conversion of \$10,126,517 in aggregate principal amount of Series B Notes.

CUSIP No. 984249300

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 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

292,812,490\*

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

292,812,490\*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

292,812,490\*

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 14.1 %  
TYPE OF REPORTING PERSON

PN (Delaware Limited Partnership)

\* Includes 163,859,498 shares of Common Stock issuable upon conversion of \$10,126,517 in aggregate principal amount of Series B Notes.

CUSIP No. 984249300

1 NAMES OF REPORTING PERSONS

2 Carlyle Strategic Partners II, L.P.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 282,976,480\*  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
8 SHARED DISPOSITIVE POWER  
WITH

9 282,976,480\*  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 282,976,480\*  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 13.7%  
TYPE OF REPORTING PERSON

PN (Delaware Limited Partnership)

\* Includes 158,355,227 shares of Common Stock issuable upon conversion of \$9,786,353 in aggregate principal amount of Series B Notes.



CUSIP No. 984249300

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 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

9,836,010\*

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

9,836,010\*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,836,010\*

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.5%  
TYPE OF REPORTING PERSON

PN (Delaware Limited Partnership)

\* Includes 5,504,271 shares of Common Stock issuable upon conversion of \$340,164 in aggregate principal amount of Series B Notes.

**ITEM 1. (a) Name of Issuer:**

YRC Worldwide Inc. (the Issuer )

**(b) Address of Issuer s Principal Executive Offices:**

10990 Roe Avenue

Overland Park, Kansas 66211

**ITEM 2. (a) Name of Person Filing:**

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

DBD Cayman Holdings, Ltd.

DBD Cayman, Ltd.

TCG Holdings Cayman II, L.P.

TC Group Cayman Investment Holdings, L.P.

TC Group CSP II, L.L.C.

CSP II General Partner, L.P.

Carlyle Strategic Partners II, L.P.

CSP II Coinvestment, L.P.

**(b) Address or Principal Business Office:**

The address for each of DBD Cayman Holdings, Ltd., DBD Cayman, Ltd., TCG Holdings Cayman II, L.P. and TC Group Cayman Investment Holdings, L.P. is c/o Walkers Corporate Services Limited, Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9001, Cayman Islands.

The address for each of TC Group CSP II, L.L.C., CSP II General Partner, L.P., Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. is c/o The Carlyle Group, 1001 Pennsylvania Ave. NW, Suite 220 South, Washington, D.C. 20004-2505.