

YRC Worldwide Inc.  
Form DEF 14A  
April 25, 2019  
Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**YRC Worldwide Inc.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.



(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

**10990 Roe Avenue**

**Overland Park, Kansas 66211**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**TO BE HELD JUNE 5, 2019**

The 2019 Annual Meeting of Stockholders (*Annual Meeting*) of YRC Worldwide Inc. (*we, us, our* or the *Company*) will be held on Wednesday, June 5, 2019 at 10:00 a.m., Central Time, to vote on the following matters:

Proposal 1: election of seven members of our Board of Directors named in the accompanying proxy statement for a one-year term to expire at the 2020 Annual Meeting of Stockholders;

Proposal 2: ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2019;

Proposal 3: advisory vote to approve the compensation of our named executive officers;

Proposal 4: approval of the YRC Worldwide Inc. 2019 Incentive and Equity Award Plan; and transact any other business that may properly come before the Annual Meeting or any reconvened meeting following any adjournment or postponement of the Annual Meeting.

This year's meeting will be a completely virtual meeting of Stockholders, conducted via live audio webcast. We are excited to embrace virtual meeting technology that we believe provides expanded Stockholder access and improved communications. You will be able to attend the Annual Meeting online and submit questions prior to and during the meeting by visiting [www.virtualshareholdermeeting.com/YRCW2019](http://www.virtualshareholdermeeting.com/YRCW2019). Please note that there will be no in-person meeting for you to attend.

The accompanying proxy statement provides information about the matters you will be asked to consider and vote on at the Annual Meeting.

Our Board of Directors has fixed the close of business on April 11, 2019 as the record date for determining holders of record (*Stockholders*) of our common stock, par value \$0.01 per share, and Series A Voting Preferred Stock, par value \$1.00 per share, entitled to notice of, and to vote at, the Annual Meeting or any reconvened meeting following any adjournment or postponement of the Annual Meeting. We are pleased to take advantage of Securities and Exchange Commission rules that allow us to furnish our proxy materials on the Internet. As a result, we are mailing a notice to our Stockholders instead of a printed copy of the proxy statement and our 2018 annual report to Stockholders. The notice provides instructions on how to access those materials on the Internet and how to obtain printed copies. Further details about how to attend the Annual Meeting online are included in the notice.

Our Stockholders are cordially invited to attend the Annual Meeting online. Whether or not you plan to attend the Annual Meeting virtually, our Board of Directors asks that you vote as soon as possible. You may vote by proxy on the Internet, at the virtual Annual Meeting, via toll-free telephone number or, if you received a proxy card by mail, you may sign, date and mail the proxy card in the envelope provided. Your vote is important and all Stockholders are encouraged to attend the Annual Meeting virtually and vote online or by proxy.

**Table of Contents**

Thank you for your support and continued interest in our Company.

By Order of the Board of Directors:

James A. Fry  
Secretary

Overland Park, Kansas

April 25, 2019

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE  
ANNUAL MEETING TO BE HELD ON JUNE 5, 2019**

**The Company's proxy statement for the Annual Meeting and its annual report to Stockholders for the fiscal year ended December 31, 2018 are available at [www.proxyvote.com](http://www.proxyvote.com).**

