

Axalta Coating Systems Ltd.  
Form SC 13G/A  
February 12, 2016

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 1)\***

**AXALTA COATING SYSTEMS LTD.**

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**G0750C108**

**(CUSIP Number)**

**December 31, 2015**

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

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).

1 NAMES OF REPORTING PERSONS

The Carlyle Group 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

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 69,811,996

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

69,811,996

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

69,811,996

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 29.4%  
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

Carlyle Group Management L.L.C.

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

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 69,811,996

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

69,811,996

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

69,811,996

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 29.4%  
TYPE OF REPORTING PERSON

OO (Limited Liability Company)

1 NAMES OF REPORTING PERSONS

Carlyle Holdings II GP L.L.C.

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

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 69,811,996

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

69,811,996

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

69,811,996

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 29.4%  
TYPE OF REPORTING PERSON

OO (Limited Liability Company)



## 1 NAMES OF REPORTING PERSONS

Carlyle Holdings II 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

Québec

## 5 SOLE VOTING POWER

## NUMBER OF

SHARES

0

## 6 SHARED VOTING POWER

## BENEFICIALLY

OWNED BY

69,811,996

EACH

## 7 SOLE DISPOSITIVE POWER

## REPORTING

PERSON

0

## 8 SHARED DISPOSITIVE POWER

WITH

69,811,996

## 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

69,811,996

## 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 29.4%  
TYPE OF REPORTING PERSON

OO (Québec société en commandit)

1 NAMES OF REPORTING PERSONS

TC Group Cayman Investment Holdings, 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

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 69,811,996

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

69,811,996

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

69,811,996

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 29.4%  
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

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

3 (a) " (b) "  
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 69,811,996  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
8 SHARED DISPOSITIVE POWER

WITH

9 69,811,996  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 69,811,996  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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

12 29.4%  
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

CP V General Partner, L.L.C.

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

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 53,560,977

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

53,560,977

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

53,560,977

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 22.5%  
TYPE OF REPORTING PERSON

OO (Cayman Islands Exempt Company)



1 NAMES OF REPORTING PERSONS

TC Group V Cayman, 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

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 53,560,977

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

53,560,977

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

53,560,977

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 22.5%  
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

Carlyle Partners V SA1 Cayman, 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

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 14,855,707

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

14,855,707

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,855,707

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 6.2%  
TYPE OF REPORTING PERSON

PN

## 1 NAMES OF REPORTING PERSONS

Carlyle Partners V SA2 Cayman, 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

Cayman Islands

## 5 SOLE VOTING POWER

## NUMBER OF

SHARES 0  
6 SHARED VOTING POWER

## BENEFICIALLY

OWNED BY 13,393,550  
EACH 7 SOLE DISPOSITIVE POWER

## REPORTING

PERSON 0  
8 SHARED DISPOSITIVE POWER

## WITH

13,393,550  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON13,393,550  
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 5.6%  
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

Carlyle Partners V SA3 Cayman, 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

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 13,745,430

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

13,745,430

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,745,430

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 5.8%  
TYPE OF REPORTING PERSON

PN



1 NAMES OF REPORTING PERSONS

Carlyle Partners V-A Cayman, 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

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 861,169

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

861,169

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

861,169

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 0.4%  
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

CP V Coinvestment A Cayman, 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

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,631,615

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

1,631,615

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,631,615

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 0.7%  
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

CP V Coinvestment B Cayman, 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

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 195,881

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

195,881

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

195,881

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 0.1%  
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

Carlyle Coatings Partners, 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

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 8,877,625

7 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

8,877,625

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,877,625

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 3.7%  
TYPE OF REPORTING PERSON

PN



1 NAMES OF REPORTING PERSONS

CEP III Managing GP 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

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 16,251,019

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

16,251,019

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,251,019

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 6.8%  
TYPE OF REPORTING PERSON

OO (Cayman Islands Exempt Company)

1 NAMES OF REPORTING PERSONS

CEP III Managing GP, 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

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 16,251,019

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

16,251,019

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,251,019

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 6.8%  
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

Carlyle Europe Partners III, 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

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 16,251,019

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

16,251,019

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,251,019

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 6.8%  
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

CEP III Participations S.à r.l. SICAR

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Luxembourg

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 16,251,019

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

16,251,019

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,251,019

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 6.8%  
TYPE OF REPORTING PERSON

OO (Luxembourg Limited Liability Company)



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

Axalta Coating Systems Ltd. (the Issuer )

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

Two Commerce Square,

2001 Market Street,

Suite 3600,

Philadelphia, Pennsylvania 19103

**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:

Carlyle Group Management L.L.C.

