

HERTZ GLOBAL HOLDINGS INC
Form SC 13D/A
May 17, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 4)

Hertz Global Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

42805T 10 5

(CUSIP Number)

Jeffrey W. Ferguson

The Carlyle Group

1001 Pennsylvania Avenue NW

Suite 220 South

Washington, DC 20004

(202) 729-5626

Edgar Filing: HERTZ GLOBAL HOLDINGS INC - Form SC 13D/A

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 9, 2013

(Date of Event which Requires filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

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1 NAMES OF REPORTING PERSONS**Carlyle Group Management L.L.C.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☐ (b) ☒**3** SEC USE ONLY**4** SOURCE OF FUNDS**OO****5** Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐**6** CITIZENSHIP OR PLACE OF ORGANIZATION**Delaware****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**0****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

OO (Delaware limited liability company)

CUSIP No. 42805T 10 5

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1 NAMES OF REPORTING PERSONS**The Carlyle Group L.P.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☐ (b) ☒**3** SEC USE ONLY**4** SOURCE OF FUNDS**OO****5** Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐**6** CITIZENSHIP OR PLACE OF ORGANIZATION**Delaware****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**0****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 42805T 10 5

13D

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1 NAMES OF REPORTING PERSONS**Carlyle Holdings II GP L.L.C.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☐ (b) ☒**3** SEC USE ONLY**4** SOURCE OF FUNDS**OO****5** Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐**6** CITIZENSHIP OR PLACE OF ORGANIZATION**Delaware****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**0****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

OO (Delaware limited liability company)

CUSIP No. 42805T 10 5

13D

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1 NAMES OF REPORTING PERSONS**Carlyle Holdings II L.P.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☐ (b) ☒**3** SEC USE ONLY**4** SOURCE OF FUNDS**OO****5** Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐**6** CITIZENSHIP OR PLACE OF ORGANIZATION**Québec****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**0****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

PN (Québec société en commandite)

CUSIP No. 42805T 10 5

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1 NAMES OF REPORTING PERSONS**TC Group Cayman Investment Holdings, L.P.****2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**(a) ☐ (b) ☒**3 SEC USE ONLY****4 SOURCE OF FUNDS****OO****5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐****6 CITIZENSHIP OR PLACE OF ORGANIZATION****Cayman Islands****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**0****11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

PN (Cayman Islands exempt limited partnership)

CUSIP No. 42805T 10 5

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1 NAMES OF REPORTING PERSONS**2 TC Group Cayman Investment Holdings Sub L.P.**
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☐ (b) ☒**3 SEC USE ONLY****4 SOURCE OF FUNDS****5 OO**
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐**6 CITIZENSHIP OR PLACE OF ORGANIZATION****Cayman Islands****7** SOLE VOTING POWER**NUMBER OF****SHARES** **0****BENEFICIALLY** **8** SHARED VOTING POWER**OWNED BY****EACH** **0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON** **0****WITH** **10** SHARED DISPOSITIVE POWER**11** **0**
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

PN (Cayman Islands exempt limited partnership)

CUSIP No. 42805T 10 5

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1 NAMES OF REPORTING PERSONS**TC Group IV, L.L.C.****2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**(a) ☐ (b) ☒**3 SEC USE ONLY****4 SOURCE OF FUNDS****OO****5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐****6 CITIZENSHIP OR PLACE OF ORGANIZATION****Delaware****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**0****11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

OO (Delaware limited liability company)

CUSIP No. 42805T 10 5

13D

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1 NAMES OF REPORTING PERSONS**TC Group IV, L.P.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☐ (b) ☒**3** SEC USE ONLY**4** SOURCE OF FUNDS**OO****5** Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐**6** CITIZENSHIP OR PLACE OF ORGANIZATION**Delaware****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**0****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 42805T 10 5

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1 NAMES OF REPORTING PERSONS**Carlyle Partners IV, L.P.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☐ (b) ☒**3** SEC USE ONLY**4** SOURCE OF FUNDS**OO****5** Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐**6** CITIZENSHIP OR PLACE OF ORGANIZATION**Delaware****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**0****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

