

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL  
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[ ] Check this box if no longer  
subject to Section 16. Form 4 or  
Form 5 obligations may  
continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *                     | 2. Issuer Name and Ticker or Trading Symbol       | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)   |
| <b>McDougall Joseph F.</b>                                    | <b>Axalta Coating Systems Ltd. [ AXTA ]</b>       | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>SVP&amp;Chief Human Resources Off.</b> |
| (Last) (First) (Middle)                                       | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |
| <b>TWO COMMERCE SQUARE, 2001<br/>MARKET STREET SUITE 3600</b> | <b>5/13/2016</b>                                  |  |
| (Street)  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)  |
| <b>PHILADELPHIA, PA 19103</b>                                 |   | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |
| (City) (State) (Zip)  |   |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |               |             | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|---|------------------------------|---|---|---------------|-------------|---|---|---|
|                                    |                |   | Code                         | V | Amount  | (A) or<br>(D) | Price       |   |   |   |
| Common Shares                      | 5/13/2016      |   | S (1)                        |   | 1879<br>(1)   | D             | \$27.95 (2) | 97820   | D   |   |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 |                 | 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 of Derivative Security: 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 |  |  |  |  |

#### Explanation of Responses:

- ( The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan duly adopted by the reporting person in order to satisfy withholding
- 1) taxes upon vesting of restricted common shares granted on May 12, 2015. This award vests ratably in three annual installments on the first, second and third anniversaries of the grant date.
- ( The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$27.93 to \$27.97. The
- 2) reporting person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

#### Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |   |       |
|---|---------------|-----------|---|-------|
|   | Director      | 10% Owner | Officer                                   | Other |
| <b>McDougall Joseph F.<br/>TWO COMMERCE SQUARE<br/>2001 MARKET STREET SUITE 3600<br/>PHILADELPHIA, PA 19103</b> |               |           | <b>SVP&amp;Chief Human Resources Off.</b> |       |

#### Signatures

/s/ **W. Andrew Macan, attorney-in-fact**

**5/16/2016**

\*\*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.

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