

HERTZ GLOBAL HOLDINGS INC
Form SC 13D/A
December 18, 2012

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

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 2)**

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)

Clayton, Dubilier & Rice Fund VII, L.P.

c/o Clayton, Dubilier & Rice, LLC

Attention: Theresa A. Gore

375 Park Ave, New York NY 10152

(212) 407-5227

Copy to:

Steven J. Slutzky, Esq.

Debevoise & Plimpton LLP

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919 Third Avenue

New York, NY 10022

(212) 909-6000

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

December 14, 2012

(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 Sections 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 Section 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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CUSIP No. 42805T 10 5

1. Names of Reporting Persons
Clayton Dubilier & Rice Fund VII, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) x
(b) o
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) o
6. Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|-----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
0 Shares |
| | 8. | Shared Voting Power
30,558,712 Shares (see Item 5) |
| | 9. | Sole Dispositive Power
0 Shares |
| | 10. | Shared Dispositive Power
30,558,712 Shares (see Item 5) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
30,558,712 Shares (see Item 5)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares x
13. Percent of Class Represented by Amount in Row (11)
7.3% (1)
14. Type of Reporting Person
PN

(1) Based on 421,108,282 shares of common stock, par value \$0.01 per share (Shares), of Hertz Global Holdings, Inc., a Delaware corporation (Hertz Holdings, or the Issuer), outstanding on November 30, 2012.

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CUSIP No. 42805T 10 5

- | | |
|-----|--|
| 1. | Names of Reporting Persons
CD&R Associates VII, Ltd. |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 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) <input type="radio"/> |
| 6. | Citizenship or Place of Organization
Cayman Islands |
| 7. | Sole Voting Power
0 Shares |
| 8. | Shared Voting Power
30,558,712 Shares (See Item 5) |
| 9. | Sole Dispositive Power
0 Shares |
| 10. | Shared Dispositive Power
30,558,712 Shares (See Item 5) |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
30,558,712 Shares (See Item 5) |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input checked="" type="checkbox"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
7.3% (1) |
| 14. | Type of Reporting Person
CO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

(1) Based on 421,108,282 Shares outstanding on November 30, 2012.

CUSIP No. 42805T 10 5

- | | |
|-----|--|
| 1. | Names of Reporting Persons
CD&R Associates VII, L.P. |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 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) <input type="radio"/> |
| 6. | Citizenship or Place of Organization
Cayman Islands |
| 7. | Sole Voting Power
0 Shares |
| 8. | Shared Voting Power
30,558,712 Shares (See Item 5) |
| 9. | Sole Dispositive Power
0 Shares |
| 10. | Shared Dispositive Power
30,558,712 Shares (See Item 5) |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
30,558,712 Shares (See Item 5) |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input checked="" type="checkbox"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
7.3% (1) |
| 14. | Type of Reporting Person
PN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

(1) Based on 421,108,282 Shares outstanding on November 30, 2012.

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CUSIP No. 42805T 10 5

1. Names of Reporting Persons
CD&R Investment Associates VII, Ltd.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(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
- | | | |
|---|-----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
0 Shares |
| | 8. | Shared Voting Power
30,558,712 Shares (See Item 5) |
| | 9. | Sole Dispositive Power
0 Shares |
| | 10. | Shared Dispositive Power
30,558,712 Shares (See Item 5) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
30,558,712 Shares (See Item 5)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
13. Percent of Class Represented by Amount in Row (11)
7.3% (1)
14. Type of Reporting Person
CO

(1) Based on 421,108,282 Shares outstanding on November 30, 2012.

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CUSIP No. 42805T 10 5

1. Names of Reporting Persons
CDR CCMG Co-Investor L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) x
(b) o
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) o
6. Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|-----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
0 Shares |
| | 8. | Shared Voting Power
11,157,546 Shares (See Item 5) |
| | 9. | Sole Dispositive Power
0 Shares |
| | 10. | Shared Dispositive Power
11,157,546 Shares (See Item 5) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
11,157,546 Shares (See Item 5)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares x
13. Percent of Class Represented by Amount in Row (11)
2.7% (1)
14. Type of Reporting Person
PN

(1) Based on 421,108,282 Shares outstanding on November 30, 2012.

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CUSIP No. 42805T 10 5

- | | |
|-----|--|
| 1. | Names of Reporting Persons
CDR CCMG Co-Investor GP Limited |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 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) <input type="radio"/> |
| 6. | Citizenship or Place of Organization
Cayman Islands |
| 7. | Sole Voting Power
0 Shares |
| 8. | Shared Voting Power
11,157,546 Shares (See Item 5) |
| 9. | Sole Dispositive Power
0 Shares |
| 10. | Shared Dispositive Power
11,157,546 Shares (See Item 5) |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
11,157,546 Shares (See Item 5) |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input checked="" type="checkbox"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
2.7% (1) |
| 14. | Type of Reporting Person
CO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

(1) Based on 421,108,282 Shares outstanding on November 30, 2012.

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CUSIP No. 42805T 10 5

1. Names of Reporting Persons
CD&R Parallel Fund VII, L.P.

 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) x
(b) o

 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) o

 6. Citizenship or Place of Organization
Cayman Islands

 7. Sole Voting Power
0 Shares

 8. Shared Voting Power
207,423 Shares (See Item 5)

 9. Sole Dispositive Power
0 Shares

 10. Shared Dispositive Power
207,423 Shares (See Item 5)
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With