HERC HOLDINGS INC

Form 3 July 08, 2016

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, response... 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 *

 PASTOR LOUIS

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

06/30/2016

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

HERC HOLDINGS INC [HRI]

4. Relationship of Reporting Person(s) to Issuer

Officer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O ICAHN CAPITAL LP, 767 FIFTH AVENUE, **SUITE 4700**

(Street)

10% Owner _X_ Director

(Check all applicable)

Other (give title below) (specify below) 6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

NEW YORK. NYÂ 10153

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial

Ownership Form: (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

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.

2. Date Exercisable and

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

1. Title of Derivative Security (Instr. 4)

Expiration Date (Month/Day/Year)

Date

3. Title and Amount of Securities Underlying **Derivative Security**

5. 4 Conversion or Exercise

Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 4)

Expiration Title Exercisable Date

Amount or Number of

Price of Derivative Security: Security Direct (D)

Shares

or Indirect
(I)

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PASTOR LOUIS C/O ICAHN CAPITAL LP 767 FIFTH AVENUE, SUITE 4700 NEW YORK, NYÂ 10153

X Â Â Â

Signatures

/s/ Sheri Roberts, by power of attorney

07/08/2016

**Signature of Reporting Person

Date

Explanation of Responses:

No securities are beneficially owned

- * 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).

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.

Reporting Owners 2