

HERTZ GLOBAL HOLDINGS INC

Form 3/A

January 24, 2013

**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 \*  
Â ML Global Private Equity Fund, L.P.

(Last) (First) (Middle)

2. Date of Event Requiring Statement  
(Month/Day/Year)  
11/15/2006

3. Issuer Name **and** Ticker or Trading Symbol  
HERTZ GLOBAL HOLDINGS INC [HTZ]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer ☐ Other  
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)  
11/15/2006

4 WORLD FINANCIAL CENTER, 23RD FLOOR

(Street)

NEW YORK,Â NYÂ 10080

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)  
☐ Form filed by One Reporting Person  
☒ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

| 1.Title of Security<br>(Instr. 4)                                     | 2. Amount of Securities<br>Beneficially Owned<br>(Instr. 4) | 3. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial<br>Ownership<br>(Instr. 5) |
|-----------------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------|
| Common Stock, par value \$0.01 per share <sup>(1)</sup><br><u>(2)</u> | 41,496,000 <sup>(3)</sup> <sup>(4)</sup> <sup>(5)</sup>     | D                                                                       | Â                                                           |
| Common Stock, par value \$0.01 per share                              | 4,004,000                                                   | I                                                                       | See footnotes <sup>(5)</sup> <sup>(6)</sup>                 |
| Common Stock, par value \$0.01 per share                              | 25,000,000                                                  | I                                                                       | See footnotes <sup>(5)</sup> <sup>(7)</sup>                 |

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)**

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
|                                               | Date<br>Exercisable                                            | Expiration<br>Date                                                                   | Title                                                              | Amount or<br>Number of<br>Shares                                                                     |                                                             |

## Reporting Owners

| Reporting Owner Name / Address                                                                        | Relationships |           |         |       |
|-------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                       | Director      | 10% Owner | Officer | Other |
| ML Global Private Equity Fund, L.P.<br>4 WORLD FINANCIAL CENTER, 23RD FLOOR<br>NEW YORK, NY 10080     | X             | X         |         |       |
| MLGPE Ltd.<br>4 WORLD FINANCIAL CENTER, 23RD FLOOR<br>NEW YORK, NY 10080                              | X             | X         |         |       |
| ML Global Private Equity Partners, L.P.<br>4 WORLD FINANCIAL CENTER, 23RD FLOOR<br>NEW YORK, NY 10080 | X             | X         |         |       |
| Merrill Lynch GP, Inc.<br>4 WORLD FINANCIAL CENTER, 23RD FLOOR<br>NEW YORK, NY 10080                  | X             | X         |         |       |
| MERRILL LYNCH GROUP, INC.<br>4 WORLD FINANCIAL CENTER, 23RD FLOOR<br>NEW YORK, NY 10080               | X             | X         |         |       |
| MERRILL LYNCH & CO., INC.<br>4 WORLD FINANCIAL CENTER, 23RD FLOOR<br>NEW YORK, NY 10080               | X             | X         |         |       |

## Signatures

|                                                                                                                                                     |            |
|-----------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| ML Global Private Equity Fund, L.P., By: MLGPE Ltd., its general partner, By: Jeffrey M. Atkins, President and Managing Director                    | 01/22/2013 |
| Signature of Reporting Person                                                                                                                       | Date       |
| MLGPE Ltd., By: Jeffrey M. Atkins, President and Managing Director                                                                                  | 01/22/2013 |
| Signature of Reporting Person                                                                                                                       | Date       |
| ML Global Private Equity Partners, L.P., By: Merrill Lynch GP, Inc., its general partner, By: /s/ Martin J. McInerney, Vice President and Treasurer | 01/22/2013 |
| Signature of Reporting Person                                                                                                                       | Date       |
| Merrill Lynch GP, Inc., By: /s/ Martin J. McInerney, Vice President and Treasurer                                                                   | 01/22/2013 |
| Signature of Reporting Person                                                                                                                       | Date       |
| Merrill Lynch Group, Inc., By: Ileana C. Stone, as Attorney-in-Fact                                                                                 | 01/22/2013 |

\_\_Signature of Reporting Person

Date

Merrill Lynch & Co., Inc., By: Lawrence Emerson, as Attorney-in-Fact

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).

This amendment is being filed by each of Merrill Lynch & Co., Inc. ("Merrill Lynch"), Merrill Lynch Group Inc. ("ML Group"), Merrill Lynch GP, Inc. ("ML GP"), ML Global Private Equity Partners, L.P. ("MLGPEP"), MLGPE Ltd. and ML Global Private Equity Fund, L.P. ("MLGPE") (collectively, the Reporting Persons) to correct the amount of shares reported as beneficially owned by the Reporting

- (1) Persons in Table I of the Form 3 filed on November 15, 2006 (the "Original Filing"). The Original Filing is being amended to include certain shares held directly by CMC-Hertz Partners, L.P. ("CMC LP"). In addition, this amendment shows shares held by ML Hertz Co-Investor, L.P. ("Hertz Co-Investor LP") that were previously reported pursuant to a separate Form 3 filed on November 15, 2006 by the Reporting Persons. (Continued in footnote 2)

- (2) As described in more detail in the footnotes below, each of Merrill Lynch, ML Group, ML GP, MLGPEP, MLGPE Ltd. and MLGPE may be deemed to indirectly beneficially own the shares held by CMC LP and Hertz Co-Investor LP. The business address for each of the Reporting Persons is 4 World Financial Center, 23rd Floor, New York, NY 10080.

- (3) 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, which is a wholly owned subsidiary of Merrill Lynch.

- (4) Pursuant to the Stockholders Agreement, dated December 21, 2005, 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, Merrill Lynch Ventures L.P. 2001, CMC LP and Hertz Co-Investor LP, MLGPE has the right to designate two members to the board of directors of the Issuer.

- (5) Each of Merrill Lynch, ML Group, ML GP, MLGPEP, MLGPE Ltd., MLGPE, ML Hertz Co-Investor GP, L.L.C. ("Hertz Co-Investor LLC"), Hertz Co-Investor LP, CMC-Hertz General Partner, L.L.C. ("CMC GP") and CMC LP disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.

- (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 CMC LP that were inadvertently omitted from the Reporting Persons' 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. MLGPE is a member of CMC GP and therefore MLGPE and each of Merrill Lynch, ML Group, ML GP, MLGPEP and MLGPE Ltd. may be deemed to beneficially own the shares directly owned by CMC LP.

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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