

YRC WORLDWIDE INC
Form S-8 POS
December 27, 2006

As filed with the Securities and Exchange Commission on December __, 2006

Registration No. 333-111499

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 2 to Form S-8 REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

YRC WORLDWIDE INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

48-0948788
(I.R.S. Employer

Identification No.)

10990 Roe Avenue

Overland Park, Kansas
(Address of Principal Executive Officer)

66211
(Zip Code)

Roadway LLC 401(k) Stock Savings Plan

(Full title of the plans)

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Daniel J. Churay

Yellow Roadway Corporation

Senior Vice President, General Counsel and Secretary

10990 Roe Avenue

Overland Park, Kansas 66211

(Name and address of agent for service)

(913) 696-6100

(Telephone number, including area code, of agent for service)

POST-EFFECTIVE AMENDMENT NO. 2

YRC Worldwide Inc. (the Registrant) is filing this post-effective amendment to the Roadway 401(k) Stock Savings Plan, Registration Statement No. 333-111499 filed on December 23, 2003 with the Securities and Exchange Commission, as previously amended by Amendment No. 1 filed on May 12, 2005, to deregister 700,000 shares of Common Stock previously registered on Registration Statement No. 333-111499.

Concurrently with the filing of this Amendment No. 2 to Registration Statement, the Registrant will file a Registration Statement on Form S-8 to register 600,000 shares for issuance related to the YRC Regional Transportation, Inc. 401(k) Retirement Plan (the YRC Regional Plan) and to register 100,000 shares for issuance related to the New Penn Motor Express, Inc. 401(k) Retirement Plan (the New Penn Plan), for a total of 700,000 shares. The Registrant will carry forward the 700,000 shares being deregistered under this Amendment No. 2 to Registration Statement on Form S-8 for the Plan.

The \$1,876.15 registration fee previously paid by the Registrant to register 700,000 shares being deregistered under this Amendment No. 2 to Registration Statement on Form S-8 for the Roadway LLC 401(k) Stock Savings Plan will be carried forward and applied to the registration fee due as a result of registering the 700,000 shares on the Registration Statement on Form S-8 for the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Overland Park, State of Kansas, on December 14, 2006.

YRC Worldwide Inc.

By: /S/ DONALD G. BARGER, JR.
Donald G. Barger, Jr.
Senior Vice President and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Donald G. Barger, Jr., Daniel J. Churay and Paul F. Liljegren, or any of them, severally, as his/her attorney-in-fact and agent, with full power of substitution and resubstitution, for him/her and in his/her name, place, and stead, in any and all capacities, to sign any and all post-effective amendments to this registration statement, and to file the same with all exhibits hereto, and all other documents in connection herewith, with the Commission, granting unto said attorney-in-fact and agent, and either of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he/she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 14th day of December, 2006.

| Signature | Title |
|--|--|
| /S/ WILLIAM D. ZOLLARS William D. Zollars | Chairman of the Board of Directors, President and Chief Executive Officer (principal executive officer) |
| /S/ DONALD G. BARGER, JR. Donald G. Barger, Jr. | Senior Vice President and Chief Financial Officer (principal financial officer) |
| /S/ PAUL F. LILJEGREN Paul F. Liljegren | Vice President, Controller and Chief Accounting Officer (principal accounting officer) |
| /S/ CASSANDRA C. CARR Cassandra C. Carr | Director |
| /S/ HOWARD M. DEAN Howard M. Dean | Director |
| /S/ DENNIS E. FOSTER Dennis E. Foster | Director |
| /S/ JOHN F. FIEDLER John F. Fiedler | Director |

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John F. Fiedler

/S/ JOHN C. MCKELVEY

Director

John C. McKelvey

/S/ PHILLIP J. MEEK

Director

Phillip J. Meek

/S/ WILLIAM L. TRUBECK

Director

William L. Trubeck

/S/ CARL W. VOGT

Director

Carl W. Vogt