PN

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1 NAMES OF REPORTING PERSONS**CP IV Coinvestment, L.P.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☐ (b) ☒**3** SEC USE ONLY**4** SOURCE OF FUNDS**OO****5** Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐**6** CITIZENSHIP OR PLACE OF ORGANIZATION**Delaware****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**0****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS**CEP II Managing GP Holdings, Ltd.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☐ (b) ☒**3** SEC USE ONLY**4** SOURCE OF FUNDS**OO****5** Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐**6** CITIZENSHIP OR PLACE OF ORGANIZATION**Cayman Islands****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**0****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

OO (Cayman Islands Exempt Company)

CUSIP No. 42805T 10 5

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1 NAMES OF REPORTING PERSONS**CEP II Managing GP, L.P.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☐ (b) ☒**3** SEC USE ONLY**4** SOURCE OF FUNDS**OO****5** Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐**6** CITIZENSHIP OR PLACE OF ORGANIZATION**Alberta****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**0****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 42805T 10 5

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1 NAMES OF REPORTING PERSONS**CEP II U.S. Investments, L.P.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☐ (b) ☒**3** SEC USE ONLY**4** SOURCE OF FUNDS**OO****5** Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐**6** CITIZENSHIP OR PLACE OF ORGANIZATION**Delaware****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**0****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 42805T 10 5

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1 NAMES OF REPORTING PERSONS**Carlyle Europe Partners II, L.P.****2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**(a) ☐ (b) ☒**3 SEC USE ONLY****4 SOURCE OF FUNDS****OO****5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐****6 CITIZENSHIP OR PLACE OF ORGANIZATION****England****7 SOLE VOTING POWER****NUMBER OF****SHARES****0****BENEFICIALLY****8 SHARED VOTING POWER****OWNED BY****EACH****0****9 SOLE DISPOSITIVE POWER****REPORTING****PERSON****0****WITH****10 SHARED DISPOSITIVE POWER****0****11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 42805T 10 5

13D

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1 NAMES OF REPORTING PERSONS**CEP II Participations S.à r.l. SICAR****2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**(a) ☐ (b) ☒**3 SEC USE ONLY****4 SOURCE OF FUNDS****OO****5** Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐**6 CITIZENSHIP OR PLACE OF ORGANIZATION****Luxembourg****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**0****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

OO (Luxembourg Limited Liability Company)

Explanatory Note

This Amendment No. 4 to Schedule 13D (this Amendment No. 4) amends and supplements the Schedule 13D originally filed with the United States Securities and Exchange Commission (the SEC) on June 8, 2009, as previously amended (as so amended, the Statement).

ITEM 4. Purpose of Transaction

Item 4 of the Statement is amended by inserting the following information:

On May 9, 2013, Carlyle Partners IV, L.P., CP IV Coinvestment, L.P., CEP II U.S. Investments, L.P. and CEP II Participations S.à r.l. SICAR sold 17,419,399 Shares, 703,512 Shares, 2,125,603 Shares and 83,358 Shares, respectively, in each case to Goldman, Sachs & Co. and J.P. Morgan Securities LLC (together, the Underwriters) at a price of \$24.715 per Share, in a registered offering (the May 2013 Secondary Offering) pursuant to an Underwriting Agreement, dated as of May 6, 2013 (the May 2013 Underwriting Agreement), by and among the CD&R Hertz Funds (as defined in the Statement), the Carlyle Hertz Funds (as defined in the Statement), Merrill Lynch Ventures L.P. 2001, CMC-Hertz Partners, L.P. and the Underwriters.

