

AVIS BUDGET GROUP, INC.

Form 11-K

June 30, 2008

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**Form 11-K**

x ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2007

OR

.. TRANSITION REPORT PURSUANT TO SECTION 15 (d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Commission File No. 1-10308**

A. Full title of the plan and address of the plan, if different from that of the issuer named below:

# **Avis Voluntary Investment Savings Plan**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:  
**Avis Budget Group, Inc.**

**6 Sylvan Way**

**Parsippany, NJ 07054**

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**AVIS VOLUNTARY INVESTMENT SAVINGS PLAN**

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All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Trustee and Participants of the

Avis Voluntary Investment Savings Plan:

We have audited the accompanying statements of net assets available for benefits of the Avis Voluntary Investment Savings Plan (the Plan) as of December 31, 2007 and 2006, and the related statement of changes in net assets available for benefits for the year ended December 31, 2007. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2007 and 2006, and the changes in net assets available for benefits for the year ended December 31, 2007 in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 2 to the financial statements, the financial statements include investments valued at approximately \$35.5 million (54% of assets) and \$36.4 million (55% of assets) as of December 31, 2007 and 2006, respectively, whose fair values have been estimated by management in the absence of readily determinable fair values. Management's estimates are based on information provided by the fund managers.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of (1) assets (held at end of year) as of December 31, 2007 and (2) delinquent participant contributions for the year ended December 31, 2007 are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These schedules are the responsibility of the Plan's management. Such schedules have been subjected to the auditing procedures applied in our audit of the basic 2007 financial statements and, in our opinion, are fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

/s/ Deloitte & Touche LLP

New York, New York

June 30, 2008

**Table of Contents****AVIS VOLUNTARY INVESTMENT SAVINGS PLAN****STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS****AS OF DECEMBER 31, 2007 AND 2006**

	<b>2007</b>	<b>2006</b>
<b>ASSETS:</b>		
Participant- directed investments at fair value:		
Cash and cash equivalents	\$ 363,354	\$ 501,322
Mutual funds	24,177,306	24,536,994
Common/collective trusts	37,688,274	38,113,404
Avis Budget Group, Inc. common stock	78,401	62,264
Other common stock	28,920	107,989
Loans to participants	2,336,250	2,112,576
<b>Total investments</b>	<b>64,672,505</b>	<b>65,434,549</b>
Receivables:		
Participant contributions	167,346	3,721
Employer contributions	217,081	4,850
Interest and dividends	32,201	29,208
<b>Total receivables</b>	<b>416,628</b>	<b>37,779</b>
<b>NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE</b>	<b>65,089,133</b>	<b>65,472,328</b>
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	328,164	690,872
<b>NET ASSETS AVAILABLE FOR BENEFITS</b>	<b>\$ 65,417,297</b>	<b>\$ 66,163,200</b>

The accompanying notes are an integral part of these financial statements.

**Table of Contents****AVIS VOLUNTARY INVESTMENT SAVINGS PLAN****STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS****FOR THE YEAR ENDED DECEMBER 31, 2007**

<b>ADDITIONS TO NET ASSETS:</b>	
Net investment income:	
Interest	\$ 1,904,474
Dividends	1,808,066
Net appreciation in fair value of investments	531,471
Net investment income	4,244,011
<b>Contributions:</b>	
Participants	2,153,950
Employer	2,838,756
Rollovers	5,395
<b>Total contributions</b>	<b>4,998,101</b>
Total additions	9,242,112
<b>DEDUCTIONS FROM NET ASSETS:</b>	
Benefits paid to participants	8,138,483
Transfers of participant account balances to affiliated plans	1,837,544
Administrative expenses	11,988
<b>Total deductions</b>	<b>9,988,015</b>
NET DECREASE IN ASSETS	(745,903)
<b>NET ASSETS AVAILABLE FOR BENEFITS:</b>	
BEGINNING OF YEAR	66,163,200
END OF YEAR	\$ 65,417,297

The accompanying notes are an integral part of these financial statements.

