

FORM 4

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

OMB APPROVAL
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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 * CP V General Partner, L.L.C. (Last) (First) (Middle) THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE. NW, SUITE 220 S. (Street) WASHINGTON, DC 20004-2505 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Axalta Coating Systems Ltd. [AXTA] 3. Date of Earliest Transaction (MM/DD/YYYY) 5/31/2016	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) ____ Other (specify below)
4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line) ____ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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	5/31/2016		S		25000000	D	\$27.93	44811996	I	See footnote (1)(2)

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (Following the reported transactions, includes: 9,535,809 shares held by Carlyle Partners V SA1 Cayman, L.P. ("CPV SA1"), 8,597,258 shares held by Carlyle Partners V SA2 Cayman, L.P. ("CPV SA2"), 8,823,128 shares held by Carlyle Partners V SA3 Cayman, L.P. ("CPV SA3"), 552,780 shares held by Carlyle Partners V-A Cayman, L.P. ("CPV-A"), 1,047,326 shares held by CP V Coinvestment A Cayman, L.P. ("CPV Coinvest A"), 125,735 shares held by CP V Coinvestment B Cayman, L.P. ("CPV Coinvest B"), 5,698,506 shares held by Carlyle Coatings Partners, L.P. ("CCP" and, together with CPV SA1, CPV SA2, CPV SA3, CPV-A, CPV Coinvest A and CPV Coinvest B, the "Carlyle Cayman Shareholders") and 10,431,454 shares held by CEP III Participations, S.a r.l. SICAR ("CEP III" and, together with the Carlyle Cayman Shareholders, the "Carlyle Shareholders").
- (Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the sole member of CP V General Partner, L.L.C. and the sole shareholder of CEP III Managing GP Holdings, Ltd. CP V General Partner, L.L.C. is the general partner of TC Group V Cayman, L.P., which is the general partner of each of the Carlyle Cayman Shareholders. CEP III Managing GP Holdings, Ltd. is the general partner of CEP III Managing GP, L.P., which is the general partner of Carlyle Europe Partners III, L.P., which is the sole shareholder of CEP III.

Remarks:

Due to the limitations of the electronic filing system, each of Carlyle Group Management L.L.C., The Carlyle Group L.P., Carlyle Holdings II GP L.L.C., Carlyle Holdings II L.P., TC Group Cayman Investment Holdings, L.P., TC Group Cayman Investment Holdings Sub L.P., CEP III Managing GP Holdings, Ltd., CEP III Managing GP, L.P., Carlyle Europe Partners III, L.P., CEP III Participations, S.a r.l. SICAR are filing a separate Form 4.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CP V General Partner, L.L.C.				

THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220 S. WASHINGTON, DC 20004-2505		X		
TC Group V Cayman, L.P. C/O INTERTRUST CORPORATE SERVICES 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005		X		
Carlyle Partners V SA1 Cayman, L.P. C/O INTERTRUST CORPORATE SERVICES 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005		X		
Carlyle Partners V SA2 Cayman, L.P. C/O INTERTRUST CORPORATE SERVICES 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005		X		
Carlyle Partners V SA3 Cayman, L.P. C/O INTERTRUST CORPORATE SERVICES 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005		X		
Carlyle Partners V-A Cayman, L.P. C/O INTERTRUST CORPORATE SERVICES, 190 ELGIN AVENUE, GEORGE TOWN, GRAND CAYMAN,, E9 KY1-9005		X		
CP V Coinvestment A Cayman, LP C/O INTERTRUST CORPORATE SERVICES 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005		X		
CP V Coinvestment B Cayman, LP C/O INTERTRUST CORPORATE SERVICES 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005		X		
Carlyle Coatings Partners, L.P. C/O INTERTRUST CORPORATE SERVICES 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005		X		

Signatures

CP V General Partner, L.L.C. By: /s/ Jeremy W. Anderson, Authorized Signatory

6/2/2016

--Signature of Reporting Person

Date

TC Group V Cayman, L.P. By: CP V General Partner, L.L.C, its general partner By: /s/ Jeremy W. Anderson, Authorized Signatory

6/2/2016

--Signature of Reporting Person

Date

Carlyle Partners V SA1 Cayman, L.P. By: TC Group V Cayman, L.P., its general partner By: CP V General Partner, L.L.C, its general partner By: /s/ Jeremy W. Anderson, Authorized Signatory

6/2/2016

--Signature of Reporting Person

Date

Carlyle Partners V SA2 Cayman, L.P. By: TC Group V Cayman, L.P., its general partner By: CP V General Partner, L.L.C, its general partner By: /s/ Jeremy W. Anderson, Authorized Signatory

6/2/2016

--Signature of Reporting Person

Date

Carlyle Partners V SA3 Cayman, L.P. By: TC Group V Cayman, L.P., its general partner By: CP V General Partner, L.L.C, its general partner By: /s/ Jeremy W. Anderson, Authorized Signatory

6/2/2016

--Signature of Reporting Person

Date

Carlyle Partners V-A Cayman, L.P. By: TC Group V Cayman, L.P., its general partner By: CP V General Partner, L.L.C, its general partner By: /s/ Jeremy W. Anderson, Authorized Signatory

6/2/2016

--Signature of Reporting Person

Date

CP V Coinvestment A Cayman, L.P. By: TC Group V Cayman, L.P., its general partner By: CP V General Partner, L.L.C, its general partner By: /s/ Jeremy W. Anderson, Authorized Signatory

6/2/2016

--Signature of Reporting Person

Date

CP V Coinvestment B Cayman, L.P. By: TC Group V Cayman, L.P., its general partner By: CP V General Partner, L.L.C, its general partner By: /s/ Jeremy W. Anderson, Authorized Signatory

6/2/2016

—**Signature of Reporting Person

Date

Carlyle Coatings Partners, L.P. By: TC Group V Cayman, L.P., its general partner By: CP V General Partner, L.L.C, its general partner By: /s/ Jeremy W. Anderson, Authorized Signatory

6/2/2016

—**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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