
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported) May 20, 2015

AXALTA COATING SYSTEMS LTD.

(Exact name of registrant as specified in its charter)

**Bermuda
(State or other jurisdiction
of incorporation)**

**001-36733
(Commission
File Number)**

**98-1073028
(IRS Employer
Identification No.)**

**Two Commerce Square, 2001 Market Street, Suite 3600, Philadelphia, Pennsylvania 19103
(Address of principal executive offices) (Zip Code)**

**(855) 547-1461
Registrant's telephone number, including area code**

**Not Applicable
(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 7.01 Regulation FD Disclosure.

On May 20, 2015, Axalta Coating Systems Ltd. (“Axalta”) will present at the Goldman Sachs Basic Materials Conference. The Company has posted the presentation slides to the Company’s Investor Relations website. A copy of the presentation materials is furnished hereto as Exhibit 99.1.

The information contained herein and in the accompanying exhibits shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

In the presentation slides and prepared remarks during the Goldman Sachs Basic Materials Conference, Axalta presents, and will present, certain non-GAAP financial measures. Axalta management believes that presenting these non-GAAP financial measures provides meaningful information to investors in understanding operating results and may enhance investors’ ability to analyze financial and business trends. In addition, Axalta management believes that these non-GAAP financial measures allow investors to compare period to period more easily by excluding items that could have a disproportionately negative or positive impact on results in any particular period. Non-GAAP measures are not a substitute for GAAP measures and should be considered together with the GAAP financial measures. As calculated, our non-GAAP financial measures may not be comparable to other similarly titled measures of other companies.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Axalta Investor Presentation

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AXALTA COATING SYSTEMS LTD.

Registrant

Date: May 20, 2015

By: /s/ Robert W. Bryant

Robert W. Bryant

Executive Vice President & Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Axalta Investor Presentation



Axalta Investor Presentation

May 20, 2015

Notice Regarding Forward Looking Statements, Non-GAAP Financial Measures and Defined Terms



Forward-Looking Statements

This presentation and the oral remarks made in connection herewith may contain “forward-looking statements” within the meaning of the U.S. Private Securities Litigation Reform Act of 1995, including those relating to 2015 net sales, Adjusted EBITDA, tax rate, capital expenditures, plant expansions and net working capital. Any forward-looking statements involve risks, uncertainties and assumptions. These statements often include words such as “believe,” “expect,” “anticipate,” “intend,” “plan,” “estimate,” “target,” “project,” “forecast,” “seek,” “will,” “may,” “should,” “could,” “would,” or similar expressions. These statements are based on certain assumptions that we have made in light of our experience in the industry and our perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate under the circumstances as of the date hereof. Although we believe that the assumptions and analysis underlying these statements are reasonable as of the date hereof, investors are cautioned not to place undue reliance on these statements. We do not have any obligation to and do not intend to update any forward-looking statements included herein, which speak only as of the date hereof. You should understand that these statements are not guarantees of future performance or results. Actual results could differ materially from those described in any forward-looking statements contained herein or the oral remarks made in connection herewith as a result of a variety of factors, including known and unknown risks and uncertainties, many of which are beyond our control.

Non-GAAP Financial Measures

The historical financial information included in this presentation includes financial information that is not presented in accordance with generally accepted accounting principles in the United States (“GAAP”), including EBITDA, Adjusted EBITDA and Net Debt. Management uses these non-GAAP financial measures in the analysis of our financial and operating performance because they assist in the evaluation of underlying trends in our business. Our use of the terms EBITDA, Adjusted EBITDA and Net Debt may differ from that of others in our industry. EBITDA and Adjusted EBITDA should not be considered as alternatives to net income (loss), operating income or any other performance measures derived in accordance with GAAP as measures of operating performance or operating cash flows or as measures of liquidity. EBITDA, Adjusted EBITDA and Net Debt have important limitations as analytical tools and should be considered in conjunction with, and not as substitutes for, our results as reported under GAAP. This presentation includes a reconciliation of certain non-GAAP financial measures with the most directly comparable financial measures calculated in accordance with GAAP.

Defined Terms

All capitalized terms contained within this presentation have been previously defined in our filings with the United States Securities and Exchange Commission.

Axalta – A Global Leader in Coatings



Net Sales¹

\$4,362 million

Adjusted EBITDA^{1,2}

\$841 million

Adjusted EBITDA Margin²

19.3%

Segments	Performance Coatings 59% of Net Sales 21% Adjusted EBITDA Margin		Transportation Coatings 41% of Net Sales 16% Adjusted EBITDA Margin	
End-Markets	Refinish Net Sales: \$1,851 million (42% of Net Sales)	Industrial Net Sales: \$734 million (17% of Net Sales)	Light Vehicle Net Sales: \$1,385 million (32% of Net Sales)	Commercial Vehicle Net Sales: \$392 million (9% of Net Sales)
Focus Areas	Body Shops	Electrical Insulation, Architectural, General Industrial	Light Vehicle / Automotive OEMs	Heavy Duty Truck, Bus, Rail, Agriculture & Construction OEMs
Key Customers				

1. Financials for FY 2014.

2. Adjusted EBITDA reconciliation can be found in the Appendix of this presentation.

Investment Highlights



1 Global Market Leader in an Attractive Industry

2 Sustainable Competitive Advantages

3 Technology Leader

4 Profitable Growth Initiatives

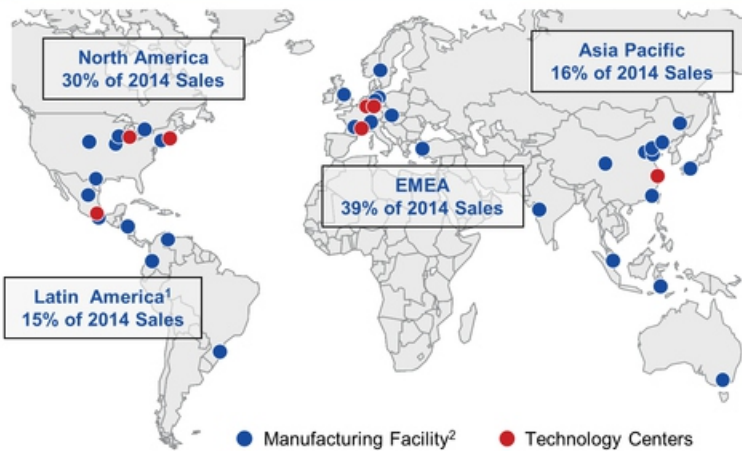
5 Strong Financial Profile



1 Global Market Leader in an Attractive Industry



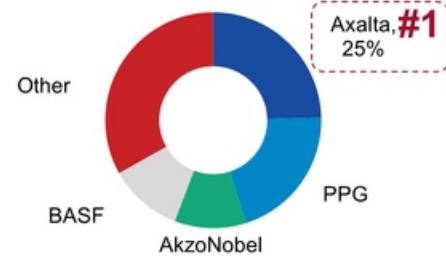
Axalta's Global Scale



- 35 manufacturing facilities, 45 customer training centers and 7 technology centers
- ~12,600 employees, serving customers locally in over 130 countries