**Table of Contents**

**YRC WORLDWIDE INC.**

**2019 ANNUAL MEETING OF STOCKHOLDERS**

**PROXY STATEMENT**

**TABLE OF CONTENTS**

<u>GENERAL INFORMATION</u>	1
<u>QUESTIONS AND ANSWERS</u>	2
<u>STOCKHOLDER PROPOSALS AND DIRECTOR NOMINATIONS FOR 2020 ANNUAL MEETING</u>	9
<u>COMMUNICATIONS WITH OUR BOARD</u>	10
<u>HOUSEHOLDING OF PROXY MATERIALS</u>	10
<u>SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	10
<u>SECURITY OWNERSHIP OF MANAGEMENT AND DIRECTORS</u>	11
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS</u>	13
<u>PROPOSAL 1: ELECTION OF DIRECTORS</u>	14
<u>STRUCTURE AND FUNCTIONING OF THE BOARD</u>	18
<u>2018 DIRECTOR COMPENSATION</u>	29
<u>COMPENSATION DISCUSSION AND ANALYSIS</u>	31
<u>COMPENSATION COMMITTEE REPORT</u>	38
<u>EXECUTIVE COMPENSATION</u>	39
<u>AUDIT &amp; ETHICS COMMITTEE REPORT</u>	56
<u>AUDIT AND AUDIT-RELATED FEES</u>	57
<u>CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS</u>	58
<u>PROPOSAL 2: RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	59
<u>PROPOSAL 3: ADVISORY PROPOSAL ON NAMED EXECUTIVE OFFICER COMPENSATION</u>	60
<u>PROPOSAL 4: APPROVAL OF THE 2019 INCENTIVE PLAN</u>	61
<u>OTHER MATTERS</u>	69
<u>YRC WORLDWIDE INC. 2019 INCENTIVE AND EQUITY AWARD PLAN</u>	I-1

Table of Contents

10990 Roe Avenue

Overland Park, Kansas 66211

**PROXY STATEMENT**

**FOR**

**2019 Annual Meeting OF STOCKHOLDERS**

**GENERAL INFORMATION**

We are furnishing this proxy statement to you in connection with the solicitation of proxies by our Board of Directors (*Board*) for use at our 2019 Annual Meeting of Stockholders (*Annual Meeting*), to be held online via live audio webcast at 10:00 a.m., Central Time, on Wednesday, June 5, 2019, and at any reconvened meeting following any adjournment or postponement of the Annual Meeting. **Because the Annual Meeting will be virtual and conducted over the Internet, you will not be able to attend the Annual Meeting in person.**

Our telephone number is 913.696.6100, and our mailing address is 10990 Roe Avenue, Overland Park, Kansas 66211. Our website address is *www.yrcw.com*. Information on our website is not a part of this proxy statement. When used in this proxy statement, the terms we, us, our and the Company refer to YRC Worldwide Inc. and, unless the context requires otherwise, its subsidiaries.

On or about April 25, 2019, we began mailing a Notice of Internet Availability of Proxy Materials (*Notice*) to the record holders of our common stock, par value \$0.01 per share (*Common Stock*), and Series A Voting Preferred Stock, par value \$1.00 per share (*Series A Preferred Stock*). The Company's proxy statement for the Annual Meeting and the Company's annual report to Stockholders (*Annual Report*) for the fiscal year ended December 31, 2018, which includes the Company's fiscal 2018 audited consolidated financial statements, are available at *www.proxyvote.com*. The Annual Report does not constitute a part of the proxy solicitation materials and is not incorporated by reference into this proxy statement.

Throughout this proxy statement, holders of our Common Stock and the Series A Preferred Stock are referred to collectively as *Stockholders*. The Common Stock and Series A Preferred Stock are referred to collectively as *Securities*.

**Table of Contents**

**QUESTIONS AND ANSWERS**

**Why did I receive these materials?**

Our Board has made these materials available to you on the Internet, or, upon your request, has delivered printed proxy materials to you, in connection with our Board's solicitation of proxies for use at the Annual Meeting. As a Stockholder, you are invited to attend the Annual Meeting virtually and to vote online or by proxy on the proposals described in this proxy statement.

**Why is the Annual Meeting virtual only?**

We are embracing the latest technology to provide expanded access, improved communication and cost savings for our Stockholders and us. We believe that hosting a virtual meeting will enable increased Stockholder attendance since Stockholders can participate from any location around the world, while saving the Company and investors time and money. A virtual meeting is also environmentally friendly and sustainable over the long term. Stockholders can submit questions ahead of the meeting through an online portal and during the meeting while attending the Annual Meeting online.

**What is included in the proxy materials?**

The proxy materials include:

    this proxy statement;

    the proxy card or voting instruction form; and

    our Annual Report.

