
**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 1, 2016

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))
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Item 7.01 Regulation FD Disclosure.

We expect to enter into an amendment to our credit agreement in order to extend the maturity of the revolving credit facility thereunder, decrease the interest rate applicable to the revolving credit facility and amend the financial covenant applicable to the revolving credit facility.

Item 8.01 Other Events.

On August 1, 2016, Axalta Coating Systems Ltd. (the “Company”) announced that its indirect, wholly owned subsidiary, Axalta Coatings Systems, LLC (the “Issuer”), is commencing an offering of \$875.0 million (equivalent) in aggregate principal amount of senior unsecured notes comprised of one tranche of dollar-denominated senior unsecured notes and one tranche of euro-denominated senior unsecured notes (collectively, the “Notes”), subject to market conditions. The Notes will be fully and unconditionally guaranteed by Axalta Coating Systems Dutch Holdings B B.V., an indirect, wholly owned subsidiary of the Company (“Dutch Parent”) and each of Dutch Parent’s existing restricted subsidiaries, subject to certain exceptions, but will not be guaranteed by the Company. The Issuer expects to use the net proceeds of this offering to redeem the \$750.0 million outstanding aggregate principal amount of the 7.375% senior notes due 2021 (the “2021 Notes”) of Axalta Coating Systems U.S. Holdings, Inc., an indirect, wholly owned subsidiary of the Company, and Dutch Parent (together, the “Existing Notes Issuers”), to pay related transaction costs and expenses and for general corporate purposes, including to add cash to our balance sheet.

In addition, the Existing Notes Issuers gave notice that they have elected to redeem, subject to the satisfaction of specific conditions precedent, on August 31, 2016 (the “Redemption Date”), \$750.0 million in aggregate principal amount of the 2021 Notes, which represents all of the outstanding 2021 Notes. The redemption price with respect to any redeemed 2021 Notes will be equal to 105.531% of the principal amount of such 2021 Notes, plus accrued but unpaid interest thereon to but not including the Redemption Date. The redemption is subject to the satisfaction of specified conditions precedent, including, without limitation, consummation (as and when determined by the Existing Notes Issuers in their sole and absolute discretion), on or prior to the Redemption Date, of the issuance by the Issuer of the Notes in an amount sufficient to pay, among other things, the redemption price. The Existing Notes Issuers will be entitled to delay, and may delay, the redemption of the 2021 Notes until such time as such conditions precedent are satisfied. Such redemption will not occur in the event that the conditions precedent have not been so satisfied by September 30, 2016.

A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein. The foregoing description does not purport to be complete and is qualified in its entirety by reference to such Exhibit.

This Current Report is for information purposes only and is neither an offer to sell nor a solicitation of an offer to buy any security. When issued, the Notes the Issuer intends to offer will not have been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements.

The information contained in Item 7.01 of this Current Report is being furnished and 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 in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Axalta Coating Systems Ltd. press release, dated August 1, 2016.

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 1, 2016

By: /s/ Robert W. Bryant

Robert W. Bryant

Executive Vice President & Chief Financial Officer

EXHIBIT INDEX

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99.1	Axalta Coating Systems Ltd. press release, dated August 1, 2016.

News Release



Axalta Coating Systems
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 Suite 3600
 Philadelphia, PA 19103
 USA

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For Immediate Release**Axalta Commences Notes Offering**

PHILADELPHIA, PA, August 1, 2016 – Axalta Coating Systems Ltd. (NYSE: AXTA) (the “Company”) announced that its wholly owned subsidiary, Axalta Coatings Systems, LLC (the “Issuer”), intends to offer \$875.0 million (equivalent) in aggregate principal amount of senior unsecured notes comprised of one tranche of dollar-denominated senior unsecured notes and one tranche of euro-denominated senior unsecured notes (collectively, the “Notes”), subject to market conditions, to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States in compliance with Regulation S under the Securities Act.

