

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

THERE TO 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:

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 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).



NAME OF REPORTING PERSONS

1

Owl Creek I, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a)

(b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States

SOLE VOTING POWER

5

0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

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)1

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

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)

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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)

10
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.13%

12

TYPE OF REPORTING PERSON (See Instructions)

PN

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.

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NAME OF REPORTING PERSONS

1

Owl Creek II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a)

(b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States

SOLE VOTING POWER

5

0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

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

SOLE DISPOSITIVE POWER

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

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)

10
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.38%

12

TYPE OF REPORTING PERSON (See Instructions)

PN

CUSIP No. **984249300**

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NAME OF REPORTING PERSONS

1

Owl Creek Overseas Master Fund, Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a)

(b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

SOLE VOTING POWER

5

0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

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)1

SOLE DISPOSITIVE POWER

7

WITH

0

SHARED DISPOSITIVE POWER

8

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)

9
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)

10
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.32%

12

TYPE OF REPORTING PERSON (See Instructions)

FI

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NAME OF REPORTING PERSONS

1

Owl Creek SRI Master Fund, Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a)

(b)

3

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

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)1

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

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)

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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)

10

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

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.22%

12

TYPE OF REPORTING PERSON (See Instructions)

FI

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NAME OF REPORTING PERSONS

1

Owl Creek Advisors, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware, United States

SOLE VOTING POWER

5

0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

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)1

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

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)

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)

CO

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NAME OF REPORTING PERSONS

1

Owl Creek Asset Management, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware, United States

SOLE VOTING POWER

5

0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

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)1

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

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)

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING 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 4)

10
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.05%

12

TYPE OF REPORTING PERSON (See Instructions)

PN & IA

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NAME OF REPORTING PERSONS

1

Jeffrey Altman

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a)

(b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

5

0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

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)1

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

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)

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING 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 4)

10

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

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.05%

12

TYPE OF REPORTING PERSON (See Instructions)

IN

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