

YRC WORLDWIDE INC
Form S-8
May 15, 2008

As filed with the Securities and Exchange Commission on May 15, 2008

Registration No. 333- _____

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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.)

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10990 Roe Avenue

Overland Park, Kansas
(Address of Principal Executive Offices)

66211
(Zip Code)

YRC Worldwide Inc. 2004 Long-Term Incentive and Equity Award Plan

(Full title of the plan)

Daniel J. Churay

YRC Worldwide Inc.

Executive 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)

Calculation of Registration Fee

Title of securities	Proposed maximum		Amount of
to be registered	Amount to be registered	offering price per share(1)	Proposed maximum registration fee
Common Stock, par value \$1.00 per share	3,000,000 shares (2)	\$17.33	\$51,990,000 \$2,043.21

¹ Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act of 1933, as amended, and based upon the average of the high and low sales prices of a share of YRC Worldwide Inc. (the Company) Common Stock as reported by the NASDAQ Stock Market on May 12, 2008.

² The 3,000,000 shares of Common Stock being registered are issuable under the YRC Worldwide Inc. 2004 Long-Term Incentive and Equity Award Plan, as amended (Plan), and represent an increase in the number of shares of Common Stock available for issuance under the Plan approved at the Company's most recent annual stockholders' meeting held on May 15, 2008. This Registration Statement shall also be deemed to register and cover any additional shares of Common Stock that may be issued under the Plan pursuant to the Plan's anti-dilution provisions as the result of any stock split, stock dividend or similar transaction.

PART I

ITEM 1. PLAN INFORMATION.*

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.*

* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the Securities Act) and the Note to Part I of Form S-8.

PART II