**Why did I receive a Notice of Internet Availability of Proxy Materials in the mail instead of a full set of printed proxy materials?**

Pursuant to rules adopted by the Securities and Exchange Commission (*SEC*), we are making this proxy statement and our Annual Report available to Stockholders electronically on the Internet. On or about April 25, 2019, we began mailing the Notice to Stockholders of record as of April 11, 2019 (*Record Date*). Holders of our Securities will be able to access the proxy materials on the Internet at [www.proxyvote.com](http://www.proxyvote.com) or request printed copies of the proxy materials. Instructions on how to access the proxy materials on the Internet or request a printed copy are found in the Notice. We believe this electronic process will expedite your receipt of the proxy materials and reduce the cost and environmental impact of the Annual Meeting. We also encourage you to have all your accounts registered in the same name and address by contacting our transfer agent, Computershare Trust Company, N.A., at 1.800.884.4225 or at [www-us.computershare.com/investor/contact](http://www-us.computershare.com/investor/contact).

**What am I voting on?**

Our Board is soliciting your vote for:



Proposal 1: election of seven members of our Board for a one-year term to expire at the 2020 Annual Meeting of Stockholders (*2020 Annual Meeting*);

Proposal 2: ratification of the appointment of KPMG LLP (*KPMG*) as our independent registered public accounting firm for fiscal year 2019;

Proposal 3: advisory vote to approve the compensation of our named executive officers; and

Proposal 4: approval of the YRC Worldwide Inc. 2019 Incentive and Equity Award Plan (*2019 Incentive Plan*).

## **Table of Contents**

### **What are the Board's recommendations?**

Our Board recommends you vote:

**FOR** the election of the seven directors for a one-year term to expire at the 2020 Annual Meeting (Proposal 1);

**FOR** the ratification of the appointment of KPMG as our independent registered public accounting firm for fiscal year 2019 (Proposal 2);

**FOR** the advisory vote to approve the compensation of our named executive officers (Proposal 3); and

**FOR** the approval of the 2019 Incentive Plan (Proposal 4).

### **How can I get electronic access to the proxy materials?**

The Notice provides you with instructions on how to view the proxy materials for the Annual Meeting on the Internet. The website on which you can view our proxy materials will also allow you to elect to receive future proxy materials electronically by email, which will save us the cost of printing and mailing materials to you. If you choose to receive future proxy materials by email, you will receive an email next year with instructions and a link to the proxy voting site. Your election to receive proxy materials by email will remain in effect until you revoke it.

### **Who is entitled to vote at the Annual Meeting?**

Stockholders of record as of the close of business on the Record Date will be entitled to notice of, and to vote at, the Annual Meeting or any reconvened meeting following any adjournment or postponement of the Annual Meeting.

### **How can I attend the Annual Meeting?**

The Annual Meeting will be held virtually this year. **You will not be able to attend the Annual Meeting in person.** You are entitled to attend the Annual Meeting virtually only if you are a Stockholder as of the Record Date or if you are the legal proxy holder or qualified representative of a Stockholder.

The audio webcast of the Annual Meeting will begin promptly at 10:00 a.m., Central Time, on Wednesday, June 5, 2019. To attend the Annual Meeting virtually, log in at [www.virtualshareholdermeeting.com/YRCW2019](http://www.virtualshareholdermeeting.com/YRCW2019). You will need your unique control number included in your Notice, on your proxy card or on the instructions that accompanied your proxy materials. Only one person will be able to log in with that unique control number at any time. Online access to the audio webcast will open approximately fifteen minutes prior to the start of the Annual Meeting to allow time for you to log in and test your computer audio system. We encourage you to access the webcast prior to the start time.

If you have any technical difficulties or any questions regarding the virtual meeting website, we will have technicians ready to assist you. Please call the technical support number that will be posted on the virtual shareholder meeting log-in page.

**May I ask questions at the Annual Meeting?**

By attending the Annual Meeting virtually, you will be able to submit questions online prior to the Annual Meeting and during the Annual Meeting by following the instructions at [www.virtualshareholdermeeting.com/YRCW2019](http://www.virtualshareholdermeeting.com/YRCW2019). We will answer questions submitted prior to the Annual Meeting during the Annual Meeting. We may combine similar questions and answer those together for efficiency. We will attempt to answer questions submitted during the meeting at the Annual Meeting, time permitting. We will post answers to any questions submitted during the Annual Meeting that we were not able to answer to our Investors web site within one week after the Annual Meeting. We expect that all of our directors and executive officers as well as representatives of KPMG will be present at the Annual Meeting.