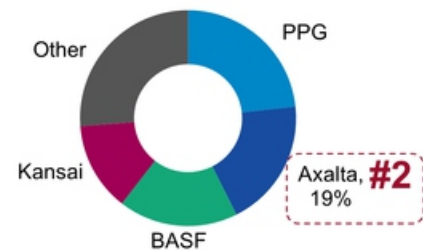
Leading Global Market Positions

Performance Coatings: Refinish



Source: Orr & Boss and Management estimates.

Transportation Coatings: Light Vehicle



Source: Orr & Boss and Management estimates.

Premier Coatings Business with ~90% of Sales Generated in Markets Where Axalta Holds #1 or #2 Global Market Position

1. Mexico is included in Latin America throughout the presentation.
2. Includes nine joint venture manufacturing facilities.

1 Global Market Leader in an Attractive Industry



Our Coatings are Critical to Look & Durability,
at a Relatively Low Cost



Refinish: 5%-10% of total
repair cost



**Light & Commercial
Vehicle:** <1% of a new
vehicle's cost

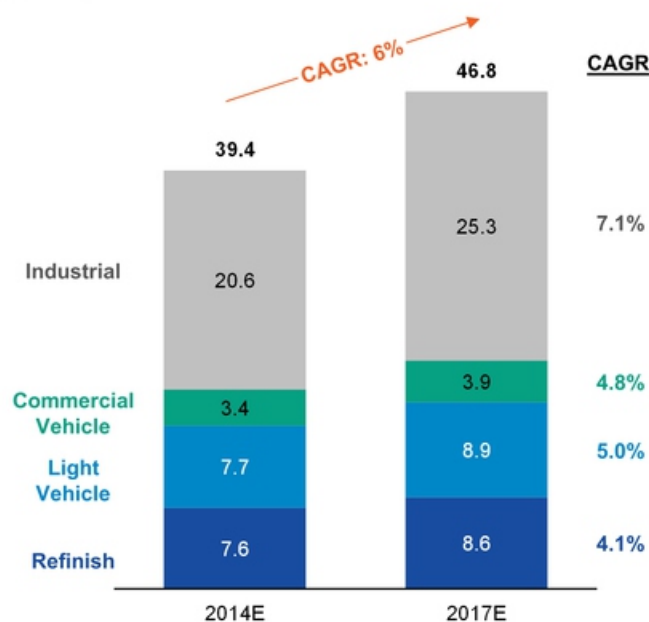


Industrial: Critical to
function and durability

Strong Coatings Growth Outlook

Coatings Industry Sales

(\$ in Billions)



Source: Orr & Boss.

Compelling Value Proposition Driven by Strong Underlying Market Growth

Axalta Coating Systems






2 Sustainable Competitive Advantages



Differentiated Franchise with Global Scale

3 Technology Leader



Industry Trends	Axalta Technologies
Government Regulation: VOC Limits	<ul style="list-style-type: none"> Complete VOC-Compliant Portfolio for Refinish and OEM Both low-VOC compliant waterborne and solventborne technologies 
Continuous Cost Reduction by OEMs	<ul style="list-style-type: none"> 3-Wet and Eco-Concept processes enable OEMs to reduce capital, footprint, headcount and energy 
OEM Light-Weighting of Vehicles	<ul style="list-style-type: none"> Broad substrate applicability for next generation materials (e.g., carbon fiber, aluminum and composites) 
Growth in Multi-Shop Operators ("MSO")	<ul style="list-style-type: none"> Waterborne technology improves productivity critical to MSOs 
More Complex Colors	<ul style="list-style-type: none"> Integration with OEMs grows color library Advanced Color Matching Technologies critical to body shop supplier selection 

Broad Technology Portfolio Well-Positioned to Benefit from Industry Trends

4 Profitable Growth Initiatives

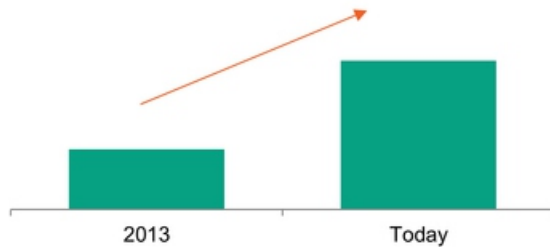


4 Visible Growth Supported by New Contract Wins



Refinish

Axalta MSO Market Share



Source: Management estimates

- Axalta is driving market share gains by partnering with key industry consolidators
- Our value proposition is strong with all levels in the refinish market

Light Vehicle New Wins



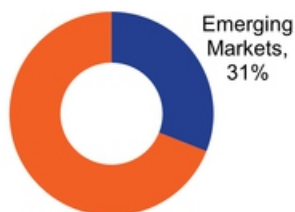
Strong Momentum Driven by Customer-Centric Approach

Axalta Coating Systems

4 Accelerating Growth in Emerging Markets



Axalta 2014 Net Sales



Emerging Market Growth

Coatings Market
(\$ Billions)



Source: Orr & Boss.

Significant Opportunity

- Rapid growth of middle-class in emerging economies
- Increased vehicle penetration
- Expansion of car parc
- Elevated collision rates vs. developed markets

China Example

Light Vehicles, Per 1,000 People



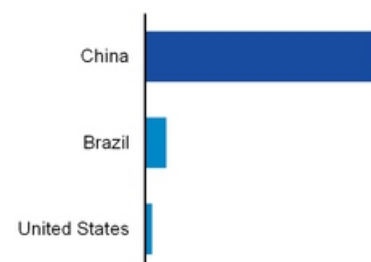
Source: LMC Automotive and World Bank (2013).