The Carlyle Group L.P.

Carlyle Holdings II GP L.L.C.

Carlyle Holdings II L.P.

TC Group Cayman Investment Holdings, L.P.

TC Group Cayman Investment Holdings Sub L.P.

CP V General Partner, L.L.C.

TC Group V Cayman, L.P.

Carlyle Partners V SA1 Cayman, L.P. ( CPV SA1 )

Carlyle Partners V SA2 Cayman, L.P. ( CPV SA2 )

Carlyle Partners V SA3 Cayman, L.P. ( CPV SA3 )

Carlyle Partners V-A Cayman, L.P. ( CPV-A )

CP V Coinvestment A Cayman, L.P. ( CPV Coinvest A )

CP V Coinvestment B Cayman, L.P. ( CPV Coinvest B )

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Carlyle Coatings Partners, L.P. ( CCP , and together with CPV SA1, CPV SA2, CPV SA3, CPV-A, CPV Coinvest A and CPV Coinvest B, the Carlyle Cayman Shareholders )

CEP III Managing GP Holdings, Ltd.

CEP III Managing GP, L.P.

Carlyle Europe Partners III, L.P.

CEP III Participations S.à r.l. SICAR ( CEP III )

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

The address for each of TC Group Cayman Investment Holdings, L.P., TC Group Cayman Investment Holdings Sub L.P., TC Group V Cayman, L.P. and the Carlyle Cayman Shareholders is c/o Intertrust Corporate Services, 190 Elgin Avenue, George Town, Grand Cayman, E9 KY1-9005, Cayman Islands. The address for CEP III is c/o The Carlyle Group, 2, avenue Charles de Gaulle, L -1653 Luxembourg, Luxembourg. The address of each of the other Reporting Persons is c/o The Carlyle Group, 1001 Pennsylvania Ave. NW, Suite 220 South, Washington, D.C. 20004-2505.

**(c) Citizenship of each Reporting Person is:**

Carlyle Group Management L.L.C., The Carlyle Group L.P. and Carlyle Holdings II GP L.L.C. are organized in the state of Delaware. Carlyle Holdings II L.P. is a Québec société en commandit. CEP III Managing GP, L.P. and Carlyle Europe Partners III, L.P. are organized under the laws of the United Kingdom. CEP III Participations S.à r.l. SICAR is organized under the laws of Luxembourg. Each of the other Reporting Persons is organized under the laws of the Cayman Islands.

**(d) Title of Class of Securities:**

Common shares, \$1.00 par value per share ( Common Shares ).

**(e) CUSIP Number:**

G0750C108

**ITEM 3.**

Not applicable.

**ITEM 4. Ownership**  
**Ownership (a-c)**

The ownership information presented below represents beneficial ownership of Common Shares of the Issuer as of December 31, 2015, based upon 237,844,503 Common Shares outstanding as of October 27, 2015.

