YRC Worldwide Inc. Form SC 13G/A May 22, 2013

# SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

#### SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934** 

(Amendment No. 3)\*

## INFORMATION TO BE INCLUDED IN STATEMENTS FILED

#### PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS

### THERETO FILED PURSUANT TO 13d-2(b)

#### YRC WORLDWIDE INC.

(Name of Issuer)

**Common Stock, \$0.01 par value per share** (Title of Class of Securities)

**984249300** (CUSIP Number)

May 17, 2013 (Date of Event Which Requires Filing of this Statement)

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

o Rule 13d-1(b)

x Rule 13d-1(c)

o 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 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).

CUS	IP No. 984249300	SCHEDU	JLE 13G/A	Page 2 of 13 Pages			
1	NAME OF REPC Owl Creek I, L.P	PRTING PERSONS					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)						
3	SEC USE ONLY						
4	CITIZENSHIP O Delaware, United						
		~	SOLE VOTING POWER				
		5	0				
			SHARED VOTING POWER				
E	NUMBER OF SHARES BENEFICIALLY OWNED BY	6	10,593 shares of Common Stock \$196,389 in aggregate principal a 2,276 shares of Common Stock is shares or upon conversion of the	amount of Series B Notes ssuable either as Make-Whole			
	EACH REPORTING		SOLE DISPOSITIVE POWER				
WITH	PERSON I	7	0				
			SHARED DISPOSITIVE POWE	ER			
		8	10,593 shares of Common Stock \$196,389 in aggregate principal a 2,276 shares of Common Stock is shares or upon conversion of the	amount of Series B Notes ssuable either as Make-Whole			
9 AGGF	REGATE AMOUNT	BENEFICIALLY O	WNED BY EACH REPORTING F	PERSON			
AUUI	LUATE AMOUNT	DENEFICIALLI U	WINED DI EACH KEFUKIINU P				

10,593 shares of Common Stock issuable upon conversion of \$196,389 in aggregate principal amount of Series B

Notes 2,276 shares of Common Stock issuable either as Make-Whole shares or upon conversion of the PIK Notes (See Item 4)

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CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) o
11

## 0.13% 12 TYPE OF REPORTING PERSON (See Instructions)

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1 As discussed in more detail in Item 4, the Series B Notes and the Series A Notes (each as defined in Item 4) held by the Reporting Persons currently have certain voting rights on an as converted basis.

CUSIP No. 984249300	SCHEI	DULE 13G/APage 3 of 13 Pages
NAME OF REP	ORTING PERSONS	5
Owl Creek II, L.	P.	
2 CHECK THE A Instructions) (a) o (b) o	PPROPRIATE BOX	K IF A MEMBER OF A GROUP (See
3 SEC USE ONLY	Z	
4 CITIZENSHIP O Delaware, Unite	OR PLACE OF ORO	GANIZATION
	5	SOLE VOTING POWER
		0
		SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	6	112,525 shares of Common Stock issuable upon conversion of \$2,086,254 in aggregate principal amount of Series B Notes 24,177 shares of Common Stock issuable either as Make-Whole shares or upon conversion of the PIK Notes (See Item 4)1
REPORTING		SOLE DISPOSITIVE POWER
PERSON WITH	7	0
		SHARED DISPOSITIVE POWER
	8	112,525 shares of Common Stock issuable upon conversion of \$2,086,254 in aggregate principal amount of Series B Notes 24,177 shares of Common Stock issuable either as Make-Whole shares or upon conversion of the PIK Notes (See Item 4)
9		OWNED BY FACH REPORTING PERSON

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

112,525 shares of Common Stock issuable upon conversion of \$2,086,254 in aggregate principal amount of Series B Notes

24,177 shares of Common Stock issuable either as Make-Whole shares or upon conversion of the PIK Notes (See Item 4)

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CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) o 11

1.38%12TYPE OF REPORTING PERSON (See Instructions)

