

HERTZ GLOBAL HOLDINGS INC
Form 3/A
January 03, 2014

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

OMB APPROVAL

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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 Trimm David | | (Month/Day/Year) | HERTZ GLOBAL HOLDINGS INC [HTZ] | |
| (Last) | (First) | 11/01/2013 | | |
| HERTZ GLOBAL HOLDINGS, INC., Â 225 BRAE BOULEVARD | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 11/07/2013 |
| PARK RIDGE, Â NJ Â 07656 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP & CIO | | 6. Individual or Joint/Group Filing(Check Applicable Line) <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 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 | 5,909 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------------|------------------|-----------------|--------------|----------------------------|------------|---------------------------------------|---|
| Employee Stock Options (Right to Purchase) | 03/12/2014 | 03/12/2020 | Common Stock | 3,084 | \$ 9.99 | D | Â |
| Employee Stock Options (Right to Purchase) | 03/01/2014 | 03/01/2021 | Common Stock | 1,978 | \$ 14.6 | D | Â |
| Employee Stock Options (Right to Purchase) | 03/01/2015 | 03/01/2021 | Common Stock | 1,978 | \$ 14.6 | D | Â |
| Price Vesting Units | Â (2)(3) | Â (2)(3) | Common Stock | 5,669 | \$ (2) (3) | D | Â |
| Performance Stock Units | Â (4) | Â (4) | Common Stock | 6,612 | \$ (4) | D | Â |
| Performance Stock Units | Â (5) | Â (5) | Common Stock | 2,833 | \$ (5) | D | Â |
| Employee Stock Options (Right to Purchase) | 11/01/2013 | 05/05/2016 | Common Stock | 8,000 | \$ 4.56 | D | Â |
| Employee Stock Options (Right to Purchase) | 11/01/2013 | 05/18/2016 | Common Stock | 26,000 | \$ 4.56 | D | Â |
| Employee Stock Options (Right to Purchase) | 11/01/2013 | 03/12/2020 | Common Stock | 9,252 | \$ 9.99 | D | Â |
| Employee Stock Options (Right to Purchase) | 11/01/2013 | 03/01/2021 | Common Stock | 3,955 | \$ 14.6 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Trimm David HERTZ GLOBAL HOLDINGS, INC. 225 BRAE BOULEVARD PARK RIDGE, NJ 07656 | Â | Â | Â EVP & CIO | Â |

Signatures

William Langston, By Power of Attorney on behalf of David Trimm 01/03/2013

**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) Includes (i) 1,615 restricted stock units, each representing a contingent right to receive one share of HTZ Common Stock, which will vest on March 1, 2014, and (ii) 4,294 restricted stock units, each representing a contingent right to receive one share of HTZ Common Stock,

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2,147 of which will vest on March 6, 2014 and 2,147 of which will vest on March 6, 2015.

- Each Price Vesting Unit (PVU) represents a contingent right to receive 1 share of HTZ common stock. The PVUs vest in 2 equal tranches on the 3rd and 4th anniversaries of the grant date. The 1st tranche will vest on March 6, 2015, contingent upon (a) the recipient's continued employment and (b) the average of the closing price of HTZ shares on the 20 trading days ending on the vesting date being at least \$16.5899; if such 20 day average is less than \$16.5899 but more than \$14.4260, then a prorated portion of the tranche will vest; if such 20 day average is \$14.4260 or less, the tranche will be forfeited. The 2nd tranche will vest on March 6, 2016, contingent upon (a) the recipient's continued employment and (b) the average of the closing prices of HTZ shares on the 20 trading days ending on the vesting date being at least \$18.0325; if such 20 day average is less than \$18.0325 but more than \$14.4260, then a prorated portion of the tranche will vest; if such 20 day average is \$14.4260
- (2) or less, the tranche will be forfeited.
- (3) or less, the tranche will be forfeited.

- Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units vest in three equal tranches, contingent upon (a) the recipient's continued employment and (b) EBITDA of the issuer during the 2013 and 2014 fiscal years. The each tranche consists of 1/3 of the grant and vest on February 28, 2014, February 28, 2015 and February 28, 2016, respectively.
- (4) or less, the tranche will be forfeited.

- Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units vest in three equal tranches, contingent upon (a) the recipient's continued employment and (b) EBITDA margin of the issuer during the 2013 fiscal year. The each tranche consists of 1/3 of the grant and vest on February 28, 2014, February 28, 2015 and February 28, 2016, respectively.
- (5) or less, the tranche will be forfeited.

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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