China Car Parc (thousands)



Source: LMC Automotive.

Damaged Vehicles Per 1M km Driven (2011)



Source: Management estimates.

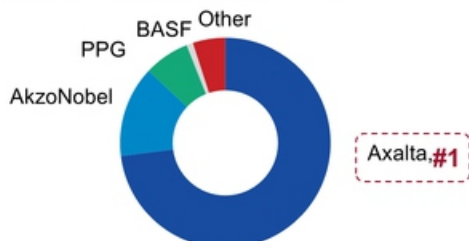
Significant Emerging Markets Growth Opportunity Across Axalta's End-Markets

4 Globalizing Existing Products to Reach Underserved Markets



Heavy Duty Truck

North American Heavy Duty Truck Market

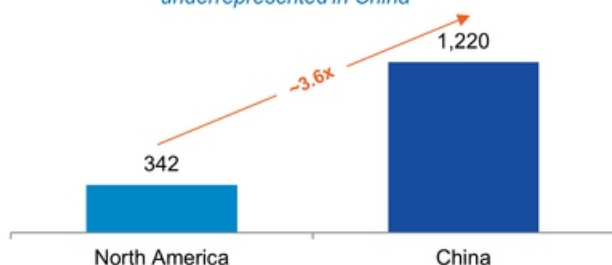


Source: Orr & Boss.

Heavy Duty Truck Production

(Vehicles in Thousands)

Axalta leads in North America, but remains underrepresented in China



Source: LMC Automotive.

Industrial



Electrical Insulation



Powder Coatings



Coil

- Strong product portfolio in powder, water and e-coat
- Leveraging existing technology and enhanced sales organization to gain additional share
- Implemented global end market business structure to capitalize on opportunities

Meaningful Growth Opportunities from Leveraging Existing Product Portfolio in Underserved Markets and Geographies

Axalta Coating Systems

4 Cost Initiatives to Enhance Profitability



2013  2017


Initial Carve-Out Actions:

- Globalize Procurement Organization
- Eliminate Stranded Costs

Fit For Growth (Europe): \$100 million targeted savings

- Wage & benefit restructuring
- Rationalize manufacturing and logistics, invest in automation
- Right-size staffing levels

Axalta Way: \$100 million targeted savings

- Axalta's permanent business process for continuous improvement
 - Implement Lean tools to enhance productivity and improve ROIC
 - Near-term opportunities in commercial excellence, procurement, SG&A cost reduction
- 

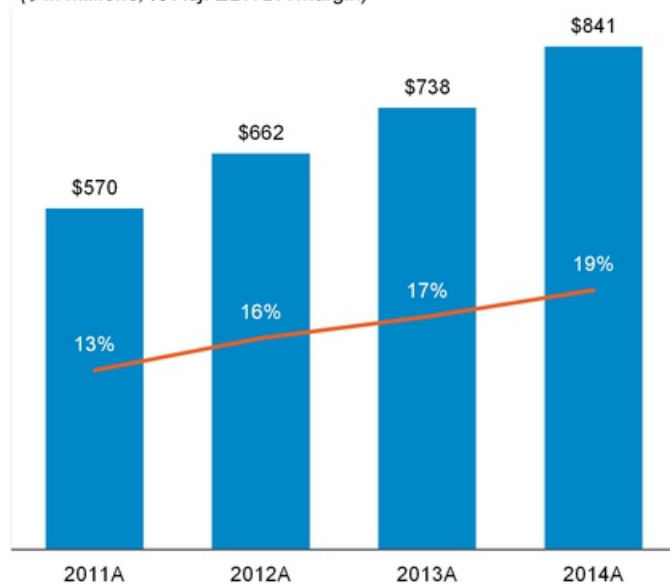
Operating Initiatives Expected To Enhance Profit Over 3 Years

5 Strong Financial Profile



Strong Improvement in Adj. EBITDA¹

(\$ in Millions, % Adj. EBITDA margin)



Net Leverage

(Net Debt / Adj. EBITDA)



Our Actions to Date Have Resulted in a Robust Financial Profile

Source: Company filings and presentations.

Note: Our pro forma Adjusted EBITDA for the year ended 12/31/2013 combine predecessor period from January 1, 2013 to January 31, 2013 and successor period ended December 31, 2013.

Axalta Coating Systems

Strong Earnings Momentum with Potential Upside



Future

Attractive Potential Upside

- ▲ Bolt-on acquisitions
- ▲ Partnerships
- ▲ Consolidation opportunities

Ongoing Initiatives





Financial Overview



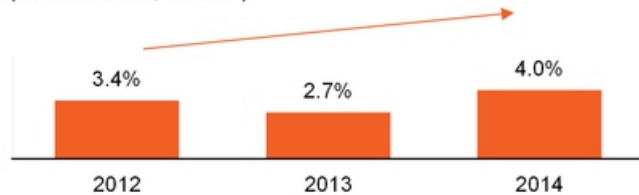
Strong Performance With Future Upside



Axalta's Achievements To Date

Robust Net Sales Growth

(YoY Net Sales, Excl. FX)



Solid Adjusted EBITDA Growth

(Adj. EBITDA, \$ Millions)



Key Observations

- **Positioned for solid long-term growth**
 - Multiple top-line and bottom-line growth opportunities
 - Continued product extension, emerging market share gains, globalization initiatives
 - Ramping new business wins a key driver
- **Strong, sustainable margins**
 - Diverse global revenue base
 - Compelling coatings value proposition
 - Attractive industry dynamics

