

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Carlyle Group Management L.L.C.</u>  (Last) (First) (Middle) <u>C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE. NW, SUITE 220 SOUTH</u>  (Street) <u>WASHINGTON DC 20004-2505</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Axalta Coating Systems Ltd. [ AXTA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/08/2015</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	04/08/2015		S		46,000,000	D	\$27.02	124,311,996	I	See footnotes <sup>(1)(2)</sup>
Common Shares	04/08/2015		S		20,000,000	D	\$28	104,311,996	I	See footnotes <sup>(1)(2)</sup>

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
Carlyle Group Management L.L.C.  
  
 (Last) (First) (Middle)  
C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE. NW, SUITE 220 SOUTH  
  
 (Street)  
WASHINGTON DC 20004-2505  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
TC Group Cayman Investment Holdings, L.P.  
  
 (Last) (First) (Middle)  
C/O INTERTRUST CORPORATE SERVICES, 190 ELGIN AVENUE  
  
 (Street)  
GEORGE TOWN, GRAND E9 KY1-9005  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TC Group Cayman Investment Holdings Sub L.P.](#)

(Last) (First) (Middle)

C/O INTERTRUST CORPORATE SERVICES  
190 ELGIN AVENUE

(Street)

GEORGE TOWN,  
GRAND E9 KY1-9005  
CAYMAN

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[CEP III Managing GP Holdings, Ltd.](#)

(Last) (First) (Middle)

C/O INTERTRUST CORPORATE SERVICES  
190 ELGIN AVENUE

(Street)

GEORGE TOWN,  
GRAND E9 KY1-9005  
CAYMAN

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[CEP III Participations, S.a.r.l. SICAR](#)

(Last) (First) (Middle)

2, AVENUE CHARLES DE GAULLE

(Street)

LUXEMBOURG N4 L -1653

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[CEP III Managing GP, L.P.](#)

(Last) (First) (Middle)

C/O THE CARLYLE GROUP  
50 LOTHIAN RD., FESTIVAL SQUARE

(Street)

EDINBURGH X0 EH3 9WJ

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Carlyle Group L.P.](#)

(Last) (First) (Middle)

1001 PENNSYLVANIA AVE. NW,  
SUITE 220 SOUTH

(Street)

WASHINGTON DC 20004-2505

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Carlyle Holdings II GP L.L.C.](#)

(Last) (First) (Middle)

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

(Street)	WASHINGTON DC	20004-2505
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Carlyle Holdings II L.P.</a>		
(Last)	(First)	(Middle)
C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE. NW, SUITE 220 SOUTH		
(Street)	WASHINGTON DC	20004-2505
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Carlyle Europe Partners III, L.P.</a>		
(Last)	(First)	(Middle)
C/O THE CARLYLE GROUP PENNSYLVANIA AVE. NW, SUITE 220 SOUTH		
(Street)	WASHINGTON DC	20004-2505
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Following the reported transactions, includes: 22,197,168 shares held by Carlyle Partners V SA1 Cayman, L.P. ("CPV SA1"), 20,012,435 shares held by Carlyle Partners V SA2 Cayman, L.P. ("CPV SA2"), 20,538,206 shares held by Carlyle Partners V SA3 Cayman, L.P. ("CPV SA3"), 1,286,745 shares held by Carlyle Partners V-A Cayman, L.P. ("CPV-A"), 2,437,933 shares held by CP V Coinvestment A Cayman, L.P. ("CPV Coinvest A"), 292,682 shares held by CP V Coinvestment B Cayman, L.P. ("CPV Coinvest B"), 13,264,808 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 24,282,019 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.

**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 Partners V SA1 Cayman, L.P., Carlyle Partners V SA2 Cayman, L.P., Carlyle Partners V SA3 Cayman, L.P., Carlyle Partners V-A Cayman, L.P., CP V Coinvestment A Cayman, L.P., CP V Coinvestment B Cayman, L.P., Carlyle Coatings Partners, L.P. are filing a separate Form 4.

[Carlyle Group Management L.L.C., By: /s/ Jeremy W. Anderson, attorney-in-fact](#) [04/10/2015](#)

[The Carlyle Group L.P., By: Carlyle Group Management L.L.C., its general partner, By: /s/ Jeremy W. Anderson, attorney-in-fact](#) [04/10/2015](#)

[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](#) [04/10/2015](#)

[Carlyle Holdings II L.P., By: /s/ Jeremy W. Anderson, attorney-in-fact](#) [04/10/2015](#)

[TC Group Cayman Investment Holdings, L.P., By: Carlyle Holdings II, L.P., its general partner, By: /s/ Jeremy W. Anderson, attorney-in-fact](#) [04/10/2015](#)

[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](#) [04/10/2015](#)

[CEP III Managing GP Holdings, Ltd., Daniel](#) [04/10/2015](#)

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  
  
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 04/10/2015  
Holdings Cayman II, L.P., GP  
of CEP III Managing GP  
Holdings, Ltd., By: /s/ Jeremy  
Anderson, attorney-in-fact  
  
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 04/10/2015  
Managing GP, L.P., as GP of  
Carlyle Europe Partners III,  
L.P., By: /s/ Jeremy Anderson,  
attorney-in-fact  
  
CEP III Participations, S.a r.l.  
SICAR, Represented by Erica  
K. Herberg, as Manager and  
authorized representative of 04/10/2015  
CEP III Managing GP  
Holdings, Ltd., Manager, By:  
/s/ Erica K. Herberg  
  
 \*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**