

YRC Worldwide Inc.  
Form 3  
January 04, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol  |  |
| Â ROYAL BANK OF SCOTLAND GROUP PLC        |         | (Month/Day/Year)                     | YRC Worldwide Inc. [YRCW]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer  |  |
| 36 ST. ANDREW SQUARE                      |         |                                      | (Check all applicable)  |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |  |
| EDINBURGH, Â X0Â EH12 1HQ                 |         |                                      | 5. If Amendment, Date Original Filed(Month/Day/Year)  |  |
| (City)                                    | (State) | (Zip)                                | 6. Individual or Joint/Group Filing(Check Applicable Line)  |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person  |  |
|   |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)                                       | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$0.01 per share ("Common Stock") <sup>(1)</sup> | 28,088,024   | I <sup>(2)</sup>  | See Footnote <sup>(2)</sup>                              |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(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 <sup>(1)</sup> | 07/22/2015       | 03/31/2015      | Common Stock | 27,229,765 <sup>(3)</sup>  | \$ 0.1134 | I <sup>(2)</sup>                      | See Footnote <sup>(2)</sup> |
| 10% Series B Convertible Senior Secured Notes Due 2015 <sup>(1)</sup> | 09/16/2011       | 03/31/2015      | Common Stock | 54,594,046 <sup>(4)</sup>  | \$ 0.0618 | I <sup>(2)</sup>                      | See Footnote <sup>(2)</sup> |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ROYAL BANK OF SCOTLAND GROUP PLC<br>36 ST. ANDREW SQUARE<br>EDINBURGH, X0 EH12 1HQ | Â             | Â X       | Â       | Â     |

## Signatures

/s/ Richard Hopkins, Royal Bank of Scotland Group, plc, Name: Richard Hopkins, Title: Manager, Share Aggregation & Reporting

01/04/2012

\_\_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).

All of the Common Stock, the 10% Series A Convertible Senior Secured Notes Due 2015 ("Series A Notes") and the 10% Series B Convertible Senior Secured Notes Due 2015 ("Series B Notes") reported on this Form 3 were acquired by The Royal Bank of Scotland plc ("RBS") in satisfaction of debt previously owed by the Issuer to RBS in connection with the Issuer's restructuring on July 22, 2011.

All of the securities reported are owned directly by RBS. All of the shares of RBS are owned by The Royal Bank of Scotland Group plc ("RBSG"). Each of RBS and RBSG disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein. This form is filed without prejudice to the reporting person's position that none of RBSG or RBS or any of their subsidiaries, individually or in aggregate, are required to file beneficial ownership reports under Section 16(a) of the Securities Exchange Act of 1934, and should not be construed or interpreted as a concession or admission that such reports are required.

(3) As of September 16, 2011, RBS held \$3,086,575 in aggregate principal amount of Series A Notes.

(4) As of September 16, 2011, RBS held \$2,351,864 in aggregate principal amount of 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.

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