Building a Track Record of Strong Profitable Growth

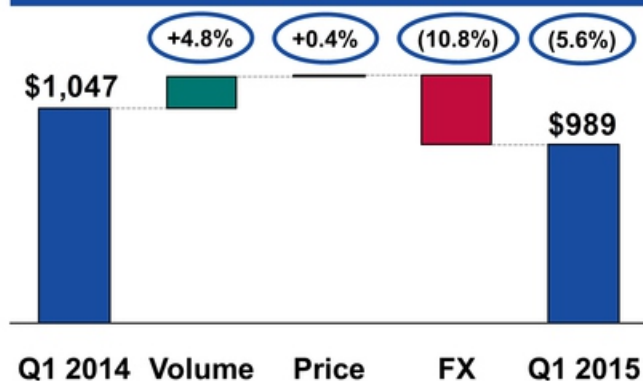
Q1 2015 Consolidated Results



Financial Performance

(\$ in millions)	Q1		% Change	
	2015	2014	Incl. F/X	Excl. F/X
Performance	557	616	(9.6%)	2.5%
Transportation	432	431	0.2%	9.1%
Net Sales	989	1,047	(5.6%)	5.2%
Adjusted EBITDA	182	187	(2.5%)	
% margin	18.4%	17.8%		

Net Sales Variance



Commentary

Net sales increased 5.2% excluding currency

- Volume growth led by North America and Asia-Pacific
- Moderate price increases in select regions
- 10.8% unfavorable currency impact

Adjusted EBITDA margin up 60 bps

- Improvement driven by volume growth and cost reduction initiatives
- Dividend to Industrial JV partner and unabsorbed overhead associated with Jiading, China startup negatively impacted Q1 by \$4 million

Full Year 2015 Guidance



- **Net Sales Growth: + 5-7% excluding F/X; flat to slightly down on an as-reported basis**
 - Growth across all regions and end-markets, excluding F/X impact, which is a significant headwind, though primarily translational with production and sales fairly balanced by region
 - Performance Coatings Drivers: Increased volumes, selective price increases
 - Transportation Coatings Drivers: Light Vehicle ramp from recent “wins”; continued strong truck production
- **Adjusted EBITDA: \$860-900 million**
 - Adjusted EBITDA margin of approximately 20%
 - Drivers: Ramping sales growth and savings from our optimization initiatives
 - 2H 2015 ramps with new capacity coming online to serve Light Vehicle plant wins
- **Tax Rate: Normalized effective @ 27-29%**
- **CapEx: \$150 million, ~60% for growth & productivity projects**
- **Net working capital: 13-15% of net sales, excluding previously expensed transition-related items**



Appendix A: Segment Overviews

Confidential

A large, abstract blue graphic on the right side of the page, consisting of several overlapping, curved shapes that create a sense of depth and movement. The colors range from a deep navy blue to a lighter, almost white blue at the edges.

Refinish Market Overview

Performance Coatings

Transportation Coatings

Refinish

Industrial

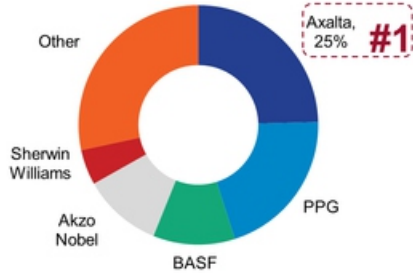
Light Vehicle

Commercial Vehicle



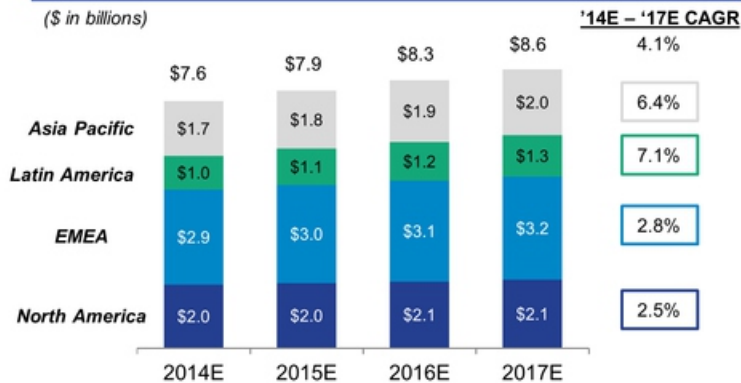
Global Share Position

2013 Refinish Industry Sales: \$7.3 billion



Projected Industry Sales

(\$ in billions)

