

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>Lannon Sean M.</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>02/05/2020</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 & CFO</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			
Common Shares	02/05/2020		M		866	A	\$0.00 ⁽¹⁾	21,041	D	
Common Shares	02/05/2020		F		461 ⁽²⁾	D	\$29.87	20,580	D	
Common Shares	02/06/2020		M		848	A	\$0.00 ⁽¹⁾	21,428	D	
Common Shares	02/06/2020		F		407 ⁽²⁾	D	\$29.72	21,021	D	
Common Shares	02/06/2020		M		4,714	A	\$0.00 ⁽³⁾	25,735	D	
Common Shares	02/06/2020		F		2,335 ⁽⁴⁾	D	\$29.72	23,400	D	

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)	02/05/2020		M			866	(5)	(5)	Common Shares	866	\$0.00	867	D	
Restricted Stock Units	(1)	02/06/2020		M			848	(6)	(6)	Common Shares	848	\$0.00	0	D	
Performance Share Units	(3)	02/06/2020		M			4,714	(7)	(7)	Common Shares	4,714	\$0.00	0	D	

Explanation of Responses:

1. Restricted stock units convert into common shares on a one-for-one basis.
2. Shares withheld to satisfy the tax withholding obligation applicable to the vesting of a restricted stock unit award.
3. Performance share units convert into common shares on a one-for-one basis.
4. Shares withheld to satisfy the tax withholding obligation applicable to the vesting of a performance share unit award.
5. On February 5, 2018, the reporting person was granted 2,599 restricted stock units, vesting in three equal annual installments beginning on February 5, 2019.
6. On February 6, 2017, the reporting person was granted 2,544 restricted stock units, vesting in three equal annual installments beginning on February 6, 2018.
7. Represents the vesting of a performance share unit award granted on February 6, 2017, as previously reported by the Issuer, at 92.65% of target.

Remarks:

/s/ Alex Tablin-Wolf, attorney-in-fact 02/07/2020

** 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.