Under the May 2013 Underwriting Agreement, the Issuer, the CD&R Hertz Funds, the Carlyle Hertz Funds, Merrill Lynch Ventures L.P. 2001 and CMC-Hertz Partners, L.P. have agreed with the Underwriters, subject to certain exceptions, not to dispose of or hedge any Shares or securities convertible into or exchangeable for Shares during the period from May 6, 2013 continuing through and including the date 45 days after May 6, 2013, except with the prior written consent of the Underwriters (such period, the restricted period). The restricted period will be automatically extended if: (1) during the last 17 days of the restricted period the Issuer issues an earnings release or announces material news or a material event; or (2) prior to the expiration of the restricted period, the Issuer announces that it will release earnings results during the 15-day period following the last day of the restricted period, in which case the restrictions described above will continue to apply until the expiration of the 18-day period beginning on the issuance of the earnings release or the announcement of the material news or material event, as applicable, unless Goldman, Sachs & Co. waives, in writing, such extension.

The foregoing description of the May 2013 Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the May 2013 Underwriting Agreement, which is filed as Exhibit 10 hereto and is incorporated herein by reference.

In connection with the May 2013 Secondary Offering, the Issuer entered into a termination letter agreement with the CD&R Hertz Funds, the Carlyle Hertz Funds, the Merrill Lynch Hertz Funds and CMC-Hertz Partners, L.P. (the Termination Letter), pursuant to which, effective as of May 9, 2013, the Stockholders Agreement and the Registration Rights Agreement (each as defined in the Statement) were terminated, except that certain indemnification obligations set forth in the Registration Rights Agreement survived termination. As a result of the termination of the Stockholders Agreement, the CD&R Hertz Funds, the Carlyle Hertz Funds and the Merrill Lynch Hertz Funds no longer have the right to designate nominees to the Issuer's Board of Directors under such agreement, and the directors currently serving on the Issuer's Board of Directors that were designated by them are no longer Investor Nominees for purposes of the Stockholders Agreement.

As a result of the foregoing, the CD&R Hertz Funds and the Carlyle Hertz Funds may no longer be deemed to be members of a group exercising voting and investment control over the Shares, and, therefore, ceased to be the beneficial owners of more than five percent of the Issuer's Shares.

The foregoing description of the Termination Letter does not purport to be complete and is qualified in its entirety by reference to the Termination Letter, which is filed as Exhibit 11 hereto and is incorporated herein by reference.

Except as described in this Item 4 of this Statement, the Reporting Persons have no present plans or proposals that relate to or would result in any of the actions required to be reported herein.

ITEM 5. Interest in Securities of the Issuer

5(a) (b) Item 5(a) and (b) of the Statement are amended and restated in their entirety by inserting the following information:

As of the date hereof (and after giving effect to the sale of the Shares in the Secondary Offering), none of the Reporting Persons beneficially owns any Shares, and none of the Reporting Persons has or shares the power to vote or to direct the vote, or the power to dispose or direct the disposition of, any Shares.

As noted in Item 2. Identity and Background, the CD&R Hertz Funds and the Merrill Lynch Hertz Funds are not included as Reporting Persons in this Schedule 13D, and the Carlyle Hertz Funds expressly disclaim beneficial ownership of all Shares held by such funds.

5(c) Item 5(c) of the Statement is amended by inserting the following information:
The information set forth in Item 4 above is hereby incorporated by reference.

5(e) Item 5(e) of the Statement is amended by inserting the following information:
On May 9, 2013, following the transactions reported herein, each of the Reporting Persons ceased to be the beneficial owner of more than five percent of the Shares.

ITEM 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 of the Statement is amended and restated in its entirety by inserting the following information:

The information set forth in Item 4 above is hereby incorporated by reference in response to Item 6.