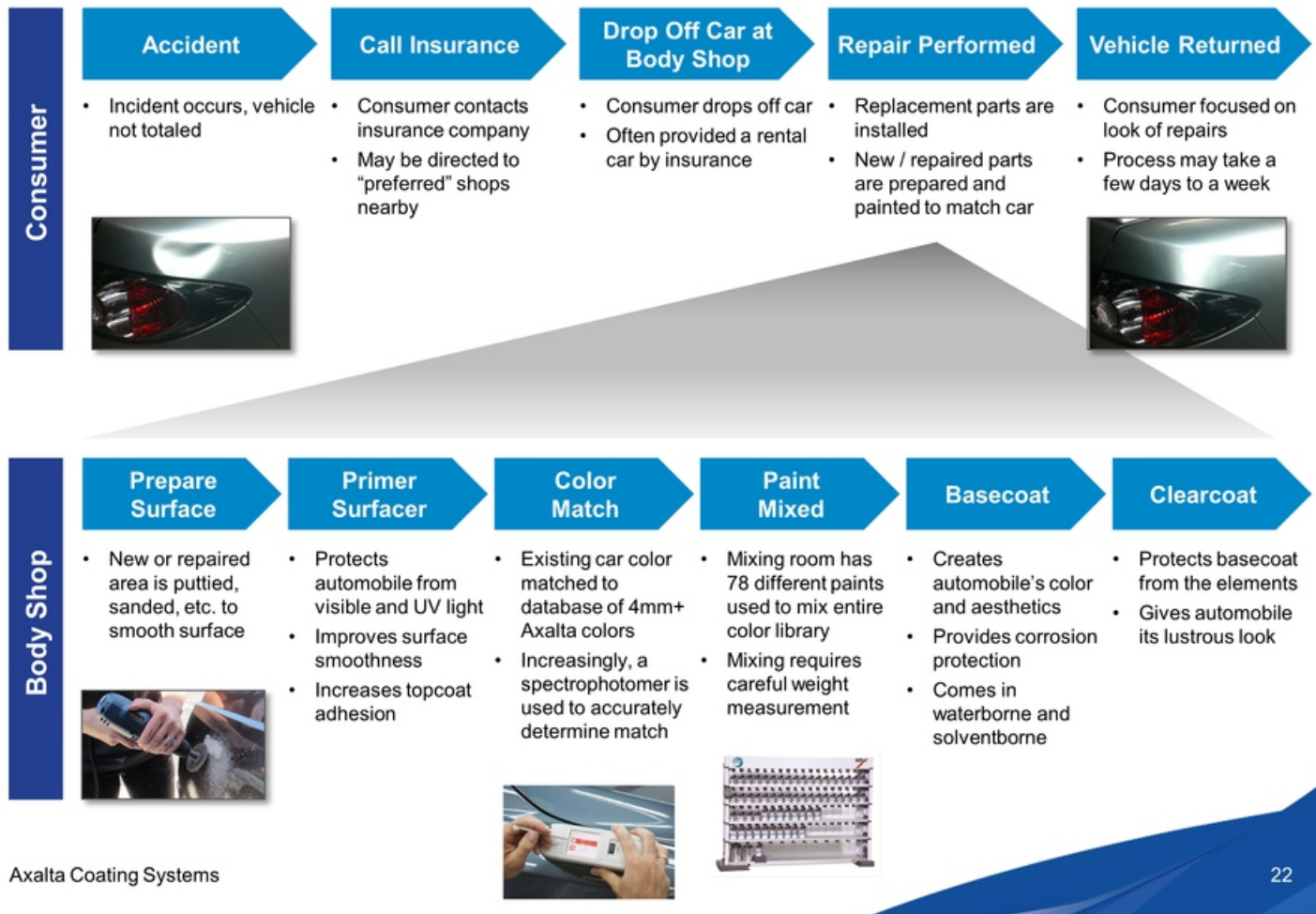


Source: Orr & Boss
Axalta Coating Systems

Key Trends

- **Volume drivers: Size of car parc, miles driven, resulting collisions**
 - Global car parc to grow from 1,019 M to 1,176 M cars from 2013-17E, with significant growth in China
- **Industry structure & technological improvements enable annual price increases in most markets**
 - Fragmented distribution / body shop base
 - Paint is a small portion of total repair cost but key to vehicle appearance
 - Loyalty to brand by sprayers can help retention
- **Focus on technology & metrics to increase body shop productivity**
 - Newer coatings reduce spray and drying times, reducing repair cycle times
- **Increasing environmental regulation**
 - EU, North America lead in adopting regulations restricting volatile organic compounds (VOCs); other geographies following over time

Refinish Process



Axalta Coating Systems

Industrial Market

Performance Coatings

Transportation Coatings

Refinish

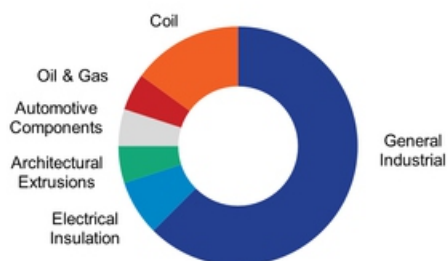
Industrial

Light Vehicle

Commercial Vehicle



Industrial Applications



Projected Industry Sales

(\$ in billions)

'14E - '17E CAGR



Source: Orr & Boss

Axalta Coating Systems

Key Trends

- **Growth drivers: Global GDP, strong China growth**
 - Approximately 50% of industrial coatings are consumed in China. Growth is expected at 7.5%+
 - Architectural market seeing steady growth globally
- **Supplier consolidation**
 - Local/regional players consolidate as major global suppliers expand their footprint
- **Technology innovation**
 - Environmentally sustainable product demand
 - Product / application technology to drive productivity
 - Corrosion resistant coatings demand
 - Innovative and vibrant color choice demand
- **Globalization of customers**
 - Expectation of local products that meet global specifications and consistency
- **Energy market driven by global infrastructure growth**
 - Temperature resistant coatings for deep well extraction, pipeline projects driving new coatings applications
 - Electrical insulation products driven by increased generation and transmission, electrification in transportation, wind power generation

Light Vehicle Market

Performance Coatings

Transportation Coatings

Refinish

Industrial

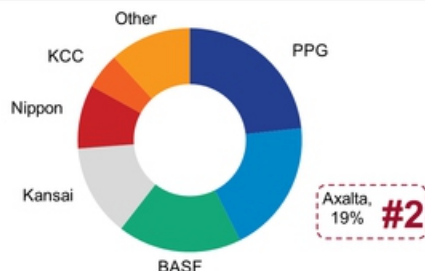
Light Vehicle

Commercial Vehicle



Global Share Position

2013 Light Vehicle Industry Sales: \$7.3 billion



Projected Industry Sales

(\$ in billions)