The Notes will be fully and unconditionally guaranteed by Axalta Coating Systems Dutch Holdings B B.V., an indirect, wholly owned subsidiary of the Company (“Dutch Parent”) and each of Dutch Parent’s existing restricted subsidiaries, subject to certain exceptions, but will not be guaranteed by the Company. The Issuer expects to use the net proceeds of this offering to redeem the \$750.0 million outstanding aggregate principal amount of the 7.375% senior notes due 2021 of Axalta Coating Systems U.S. Holdings, Inc., an indirect, wholly owned subsidiary of the Company, and Dutch Parent, to pay related transaction costs and expenses and for general corporate purposes, including to add cash to the balance sheet.

The Notes will not be registered under the Securities Act, or any state securities laws, and may not be offered or sold in the United States absent registration, except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

This press release shall not constitute an offer to sell nor a solicitation of an offer to buy any security, 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.

About Axalta Coating Systems

Axalta is a global leader in the coatings industry, providing customers with innovative, colorful, beautiful and sustainable coatings solutions. From light vehicles, commercial vehicles and refinish applications to electric motors, building facades and other industrial applications, our coatings are designed to prevent corrosion, increase productivity and enhance durability. With more than 150 years of experience in the coatings industry, the 12,800 people of Axalta continue to find ways to serve our more than 100,000 customers in 130 countries better every day with the finest coatings, application systems and technology.

Cautionary Statement Concerning Forward-Looking Statements This release may contain certain forward-looking statements regarding Axalta and its subsidiaries and the offering of the Notes. 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 that may cause the actual results to differ materially from those anticipated at the time the statements are made, including, but not limited to: adverse developments in economic conditions and, particularly, in conditions in the automotive and transportation industries; volatility in the capital, credit and commodities markets; our inability to successfully execute on our growth strategy; risks associated with our non-U.S. operations; currency-related risks; increased competition; risks of the loss of any of our significant customers or the consolidation of multi-shop operators, distributors and/or body shops; our reliance on our distributor network and third-party delivery services for the distribution and export of certain of our products; price increases or interruptions in our supply of raw materials; failure to develop and market new products and manage product life cycles; litigation and other commitments and contingencies; significant environmental liabilities and costs as a result of our current and past operations or products, including operations or products related to our business prior to the acquisition of DuPont Performance Coatings;

unexpected liabilities under any pension plans applicable to our employees; risk that the insurance we maintain may not fully cover all potential exposures; failure to comply with the anti-corruption laws of the United States and various international jurisdictions; failure to comply with anti-terrorism laws and regulations and applicable trade embargoes; business disruptions, security threats and security breaches; our ability to protect and enforce intellectual property rights; intellectual property infringement suits against us by third parties; our substantial indebtedness; our ability to obtain additional capital on commercially reasonable terms may be limited; our ability to realize the anticipated benefits of any acquisitions and divestitures; our joint ventures' ability to operate according to our business strategy should our joint venture partners fail to fulfill their obligations; the risk of impairment charges related to goodwill, identifiable intangible assets and fixed assets; ability to recruit and retain the experienced and skilled personnel we need to compete; work stoppages, union negotiations, labor disputes and other matters associated with our labor force; terrorist acts, conflicts, wars and natural disasters that may materially adversely affect our business, financial condition and results of operations; transporting certain materials that are inherently hazardous due to their toxic nature; weather conditions that may temporarily reduce the demand for some of our products; reduced demand for some of our products as a result of improved safety features on vehicles and insurance company influence; the amount of the costs, fees, expenses and charges related to being a public company; any statements of belief and any statements of assumptions underlying any of the foregoing; other factors disclosed in our Quarterly Reports on Form 10-Q for the quarters ended June 30, 2016 and March 31, 2016, our Annual Report on Form 10-K for the year ended December 31, 2015 and our other filings with the SEC; and other factors beyond our control. Although we believe the expectations reflected in such forward-looking statements are based upon reasonable assumptions, we can give no assurance that the expectations will be attained or that any deviation will not be material. All information is as of the date of this press release, and we undertake no obligation to update any forward-looking statement to conform the statement to actual results or changes in expectations.