Reporting Person	Amount beneficially owned	Percent of class:	Sole power to vote or to direct the vote:	Shared power to vote or to direct the vote:	Sole	Shared
					power to dispose or to direct the disposition of:	power to dispose or to direct the disposition of:
Carlyle Group Management L.L.C.	69,811,996	29.4%	0	69,811,996	0	69,811,996
The Carlyle Group L.P.	69,811,996	29.4%	0	69,811,996	0	69,811,996
Carlyle Holdings II GP L.L.C.	69,811,996	29.4%	0	69,811,996	0	69,811,996
Carlyle Holdings II L.P.	69,811,996	29.4%	0	69,811,996	0	69,811,996
TC Group Cayman Investment Holdings, L.P.	69,811,996	29.4%	0	69,811,996	0	69,811,996
TC Group Cayman Investment Holdings Sub L.P.	69,811,996	29.4%	0	69,811,996	0	69,811,996
CP V General Partner, L.L.C.	53,560,977	22.5%	0	53,560,977	0	53,560,977
TC Group V Cayman, L.P.	53,560,977	22.5%	0	53,560,977	0	53,560,977
Carlyle Partners V SA1 Cayman, L.P.	14,855,707	6.2%	0	14,855,707	0	14,855,707
Carlyle Partners V SA2 Cayman, L.P.	13,393,550	5.6%	0	13,393,550	0	13,393,550
Carlyle Partners V SA3 Cayman, L.P.	13,745,430	5.8%	0	13,745,430	0	13,745,430
Carlyle Partners V-A Cayman, L.P.	861,169	0.4%	0	861,169	0	861,169
CP V Coinvestment A Cayman, L.P.	1,631,615	0.7%	0	1,631,615	0	1,631,615
CP V Coinvestment B Cayman, L.P.	195,881	0.1%	0	195,881	0	195,881
Carlyle Coatings Partners, L.P.	8,877,625	3.7%	0	8,877,625	0	8,877,625
CEP III Managing GP Holdings, Ltd.	16,251,019	6.8%	0	16,251,019	0	16,251,019
CEP III Managing GP, L.P.	16,251,019	6.8%	0	16,251,019	0	16,251,019
Carlyle Europe Partners III, L.P.	16,251,019	6.8%	0	16,251,019	0	16,251,019
CEP III Participations S.à r.l. SICAR	16,251,019	6.8%	0	16,251,019	0	16,251,019

CPV SA1, CPV SA2 and CPV SA3 are the record holders of 14,855,707, 13,393,550 and 13,745,430 Common Shares, respectively. CPV-A, CPV Coinvest A, CPV Coinvest B and CCP are the record holders of 861,169, 1,631,615, 195,881 and 8,877,625 Common Shares, respectively. CEP III is the record holder of 16,251,019 Common Shares.

Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the sole member of CP V General Partner, L.L.C. and the sole shareholder of CEP III Managing GP Holdings, Ltd. CP V General Partner, L.L.C. is the general partner of TC Group V Cayman, L.P., which is the general partner of each of the Carlyle Cayman Shareholders. CEP III Managing GP Holdings, Ltd. is the general partner of CEP III Managing GP, L.P., which is the general partner of Carlyle Europe Partners III, L.P., which is the sole shareholder of CEP III.

**ITEM 5. Ownership of Five Percent or Less of a Class**

Not applicable.

**ITEM 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on  
By the Parent Holding Company**

Not applicable.

**ITEM 8. Identification and Classification of Members of the Group**

Not applicable.

**ITEM 9. Notice of Dissolution of Group**

Not applicable.

**ITEM 10. Certification**

Not applicable.

**SIGNATURE**

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:** February 12, 2016

**CARLYLE GROUP MANAGEMENT L.L.C.**

By: /s/ Daniel D Aniello  
Name: Daniel D Aniello  
Title: Chairman

**THE CARLYLE GROUP L.P.**

By: Carlyle Group Management L.L.C., its general partner

By: /s/ Daniel D Aniello  
Name: Daniel D Aniello  
Title: Chairman

**CARLYLE HOLDINGS II GP L.L.C.**

By: The Carlyle Group L.P., its managing member  
By: Carlyle Group Management L.L.C., its general partner

