FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB A	<b>PPF</b>	ROVAL
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OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

## 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

Name and Address of Reporting Person*     CP V General Partner, 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)				
Cr v General Partilet, L.L.C.	<u> </u>	Director X 10% Owner				
		Officer (give title Other (specify				
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	below) below)				
THE CARLYLE GROUP	05/31/2016					
1001 PENNSYLVANIA AVE. NW, SUITE 220 S.						
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
WASHINGTON DC 20004-2505		Form filed by One Reporting Person				
WASHINGTON DC 20004-2505		X Form filed by More than One Reporting Person				
(City) (State) (7in)						
(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)	Code (Ir	ransaction ode (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)  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	(Instr. 3 and 4)		(iiisu. 4)
Common Shares	05/31/2016	S		25,000,000	D	\$27.93	44,811,996	I	See footnote <sup>(1)</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)	Execution Date,		Transaction Derivative Securities		(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	Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		

				Code	v
1. Name and Address of CP V General P		•			
(Last)	(Firs	t)	(Middle)		_
THE CARLYLE G	ROUP				
1001 PENNSYLVA	ANIA AV	/E. NW, SUITE	220 S.		
(Street) WASHINGTON	DC		20004-2505		_
(City)	(Stat	e)	(Zip)		
C/O INTERTRUST	(Firs	t)	(Middle)		_
(Street) GEORGE TOWN, GRAND CAYMA	N E9		KY1-9005		
(City)	(Stat	e)	(Zip)		
1. Name and Address of Carlyle Partners		•	. <u>P.</u>		
(Last)	(Firs	t)	(Middle)		
C/O INTERTRUST 190 ELGIN AVEN		ORATE SERVIO	CES		
(Street)					_

City)	(State)	(Zip)
Name and Address of R Carlyle Partners V		<u>an, L.P.</u>
Last)	(First)	(Middle)
C/O INTERTRUST C 90 ELGIN AVENUE		ERVICES
Street) GEORGE TOWN, GRAND CAYMAN	E9	KY1-9005
City)	(State)	(Zip)
. Name and Address of R Carlyle Partners \		an, L.P.
Last)	(First)	(Middle)
C/O INTERTRUST C		ERVICES
Street) GEORGE TOWN, GRAND CAYMAN	E9	KY1-9005
City)	(State)	(Zip)
. Name and Address of R Carlyle Partners V		<u>L.P.</u>
Last) C/O INTERTRUST C 190 ELGIN AVENUE		(Middle) ERVICES,
Street) GEORGE TOWN, GRAND CAYMAN,	E9	KY1-9005
City)	(State)	(Zip)
. Name and Address of R CP V Coinvestme	. •	<u>1, LP</u>
Last) C/O INTERTRUST C 190 ELGIN AVENUE		(Middle) ERVICES
Street) GEORGE TOWN, GRAND CAYMAN	E9	KY1-9005
City)	(State)	(Zip)
. Name and Address of R		<u>1, LP</u>
Last) C/O INTERTRUST C 190 ELGIN AVENUE		(Middle) ERVICES
Street) GEORGE TOWN, GRAND CAYMAN	E9	KY1-9005

(Last)	(First)	(Middle)
C/O INTERTRUST O	CORPORATE SERVICE	ES
190 ELGIN AVENUI	Ξ	
(Street) GEORGE TOWN, GRAND CAYMAN	E9	KY1-9005
(City)	(State)	(Zip)

#### **Explanation of Responses:**

- Laplanatori of responses.