## **Table of Contents**

### **How many votes do I have?**

On the Record Date, there were 34,595,344 shares of Common Stock and one share of Series A Preferred Stock (in each case, exclusive of treasury shares) outstanding. Each Stockholder is entitled to one vote for each outstanding share of Common Stock or Series A Preferred Stock held as of the Record Date.

We refer to the total number of votes represented by our outstanding Securities as our total *voting power*. As of the Record Date, our Stockholders held 100% of the total voting power entitled to vote at the Annual Meeting.

### **What is the difference between holding Securities as a holder of record and as a beneficial owner?**

*Stockholders of Record.* If your Common Stock or Series A Preferred Stock is registered directly in your name with our transfer agent, Computershare Trust Company, N.A., you are considered the Stockholder of record of those shares, and we sent the Notice directly to you.

*Beneficial Owners of Common Stock.* If your Common Stock is held in an account at a broker, bank or other nominee, then you are the beneficial owner of the Common Stock, and the Notice was sent either directly to you or was forwarded to you by your broker, bank or other nominee. The broker, bank or other nominee holding your account is considered the Stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker, bank or other nominee on how to vote the Common Stock held in your account.

### **What is the quorum required for the Annual Meeting?**

A majority of our voting power outstanding on the Record Date must be present in person (by means of remote communication) or represented by proxy at the Annual Meeting to hold the Annual Meeting and conduct business. This is called a quorum. Your Securities will be counted for purposes of determining the presence of a quorum (whether representing votes for, against, withheld or abstained, or broker non-votes) if you:

log on to our virtual meeting of Stockholders with your unique control number; or

have voted on the Internet, by telephone or by properly submitting a proxy card or voting instruction form by mail.

### **What if a quorum is not present at the Annual Meeting?**

If a quorum is not present at the Annual Meeting, the holders of a majority of the Securities (but in any event not less than one-third of such Securities) who are present in person (by means of remote communication) or represented by proxy, or the chair of the meeting, may adjourn the meeting until a quorum is present. The time and place of the adjourned meeting will be announced at the time the adjournment is taken, and no other notice will be given.

### **If I am a Stockholder of record, how do I vote?**

There are four ways to vote:

*Voting at the Virtual Annual Meeting.* To vote at the virtual Annual Meeting, log in at [www.virtualshareholdermeeting.com/YRCW2019](http://www.virtualshareholdermeeting.com/YRCW2019). You will need your unique control number included in your Notice, on your proxy card or on the instructions that accompanied your proxy materials. Only one person will be able to log in with that unique control number at any time.

*On the Internet.* You may vote by proxy on the Internet by following the instructions in the Notice.

*By telephone.* You may vote by proxy on the telephone by following the instructions in the Notice or by calling the toll-free number on the proxy card.

## **Table of Contents**

*By mail.* If you requested printed copies of the proxy materials by mail, you may vote by proxy by marking, signing and dating the proxy card and returning it in the envelope provided.

If you are voting on the Internet, by telephone or by returning an executed proxy card, your vote or proxy card must be received by 10:59 p.m., Central Time, on June 4, 2019 to be counted.

### **If I am a beneficial owner of Common Stock held in street name, how do I vote?**

There are four ways to vote:

*Voting at the Virtual Annual Meeting.* If you are a beneficial owner of Common Stock held in street name and you wish to vote at the virtual Annual Meeting, please contact your broker, bank or other nominee for instructions on how to vote at the virtual Annual Meeting.

*On the Internet.* You may give your voting instructions to your nominee on the Internet by following the instructions on the voting instruction form.

*By telephone.* You may give your voting instructions to your nominee by calling the toll-free number on the voting instruction form.

*By mail.* If you requested printed copies of the proxy materials by mail, you may vote by proxy by completing the voting instruction form and mailing it back in the envelope provided.

If you are voting on the Internet, by telephone or by returning an executed voting instruction form, your vote or voting instruction form must be received by 10:59 p.m., Central Time, on June 4, 2019 to be counted.