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CUSI	P No. <b>984249300</b>	SCHED	ULE 13G/A	Page 4 of 13 Pages				
1	NAME OF REPO	ORTING PERSONS						
1	Owl Creek Overs	Owl Creek Overseas Master Fund, Ltd.						
2	CHECK THE AP Instructions) (a) o (b) o	PROPRIATE BOX	IF A MEMBER OF A GROUP (See	2				
3	SEC USE ONLY							
4	CITIZENSHIP O Cayman Islands	R PLACE OF ORG	ANIZATION					
		_	SOLE VOTING POWER					
		5	0					
			SHARED VOTING POWER					
Bl	NUMBER OF SHARES ENEFICIALLY OWNED BY EACH	6	270,277 shares of Common Stoc \$5,011,006 in aggregate principa 58,072 shares of Common Stock shares or upon conversion of the	ll amount of Series B Notes issuable either as Make-Whole				
	REPORTING		SOLE DISPOSITIVE POWER					
WITH	PERSON	7	0					
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			SHARED DISPOSITIVE POWE	ER				
		8	270,277 shares of Common Stoc \$5,011,006 in aggregate principa 58,072 shares of Common Stock shares or upon conversion of the	l amount of Series B Notes issuable either as Make-Whole				
9 AGGRI	EGATE AMOUNT	BENEFICIALLY	OWNED BY EACH REPORTING I	PERSON				

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

270,277 shares of Common Stock issuable upon conversion of \$5,011,006 in aggregate principal amount of Series B Notes

58,072 shares of Common Stock issuable either as Make-Whole shares or upon conversion of the PIK Notes (See Item 4)

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CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) o 11

3.32%12TYPE OF REPORTING PERSON (See Instructions)

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1		DRTING PERSONS					
	Owl Creek SRI Master Fund, Ltd.						
2	CHECK THE AP Instructions) (a) o (b) o	PROPRIATE BOX	IF A MEMBER OF A GROUP (See				
3	SEC USE ONLY						
4	CITIZENSHIP O Cayman Islands	R PLACE OF ORG	ANIZATION				
	Cayman Islands						
		5	SOLE VOTING POWER				
			0				
			SHARED VOTING POWER				
]	NUMBER OF SHARES 6 BENEFICIALLY OWNED BY		17,945 shares of Common Stock \$332,712 in aggregate principal a 3,856 shares of Common Stock i shares or upon conversion of the	amount of Series B Notes ssuable either as Make-Whole			
	EACH REPORTING		SOLE DISPOSITIVE POWER				
	PERSON						
WIT	H		0				
			SHARED DISPOSITIVE POWE	ER			
		8	17,945 shares of Common Stock \$332,712 in aggregate principal a 3,856 shares of Common Stock i shares or upon conversion of the	amount of Series B Notes ssuable either as Make-Whole			
9 AGG	DECATE AMOUNT	BENEFICIALIV	OWNED BY EACH REPORTING I	DEDSON			
AUU.	NEGATE AMOUNT	DENEFICIALL I	UWINED DI EAUR KEPUKIINU I	ENSUN			
17 94	5 shares of Common	Stock issuable upor	a conversion of \$332 712 in aggregat	e principal amount of Series B			

17,945 shares of Common Stock issuable upon conversion of \$332,712 in aggregate principal amount of Series B Notes

3,856 shares of Common Stock issuable either as Make-Whole shares or upon conversion of the PIK Notes (See Item 4)

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CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) o
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0.22% 12 TYPE OF RE	EPORTING PERSO	N (See Instructions)					
FI							
CUSIP No.	984249300	SCHEDULE 13G/A	Page 6 of 13 Pages				
NAI	ME OF REPORTING	G PERSONS					
1 Owl	Creek Advisors LL	C					
2 CHI	Owl Creek Advisors, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) o (b) o						
3 SEC	USE ONLY						
4	IZENSHIP OR PLA aware, United States	CE OF ORGANIZATION					
	5	SOLE VC	TING POWER				
	5	0					
		SHARED	VOTING POWER				
SH. BENEF OWN	BER OF ARES 6 ICIALLY IED BY ACH	\$7,626,36 88,381 sh	shares of Common Stock issuable upon conversion of 1 in aggregate principal amount of Series B Notes ares of Common Stock issuable either as Make-Whole upon conversion of the PIK Notes (See Item 4)1				
REPC	RTING	SOLE DI	SPOSITIVE POWER				
PERSON 7 WITH 0							
		SHARED	DISPOSITIVE POWER				
	8	\$7,626,36 88,381 sh	shares of Common Stock issuable upon conversion of 1 in aggregate principal amount of Series B Notes ares of Common Stock issuable either as Make-Whole upon conversion of the PIK Notes (See Item 4)				
0							