  1. Following the reported transactions, includes: 9,535,809 shares held by Carlyle Partners V SA1 Cayman, L.P. ("CPV SA1"), 8,597,258 shares held by Carlyle Partners V SA2 Cayman, L.P. ("CPV SA2"), 8,823,128 shares held by Carlyle Partners V SA3 Cayman, L.P. ("CPV SA3"), 552,780 shares held by Carlyle Partners V-A Cayman, L.P. ("CPV-A"), 1,047,326 shares held by CP V Coinvestment A Cayman, L.P. ("CPV Coinvest A"), 125,735 shares held by CP V Coinvestment B Cayman, L.P. ("CPV Coinvest B"), 5,698,506 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 10,431,454 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 L.P., 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, 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 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 CEP III Managing GP Holdings, Ltd. is the general partner of CEP III Managing GP Holdings, Ltd. is the general partner of CEP III Managing GP Holdings, Ltd. is the general partner of CEP III Managing GP Holdings, Ltd. is the general partner of CEP III Managing GP Holdings, Ltd. is the general partner of CEP III Managing GP Holdings, Ltd. is the general partner of CEP III Managing GP Holdings, Ltd. is the general partner of CEP III Managing GP Holdings, Ltd. is the general partner of CEP III Managing GP Holdings, Ltd. is the general partner of CEP III Managing GP Holdings, Ltd. is the general partner of CEP III Managing GP Holdings, Ltd. is the general partner of CEP III Managing GP Holdings, Ltd. is the general partner of CEP III Managing GP Holdings, Ltd. is the general partner of CEP III Managing GP Holdings, Ltd. is the general partner of CEP III Managing GP Holdings, Ltd. is the general partner of CEP III Managing GP Holdings, Ltd. is the general partner of CEP III Managing GP Holdings II Managing GP Holdings

### Remarks:

Due to the limitations of the electronic filing system, each of Carlyle Group Management L.L.C., The Carlyle Group L.P., Carlyle Holdings II GP L.L.C., Carlyle Holdings II L.P., TC Group Cayman Investment Holdings Sub L.P., CEP III Managing GP Holdings, Ltd., CEP III Managing GP, L.P., Carlyle Europe Partners III, L.P., CEP III Participations, S.a r.l. SICAR are filing a separate Form 4.

CP V General Partner, L.L.C. By: /s/ Jeremy W. Anderson, Authorized Signatory	06/02/2016
TC Group V Cayman, L.P. By: CP V General Partner, L.L.C, its general partner By: /s/ Jeremy W. Anderson, Authorized Signatory	06/02/2016
Carlyle Partners V SA1 Cayman, L.P. By: TC Group V Cayman, L.P., its general partner By: CP V General Partner, L.L.C, its general partner By: /s/ Jeremy W. Anderson, Authorized Signatory	06/02/2016
Carlyle Partners V SA2 Cayman, L.P. By; TC Group V Cayman, L.P., its general partner By; CP V General Partner, L.L.C, its general partner By; /s/ Jeremy W. Anderson, Authorized Signatory	06/02/2016
Carlyle Partners V SA3 Cayman, L.P. By: TC Group V Cayman, L.P., its general partner By: CP V General Partner, L.L.C, its general partner By: /s/ Jeremy W. Anderson, Authorized Signatory	06/02/2016
Carlyle Partners V-A Cayman, L.P. By: TC Group V Cayman, L.P., its general partner By: CP V General Partner, L.L.C, its general partner By: /s/ Jeremy W. Anderson, Authorized Signatory	06/02/2016
CP V Coinvestment A Cayman, L.P. By; TC Group V Cayman, L.P., its general partner By; CP V General Partner, L.L.C, its general partner By; /s/ Jeremy W. Anderson, Authorized Signatory	06/02/2016
CP V Coinvestment B Cayman, L.P. By: TC Group V Cayman, L.P., its general partner By: CP V General Partner, L.L.C, its general partner By: /s/ Jeremy W, Anderson, Authorized Signatory	06/02/2016
Carlyle Coatings Partners, L.P. By: TC Group V Cayman, L.P., its general partner By: CP V General Partner, L.L.C, its general partner By: /s/ Jeremy W. Anderson, Authorized Signatory	06/02/2016
** Signature of Reporting Person	Date

CP V General Partner, L.L.C. By:

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.