### **How do I vote if I own shares of Common Stock through the Teamster-National 401(k) Savings Plan for the benefit of International Brotherhood of Teamsters employees?**

If you participate in the Teamster-National 401(k) Savings Plan for the benefit of our International Brotherhood of Teamsters (*IBT*) employees, you do not actually own shares of Common Stock. The 401(k) plan trustee owns the shares on your behalf. Under the Teamster-National 401(k) Savings Plan, however, you have pass-through voting rights based on the number of shares of Common Stock allocated to your account. You may exercise your pass-through voting rights on the Internet at [www.proxyvote.com](http://www.proxyvote.com), or by calling 1.800.690.6903 and following the instructions provided. If you requested printed copies of the proxy materials by mail, you may also vote by marking, signing and dating the enclosed card and returning it as soon as possible in the enclosed envelope. Please note that because you do not own our Common Stock, you are not entitled to attend our Annual Meeting online and vote virtually at the Annual Meeting. If you fail to give timely voting instructions to the 401(k) plan trustee, your shares will be voted by the trustee in the same proportion as shares held by the trustee for which voting instructions are received. Your vote must be received by 10:59 p.m., Central Time, on May 29, 2019 to be counted.

### **What happens if I do not give specific voting instructions?**

*Stockholders of Record.* If you are a Stockholder of record and you indicate when voting on the Internet or by telephone that you wish to vote as recommended by our Board, or if you sign and return a proxy card without giving

specific voting instructions, then the proxy holders will vote your Securities in the manner recommended by our Board on all matters presented in this proxy statement and as the proxy holders determine in their discretion on any other matters properly presented at the Annual Meeting.

*Beneficial Owners of Common Stock.* If you are a beneficial owner of Common Stock and do not provide the nominee that holds your Common Stock with specific voting instructions, the nominee may generally vote on routine matters but cannot vote on non-routine matters. If your nominee does not receive instructions from you on how to vote your Securities on a non-routine matter, it will not have authority to vote your Common Stock on

**Table of Contents**

that matter. This result is generally referred to as a broker non-vote. When our Inspector of Election tabulates the votes for any particular matter, broker non-votes will be counted for purposes of determining the existence of a quorum, but will not be treated as votes cast for or against the matter. We encourage you to provide voting instructions to the nominee that holds your Securities by carefully following the instructions provided in the Notice or voting instruction form.

**Which proposals are considered routine or non-routine?**

Proposal 2 (ratification of the appointment of KPMG as our independent registered public accounting firm for fiscal year 2019) is a proposal we believe is routine.

Proposal 1 (election of directors), Proposal 3 (advisory vote to approve the compensation of our named executive officers) and Proposal 4 (approval of the 2019 Incentive Plan) are proposals we believe are non-routine.

**How are abstentions and broker non-votes treated?**

For the purpose of determining whether our Stockholders have approved a proposal, abstentions and broker non-votes will not be treated as votes cast for or against the proposal, and will therefore have no effect on the outcome of that proposal.

**What vote is required to approve each proposal?**

The following table describes the voting requirement for each proposal:

<p>Proposal 1 Election of seven directors for a one-year term to expire at the 2020 Annual Meeting of Stockholders</p>	<p>Each director must be elected by a plurality of the votes cast. This means the seven nominees who receive the greatest number of FOR votes will be elected.</p>
<p>Proposal 2 Ratification of the appointment of KPMG as our independent registered public accounting firm for fiscal year 2019</p>	<p>This proposal must be approved by a majority of the votes cast by Stockholders present in person (by means of remote communication) or represented by proxy voting together as a single class. This means the number of votes cast by Stockholders FOR the proposal must exceed the number of votes cast AGAINST the proposal.</p>
<p>Proposal 3 Advisory vote to approve the compensation of our named executive officers</p>	<p>This proposal must be approved by a majority of the votes cast by Stockholders present in person (by means of remote communication) or represented by proxy voting together as a single class. This means the number of votes cast by Stockholders FOR the proposal must exceed the number of votes cast AGAINST the proposal.</p>
<p>Proposal 4 Approval of the 2019 Incentive Plan.</p>	<p>This proposal must be approved by a majority of the votes cast by Stockholders present in person (by means of remote communication) or represented by proxy</p>



voting together as a single class. This means the number of votes cast by Stockholders FOR the proposal must exceed the number of votes cast AGAINST the proposal.