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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411,340 shares of Common Stock issuable upon conversion of \$7,626,361 in aggregate principal amount of Series B Notes
88,381 shares of Common Stock issuable either as Make-Whole shares or upon conversion of the PIK Notes (See Item 4)
10
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
0
11
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.05%
12
TYPE OF REPORTING PERSON (See Instructions)

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CUSI	P No. <b>984249300</b>	SCI	HEDULE 13G/A	Page 7 of 13 Pages			
1	NAME OF REPO	RTING PERS	ONS				
-	Owl Creek Asset Management, L.P.						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) o (b) o						
3	SEC USE ONLY						
4	CITIZENSHIP OF Delaware, United		ORGANIZATION				
		-	SOLE VOTING POWER				
		5	0				
			SHARED VOTING POWER				
BE	NUMBER OF SHARES ENEFICIALLY OWNED BY EACH	6	\$7,626,361 in aggregate princ	Stock issuable upon conversion of cipal amount of Series B Notes ock issuable either as Make-Whole the PIK Notes (See Item 4)1			
I	REPORTING		SOLE DISPOSITIVE POWE	R			
WITH	PERSON	7	0				
			SHARED DISPOSITIVE PC	WER			
		8	\$7,626,361 in aggregate princ	Stock issuable upon conversion of cipal amount of Series B Notes ock issuable either as Make-Whole the PIK Notes (See Item 4)			
9 AGGRI	EGATE AMOUNT	BENEFICIAL	LY OWNED BY EACH REPORTIN				
411,340 Notes	shares of Commo	n Stock issuabl	e upon conversion of \$7,626,361 in a	ggregate principal amount of Series B			

88,381 shares of Common Stock issuable either as Make-Whole shares or upon conversion of the PIK Notes (See Item 4)

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CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) o
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5.05%12TYPE OF REPORTING PERSON (See Instructions)

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CU	JSIP No. 984249300	SCHEDI	ULE 13G/A	Page 8 of 13 Pages				
1		ORTING PERSONS						
	Jeffrey Altman	Jeffrey Altman						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) o (b) o							
3	SEC USE ONLY							
4	CITIZENSHIP O United States							
		_	SOLE VOTING POWER					
		5	0					
			SHARED VOTING POWER					
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	6	411,340 shares of Common Stor \$7,626,361 in aggregate principa 88,381 shares of Common Stock shares or upon conversion of the	l amount of Series B Notes issuable either as Make-Whole				
	REPORTING		SOLE DISPOSITIVE POWER					
WI	PERSON TH	7	0					
			SHARED DISPOSITIVE POWE	ER				
		8	411,340 shares of Common Stoc \$7,626,361 in aggregate principa 88,381 shares of Common Stock shares or upon conversion of the	l amount of Series B Notes issuable either as Make-Whole				
9 AGO	GREGATE AMOUNT	BENEFICIALLY C	WNED BY EACH REPORTING F	PERSON				

411,340 shares of Common Stock issuable upon conversion of \$7,626,361 in aggregate principal amount of Series B

Notes 88,381 shares of Common Stock issuable either as Make-Whole shares or upon conversion of the PIK Notes (See Item

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CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) o 11

5.05%12TYPE OF REPORTING PERSON (See Instructions)

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### CUSIP No. 984249300 SCHEDULE 13G/A

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This Amendment No. 3 (this "Amendment") amends the statement on Schedule 13G/A filed on February 14, 2013 (the "Second Amended Schedule 13G"), with respect to shares of Common Stock (as defined below) of the Issuer (as defined below). This Amendment amends and restates the Second Amended Schedule 13G in its entirety as set forth below.

#### 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

(i) Owl Creek I, L.P., a Delaware limited partnership ("Owl Creek I"), with respect to the shares of Common Stock directly owned by it;

(ii) Owl Creek II, L.P., a Delaware limited partnership ("Owl Creek II"), with respect to the shares of Common Stock directly owned by it;

(iii) Owl Creek Overseas Master Fund, Ltd., an exempted company organized under the laws of the Cayman Islands ("Owl Creek Overseas"), with respect to the shares of Common Stock directly owned by it;

(iv) Owl Creek SRI Maste