

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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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>BERUBE BRIAN A</u>  (Last) (First) (Middle) <u>TWO COMMERCE SQUARE</u> <u>2001 MARKET STREET SUITE 3600</u>  (Street) <u>PHILADELPHIA PA 19103</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Axalta Coating Systems Ltd. [ AXTA ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>06/14/2019</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>SVP and General Counsel</u>  6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
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**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	

**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	Title Amount or Number of Shares				
Restricted Stock Units	(1)	06/14/2019		A	22,268	(2) (2)	Common Shares 22,268	\$0.00	22,268	D	
Restricted Stock Units	(1)	06/14/2019		A	9,402	(3) (3)	Common Shares 9,402	\$0.00	9,402	D	
Employee Stock Option	\$26.08	06/14/2019		A	29,205	(4) 06/14/2029	Common Shares 29,205	\$0.00	29,205	D	
Employee Stock Option	\$26.08	06/14/2019		A	37,387	(5) 06/14/2029	Common Shares 37,387	\$0.00	37,387	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one common share of Axalta Coating Systems Ltd.
- This restricted stock unit grant award vests 25% on each of the 12-month and 24-month anniversaries and 50% on the 36-month anniversary of the grant date.
- This restricted stock unit grant award vests in three equal installments beginning on the first anniversary of the grant date.
- This option vests 25% on each of the 12-month and 24-month anniversaries and 50% on the 36-month anniversary of the grant date.
- This option vests in three equal annual installments beginning on the first anniversary of the grant date.

**Remarks:**

/s/ Jared T. Zane, attorney-in-fact 06/18/2019

\*\* Signature of Reporting Person

Date

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.