

YRC Worldwide Inc.  
Form 3/A  
October 25, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|   |   |   |   |   |   |
|---|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â DBD Cayman Holdings, Ltd.</p> <p>(Last) (First) (Middle)</p> <p>C/O THE CARLYLE GROUP,Â 1001 PENNSYLVANIA AVE, NW SUITE 220 S</p> <p>(Street)</p> <p>WASHINGTON,Â DCÂ 20004</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/16/2011</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>YRC Worldwide Inc. [YRCW]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br/><input type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>10/05/2011</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person<br/><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|  | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security  | Direct (D) or Indirect (I) (Instr. 5) |                             |
|--|------------------|-----------------|--------------|----------------------------|-----------|---------------------------------------|-----------------------------|
| 10% Series B Convertible Senior Secured Notes due 2015 | 09/16/2011       | 03/31/2015      | Common Stock | 234,921,618 <sup>(1)</sup> | \$ 0.0618 | I                                     | See footnote <sup>(2)</sup> |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| DBD Cayman Holdings, Ltd.<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE, NW SUITE 220 S<br>WASHINGTON, DC 20004                   | ^             | ^ X       | ^       | ^     |
| DBD Cayman, Ltd.<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE., NW, SUITE 220 S<br>WASHINGTON, DC 20004                          | ^             | ^ X       | ^       | ^     |
| TCG HOLDINGS CAYMAN II, L.P.<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE., NW, SUITE 220 S<br>WASHINGTON, DC 20004              | ^             | ^ X       | ^       | ^     |
| TC Group Cayman Investment Holdings, L.P.<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE., NW, SUITE 220 S<br>WASHINGTON, DC 20004 | ^             | ^ X       | ^       | ^     |
| TC Group CSP II, LLC<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE, NW SUITE 220 S<br>WASHINGTON, DC 20004                        | ^             | ^ X       | ^       | ^     |
| CSP II General Partner, LP<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE, NW SUITE 220 S<br>WASHINGTON, DC 20004                  | ^             | ^ X       | ^       | ^     |
| Carlyle Strategic Partners II LP<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE, NW SUITE 220 S<br>WASHINGTON, DC 20004            | ^             | ^ X       | ^       | ^     |
| CSP II COINVESTMENT, L.P.<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE, NW SUITE 220 S<br>WASHINGTON, DC 20004                   | ^             | ^ X       | ^       | ^     |

## Signatures

/s/ John Beczak, attorney-in-fact for David M.  
Rubenstein

10/25/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The reporting person's original Form 3 omitted \$3,870,964 and \$329,402 of the Issuer's 10% Series B Convertible Senior Secured Notes due 2015 (the "Series B Notes") beneficially owned by Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P., respectively, payable as a make-whole amount equal to the sum of the interest that would have been paid in pay-in-kind Notes on the principal amount

- (1) of Series B Notes from the last date interest was paid on such Series B Notes through and including March 31, 2015 (the "PIK Notes"). The make-whole amount is payable upon conversion of the Series B Notes in shares of Common Stock at a price per share equal to the conversion price of the Series B Notes. The PIK Notes are convertible into 62,636,958 and 5,330,129 shares of common stock, respectively.

- (2) See footnotes 1 through 3 of the original Form 3.

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### Remarks:

Exhibit 99 - Joint Filer Information

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.