

# 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 (Check all applicable)
<b>McDougall Joseph F.</b>	<b>Axalta Coating Systems Ltd. [ AXTA ]</b>	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP &amp; Pres., Global Refinish</b>
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	
<b>TWO COMMERCE SQUARE, 2001 MARKET STREET SUITE 3600</b>	<b>2/5/2018</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 <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	2/5/2018		S (1)		1528	D	\$30.69 (2)	101023	D	
Common Shares	2/5/2018		A		21804 (3)	A	\$0.00	122827	D	
Common Shares	2/5/2018		A		10902 (4)	A	\$0.00	133729	D	
Common Shares	2/7/2018		S (1)		1142	D	\$30.34	132587	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				
Employee Stock Option	\$29.81	2/5/2018		A		41450		(5)	2/4/2028	Common Shares	41450	\$0.00	41450	D	

#### Explanation of Responses:

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading instruction to satisfy the reporting person's tax withholding obligation upon vesting of a portion of a restricted stock award.
- The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$30.68 to \$30.70. 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.
- The number of performance shares issued under this award on the third anniversary of the grant date may range from zero to 200% of the number of shares set forth above based upon the Company's relative total shareholder return during the three-year performance cycle ending December 31, 2020.
- This restricted stock unit grant vests in three equal annual installments beginning on the first anniversary of the grant date.
- This option vests in three equal annual installments beginning on the first anniversary of the grant date.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>McDougall Joseph F.</b> <b>TWO COMMERCE SQUARE</b> <b>2001 MARKET STREET SUITE 3600</b> <b>PHILADELPHIA, PA 19103</b>			<b>EVP &amp; Pres., Global Refinish</b>	

#### Signatures

/s/ Jared T. Zane, attorney-in-fact

—\*\*Signature of Reporting Person

2/7/2018

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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