

Carlyle Holdings II GP L.L.C.

Form 4

November 18, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Carlyle Group Management L.L.C.

2. Issuer Name **and** Ticker or Trading
Symbol
Axalta Coating Systems Ltd.
[AXTA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
11/14/2014

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

C/O THE CARLYLE GROUP,
1001, PENNSYLVANIA AVE. NW,
SUITE 220 SOUTH

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

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

WASHINGTON, DC 20004-2505

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Shares	11/14/2014		S		57,500,000	D	\$ 18.53	170,311,996 I
								See footnotes (1) (2)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Edgar Filing: Carlyle Holdings II GP L.L.C. - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

Carlyle Group Management L.L.C.
C/O THE CARLYLE GROUP, 1001
PENNSYLVANIA AVE. NW, SUITE 220 SOUTH
WASHINGTON, DC 20004-2505

X

TC Group Cayman Investment Holdings, L.P.
C/O INTERTRUST CORPORATE SERVICES,
190 ELGIN AVENUE
GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005

X

TC Group Cayman Investment Holdings Sub L.P.
C/O INTERTRUST CORPORATE SERVICES
190 ELGIN AVENUE
GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005

X

CEP III Managing GP Holdings, Ltd.
C/O THE CARLYLE GROUP
2, AVENUE CHARLES DE GAULLE
LUXEMBOURG, N4 L -1653

X

CEP III Managing GP, L.P.
C/O THE CARLYLE GROUP
2, AVENUE CHARLES DE GAULLE
LUXEMBOURG, N4 L -1653

X

Carlyle Europe Partners III, L.P.
C/O THE CARLYLE GROUP
2, AVENUE CHARLES DE GAULLE
LUXEMBOURG, N4 L -1653

X

CEP III Participations, S.a.r.l. SICAR
C/O THE CARLYLE GROUP
2, AVENUE CHARLES DE GAULLE
LUXEMBOURG, N4 L -1653 X

Carlyle Group L.P.
1001 PENNSYLVANIA AVE. NW,
SUITE 220 SOUTH
WASHINGTON, DC 20004-2505 X

Carlyle Holdings II GP L.L.C.
C/O THE CARLYLE GROUP, 1001
PENNSYLVANIA AVE. NW, SUITE 220 SOUTH
WASHINGTON, DC 20004-2505 X

Carlyle Holdings II L.P.
C/O THE CARLYLE GROUP, 1001
PENNSYLVANIA AVE. NW, SUITE 220 SOUTH
WASHINGTON, DC 20004-2505 X

Signatures

Carlyle Group Management L.L.C., By: /s/ Jeremy W. Anderson, attorney-in-fact 11/18/2014
Date

--Signature of Reporting Person

The Carlyle Group L.P., By: Carlyle Group Management L.L.C., its general partner, By: /s/ Jeremy W. Anderson, attorney-in-fact 11/18/2014
Date

--Signature of Reporting Person

Carlyle Holdings II GP L.L.C., By: The Carlyle Group L.P., its managing member, By: Carlyle Group Management L.L.C., its general partner, By: /s/ Jeremy W. Anderson, attorney-in-fact 11/18/2014
Date

--Signature of Reporting Person

Carlyle Holdings II L.P., By: /s/ Jeremy W. Anderson, attorney-in-fact 11/18/2014
Date

--Signature of Reporting Person

TC Group Cayman Investment Holdings, L.P., By: Carlyle Holdings II, L.P., its general partner, By: /s/ Jeremy W. Anderson, attorney-in-fact 11/18/2014
Date

--Signature of Reporting Person

TC Group Cayman Investment Holdings Sub L.P., By: TC Group Cayman Investment Holdings, L.P., its general partner, By: Carlyle Holdings II, L.P., its general partner, By: /s/ Jeremy W. Anderson, attorney-in-fact 11/18/2014
Date

--Signature of Reporting Person

CEP III Managing GP Holdings, Ltd., Daniel D'Aniello for and on behalf of Carlyle Offshore Partners II Ltd., GP of DBD Cayman Ltd., GP of TCG Holdings Cayman II, L.P., GP of CEP III Managing GP Holdings, Ltd., By: /s/ Jeremy Anderson, attorney-in-fact 11/18/2014
Date

--Signature of Reporting Person

CEP III Managing GP, L.P., Daniel D'Aniello for and on behalf of Carlyle Offshore Partners II Ltd., GP of DBD Cayman Ltd., GP of TCG Holdings Cayman II, L.P., GP of CEP III 11/18/2014

Edgar Filing: Carlyle Holdings II GP L.L.C. - Form 4

Managing GP Holdings, Ltd., By: /s/ Jeremy Anderson, attorney-in-fact

__Signature of Reporting Person

Date

Carlyle Europe Partners III, L.P., By Daniel D'Aniello for and on behalf of CEP III Managing GP Holdings, Ltd., as general partner of CEP III Managing GP, L.P., as GP of Carlyle Europe Partners III, L.P., By: /s/ Jeremy Anderson, attorney-in-fact

11/18/2014

__Signature of Reporting Person

Date

CEP III Participations, S.a r.l. SICAR, Represented by Erica K. Herberg, as Manager and authorized representative of CEP III Managing GP Holdings, Ltd., Manager, By: /s/ Erica K. Herberg

11/18/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
- Following the reported transactions, includes: 36,241,700 shares held by Carlyle Partners V SA1 Cayman, L.P. ("CPV SA1"), 32,674,647 shares held by Carlyle Partners V SA2 Cayman, L.P. ("CPV SA2"), 33,533,083 shares held by Carlyle Partners V SA3 Cayman, L.P. ("CPV SA3"), 2,100,891 shares held by Carlyle Partners V-A Cayman, L.P. ("CPV-A"), 3,980,455 shares held by CP V Coinvestment A Cayman, L.P. ("CPV Coinvest A"), 477,868 shares held by CP V Coinvestment B Cayman, L.P. ("CPV Coinvest B"), 21,657,681 shares held by Carlyle Coatings Partners, L.P. ("CCP" and, together with CPV SA1, CPV SA2, CPV SA3, CPV-A, CPV Coinvest A and CPV Coinvest B, the "Carlyle Cayman Shareholders") and 39,645,671 shares held by CEP III Participations, S.a r.l. SICAR ("CEP III" and, together with the Carlyle Cayman Shareholders, the "Carlyle Shareholders").
- (1) Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the sole member of CP V General Partner, L.L.C. and the sole shareholder of CEP III Managing GP Holdings, Ltd. CP V General Partner, L.L.C. is the general partner of TC Group V Cayman, L.P., which is the general partner of each of the Carlyle Cayman Shareholders. CEP III Managing GP Holdings, Ltd. is the general partner of CEP III Managing GP, L.P., which is the general partner of Carlyle Europe Partners III, L.P., which is the sole shareholder of CEP III.
- (2)

Remarks:

Due to the limitations of the electronic filing system, each of CP V General Partner, L.L.C., TC Group V Cayman, L.P., Carlyle

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.