

AXALTA COATING SYSTEMS LTD.

Reported by
BRYANT ROBERT W.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/08/15 for the Period Ending 07/06/15

| | |
|-------------|---|
| Address | TWO COMMERCE SQUARE 2001 MARKET STREET, SUITE 3600 PHILADELPHIA, PA 19103 |
| Telephone | (855) 547-1461 |
| CIK | 0001616862 |
| Symbol | AXTA |
| SIC Code | 2851 - Paints, Varnishes, Lacquers, Enamels, and Allied Products |
| Fiscal Year | 12/31 |

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] 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 (Check all applicable) |
| Bryant Robert W. | Axalta Coating Systems Ltd. [AXTA] | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP & CFO |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | |
| TWO COMMERCE SQUARE, 2001 MARKET STREET SUITE 3600 | 7/6/2015 | |
| (Street) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| PHILADELPHIA, PA 19103 | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <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 (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | 7/6/2015 | | M | | 76000 | A | \$5.92 | 249076 | D | |
| Common Shares | 7/6/2015 | | S ⁽¹⁾ | | 76000 | D | \$32.52 ⁽²⁾ | 173076 | D | |
| Common Shares | 7/7/2015 | | M | | 75770 | A | \$5.92 | 248846 | D | |
| Common Shares | 7/7/2015 | | S ⁽¹⁾ | | 72020 | D | \$32.99 ⁽³⁾ | 176826 | D | |
| Common Shares | 7/7/2015 | | S ⁽¹⁾ | | 3750 | D | \$33.53 ⁽⁴⁾ | 173076 | 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 | | | | |
| Employee Stock Options | \$5.92 | 7/6/2015 | | M | | 76000 | (5) | 7/30/2023 | Common Shares | 76000 | \$0.00 | 227539 | D | |
| Employee Stock Options | \$5.92 | 7/7/2015 | | M | | 75770 | (5) | 7/30/2023 | Common Shares | 75770 | \$0.00 | 151769 | D | |

Explanation of Responses:

- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan duly adopted by the reporting person.
- (2) The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$32.05 to \$ 32.76. The 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.
- (3) The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$32.49 to \$ 33.485. The 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.

- (4) The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$33.49 to \$ 33.58. The 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.
- (5) This option vested in five equal annual installments beginning on January 1, 2014. On April 8, 2015, this option vested in full in accordance with the terms of the Axalta Coating Systems Bermuda Co., Ltd. 2013 Equity Incentive Plan.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bryant Robert W. TWO COMMERCE SQUARE 2001 MARKET STREET SUITE 3600 PHILADELPHIA, PA 19103 | | | EVP & CFO | |

Signatures

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

7/8/2015

** 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 control number.