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**AVIS VOLUNTARY INVESTMENT SAVINGS PLAN**

**NOTES TO FINANCIAL STATEMENTS**

**1. DESCRIPTION OF THE PLAN**

The following description of the Avis Voluntary Investment Savings Plan (the *Plan*) provides only general information. Participants should refer to the Summary Plan Description or the Plan document which is available from Avis Rent A Car System, LLC (the *Company*) for a more complete description of the Plan's provisions. The Company is a wholly-owned subsidiary of Avis Budget Group, Inc. (*ABGI*).

The Plan is a defined contribution plan that provides Internal Revenue Code (the *IRC*) Section 401(k) employee salary deferral benefits and additional employer contributions for the Company's eligible employees. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (*ERISA*). Merrill Lynch Trust Company, FSB (the *Trustee*) is the Plan's trustee.

Pursuant to certain resolutions of the Executive Committee of the Company's Board of Directors, the Plan was amended during 2006 to allow for the transfer of participants' account balances between the Plan and other affiliated plans of ABGI.

On July 31, 2006, the Company's parent, ABGI completed the spin-offs of Realogy Corporation (*Realogy*) and Wyndham Worldwide Corporation (*Wyndham*) and distributed one share each of Realogy and Wyndham common stock for every four and five shares, respectively, of the outstanding Candant Corporation common stock held on July 21, 2006. On August 23, 2006, ABGI completed the sale of Travelport. On April 10, 2007, Realogy was acquired by an affiliate of Apollo Management VI, L.P.

Following the spin-offs of Realogy and Wyndham and the sale of Travelport, the parent company's stockholders approved a change in the parent company's name from Candant Corporation to Avis Budget Group, Inc. On September 5, 2006, ABGI completed a 1-for-10 reverse stock split of ABGI's common stock.

The following is a summary of certain Plan provisions:

*Eligibility* Each employee may elect to become a contributing participant after having met all of the following requirements: (i) the status of a non-union employee, (ii) the attainment of age 21 and (iii) the completion of one year of service (a year of service means the completion of at least 1,000 hours of service during the first twelve months of employment or the completion of at least 1,000 hours in any Plan year that follows the employment date).

*Participant Contributions* Participants may elect to make pre-tax contributions up to 16% of specified compensation up to the statutory maximum of \$15,500 for 2007. In addition, employees participating in the Plan may make additional contributions (that are not matched by employer contributions) from 1% to 10% of specified compensation on a current, after-tax basis, subject to certain limitations imposed by law. Certain eligible participants (age 50 and over) are permitted to contribute an additional \$5,000 as a catch up contribution, resulting in a total pre-tax contribution of \$20,500 for 2007.

*Employer Contributions* The Company contributes to the Plan with respect to each participating employee (i) an amount equal to the sum of 50% of the first 6% of the participant's compensation that is contributed to the Plan, plus (ii) an amount equal to 3% of participants' annual compensation.

*Rollovers* All employees, upon commencement of employment, are provided the option of making a rollover contribution into the Plan in accordance with Internal Revenue Service (*IRS*) regulations.

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*Investments* Participants direct the investment of contributions to various investment options and may reallocate investments among the various funds. The fund reallocation must be in 1% increments, include both employee and employer contributions and is limited to one reallocation per day, subject to restrictions imposed by the mutual fund companies to curb short-term trading. Participants should refer to the Plan document regarding investments in Company and other common stock. Participants should refer to each fund's prospectus for a more complete description of the risks and restrictions associated with each fund.

*Vesting* At any time, participants are 100% vested in their pre-tax and after tax contributions plus actual earnings thereon. The Company's matching contributions are fully vested upon 3 years of service without partial vesting prior thereto and the Company's 3% contribution of participant's annual compensation vests immediately.

*Loan Provisions* Participants may borrow from their fund accounts up to the lesser of \$50,000 or 50% of their vested balance provided the vested balance is at least \$2,000. The loans are secured by the balance in the participant's vested account and bear interest at rates commensurate with local prevailing rates as determined quarterly by the plan administrator. Principal and interest are paid ratably through payroll deductions.

