

Glassman Newton
Form 3/A
October 24, 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)

1. Name and Address of Reporting
Person *

Â Catalyst Fund Limited
Partnership II

(Last) (First) (Middle)

77 KING STREET WEST,
SUITE 4320,Â P.O. BOX 212

(Street)

TORONTO,Â A6Â M5K 1J3

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
09/16/2011

3. Issuer Name **and** Ticker or Trading Symbol
YRC Worldwide Inc. [YRCW]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original
Filed(Month/Day/Year)
09/26/2011

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

Common Stock

2. Amount of Securities
Beneficially Owned
(Instr. 4)

90,258,526

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

D (1) (2) Â

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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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
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of
Indirect Beneficial
Ownership
(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 A Convertible Senior Secured Notes due 2015 ⁽³⁾	07/22/2013	03/31/2015	Common Stock	102,819,350	\$ 0.1134	D <u>(1)</u> <u>(2)</u>	Â
10% Series B Convertible Senior Secured Notes due 2015 ⁽⁴⁾	09/16/2011	03/31/2015	Common Stock	<u>(5)</u> <u>(6)</u>	\$ 0.0618	D <u>(1)</u> <u>(2)</u>	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Catalyst Fund Limited Partnership II 77 KING STREET WEST, SUITE 4320 P.O. BOX 212 TORONTO, Â A6Â M5K 1J3	Â	Â X	Â	Â
Catalyst Fund General Partner II Inc. 77 KING STREET WEST, SUITE 4320 P.O. BOX 212 TORONTO, Â A6Â M5K 1J3	Â	Â X	Â	Â
CCGI Holdings II Inc. 77 KING STREET WEST, SUITE 4320 P.O. BOX 212 TORONTO, Â A6Â M5K 1J3	Â	Â X	Â	Â
Catalyst Capital Group Inc. 77 KING STREET WEST, SUITE 4320 P.O. BOX 212 TORONTO, Â A6Â M5K 1J3	Â	Â X	Â	Â
Glassman Newton 77 KING STREET WEST, SUITE 4320 P.O. BOX 212 TORONTO, Â A6Â M5K 1J3	Â	Â X	Â	Â
de Alba Gabriel 77 KING STREET WEST, SUITE 4320 P.O. BOX 212 TORONTO, Â A6Â M5K 1J3	Â	Â X	Â	Â
Levin Jonathan A. 77 KING STREET WEST, SUITE 4320 P.O. BOX 212 TORONTO, Â A6Â M5K 1J3	Â	Â X	Â	Â

Signatures

/s/ Newton Glassman, Director, on behalf of Catalyst Fund General Partner II Inc., on behalf of Catalyst Fund Limited Partnership II	10/21/2011
__Signature of Reporting Person	Date
/s/ Newton Glassman, Director, on behalf of Catalyst Fund General Partner II Inc.	10/21/2011
__Signature of Reporting Person	Date
/s/ Newton Glassman, Director, on behalf of CCGI Holdings II Inc.	10/21/2011
__Signature of Reporting Person	Date
/s/ Newton Glassman, President/Managing Partner/Director, on behalf of The Catalyst Capital Group Inc.	10/21/2011
__Signature of Reporting Person	Date
/s/ Newton Glassman	10/21/2011
__Signature of Reporting Person	Date
/s/ Gabriel de Alba	10/21/2011
__Signature of Reporting Person	Date
/s/ Jonathan A. Levin	10/21/2011
__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).
- (1) The reporting persons disclaim beneficial ownership of these shares except to the extent of the reporting persons' pecuniary interest in the shares.
- Catalyst Fund Limited Partnership II, directly beneficially owns these shares; Catalyst Fund General Partner II Inc. indirectly beneficially owns these shares, is the general partner of Catalyst Fund Limited Partnership II and has the power to direct the affairs of Catalyst Fund Limited Partnership II; Catalyst Fund General Partner II Inc. is a wholly-owned sub of CCGI Holdings II Inc., and CCGI Holdings II Inc. indirectly beneficially owns the shares through its ownership of Catalyst Fund General Partner II Inc.; The Catalyst Capital Group Inc. serves as the manager of Catalyst Fund Limited Partnership II and has the power to direct the affairs of Catalyst Fund Limited Partnership II; and Newton Glassman, Gabriel de Alba and Jonathan A. Levin are the officers and Newton Glassman is the director of The Catalyst Capital Group Inc. and Newton Glassman and Gabriel de Alba are President & Managing Partner and Managing Director & Partner, respectively, of The Catalyst Capital Group Inc.
- (3) The reporting persons currently holds \$9,583,135 in aggregate principal amount of Series A Notes.
- (4) The reporting persons currently holds \$7,087,878 in aggregate principal amount of Series B Notes.
- The Series B Notes reported herein are currently convertible into 114,731,482 shares of Common Stock. An additional 49,756,632 shares of Common Stock in the aggregate are issuable pursuant to the Series B Notes, either upon conversion of the PIK Notes (as defined below) or as Make-Whole Shares (as defined below).
- (6) Interest on the Series B Notes is payable in-kind through the issuance of additional Series B Notes (the "PIK Notes"), which PIK Notes will be convertible into Common Stock on the same terms as the Series B Notes. Upon conversion of the Series B Notes, holders of the Series B Notes will receive a make whole amount equal to the sum of the interest that would have been paid in PIK Notes on the principal amount of Series B Notes being converted from the last date interest was paid on such Series B Notes through and including March 31, 2015. The make-whole amount is payable in shares of Common Stock (the "Make-Whole Shares") at a price per share equal to the conversion price of the Series B Notes.

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.