## **Table of Contents**

### **What is the effect of an advisory vote?**

As an advisory vote, Proposal 3 is not binding on our Board or Compensation Committee and the final decision on the matter covered by such proposal remains with them. However, we value the opinion of our Stockholders on the important issues covered by such proposals. Approximately 91% of the total votes cast on the proposal for the advisory vote to approve the compensation of our named executive officers at our 2018 Annual Meeting of Stockholders were voted for such proposal. Our Compensation Committee appreciated this level of support for its compensation philosophy and will consider the results of the advisory vote on named executive officer compensation (Proposal 3) when making future executive compensation decisions.

### **Can I change my vote after I have voted?**

You may revoke your proxy and change your vote at any time before your vote is due, which deadline includes the final vote at the virtual Annual Meeting if you have the right to vote at the virtual Annual Meeting. You may vote again on a later date on the Internet or by telephone (only your latest Internet or telephone proxy submitted prior to the applicable deadline will be counted), by signing and returning a new proxy card or voting instruction form with a later date, or by voting at the virtual Annual Meeting. Mere attendance at the virtual Annual Meeting will not automatically revoke your proxy unless you vote at the virtual Annual Meeting or if you specifically request in writing that your prior proxy be revoked.

### **Is my vote confidential?**

We will handle proxy instructions, ballots and voting tabulations that identify individual Stockholders in a manner that protects your voting privacy. Your vote will not be disclosed within or outside our Company, except:

as necessary to meet applicable legal requirements;

to allow for the tabulation and certification of votes; and

to facilitate a successful proxy solicitation.

Occasionally, Stockholders provide written comments on their proxy cards. These may be forwarded to management and/or our Board.

### **How will my proxy be voted?**

Securities represented by a properly executed proxy (in paper form, by Internet or by telephone) that is received in a timely manner, and not subsequently revoked, will be voted at the Annual Meeting or any adjournment or postponement thereof in the manner directed on the proxy. Darren D. Hawkins and James A. Fry are named as proxies in the proxy form and have been designated by the Board as the directors' proxies to represent you and vote your Securities at the Annual Meeting. All Securities represented by a properly executed proxy on which no choice is specified will be voted:

**FOR** the election of the seven directors named in this proxy statement for a one-year term to expire at the 2020 Annual Meeting of Stockholders;

**FOR** the ratification of the appointment of KPMG as our independent registered public accounting firm for fiscal year 2019;

**FOR** the advisory vote to approve the compensation of our named executive officers;

**FOR** the approval of the 2019 Incentive Plan; and

in accordance with the proxy holders' best judgment as to any other business that properly comes before the Annual Meeting.

**Table of Contents**

**Where can I find the voting results of the Annual Meeting?**

The preliminary voting results may be announced at the Annual Meeting and will be promptly announced after the Annual Meeting. The final voting results will be tallied by the Inspector of Election for the Annual Meeting and announced in a Current Report on Form 8-K filed with the SEC within four business days after the final voting results are known.

**Who is paying the cost of this proxy solicitation?**

We are paying the cost of soliciting proxies. We have retained Morrow Sodali LLC to assist in soliciting proxies for a fee of \$8,000, with an additional nominal cost to solicit certain holders, plus reasonable out-of-pocket expenses. We must pay brokerage firms and other persons representing beneficial owners of Common Stock their reasonable out-of-pocket expenses incurred in forwarding proxy materials to beneficial owners who specifically request them and in obtaining voting instructions from those beneficial owners.

In addition to soliciting proxies by mail, members of our Board and our officers and employees may solicit proxies on our behalf, without additional compensation, personally or by telephone. We may also solicit proxies by email from Stockholders who are our employees or who have previously requested electronic receipt of proxy materials.

**Who can help answer my questions?**

If you have questions concerning a proposal or the Annual Meeting, if you would like additional copies of this proxy statement, please contact our Secretary at 913.696.6100 or by mail at 10990 Roe Avenue, Overland Park, Kansas, 66211. In addition, information regarding the Annual Meeting is available via the Internet at the website, [www.proxyvote.com](http://www.proxyvote.com).

**Table of Contents**

**STOCKHOLDER PROPOSALS AND DIRECTOR NOMINATIONS FOR 2020 ANNUAL MEETING**

**Stockholder Proposals**

For inclusion in the proxy materials to be distributed for the 2020 Annual Meeting pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (*Exchange Act*), a stockholder proposal must be submitted in writing and received by our Secretary on or before December 27, 2019.