By: /s/ Daniel D Aniello  
Name: Daniel D Aniello  
Title: Chairman

**CARLYLE HOLDINGS II L.P.**

By: /s/ Daniel D Aniello  
Name: Daniel D Aniello  
Title: Chairman

**TC GROUP CAYMAN INVESTMENT HOLDINGS,  
L.P.**

By: Carlyle Holdings II L.P., its general partner

By: /s/ Daniel D Aniello  
Name: Daniel D Aniello  
Title: Chairman

**TC GROUP CAYMAN INVESTMENT HOLDINGS  
SUB L.P.**

By: TC Group Cayman Investment Holdings, L.P., its  
general partner

By: Carlyle Holdings II L.P., its general partner

By: /s/ Daniel D Aniello

Name: Daniel D Aniello

Title: Chairman

**CP V GENERAL PARTNER, L.L.C.**

By: /s/ Daniel D Aniello

Name: Daniel D Aniello

Title: Authorized Person

**TC GROUP V CAYMAN, L.P.**

By: /s/ Daniel D Aniello

Name: Daniel D Aniello

Title: Authorized Person

**CARLYLE PARTNERS V SA1 CAYMAN, L.P.**

By: TC Group V Cayman, L.P., its general partner

By: CP V General Partner, L.L.C., its general partner

By: /s/ Daniel D Aniello

Name: Daniel D Aniello

Title: Authorized Person

**CARLYLE PARTNERS V SA2 CAYMAN, L.P.**

By: TC Group V Cayman, L.P., its general partner

By: CP V General Partner, L.L.C., its general partner

By: /s/ Daniel D Aniello

Name: Daniel D Aniello

Title: Authorized Person

**CARLYLE PARTNERS V SA3 CAYMAN, L.P.**

By: TC Group V Cayman, L.P., its general partner

By: CP V General Partner, L.L.C., its general partner

By: /s/ Daniel D Aniello

Name: Daniel D Aniello

Title: Authorized Person



**CARLYLE PARTNERS V-A CAYMAN, L.P.**

By: TC Group V Cayman, L.P., its general partner

By: CP V General Partner, L.L.C., its general partner

By: /s/ Daniel D Aniello

Name: Daniel D Aniello

Title: Authorized Person

**CP V COINVESTMENT-A CAYMAN, L.P.**

By: TC Group V Cayman, L.P., its general partner

By: CP V General Partner, L.L.C., its general partner

By: /s/ Daniel D Aniello

Name: Daniel D Aniello

Title: Authorized Person

**CP V COINVESTMENT-B CAYMAN, L.P.**

By: TC Group V Cayman, L.P., its general partner

By: CP V General Partner, L.L.C., its general partner

By: /s/ Daniel D Aniello

Name: Daniel D Aniello

Title: Authorized Person

**CARLYLE COATING PARTNERS, L.P.**

By: TC Group V Cayman, L.P., its general partner

By: CP V General Partner, L.L.C., its general partner

By: /s/ Daniel D Aniello

Name: Daniel D Aniello

Title: Authorized Person

**CEP III MANAGING GP HOLDINGS, LTD.**

By: TCG Holdings Cayman II, L.P., its general partner

By: DBD Cayman Ltd., its general partner

By: Carlyle Offshore Partners II Ltd., its general partner

By: /s/ Daniel D Aniello

Name: Daniel D Aniello

Title: Chairman

**CEP III MANAGING GP, L.P.**

By: CEP III Managing GP Holdings, Ltd., its general partner

By: TCG Holdings Cayman II, L.P., its general partner

By: DBD Cayman Ltd., its general partner

By: Carlyle Offshore Partners II Ltd., its general partner

By: /s/ Daniel D Aniello

Name: Daniel D Aniello

Title: Chairman

**CARLYLE EUROPE PARTNERS III, L.P.**

By: CEP III Managing GP, L.P., its general partner

By: CEP III Managing GP Holdings, Ltd., its general partner

By: TCG Holdings Cayman II, L.P., its general partner

By: DBD Cayman Ltd., its general partner

By: Carlyle Offshore Partners II Ltd., its general partner

By: /s/ Daniel D Aniello

Name: Daniel D Aniello

Title: Chairman

**CEP III PARTICIPATIONS S.À R.L. SICAR**

By: /s/ David B. Pearson

Name: David B. Pearson

Title: Manager

**LIST OF EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
24	Power of Attorney (incorporated by reference to Exhibit 24 to the Schedule 13G filed by the Reporting Persons on February 12, 2015).
99	Joint Filing Agreement (incorporated by reference to Exhibit 99 to the Schedule 13G filed by the Reporting Persons on February 12, 2015).