

Carlyle Holdings II GP L.L.C.
 Form 3
 November 10, 2014

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

OMB APPROVAL

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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 * Â Carlyle Group Management L.L.C. (Last) (First) (Middle) | | | 2. Date of Event Requiring Statement (Month/Day/Year) 11/10/2014 | 3. Issuer Name and Ticker or Trading Symbol Axalta Coating Systems Ltd. [AXTA] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___X___ 10% Owner ___ Officer ___ Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O THE CARLYLE GROUP, 1001,Â PENNSYLVANIA AVE. NW, SUITE 220 SOUTH (Street) | | | | | | |
| WASHINGTON,Â DCÂ 20004-2505 (City) (State) (Zip) | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) ___ Form filed by One Reporting Person ___X___ Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock | 227,811,996 | I | See Footnotes <u>(1)</u> <u>(2)</u> |

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

SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|------------------------------------|---------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|------------------------------------|---------------------------------|----------------------------------------------------------|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|---------------------|-------------------------------------------------|
|------------------|-----------------|-------|----------------------------|---------------------|-------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | 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 | ^ | ^ X | ^ | ^ |

WASHINGTON, DC 20004-2505

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 | 11/10/2014 |
| **Signature of Reporting Person | Date |
| The Carlyle Group L.P. By: Carlyle Group Management L.L.C., its general partner, By: /s/ Jeremy W. Anderson, attorney-in-fact | 11/10/2014 |
| **Signature of Reporting Person | Date |
| 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 | 11/10/2014 |
| **Signature of Reporting Person | Date |
| Carlyle Holdings II L.P., By: /s/ Jeremy W. Anderson, attorney-in-fact | 11/10/2014 |
| **Signature of Reporting Person | Date |
| TC Group Cayman Investment Holdings, L.P. By: Carlyle Holdings II, L.P., its general partner, By: /s/ Jeremy W. Anderson, attorney-in-fact | 11/10/2014 |
| **Signature of Reporting Person | Date |
| 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 | 11/10/2014 |
| **Signature of Reporting Person | Date |
| 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 | 11/10/2014 |
| **Signature of Reporting Person | Date |
| CEP III Managing GP, L.P., By Daniel D'Aniello for and on behalf of Carlyle Offshore Partners II Ltd., as GP of DBD Cayman Ltd., as GP of TCG Holdings Cayman II, L.P., as GP of CEP III Managing GP Holdings, Ltd., By: /s/ Jeremy Anderson, attorney-in-fact | 11/10/2014 |
| **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 | 11/10/2014 |
| **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 | 11/10/2014 |
| **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).

(1) Consists of 48,477,465 shares held by Carlyle Partners V SA1 Cayman, L.P. ("CPV SA1"), 43,706,120 shares held by Carlyle Partners V SA2 Cayman, L.P. ("CPV SA2"), 44,854,378 shares held by Carlyle Partners V SA3 Cayman, L.P. ("CPV SA3"), 2,810,185 shares held by Carlyle Partners V-A Cayman, L.P. ("CPV-A"), 5,324,318 shares held by CP V Coinvestment A Cayman, L.P. ("CPV Coinvest A"), 639,204 shares held by CP V Coinvestment B Cayman, L.P. ("CPV Coinvest B"), 28,969,654 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 53,030,672 shares held by CEP III Participations, S.a r.l. SICAR ("CEP III" and, together with the Carlyle Cayman Shareholders, the "Carlyle Shareholders").

(2) 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.

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Remarks:

DueÂ toÂ theÂ limitationsÂ ofÂ theÂ electronicÂ filingÂ system,Â eachÂ ofÂ CPÂ VÂ GeneralÂ Partner,Â L.L.C.,Â TCÂ

SeeÂ ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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