'14E – '17E CAGR



Source: Orr & Boss

Axalta Coating Systems

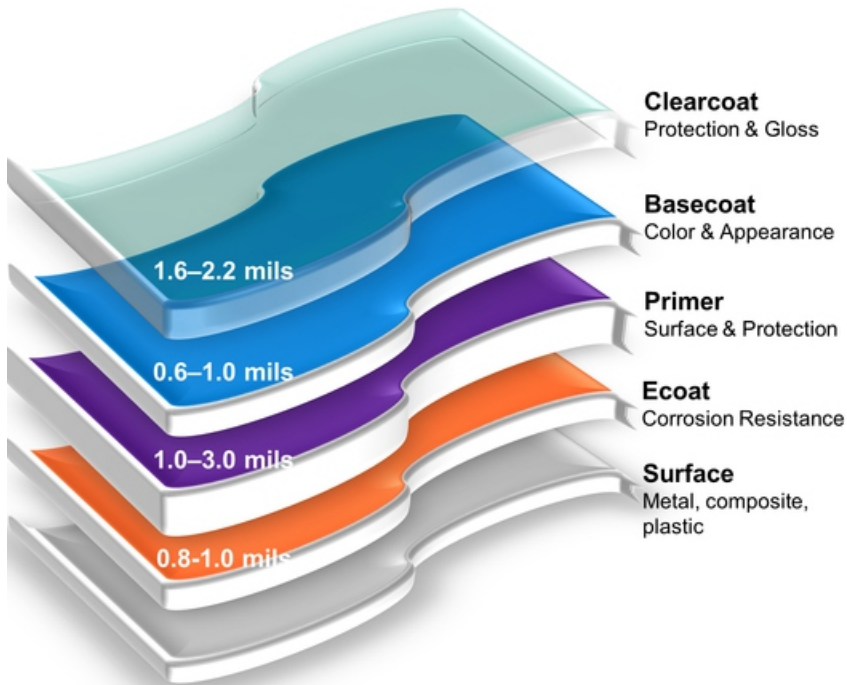
Key Trends

- **Industry Growth**
 - Vehicle builds expected to grow 3-4% annually
 - Asia Pacific and Latin America have most growth potential
- **Globalization**
 - Global expansion with common product specifications and processes
 - Standardization of color development for global vehicle platforms
- **Product Performance**
 - Final top coat appearance key priority in customer requirements / specification
 - Increasing differentiation with color range and specific effects
- **OEM Supply Base Expectations**
 - Improved productivity and higher first run quality
 - Reduced paint shop footprint / energy consumption
- **Regulations**
 - CAFÉ and CO2 regulations drive need for vehicle light weighting and material changes
 - VOC and REACH type regulations

Light Vehicle Products and Process



Layers on a Vehicle



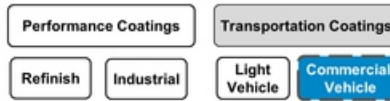
Vehicle Coating Process

- Capital intensive process
- Large energy & environmental footprint
- Incoming raw material converted to finished product on-site
- Process prone to rework & finesse

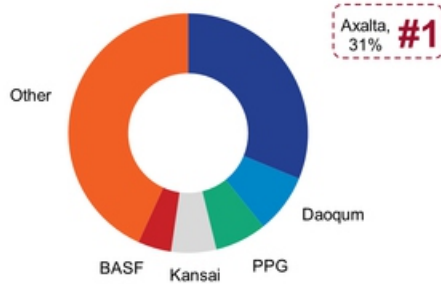
Key Products & Processes

- Aqua EC high throw E-Coat
- 3-Wet & 2-Wet WB/SB and Eco-Concept application systems
- Global WB basecoat platform
- Gen IV / Gen V etch-resistant clearcoat
- SuperMar / ImronES urethane clearcoat

Commercial Vehicle Market



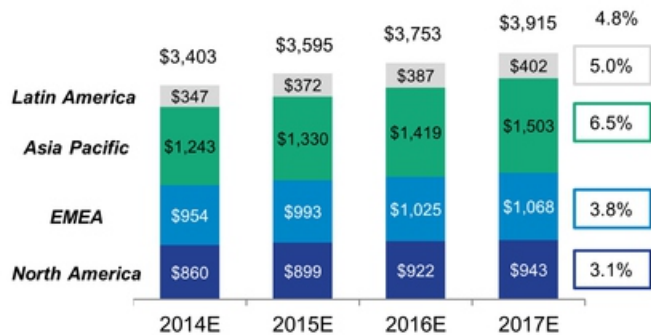
Global HDT & Bus Share Position



Projected Industry Sales

(\$ in millions)

