

HERTZ GLOBAL HOLDINGS INC
Form 3/A
January 24, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â BANK OF AMERICA CORP /DE/ | | (Month/Day/Year) 01/01/2009 | HERTZ GLOBAL HOLDINGS INC [HTZ] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| BANK OF AMERICA CORPORATE CENTER,Â 100 N TRYON ST | | | (Check all applicable) | 01/09/2009 |
| (Street) | | | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| CHARLOTTE,Â NCÂ 28255 | | | <input type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Common Stock, par value \$0.01 per share ⁽¹⁾ | 32,160,660 | I | See footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> |
| Common Stock, par value \$0.01 per share | 3,872,549 | I | See footnotes <u>(2)</u> <u>(3)</u> <u>(6)</u> |
| Common Stock, par value \$0.01 per share | 3,101,137 | I | See footnotes <u>(2)</u> <u>(3)</u> <u>(7)</u> |
| Common Stock, par value \$0.01 per share | 19,433 | I | See footnotes <u>(2)</u> <u>(3)</u> <u>(8)</u> |
| Common Stock, par value \$0.01 per share | 19,362,745 | I | See footnotes <u>(2)</u> <u>(3)</u> <u>(9)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Option (Right to Buy) | 01/02/2007 | 01/02/2017 | Common Stock | 2,090 | \$ 17.39 | I | See footnotes <u>(2)</u> <u>(3)</u> <u>(10)</u> |
| Stock Option (Right to Buy) | 05/17/2007 | 05/17/2017 | Common Stock | 6,474 | \$ 21.87 | I | See footnotes <u>(2)</u> <u>(3)</u> <u>(10)</u> |
| Stock Option (Right to Buy) | 05/15/2008 | 05/15/2018 | Common Stock | 38,136 | \$ 14.21 | I | See footnotes <u>(2)</u> <u>(3)</u> <u>(10)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BANK OF AMERICA CORP /DE/ BANK OF AMERICA CORPORATE CENTER 100 N TRYON ST CHARLOTTE, NC 28255 | Â X | Â X | Â | Â |

Signatures

/s/ Ileana Stone, Authorized Signatory for Bank of America

01/22/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) This amendment is being filed by Bank of America Corporation ("Bank of America") to correct the amount of shares reported as beneficially owned by Bank of America in Table I of the Form 3 filed on January 9, 2009 (the "Original Filing"). The Original Filing inadvertently omitted certain shares held directly by CMC-Hertz Partners, L.P. ("CMC LP") that Bank of America may be deemed to beneficially own, as described in more detail in footnote 9 below.

(2) Bank of America is an indirect beneficial owner of the reported securities. The indirect interest in the reported securities was obtained pursuant to an Agreement and Plan of Merger, dated as of September 15, 2008, whereby a wholly owned subsidiary of Bank of America merged with and into Merrill Lynch & Co., Inc. ("Merrill Lynch"). Merrill Lynch is now a wholly owned subsidiary of Bank of America.

(3) Each of Bank of America, Merrill Lynch, Merrill Lynch Group, Inc. ("ML Group"), Merrill Lynch GP, Inc. ("ML GP"), ML Global Private Equity Partners, L.P. ("MLGPEP"), MLGPE Ltd., ML Global Private Equity Fund, L.P. ("MLGPE"), Merrill Lynch Ventures, L.L.C. ("MLV LLC"), Merrill Lynch Ventures L.P. 2001 ("MLV LP"), ML Hertz Co-Investor GP, L.L.C. ("Hertz Co-Investor LLC"), ML Hertz Co-Investor, L.P. ("Hertz Co-Investor LP"), CMC-Hertz General Partner, L.L.C. ("CMC GP"), CMC LP and Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS") disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.

Edgar Filing: HERTZ GLOBAL HOLDINGS INC - Form 3/A

- (4) Represents shares held directly by MLGPE. MLGPE Ltd. is the general partner of MLGPE and is a wholly owned subsidiary of MLGPEP, the general partner of which is ML GP, which is a wholly owned subsidiary of ML Group.
- Pursuant to the Amended and Restated Stockholders Agreement, dated November 20, 2006, as it may be amended from time to time, 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., CP IV Coinvestment L.P., CEP II U.S. Investments, L.P., CEP II Participations S.a.r.l, MLGPE, MLV LP, CMC LP and Hertz Co-Investor LP, MLGPE has the right to designate two members to the board of directors of the Issuer.
- (5) Represents shares held directly by MLV LP, a limited partnership whose general partner is MLV LLC, a wholly owned subsidiary of ML Group.
- (6) Represents shares held directly by Hertz Co-Investor LP, a limited partnership whose general partner is Hertz Co-Investor LLC, whose sole managing member is MLGPE.
- (7) Represents shares held directly by MLPFS, a wholly owned subsidiary of Merrill Lynch. The number of shares previously reported has been adjusted to remove certain shares for which MLPFS has no pecuniary interest.
- (8) Represents shares held directly by CMC LP that were inadvertently omitted from Bank of America's previously filed Section 16 reports. CMC GP is the sole general partner of CMC LP and may be deemed to beneficially own the shares directly owned by CMC LP.
- (9) MLGPE is a member of CMC GP and an indirect wholly owned subsidiary of Bank of America. Bank of America may therefore be deemed to beneficially own the shares directly owned by CMC LP.
- (10) Represents options granted to MLGPE as assignee of compensation payable to George Bitar and Robert End for services as directors of the Issuer. Each of Messrs. Bitar and End were designated to serve as a director of the Issuer pursuant to the designation right described in footnote 5 above.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.