

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
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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

1. Name and Address of Reporting Person* <u>CP V General Partner, L.L.C.</u>			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) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/31/2016</u>			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>		
THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220 S.			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	05/31/2016		S		25,000,000	D	\$27.93	44,811,996	I	See footnote ⁽¹⁾ (2)

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 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)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
CP V General Partner, L.L.C.

(Last) (First) (Middle)
THE CARLYLE GROUP
1001 PENNSYLVANIA AVE. NW, SUITE 220 S.

(Street)
WASHINGTON DC 20004-2505

(City) (State) (Zip)

1. Name and Address of Reporting Person*
TC Group V Cayman, L.P.

(Last) (First) (Middle)
C/O INTERTRUST CORPORATE SERVICES
190 ELGIN AVENUE

(Street)
GEORGE TOWN, GRAND CAYMAN E9 KY1-9005

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Carlisle Partners V SA1 Cayman, L.P.

(Last) (First) (Middle)
C/O INTERTRUST CORPORATE SERVICES
190 ELGIN AVENUE

(Street)

GEORGE TOWN, E9 KY1-9005
GRAND CAYMAN

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Carlyle Partners V SA2 Cayman, L.P.](#)

(Last) (First) (Middle)

C/O INTERTRUST CORPORATE SERVICES
190 ELGIN AVENUE

(Street)

GEORGE TOWN, E9 KY1-9005
GRAND CAYMAN

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Carlyle Partners V SA3 Cayman, L.P.](#)

(Last) (First) (Middle)

C/O INTERTRUST CORPORATE SERVICES
190 ELGIN AVENUE

(Street)

GEORGE TOWN, E9 KY1-9005
GRAND CAYMAN

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Carlyle Partners V-A Cayman, L.P.](#)

(Last) (First) (Middle)

C/O INTERTRUST CORPORATE SERVICES,
190 ELGIN AVENUE,

(Street)

GEORGE TOWN, E9 KY1-9005
GRAND CAYMAN,

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CP V Coinvestment A Cayman, LP](#)

(Last) (First) (Middle)

C/O INTERTRUST CORPORATE SERVICES
190 ELGIN AVENUE

(Street)

GEORGE TOWN, E9 KY1-9005
GRAND CAYMAN

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CP V Coinvestment B Cayman, LP](#)

(Last) (First) (Middle)

C/O INTERTRUST CORPORATE SERVICES
190 ELGIN AVENUE

(Street)

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GRAND CAYMAN

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Carlyle Coatings Partners, L.P.](#)

