

HERTZ GLOBAL HOLDINGS INC
Form SC 13D/A
May 17, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 4)

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)

Jeffrey W. Ferguson

The Carlyle Group

1001 Pennsylvania Avenue NW

Suite 220 South

Washington, DC 20004

(202) 729-5626

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

May 9, 2013

(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 §§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* §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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1 NAMES OF REPORTING PERSONS

Carlyle Group Management L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(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

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

0

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

OO (Delaware limited liability company)

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1 NAMES OF REPORTING PERSONS**The Carlyle Group L.P.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(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**Delaware****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**0****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 42805T 10 5

13D

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1 NAMES OF REPORTING PERSONS**Carlyle Holdings II GP L.L.C.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(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**Delaware****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**0****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

OO (Delaware limited liability company)

CUSIP No. 42805T 10 5

13D

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1 NAMES OF REPORTING PERSONS**Carlyle Holdings II L.P.****2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**(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****Québec****7 SOLE VOTING POWER****NUMBER OF****SHARES****0****BENEFICIALLY****8 SHARED VOTING POWER****OWNED BY****EACH****0****9 SOLE DISPOSITIVE POWER****REPORTING****PERSON****0****WITH****10 SHARED DISPOSITIVE POWER****0****11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

PN (Québec société en commandite)

CUSIP No. 42805T 10 5

13D

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1 NAMES OF REPORTING PERSONS**TC Group Cayman Investment Holdings, L.P.****2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**(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****7** ☐ SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** ☐ SHARED VOTING POWER**OWNED BY****EACH****0****9** ☐ SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** ☐ SHARED DISPOSITIVE POWER**0****11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

PN (Cayman Islands exempt limited partnership)

CUSIP No. 42805T 10 5

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1 NAMES OF REPORTING PERSONS**2 TC Group Cayman Investment Holdings Sub L.P.**
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☐ (b) ☒**3 SEC USE ONLY****4 SOURCE OF FUNDS****5 OO**
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐**6 CITIZENSHIP OR PLACE OF ORGANIZATION****Cayman Islands****7** SOLE VOTING POWER**NUMBER OF****SHARES** **0****BENEFICIALLY** **8** SHARED VOTING POWER**OWNED BY****EACH** **0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON** **0****WITH** **10** SHARED DISPOSITIVE POWER**11** **0**
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

PN (Cayman Islands exempt limited partnership)

CUSIP No. 42805T 10 5

13D

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1 NAMES OF REPORTING PERSONS**TC Group IV, L.L.C.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(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**Delaware****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**0****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

OO (Delaware limited liability company)

CUSIP No. 42805T 10 5

13D

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1 NAMES OF REPORTING PERSONS**TC Group IV, L.P.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(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**Delaware****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**0****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 42805T 10 5

13D

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1 NAMES OF REPORTING PERSONS

Carlyle Partners IV, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(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

Delaware

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY **0**

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING **0**

9 SOLE DISPOSITIVE POWER

PERSON

WITH

0

10