*Participant Accounts* A separate account is maintained for each participant. Each participant's account is credited with the participant's contributions and allocations of the Company's contributions and Plan earnings including interest, dividends and net realized and unrealized appreciation in fair value of investments. Each participant's account is also charged with an allocation of net realized and unrealized depreciation in fair value of investments, certain administrative expenses and withdrawals. Allocations are based on participant account balances, as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

*Payment of Benefits to Participants* Participants are entitled to withdraw a certain portion of their vested accounts in accordance with the terms of the Plan and applicable law. Participants are permitted to process in-service withdrawals, in accordance with Plan provisions, upon attaining age 59 1/2 or for hardship in certain circumstances, as defined in the Plan document, before that age. Distribution of the participant's account may be made in a lump sum payment upon retirement, death or disability, or upon termination of employment, subject to the vesting requirements of the Plan.

*Forfeited Accounts* Forfeited balances of terminated participants' non-vested accounts are first used to pay Plan expenses, if any, and then to decrease employer contributions. As of December 31, 2007 and 2006, forfeited account balances amounted to \$124,946 and \$111,000, respectively. As of December 31, 2007, no forfeited non-vested accounts were used to reduce employer contributions.

*Administrative Expenses* Administrative expenses of the Plan may be paid by the Company; otherwise such expenses are paid by the Plan. Fees for participants' distributions, withdrawals and loans and similar expenses are paid by the Plan.

*Transfers to Affiliated Plans* Net transfers of participants account balances to affiliated plans totaled \$1,837,544 for the year ended December 31, 2007.

## **New Accounting Pronouncements**

*Fair Value Measurements.* In September 2006, the Financial Accounting Standards Board ( FASB ) issued Statement on Financial Accounting Standards No. 157, Fair Value Measurements ( SFAS No. 157 ). SFAS No. 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurement. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 17, 2007. The Plan adopted SFAS No. 157 on January 1, 2008, as required. The Plan Administrator has not completed the process of evaluating the impact that will result from adopting SFAS No. 157. The Plan Administrator is therefore unable to disclose the impact that



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adopting SFAS No. 157 will have on its assets available for benefits and changes in assets available for benefits for when such statement is adopted.

*Fair Value Option.* In February 2007, the FASB issued SFAS No. 159, The Fair Value Options for Financial Assets and Financial Liabilities, including an amendment of FASB Statement No. 115 ( SFAS No. 159 ). SFAS No. 159 permits entities to choose to measure many financial instruments at fair value that are not currently required to be measured at fair value. It also establishes presentation and disclosure requirements designed to facilitate comparisons between entities that choose different measurement attributes for similar types of assets and liabilities. The Plan adopted SFAS No. 159 on January 1, 2008, as required, and has elected not to apply the option to measure any assets at the time of adoption.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Basis of Accounting* The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ( U.S. GAAP ).

*Use of Estimates* The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported and related disclosures. Actual results could differ from those estimates.

*Risks and Uncertainties* The Plan invests in various securities including mutual funds, common/collective trusts, Avis Budget Group, Inc. common stock and other common stock. Investment securities are exposed to various risks, such as interest rate and credit risks and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes would materially affect the amounts reported in the financial statements.

*Cash and Cash Equivalents* The Plan considers highly liquid investments with an original maturity of three months or less to be cash equivalents.

*Investment Contracts* As described in Financial Accounting Standards Board Staff Position, FSP AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans* (the FSP ), investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As required by the FSP, the Statements of Net Assets Available for Benefits presents investment contracts at fair value as well as an additional line item showing an adjustment of fully benefit- responsive investment contracts from fair value to contract value.