ITEM 7. Materials to be Filed as Exhibits

Exhibit Number	Description
1	Joint Filing Agreement, dated December 18, 2012, by and among the Reporting Persons (incorporated by reference to Exhibit 1 to Amendment No. 2 to the Schedule 13D, dated December 18, 2012 filed by Hertz Global Holdings, Inc.).
10	Underwriting Agreement, dated as of May 6, 2013, by and among Hertz Global Holdings, Inc., Clayton, Dubilier & Rice Fund VII, L.P., CDR CCMG Co-Investor L.P., CD&R Parallel Fund VII, L.P., Carlyle Partners IV, L.P., CEP II U.S. Investments, L.P., CP IV Coinvestment, L.P., CEP II Participations S.à r.l. SICAR, Merrill Lynch Ventures L.P. 2001, CMC-Hertz Partners, L.P., and Goldman, Sachs & Co. and J.P. Morgan Securities LLC, as underwriters (incorporated by reference to Exhibit 1.1 to the Current Report on Form 8-K, dated May 10, 2013 filed by Hertz Global Holdings, Inc.).
11	Letter of Termination of Stockholders Agreement and Registration Rights Agreement, dated May 6, 2013, among Clayton, Dubilier & Rice Fund VII, L.P., CDR CCMG Co-Investor L.P., CD&R Parallel Fund VII, L.P., Carlyle Partners IV, L.P., CEP II U.S. Investments, L.P., CP IV Coinvestment, L.P., CEP II Participations S.à r.l. SICAR, ML Global Private Equity Fund, L.P., Merrill Lynch Ventures L.P. 2001, ML Hertz Co-Investor, L.P., CMC-Hertz Partners, L.P. and Hertz Global Holdings, Inc.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: May 17, 2013

CARLYLE GROUP MANAGEMENT L.L.C.

by: /s/ Jeremy W. Anderson, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

THE CARLYLE GROUP L.P.

by: Carlyle Group Management L.L.C.,
its general partner

by: /s/ Jeremy W. Anderson, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

CARLYLE HOLDINGS II GP L.L.C.

by: The Carlyle Group L.P., its managing member
by: Carlyle Group Management L.L.C.,
its general partner

by: /s/ Jeremy W. Anderson, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

CARLYLE HOLDINGS II L.P.

by: /s/ Jeremy W. Anderson, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P.

by: Carlyle Holdings II L.P., its general partner

by: /s/ Jeremy W. Anderson, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

TC GROUP CAYMAN INVESTMENT HOLDINGS SUB L.P.

by: TC Group Cayman Investment Holdings, L.P.,
its general partner
by: Carlyle Holdings II L.P., its general partner

by: /s/ Jeremy W. Anderson, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

TC GROUP IV, L.L.C.

by: /s/ Jeremy W. Anderson
Name: Jeremy W. Anderson
Title: Authorized Person

TC GROUP IV, L.P.

by TC Group IV, L.L.C., its general partner

by: /s/ Jeremy W. Anderson
Name: Jeremy W. Anderson
Title: Authorized Person

CARLYLE PARTNERS IV, L.P.

by: TC Group IV, L.P., its general partner
by TC Group IV, L.L.C., its general partner

by: /s/ Jeremy W. Anderson
Name: Jeremy W. Anderson
Title: Authorized Person

CP IV COINVESTMENT, L.P.

by: TC Group IV, L.P., its general partner
by TC Group IV, L.L.C., its general partner

by: /s/ Jeremy W. Anderson
Name: Jeremy W. Anderson
Title: Authorized Person

CEP II MANAGING GP HOLDINGS, LTD.

by: /s/ Jeremy W. Anderson
Name: Jeremy W. Anderson
Title: Authorized Person

CEP II MANAGING GP, L.P.

by: CEP II Managing GP Holdings, Ltd., its general partner

by: /s/ Jeremy W. Anderson
Name: Jeremy W. Anderson
Title: Authorized Person

CEP II U.S. INVESTMENTS, L.P.

by: CEP II Managing GP, L.P., its general partner

by: CEP II Managing GP Holdings, Ltd., its general partner

by: /s/ Jeremy W. Anderson

Name: Jeremy W. Anderson

Title: Authorized Person

CARLYLE EUROPE PARTNERS II, L.P.

by: CEP II Managing GP, L.P., its general partner

by: CEP II Managing GP Holdings, Ltd., its General Partner

by: /s/ Jeremy W. Anderson

Name: Jeremy W. Anderson

Title: Authorized Person

CEP II PARTICIPATIONS S.À R.L. SICAR

by: /s/ Jeremy W. Anderson

Name: Jeremy W. Anderson

Title: Authorized Person