

**YRC WORLDWIDE INC.**  
Reported by  
**O'CONNOR THOMAS JOSEPH III**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 03/06/17 for the Period Ending 03/03/17

|             |                                             |
|-------------|---------------------------------------------|
| Address     | 10990 ROE AVENUE<br>OVERLAND PARK, KS 66211 |
| Telephone   | 913-696-6100                                |
| CIK         | 0000716006                                  |
| Symbol      | YRCW                                        |
| SIC Code    | 4213 - Trucking, Except Local               |
| Industry    | Ground Freight & Logistics                  |
| Sector      | Industrials                                 |
| Fiscal Year | 12/31                                       |

# FORM 4

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

OMB APPROVAL  
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[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

|                                                                                                                                                                                                                                                                            |                                                                                              |                                                                                                                                                                                                                                                                                                                                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>O'Connor Thomas Joseph III</b><br><small>(Last) (First) (Middle)</small><br><br><b>10990 ROE AVENUE</b><br><small>(Street)</small><br><br><b>OVERLAND PARK, KS 66211</b><br><small>(City) (State) (Zip)</small> | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>YRC Worldwide Inc. [ YRCW ]</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>President, USF Reddaway Inc.</b> |
| <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>3/3/2017</b></p>                                                                                                                                                                           |                                                                                              | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                                                                                      |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>                                                                                                                                                                                                                   |                                                                                              |                                                                                                                                                                                                                                                                                                                                |

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |        | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|-------------------------------------------------------------------|------------|--------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                |                                   | Code                      | V | Amount                                                            | (A) or (D) | Price  |                                                                                               |                                                          |                                                       |
| Common Stock                    | 3/3/2017       |                                   | S                         | U | 3731                                                              | D          | \$12.9 | 32561                                                                                         | D                                                        |                                                       |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date |     | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                 | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------------|--------------------------------------------------------|----------------|-----------------------------------|---------------------------|---|----------------------------------------------------------------------------------------|-----------------------------------------|-----|-----------------------------------------------------------------------------------|-----------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------|
|                                          |                                                        |                |                                   | Code                      | V |                                                                                        | (A)                                     | (D) | Date Exercisable                                                                  | Expiration Date |                                            |                                                                                                    |                                                                                  |                                                        |

#### Explanation of Responses:

( The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.89 to \$12.90, inclusive. Mr. O'Connor undertakes to provide to YRC Worldwide, Inc., any security holder of YRC Worldwide, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth.

#### Reporting Owners

| Reporting Owner Name / Address                                                     | Relationships |           |                                     |       |
|------------------------------------------------------------------------------------|---------------|-----------|-------------------------------------|-------|
|                                                                                    | Director      | 10% Owner | Officer                             | Other |
| <b>O'Connor Thomas Joseph III<br/>10990 ROE AVENUE<br/>OVERLAND PARK, KS 66211</b> |               |           | <b>President, USF Reddaway Inc.</b> |       |

#### Signatures

/s/ Leah K. Dawson, Attorney-in-Fact for Thomas O'Connor

3/6/2017

\*\*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(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).

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

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