*Valuation of Investments and Income Recognition* The Plan 's investments are stated at fair value. Securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the Plan year. Mutual funds are valued at the quoted market price, which represents the net asset value of shares held by the Plan at year-end. Common/collective trusts are valued at the net asset value of the shares held by the Plan at year-end, which is based on the fair value of the underlying assets. Loans to participants are valued at outstanding loan balances which approximates fair value. One of the Plan 's common/collective trust investments is the Merrill Lynch Retirement Preservation Trust ( MLPT ). The MLPT invests primarily in synthetic guaranteed investment contracts that are primarily collateralized by graded debt securities and are valued at fair value of the underlying investments and then adjusted by the issuer to contract value. The fair value of the underlying debt securities are valued at the last available bid price in over the counter markets or on the basis of values obtained by independent valuation groups. The synthetic guaranteed investment wrapper contracts are valued by determining the difference between the present value of the replacement cost of the wrapper contract and the present value

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of the contractually obligated payments in the original wrapper contract. Participants may direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals. The fair value recorded in the Plan's financial statements for such fund was \$35,416,342 and \$36,375,044 at December 31, 2007 and 2006, respectively.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date and interest is recorded when earned. The accompanying Statement of Changes in Net Assets Available for Benefits presents net appreciation in fair value of investments, which includes unrealized gains and losses on investments held at December 31, 2007, realized gains and losses on investments sold during the year then ended and management and operating expenses associated with the Plan's investments in mutual funds and common/collective trusts.

Management fees and operating expenses charged to the Plan for investments in the mutual funds and common/collective trusts are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

*Benefit Payments* Benefits to participants are recorded upon distribution. Amounts allocated to accounts of participants who have elected to withdraw from the Plan, but have not yet received payments from the Plan totaled \$362,636 and \$504,296 at December 31, 2007 and 2006, respectively.

**3. INVESTMENTS**

The following table presents investments at fair value that represent five percent or more of the Plan's net assets available for benefits as of December 31:

	<b>2007</b>
* Merrill Lynch Retirement Preservation Trust **	\$ 35,416,342
Allianz CCM Capital Appreciation Fund	5,203,466
MFS Value Fund	4,257,803
	<b>2006</b>
* Merrill Lynch Retirement Preservation Trust **	\$ 36,375,044
Allianz CCM Capital Appreciation Fund	5,055,374
MFS Value Fund	4,462,085

(\*) Permitted party-in-interest

(\*\*) The contract value of the Merrill Lynch Retirement Preservation Trust was \$35,744,506 and \$37,065,916 at December 31, 2007 and 2006, respectively.

During 2007, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in fair value, as follows:

	<b>2007</b>
Mutual funds	\$ 151,176
Common/collective trusts	438,815
Common stock (*)	(58,520)
	<b>\$ 531,471</b>

(\*) Includes the common stock of Avis Budget Group, Inc. and Wyndham Worldwide Corp. (see Note 1 Description of the Plan for more information).



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The IRS determined and informed the Company by letter dated October 25, 2002 that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving this determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and that the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

**5. EXEMPT PARTY-IN-INTEREST TRANSACTIONS**

A portion of the Plan's investments represents shares in funds managed by Merrill Lynch Trust Company, FSB, the trustee of the Plan. Therefore, these transactions qualify as exempt party-in-interest transactions.

At December 31, 2007 and 2006, the Plan held 6,031 and 2,871 shares of Avis Budget Group, Inc. common stock with a cost basis of \$176,289 and \$121,819, respectively. During 2007, the Plan did not receive any dividends from ABGI, which is the parent of the sponsoring employer of the Plan.

**6. PLAN TERMINATION**

Although the Company has not expressed any intention to do so, the Company reserves the right to modify, suspend, amend or terminate the Plan in whole or in part at any time subject to the provisions of ERISA. If the Plan is terminated, the amounts credited to the employer contribution accounts of all participants become fully vested.

**7. RECONCILIATION TO FORM 5500**

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 31:

	2007	2006
Net assets available for benefits per the financial statements	\$ 65,417,297	\$ 66,163,200
Less: Adjustment from contract value to fair value for fully benefit-responsive investment contracts	(328,164)	(690,872)
Net assets available for benefits per Form 5500	\$ 65,089,133	\$ 65,472,328

The following is a reconciliation of change in net assets available for benefits per the financial statements for the year ended December 31, 2007, to the net income per Form 5500:

Decrease in net assets available for benefits per the financial statements	\$ (745,903)
Less: December 31, 2007 adjustment for contract value to fair value for fully benefit-responsive investment contracts	(328,164)
Add: Prior year adjustment for contract value to fair value for fully benefit-responsive investment contracts	690,872
Transfer of assets from the Plan (Reflected in L Transfer of assets of Form 5500)	1,837,544
Net income per Form 5500	\$ 1,454,349

