

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

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

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

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

2. 1	2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Ax	xalta	Coa	ting Sys	stem	ıs Lt	d. [AX	TA]		,			
3. l	Date o	of Earliest Transaction (MM/DD/YYYY)										
			12/1	16/2	2016			"	•		Other (speci	ify below)
4 1	If Am	endme	ent Date ()rigii	nal Fil	ed (MM/I	nn/vvvv	6 Individual o	or Ioint/G	roup Filing	(Chaols Appl	liaabla Lina)
7. 1	II AIII	chame	eni, Date C	Jugu	iiai i'ii	eu (MIVI/I	יייין אין אין אין אין אין	X Form filed b	oy One Repo	orting Person		ncable Line)
on-Der	ivati	ve Sec	urities Ac	quir	ed, D	isposed	of, or Be	eneficially Own	ed			
	2A. Deemed Execution Date, if any		3. Trans. Code (Instr. 8)					Following Reported Transaction(s)			Form:	Beneficial
			Code	V	Amou	(A) or (D)	Price					Ownership (Instr. 4)
/2016			M		4000	A	\$11.84	1	102384		D	
/2016			S (1)		4000	D	\$27.00	!	98384		D	
			•									
Code)	Derivati Securiti (A) or D (D)	ve es Acquired Disposed of				Securities Derivative	Underlying Derivative Security		derivative Securities Beneficially Owned Following	Ownership of Form of Derivative (Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Code	V	(A)	(D)	Date Exerc			Title	Amount or Number of Shares				
M			4000		<u>(2)</u>	7/30/2023	Commo Shares	on 4000	\$0.00	75356	D	
	3. 1 4. 1 on-Der s. Date //2016 //2016 4. Trans Code (Instr. 8)	Axalta 3. Date of the second o	Axalta Coa 3. Date of Earl 4. If Amendme 4. If Amendme 2A. Deemed Execution Date, if any 2016 4. Trans. 5. Numl Code (Instr. 8) Securiti (A) or Derivation (D) (D) (Instr. 3) Code V (A)	Axalta Coating Sys 3. Date of Earliest Trans 12/ 4. If Amendment, Date Consolution Securities Acts as Date 2A. Deemed Execution Date, if any 3. Trans. Color (Instr. 8) Code M M Code M M M M M M M M M	Axalta Coating System 3. Date of Earliest Transaction 12/16/2 4. If Amendment, Date Origin 4. If Amendment, Date Origin 4. If Amendment, Date Origin 5. Date Execution Date, if any Code V Code V Code V Code V Code V Code Operivative Securities Acquired (A) or Disposed of (D)	Axalta Coating Systems Ltd 3. Date of Earliest Transaction (MM 12/16/2016 4. If Amendment, Date Original File on-Derivative Securities Acquired, Description of Date, if any 2A. Deemed Execution Date, if any Code V Amount Acquired (Instr. 8) Code V Amount Acquired (A) or Disposed of (D) (Instr. 8) 4. Trans. S. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Code V (A) (D) Date Exercisable	Axalta Coating Systems Ltd. [AX 3. Date of Earliest Transaction (MM/DD/YYYY) 12/16/2016 4. If Amendment, Date Original Filed (MM/E 12/16/2016 4. If Amendment, Date Original Filed (MM/E 12/16/2016) as. Date 2A. Deemed 3. Trans. Code 4. Securities Acquired (Instr. 8) 2. Original Filed (MM/E 12/16/2016) by Code V	Axalta Coating Systems Ltd. [AXTA] 3. Date of Earliest Transaction (MM/DD/YYYY) 12/16/2016 4. If Amendment, Date Original Filed (MM/DD/YYYY) 12/16/2016 4. If Amendment, Date Original Filed (MM/DD/YYYY) 13. Trans. Code (Instr. 8) 14. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 15. Ocde	Axalta Coating Systems Ltd. [AXTA] 3. Date of Earliest Transaction (MM/DD/YYYY) 12/16/2016 4. If Amendment, Date Original Filed (MM/DD/YYYY) 5. Amount of Securities Acquired, Disposed of, or Beneficially Owner (Instr. 8) 6. Individual of Xx Form filed by SVP & General Systems Acquired, Disposed of (D) (Instr. 3, 4 and 5) 7. Amount (D) Price (Instr. 3 and 4) 7. Title and Amount of Securities Beneficially Owner (A) or Disposed of (D) (Instr. 3, 4 and 5) 8. Code V Amount (D) Price (Instr. 3) 8. Securities Beneficially Owned (C.g. puts, calls, warrants, options, conversation of Securities Underlying Derivative Securities (A) (D) (Instr. 3, 4 and 5) 8. Code V (A) (D) Date Exercisable and Securities Underlying Derivative Security (Instr. 3 and 4) 8. Code V (A) (D) Date Exercisable Expiration Date Title Amount or Number of Shares 9. Amount or Number of Shares 1. Title Amount or Number of Shares 1. Amount or Number of Shares 1. Amount or Number of Shares	Axalta Coating Systems Ltd. [AXTA] 3. Date of Earliest Transaction (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 5. Individual or Joint/G 8. Date 2A. Deemed Execution Date, if any 3B. Date 2A. Deemed Execution Date, if any 3B. Date Exercisable and Execution Date 3B. Date Exercisable and Expiration Date 3B. Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 3B. Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3) 3B. Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 3B. Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 3B. Price of Derivative Security (Instr. 3) 3B. Price of Derivative Security (Instr. 5) 3B. Price of D	Axalta Coating Systems Ltd. [AXTA] 3. Date of Earliest Transaction (MM/DD/YYYY) 12/16/2016 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 5. Amount of Securities Beneficially Owned (Instr. 8) 6. Individual or Joint/Group Filing of Execution Date, if any 6. Individual or Joint/Group Filing of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 7. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 7. Title and Amount of Securities Se	Axalta Coating Systems Ltd. [AXTA] 3. Date of Earliest Transaction (MM/DD/YYYY) 12/16/2016 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 5. Individual or Joint/Group Filing (Check App X Form filed by One Reporting Person Form filed by More than One Reporting Person Form filed by More than One Reporting Person 6. Individual or Joint/Group Filing (Check App X Form filed by One Reporting Person Form filed by More than One Reporting Person Form filed by More than One Reporting Person 6. Ownership Form: Dilowing Reported Transaction(s) (Instr. 3 and 4) 7. Title and Amount of Securities Adquired (A) or Disposed of (D) (Instr. 3) and 4) 8. Price of Derivative Securities Se

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.
- (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
- 2) the Axalta Coating Systems Bermuda Co., Ltd. 2013 Equity Incentive Plan.

Reporting Owners

Reporting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Finn Michael F. TWO COMMERCE SQUARE 2001 MARKET STREET SUITE 3600 PHILADELPHIA, PA 19103			SVP & General Counsel					

Signatures

/s/ Jared T. Zane, attorney-in-fact 12/19/2016

** 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.

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.