
**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) August 10, 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 August 10, 2015, Axalta Coating Systems Ltd. (the “Company”) issued a press release announcing the commencement of an offering, subject to market and other conditions, by certain of the Company’s shareholders of 30,000,000 common shares. The offering is being made pursuant to a Registration Statement on Form S-1 (the “Registration Statement”) previously filed with the U.S. Securities and Exchange Commission. A copy of the press release is furnished pursuant to Item 7.01 as Exhibit 99.1 to this Current Report on Form 8-K (the “Current Report”).

The Registration Statement has been filed with the SEC but has not yet become effective. This Current Report shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities pertaining to the Registration Statement in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

The information furnished with this Current Report, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit No.:</u> | <u>Description</u> |
|-------------------------|-------------------------------------|
| 99.1 | Press Release dated August 10, 2015 |

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.

Date: August 10, 2015

By: /s/ Michael F. Finn

Michael F. Finn

Senior Vice President, General Counsel and
Corporate Secretary

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|------------------------|-------------------------------------|
| 99.1 | Press Release dated August 10, 2015 |

Axalta Commences Secondary Offering

PHILADELPHIA, PA, August 10, 2015— Axalta Coating Systems Ltd. (NYSE: AXTA) has commenced a secondary offering of 30,000,000 common shares. The shares will be offered by certain affiliates of The Carlyle Group (the “selling shareholders”). The offering is being made pursuant to a registration statement on Form S-1 previously filed with the U.S. Securities and Exchange Commission. The selling shareholders have also granted the underwriters a 30-day option to purchase up to an additional 4,500,000 common shares. Axalta will not receive any of the proceeds from the offering of shares by the selling shareholders.

Citigroup, Goldman, Sachs & Co., Deutsche Bank Securities and J.P. Morgan are lead book-running managers for the proposed secondary offering. Additional book-running managers are BofA Merrill Lynch, Barclays, Credit Suisse, Jefferies and UBS Investment Bank. Co-managers are Morgan Stanley, BB&T Capital Markets, Nomura, SMBC Nikko and Academy Securities.

Copies of the preliminary prospectus relating to the proposed secondary offering may be obtained from Citigroup, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717 or telephone: (800) 831-9146; Goldman, Sachs & Co., Attn: Prospectus Department, 200 West Street, New York, NY 10282, telephone: (866) 471-2526 or email: prospectus-ny@ny.email.gs.com; Deutsche Bank Securities Inc., Attn: Prospectus Group, 60 Wall Street, New York, New York 10005, telephone: 800-503-4611 or email: prospectus.CPDG@db.com; and J.P. Morgan, c/o Broadridge Financial Solutions, 1155 Long Island Ave., Edgewood, NY 11717 or telephone: (866) 803-9204.

Important Information

A registration statement relating to these securities has been filed with the SEC but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Cautionary Statement Concerning Forward-Looking Statements

This release may contain certain forward-looking statements regarding Axalta and its subsidiaries and the secondary offering of Axalta’s common shares. All of these statements are based on management’s expectations as well as estimates and assumptions prepared by management that, although they believe to be reasonable, are inherently uncertain. These statements involve risks and uncertainties, including, but not limited to, economic, competitive, governmental and technological factors outside of Axalta’s control that may cause its business, industry, strategy, financing activities or actual results to differ materially. Axalta undertakes no obligation to update or revise any of the forward-looking statements contained herein, whether as a result of new information, future events or otherwise.

Contact Information:

Christopher Mecray
Axalta Coating Systems Ltd.
+1 215-255-7970
Christopher.Mecray@axaltacs.com

Source: Axalta Coating Systems