The Company's Amended and Restated Bylaws (*Bylaws*) further provide that a stockholder proposal of other business that is not submitted for inclusion in the Company's proxy materials, but that a Stockholder instead wishes to present directly at the 2020 Annual Meeting, must be submitted by notice in writing and received by the Company's Secretary not fewer than 60 days nor more than 90 days prior to the date of the 2020 Annual Meeting, as provided in our Bylaws. If, however, we give fewer than 70 days' notice or prior public disclosure of the date of the 2020 Annual Meeting, then, to be timely, we must receive notice of the stockholder proposal by the 10th day following the day we provide notice of, or publicly disclose, the date of the 2020 Annual Meeting.

**Director Nominations**

The Company's Bylaws provide that Stockholders who wish to nominate qualified candidates for election to our Board must be submitted by notice in writing and received by the Company's Secretary not fewer than 14 days nor more than 50 days prior to the date of the 2020 Annual Meeting, as provided in our Bylaws. If, however, we give fewer than 21 days' notice or prior public disclosure of the date of the 2020 Annual Meeting, then, to be timely, we must receive notice of the stockholder proposal by the seventh day following the day we provide notice of, or publicly disclose, the date of the 2020 Annual Meeting. Each such notice must provide the following information about each nominee:

name, age, business address and, if known, residence address;

principal occupation or employment; and

number of shares of our stock of the Company that are owned, directly or indirectly, beneficially and of record.

Our Governance Committee uses the criteria described in *Structure and Functioning of the Board* Board Committees Governance Committee in this proxy statement when considering nominees for director, including nominees submitted by Stockholders.

As a condition for any nomination, we reserve the right to require any Stockholder nominee to complete and sign a questionnaire to provide, among other things, information about an individual's background and experience, securities ownership, independence, insider transactions and compensation.

**Additional Information for Stockholder Proposals and Director Nominations**

Any proposals or nominations described above must be delivered to the Company's Secretary at: YRC Worldwide Inc., 10990 Roe Avenue, Overland Park, Kansas 66211, Attention: Secretary. Please refer to the advance notice provisions of the Company's Bylaws for additional information and requirements regarding stockholder nominations

or other stockholder proposals.

The Company will not consider any proposal or nomination that is not timely or otherwise does not meet the Company's Bylaws and SEC requirements for submitting a proposal or nomination. The Company reserves the right to reject, rule out of order or take other appropriate action with respect to any proposal or nomination that does not comply with these and other applicable requirements.

**Table of Contents**

**COMMUNICATIONS WITH OUR BOARD**

We encourage any Stockholder who desires to communicate with our Board about the holder's views and concerns to do so by writing our Secretary at YRC Worldwide Inc., 10990 Roe Avenue, Overland Park, Kansas 66211. In general, any Stockholder communication about bona fide issues concerning the Company delivered to the Secretary for forwarding to the Board or specified member or members will be forwarded in accordance with the Stockholder's instructions.

**HOUSEHOLDING OF PROXY MATERIALS**

Some brokers, banks and other nominee record holders may participate in the practice of householding stockholder materials, such as proxy statements, information statements and annual reports. This means only one copy of the proxy materials for the Annual Meeting may have been sent to multiple Stockholders in your household. To obtain separate copies of the proxy materials for the Annual Meeting, contact our Secretary at 913.696.6100 or by mail at 10990 Roe Avenue, Overland Park, Kansas, 66211, and we will promptly deliver separate copies of these proxy materials to you. If you wish to receive separate copies of proxy materials in the future, or if you are receiving multiple copies and would like to receive a single copy for your household, you should contact your broker, bank or other nominee record holder, or, if you are a record holder of our Securities, you may contact Broadridge Financial Solutions Inc. (*Broadridge*) either by calling toll-free at 1.800.542.1061, or by writing Broadridge, Household Department, 51 Mercedes Way, Edgewood, New York 11717.

**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Based solely on our review of copies furnished to us of reports persons are required to file under Section 16(a) of the Exchange Act, we believe that for the year ended December 31, 2018 all reports required to be made by our reporting persons were timely filed in accordance with the Exchange Act.

