

YRC Worldwide Inc.
Form SC 13D/A
December 13, 2013

UNITED STATES
SECURITIES & EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)

YRC Worldwide Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

984249607

(CUSIP Number)

Christopher Pucillo

Solus Alternative Asset Management LP

410 Park Avenue, 11th Floor

New York, NY 10022

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

December 12, 2013

(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. x

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 of this statement 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 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 purposes 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).

(1) NAMES OF REPORTING PERSONS

(2) Solus Alternative Asset Management LP
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

(5) WC
 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 OWNED BY (8) N/A
 SHARED VOTING POWER

EACH REPORTING PERSON (9) 1,831,057¹
 SOLE DISPOSITIVE POWER

PERSON

WITH (10) N/A
 SHARED DISPOSITIVE POWER

- 1,831,057²
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 1,831,057³
- (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- ..
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 14.56%
- (14) TYPE OF REPORTING PERSON

IA

¹ Includes 1,641,449 shares of Common Stock (as defined in Item 1) issuable upon exercise of Series A Notes and Series B Notes (as defined in Item 3).

² See Footnote 1.

³ See Footnote 1.

(1) NAMES OF REPORTING PERSONS

Solus GP LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

WC

(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 N/A

(8) SHARED VOTING POWER

OWNED BY

EACH

REPORTING (9) 1,831,057⁴ SOLE DISPOSITIVE POWER

PERSON

WITH N/A

(10) SHARED DISPOSITIVE POWER

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1,831,057⁵

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,831,057⁶

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.56%

(14) TYPE OF REPORTING PERSON

OO

⁴ Includes 1,641,449 shares of Common Stock issuable upon exercise of Series A Notes and Series B Notes.

⁵ See Footnote 4.

⁶ See Footnote 4.

(1) NAMES OF REPORTING PERSONS

Christopher Pucillo

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

WC

(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF (7) SOLE VOTING POWER

SHARES

BENEFICIALLY

N/A

(8) SHARED VOTING POWER

OWNED BY

EACH

1,831,057⁷

REPORTING (9) SOLE DISPOSITIVE POWER

PERSON

WITH

N/A

(10) SHARED DISPOSITIVE POWER

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1,831,057⁸

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,831,057⁹

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.56%

(14) TYPE OF REPORTING PERSON

IN

⁷ Includes 1,641,449 shares of Common Stock issuable upon exercise of Series A Notes and Series B Notes.

⁸ See Footnote 7.

⁹ See Footnote 7.

This Amendment No. 2 (this Amendment) reflects changes to the information in the Schedule 13D filed with the Securities and Exchange Commission (the SEC) on November 29, 2013 by Solus Alternative Asset Management LP, a Delaware limited partnership (Solus), Solus GP LLC, a Delaware limited liability company, which serves as the general partner to Solus (Solus GP), and Christopher Pucillo, a United States citizen, who serves as managing member of Solus GP (Pucillo), and together with Solus and Solus GP, the Reporting Persons), relating to the shares of common stock, par value \$0.01 per share (the Common Stock), of YRC Worldwide, Inc., a Delaware corporation (the Issuer), as amended by Amendment No. 1 filed by the Reporting Persons with the SEC on December 11, 2013 (as amended, the Schedule 13D). Each capitalized term used and not defined in this Amendment shall have the meaning assigned to such term in the Schedule 13D. Except as otherwise provided herein, each item of the Schedule 13D remains unchanged.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended and restated to read as follows:

The Reporting Persons acquired 189,608 shares of Common Stock through open market purchases for an aggregate consideration of approximately \$1,875,431. The Reporting Persons also acquired \$28,589,922 principal amount of the Issuer's 10% Series A Convertible Senior Secured Notes (the Series A Notes) and \$12,819,310 principal amount of the Issuer's 10% Series B Convertible Senior Secured Notes (the Series B Notes) and, together with the Series A Notes, the Notes) for an aggregate consideration of approximately \$42,856,128. The Notes are currently convertible into an aggregate of 1,641,449 shares of Common Stock. As a result, the Reporting Persons may be deemed to beneficially own a total of 1,831,057 shares of Common Stock.

The Reporting Persons obtained the funds necessary to purchase such shares from the existing capital of the Funds.

Item 5. Interest in Securities of the Issuer

Paragraph 4 of Item 5 of the Schedule 13D is hereby amended and restated as follows:

Each Reporting Person may be deemed to beneficially own 1,831,057 shares of the Common Stock (representing approximately 14.56% of the Issuer's outstanding shares of Common Stock). The Reporting Persons may be deemed to share voting power and dispositive power with each other with respect to the shares of Common Stock held by them.

Item 7. Material to be Filed as an Exhibit

Exhibit 1 of Item 7 of the Schedule 13D is hereby amended and restated as follows:

Exhibit 1: Transactions in the shares of Common Stock (second amended and restated)(filed herewith)

SIGNATURES

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.

Date: December 13, 2013

By: /s/ Christopher Pucillo
Christopher Pucillo

individually and as managing member of Solus
GP LLC,

for itself and as the general partner of Solus
Alternative Asset Management LP