'14E – '17E CAGR

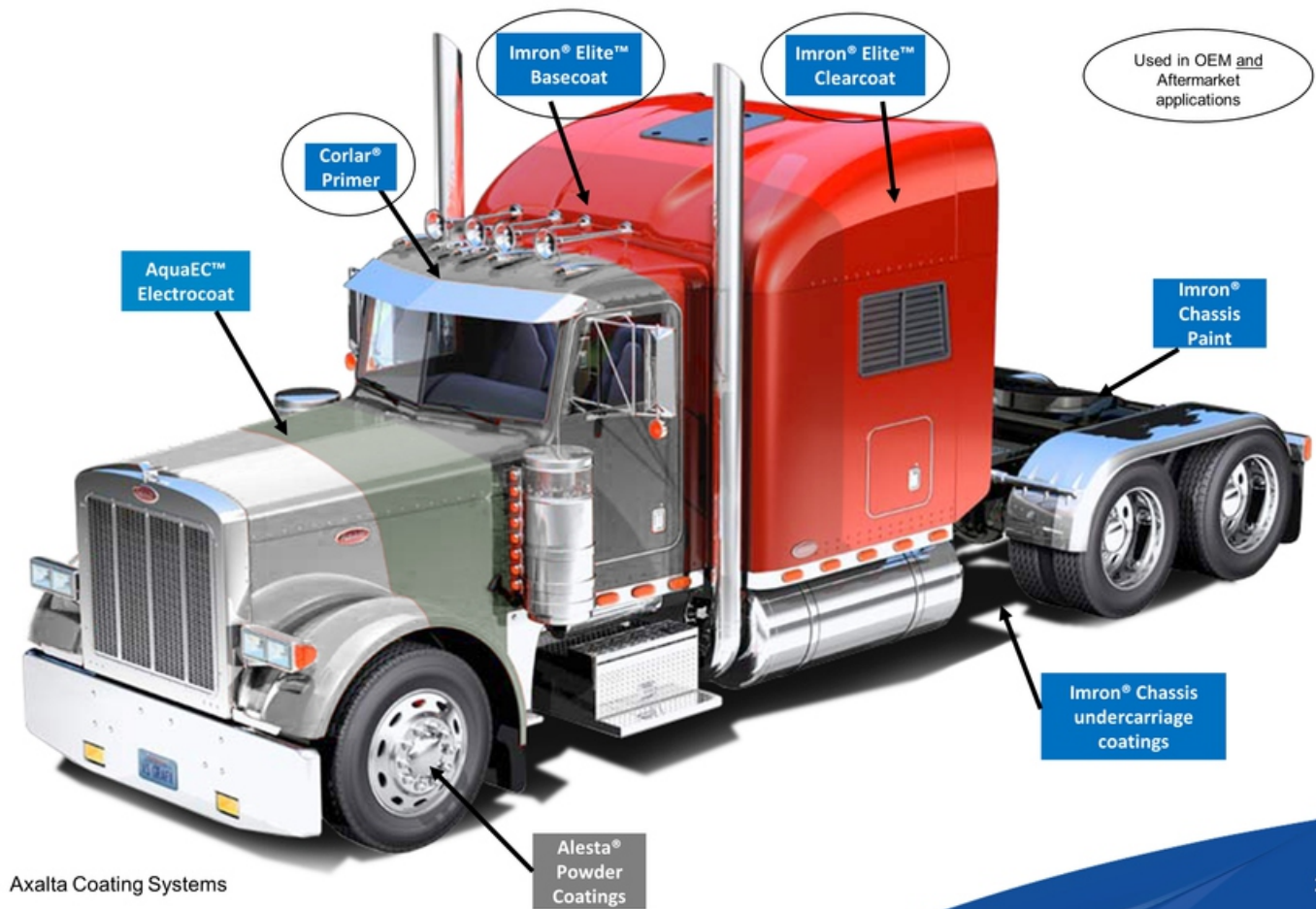


Source: Orr & Boss
Axalta Coating Systems

Key Trends

- **Growth drivers: GDP, reliance on mass transit**
 - Truck market drivers: Vehicle durability, fleet replacement cycles driven by emissions regulation, growth in emerging markets
 - Bus / Rail drivers: Government infrastructure spending, urbanization
- **Customers globalizing & consolidating**
 - Require products delivered locally to meet global specifications
 - Complex color palettes requiring color harmony from multiple tiered parts suppliers
 - Global customer approvals becoming increasingly important and a competitive advantage
- **Increasing environmental regulation**
 - EU and parts of North America have adopted regulations aimed at reducing VOC levels
 - China requires all new Truck and Bus production lines to use waterborne coatings with other geographies likely to follow

Commercial Vehicle Products and Brands





Appendix B: Financial Supplement & Disclosures

Confidential

A large, abstract blue graphic on the right side of the page, consisting of several overlapping, curved shapes that create a sense of depth and movement, resembling a stylized wave or a modern architectural element.

Full Year 2015 Assumptions



Macroeconomic Assumptions

- Global GDP growth of approximately 3%
- Global industrial production of approximately 4%
- Global auto build growth of approximately 3%
- Limited benefit from lower oil prices given extended supply chain and category specific supply and demand dynamics

Currency Assumptions

Currency	% Axalta Net Sales	2014 Avg. Rate	2015 Avg. Guidance Rate	% Change in F/X Rate
US\$ per Euro	~30%	1.33	1.10	(17.3%)
Chinese Yuan per US\$	~11%	6.17	6.25	(1.3%)
Mexican Peso per US\$	~6%	13.33	15.00	(12.5%)
Brazilian Real per US\$	~5%	2.36	2.90	(22.9%)
Venezuelan Bolivar per US\$	~3%	8.91	25.00	(180.6%)
Russian Ruble per US\$	~2%	38.48	65.00	(68.9%)

Q1 2015 Performance Coatings Results



Financial Performance

(\$ in millions)	Q1		% Change	
	2015	2014	Incl. F/X	Excl. F/X
Refinish	393	435	(9.7%)	2.7%
Industrial	164	181	(9.3%)	1.9%
Net Sales	557	616	(9.6%)	2.5%
Adjusted EBITDA	107	125	(14.0%)	
% margin	19.2%	20.2%		

Net Sales Variance



Commentary

Net sales increased 2.5% excluding currency

- Refinish end market increased volumes and price, offset partly by continued volume pressure in specific EMEA countries
- Industrial volumes showed solid growth; Powder in North America a highlight with commercial construction pickup and continued new channel expansion
- 12.1% unfavorable currency impact

Adjusted EBITDA margin down slightly

- Drivers included ongoing investments to support growth, and dividend paid to Industrial JV partner in period

Q1 2015 Transportation Coatings Results



Financial Performance

(\$ in millions)	Q1		% Change	
	2015	2014	Incl. F/X	Excl. F/X
Light Vehicle	333	340	(1.9%)	7.4%
Commercial Vehicle	99	92	7.6%	15.4%
Net Sales	432	431	0.2%	9.1%
Adjusted EBITDA	75	62	20.4%	
% margin	17.3%	14.4%		

Net Sales Variance



Commentary

Net sales increased 9.1% excluding currency

- Light Vehicle net sales increases led by Asia Pacific and North America from new business and strong car builds. Asia Pacific volumes up over 20%
- Commercial Vehicle net sales growing strongly in most regions, driven by heavy duty truck sales
- 8.9% unfavorable currency impact

Adjusted EBITDA margin up 290 bps

- 20% Adjusted EBITDA growth driven by positive volume effect and benefits from cost initiatives. Some offsetting drag from unabsorbed growth investments in Asia Pacific

Adjusted EBITDA Reconciliation



(\$ in millions)	Predecessor									
	Predecessor FY 2011	Predecessor FY 2012	Pro Forma ⁽¹⁾ FY 2013*	January 1, through January 31, 2013	Successor FY 2013	Successor FY 2014	Successor Q4 2013	Successor Q4 2014	Successor Q1 2014	Successor Q1 2015
Net Income (Loss)	\$182	\$248	(107)	\$9	(219)	\$35	(47)	\$1	(4)	\$47
Interest Expense	-	-	235	-	215	217	62	51	59	50
Provision (Benefit) for Income Taxes	121	145	(1)	7	(45)	2	(10)	(16)	12	1
Depreciation & Amortization	109	111	327	10	301	309	73	80	81	73
Reported EBITDA	\$411	\$504	\$454	\$26	\$252	\$563	\$77	\$116	\$148	\$171
A Inventory Step Up	-	-	-	-	104	-	-	-	-	-
B Merger & Acquisition Related Costs	-	-	-	-	28	-	-	-	-	-
C Financing Costs	-	-	-	-	25	6	-	-	3	-
D Foreign Exchange Remeasurement (Gains) Losses	23	18	34	5	49	81	(1)	36	-	9
E Long-Term Employee Benefit Plan Adjustments	33	37	12	2	10	(1)	5	-	2	-
F Termination Benefits and Other Employee Related Costs	(3)	9	148	-	148	18	83	9	3	4
G Consulting and Advisory Fees	-	-	55	-	55	36	22	7	13	3
H Transition-Related Costs	-	-	29	-	29	102	13	21	14	-
I IPO and Secondary Offering Costs	-	-	-	-	-	22	-	19	-	1
J Other Adjustments	15	13	2	-	2	11	(1)	(3)	3	(2)
K Dividends in respect of noncontrolling interest	(1)	(2)	(5)	-	(5)	(2)	(1)	(1)	(1)	(4)
L Management fee expense	-	-	3	-	3	3	1	1	1	-
M Allocated Corporate and Standalone Costs, Net	92	84	6	-	-	-	-	-	-	-
Total Adjustments	\$159	\$158	\$284	\$7	\$447	\$277	\$120	\$89	\$38	\$12
Adjusted EBITDA	\$570	\$662	\$738	\$33	\$699	\$841	\$197	\$205	\$187	\$182

Note: Numbers might not foot due to rounding.