**Table of Contents****SECURITY OWNERSHIP OF MANAGEMENT AND DIRECTORS**

The following table sets forth information with respect to the beneficial ownership of our Common Stock as of April 11, 2019 by (i) each of our named executive officers (as defined by Item 402(a)(3) of Regulation S-K)(*NEOs*), (ii) each of our directors and (iii) all of our executive officers and directors as a group. None of our NEOs, executive officers or directors beneficially own any Series A Preferred Stock. Beneficial ownership is determined in accordance with the rules of the SEC.

All of our NEOs, executive officers and directors have sole voting and dispositive power with respect to the shares of Common Stock reported below. None of the shares reported below are pledged as security or have been placed in a margin account by any executive officer or director.

The address of each beneficial owner listed in the table below is YRC Worldwide Inc., 10990 Roe Avenue, Overland Park, Kansas 66211.

<b>Name</b>	<b>Shares of Common Stock Owned as of April 11, 2019</b>	<b>Shares of Common Stock Holder has a Right to Acquire by June 10, 2019 (1)</b>	<b>Total Shares of Common Stock Beneficially Owned</b>	<b>Percentage of Common Stock Beneficially Owned (2)</b>
Darren D. Hawkins	378,290(3)		378,290(3)	1.1%
James L. Welch	346,695(4)		346,695(4)	1.0%
Stephanie D. Fisher	94,913(3)		94,913(3)	*
Justin M. Hall	83,005(3)		83,005(3)	*
Thomas J. O Connor	88,507(3)		88,507(3)	*
Scott D. Ware	74,573(3)		74,573(3)	*
Raymond J. Bromark		106,889	106,889	*
Douglas A. Carty		106,889	106,889	*
William R. Davidson		65,435	65,435	*
Matthew A. Doheny		106,889	106,889	*
Robert L. Friedman		106,889	106,889	*
James E. Hoffman		106,889	106,889	*
Michael J. Kneeland		106,889	106,889	*
Patricia M. Nazemetz		68,351	68,351	*
James F. Winestock	41,756	70,143	111,899	*
All directors and executive officers as a group (22 persons)	1,514,658(3)	845,263	2,359,921(3)	6.8%

\* Indicates less than 1% ownership.

(1) Reflects shares of Common Stock that were issuable upon the vesting of certain restricted stock units (*RSUs*), the receipt of which has been deferred pursuant to our Director Compensation Plan (as defined below) for three years from the grant date (or sooner if the director ceases to be a member of our Board) and certain RSUs for which the receipt of Common Stock has been deferred pursuant to our Director Compensation Plan or a prior director



- compensation plan until the individual ceases to be a member of our Board.
- (2) Based on 34,595,344 shares of our Common Stock issued and outstanding as of April 11, 2019. Pursuant to Exchange Act Rule 13d-3(d)(1), shares of Common Stock of which a person has the right to acquire beneficial ownership at any time by June 10, 2019 are deemed outstanding and beneficially owned by the person for the purpose of computing the number of shares and percentage beneficially owned by such person, but are not deemed outstanding for purposes of computing the percentage beneficially owned by any other person.

**Table of Contents**

- (3) Includes unvested shares of restricted Common Stock as of April 11, 2019. The holders have the sole right to vote such shares of restricted Common Stock.
- (4) Mr. Welch stepped down as CEO from the Company as of April 30, 2018 and retired on July 31, 2018. Stockholders shown are as of August 1, 2018 and may not represent Mr. Welch's current stockholdings.

**Table of Contents****SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS**

As of April 11, 2019, except as otherwise noted, the persons who, based upon their most recent filings with the SEC, beneficially owned more than five percent of our Securities were:

<b>Name &amp; Address of Beneficial Owner</b>	<b>Shares of Common Stock Beneficially Owned</b>	<b>Percentage of Common Stock Beneficially Owned(1)</b>	<b>Shares of Series A Preferred Stock Beneficially Owned</b>	<b>Percentage of Series A Preferred Stock Beneficially Owned(2)</b>
JPMorgan Chase & Co.(3) 270 Park Avenue New York, NY 10017	3,451,509	10.0%		
BlackRock, Inc.(4) 55 East 52nd Street New York, NY 10055	2,370,373	6.9%		
Russell Investments Group, Ltd.				