**8. PROHIBITED TRANSACTIONS**

During the plan year ending December 31, 2007, the Company was delinquent in to remitting to the Trustee certain employee contributions totaling \$3,153,747 within the time period set forth in the Department of Labor's ( DOL ) plan asset regulation at 2510.3-102. As of January 31, 2008 all such delinquent participants' contributions have been remitted to the Plan. In addition, participants will be credited with the amount of investment that would have been earned had the participant contributions been remitted on a timely basis.

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Plan Number: 002

EIN: 11-1998661

**AVIS VOLUNTARY INVESTMENT SAVINGS PLAN****FORM 5500, SCHEDULE H, PART IV, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)****AS OF DECEMBER 31, 2007**

Identity of Issue, Borrower, Current Lessor or Similar Party	Description of Investment	Number of Shares, Units or Par Value	Cost***	Current Value****
* Avis Budget Group Inc.	Common Stock Fund	6,031		\$ 78,401
Wyndham Worldwide Corporation	Common Stock Fund	1,228		28,920
* Merrill Lynch Retirement Preservation Trust	Common/collective trust	35,744,506		35,416,342
* Merrill Lynch Equity Index Trust Fund	Common/collective trust	9,637		169,314
Oppenheimer Emerging Markets Equity Trust	Common/collective trust	52,915		1,722,371
Oppenheimer International Growth Trust	Common/collective trust	23,400		380,247
Allianz CCM Capital Appreciation Fund	Registered investment fund	252,228		5,203,466
Allianz Capital Renaissance Fund	Registered investment fund	24,594		447,112
Davis NY Venture Fund	Registered investment fund	69,707		2,819,652
Harbor Small Capital Value Fund	Registered investment fund	117,953		2,347,262
ING International Value Fund	Registered investment fund	132,138		2,455,117
Lord Abbett Bond Debenture Fund	Registered investment fund	37,748		298,211
MASS Investment Growth Stock Fund	Registered investment fund	45,602		703,188
MFS Mid-Cap Growth Fund	Registered investment fund	18,226		187,545
MFS Value Fund	Registered investment fund	160,369		4,257,803
Oppenheimer Capital Appreciation Fund	Registered investment fund	40,650		2,156,471
Oppenheimer Quest Balanced Value Fund	Registered investment fund	10,225		160,837
PIMCO Total Return Fund	Registered investment fund	187,033		1,999,380
Scudder RREEF Real Estate Fund	Registered investment fund	22,417		427,939
The Oakmark Equity and Income Fund	Registered investment fund	19,600		526,854
Vanguard Explorer Admiral Fund	Registered investment fund	2,814		186,469
Various participants	Participant loans **			2,336,250
Cash and cash equivalents				363,354
Total				\$ 64,672,505

\* Represents a permitted party-in-interest.

\*\* Maturity dates range from January 2008 to July 2021 at interest rates of 5.00% to 19.73%.

\*\*\* Cost information is not required for participant-directed investments.

\*\*\*\* Form 5500 instructions require reporting of Common/collective trusts at fair value on this schedule.

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Plan Number: 002

EIN: 11-1998661

**AVIS VOLUNTARY INVESTMENT SAVINGS PLAN**

**FORM 5500, SCHEDULE H, PART IV, LINE 4A SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS YEAR ENDED DECEMBER 31, 2007**

<b>Participant contributions</b>	<b>Contributions</b>	<b>Contributions Corrected Outside of VFCP</b>	<b>Contributions Pending Correction in VFCP</b>	<b>Total Full Corrected Under VFCP and PTE 002-51</b>
<b>Transferred Late to Plan</b> \$3,153,747	<b>Not Corrected</b>	\$3,153,747		\$3,153,747



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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Avis Voluntary Investment Savings Plan

By: /s/ Mark Servodidio  
Mark Servodidio

Executive Vice President and

Chief Human Resources Officer

Avis Budget Group, Inc.

Date: June 30, 2008