- The Pro Forma results for the year ended December 31, 2013 represent the addition of the Predecessor period January 1 through January 31, 2013 and the Successor year ended December 31, 2013. The Pro Forma results reflect the Acquisition and the associated Financing as if they had occurred on January 1, 2013, in accordance with Article 11 of Regulation S-X. The Pro Forma results do not reflect the actual results we would have achieved had the Acquisition been completed as of January 1, 2013 and are not indicative of our future results of operations.

Axalta Coating Systems

Adjusted EBITDA Reconciliation (Cont'd)



- A. During the Successor year ended December 31, 2013, we recorded a non-cash fair value adjustment associated with our acquisition accounting for inventories. These amounts increased cost of goods sold by \$104 million.
- B. In connection with the Acquisition, we incurred \$28 million of merger and acquisition costs during the Successor year ended December 31, 2013. These costs consisted primarily of investment banking, legal and other professional advisory services costs.
- C. On August 30, 2012, we signed a debt commitment letter, which included the Bridge Facility. Upon the issuance of the Senior Notes and the entry into the Senior Secured Credit Facilities, the commitments under the Bridge Facility terminated. Commitment fees related to the Bridge Facility of \$21 million and associated fees of \$4 million were expensed upon the payment and termination of the Bridge Facility. In connection with the amendment to the Senior Secured Credit Facilities in February 2014, we recognized \$3 million of costs during the Successor year ended December 31, 2014. In addition to the credit facility amendment, we also incurred a \$3 million loss on extinguishment of debt recognized during the Successor year ended December 31, 2014, which resulted directly from the pro-rata write off of unamortized deferred financing costs and original issue discounts associated with the pay-down of \$100.0 million of principal on the New Dollar Term Loan.
- D. Eliminates foreign exchange gains and losses resulting from the remeasurement of assets and liabilities denominated in foreign currencies, including a \$19 million loss related to the Acquisition date settlement of a foreign currency contract used to hedge the variability of Euro-based financing.
- E. For the Successor years ended December 31, 2014 and 2013, eliminates the non-service cost components of employee benefit costs. Additionally, we deducted a pensions curtailment gain of \$7 million recorded during the Successor year ended December 31, 2014. For the Predecessor periods January 1, 2013 through January 31, 2013, and years ended December 31, 2012 and 2011, eliminates (1) all U.S. pension and other long-term employee benefit costs that were not assumed as part of the Acquisition and (2) the non-service cost component of the pension and other long-term employee benefit costs for the foreign pension plans that were assumed as part of the Acquisition.
- F. Represents expenses primarily related to employee termination benefits, including our initiative to improve the overall cost structure within the European region, and other employee-related costs. Termination benefits include the costs associated with our headcount initiatives for establishment of new roles and elimination of old roles and other costs associated with cost saving opportunities that were related to our transition to a standalone entity.
- G. Represents fees paid to consultants, advisors and other third-party professional organizations for professional services rendered in conjunction with the transition from DuPont to a standalone entity.
- H. Represents charges associated with the transition from DuPont to a standalone entity, including branding and marketing, information technology related costs and facility transition costs.

Adjusted EBITDA Reconciliation (Cont'd)



- I. Represents costs associated with the IPO, including a \$13.4 million pre-tax charge associated with the termination of the management agreement with Carlyle Investment Management, L.L.C., an affiliate of Carlyle, upon the completion of the IPO. See note L below.
- J. Represents costs for certain unusual or non-operational (gains) and losses and the non-cash impact of natural gas and currency hedge losses allocated to DPC by DuPont, stock-based compensation, asset impairments, equity investee dividends, indemnity (income) losses associated with the Acquisition, gains resulting from amendments to long-term benefit plans and loss (gain) on sale and disposal of property, plant and equipment.
- K. Represents the payment of dividends to our joint venture partners by our consolidated entities that are now wholly owned.
- L. Pursuant to Axalta's management agreement with Carlyle Investment Management, L.L.C., an affiliate of Carlyle, for management and financial advisory services and oversight provided to Axalta and its subsidiaries, Axalta was required to pay an annual management fee of \$3 million and out-of-pocket expenses. This agreement was terminated upon completion of the IPO, at which point we recorded a \$13 million pre-tax charge.
- M. Represents (1) the add-back of corporate allocations from DuPont to DPC for the usage of DuPont's facilities, functions and services; costs for administrative functions and services performed on behalf of DPC by centralized staff groups within DuPont; a portion of DuPont's general corporate expenses; and certain pension and other long-term employee benefit costs, in each case because we believe these costs are not indicative of costs we would have incurred as a standalone company net, of (2) estimated standalone costs based on a corporate function resource analysis that included a standalone executive office, the costs associated with supporting a standalone information technology infrastructure, corporate functions such as legal, finance, treasury, procurement and human resources and certain costs related to facilities management. This resource analysis included anticipated headcount and the associated overhead costs of running these functions effectively as a standalone company of our size and complexity. This estimate is provided for additional information and analysis only, as we believe that it facilitates enhanced comparability between Predecessor and Successor periods. It represents the difference between the costs that were allocated to our predecessor by its parent and the costs that we believe would be incurred if it operated as a standalone entity. This estimate is not intended to represent a pro forma adjustment presented within the guidance of Article 11 of Regulation S-X. Although we believe this estimate is reasonable, actual results may have differed from this estimate, and any difference may be material.

	Predecessor Year Ended December 31, 2011	Predecessor Year Ended December 31, 2012	Predecessor Period from January 1, 2013 through January 31, 2013
Allocated Corporate Costs	\$ 333.5	\$ 333.3	\$ 25.4
Standalone Costs	(241.8)	(249.1)	(19.7)
Total	\$ 91.7	\$ 84.2	\$ 5.7