

DOLLAR THRIFTY AUTOMOTIVE GROUP INC

Form SC TO-T/A

September 14, 2012

---

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

---

SCHEDULE TO  
Amendment No. 1  
Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1) of  
the Securities Exchange Act of 1934

---

Dollar Thrifty Automotive Group, Inc.  
(Name of Subject Company)

HDTMS, Inc.  
(Offeror)

Hertz Global Holdings, Inc.  
(Parent of Offeror)  
(Names of Filing Persons)

---

COMMON STOCK, \$0.01 PAR VALUE  
(Title of Class of Securities)

256743105  
(Cusip Number of Class of Securities)

---

Jeffrey Zimmerman, Esq.  
Senior Vice President, General Counsel and Corporate Secretary  
Hertz Global Holdings, Inc.  
225 Brae Boulevard  
Park Ridge, New Jersey 07656-0713  
(201) 307-2000  
(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of Filing Persons)

---

Copies to:

|                          |                          |
|--------------------------|--------------------------|
| Scott A. Barshay, Esq.   | John M. Allen, Jr., Esq. |
| Minh Van Ngo, Esq.       | Debevoise &              |
| Cravath, Swaine & Moore  | Plimpton LLP             |
| LLP                      | 919 Third Avenue         |
| 825 Eighth Avenue        | New York, New York 10022 |
| New York, New York 10019 | (212) 909-6000           |
| (212) 474-1000           |                          |

CALCULATION OF FILING FEE

| Transaction<br>Valuation* | Amount of<br>Filing Fee** |
|---------------------------|---------------------------|
| \$2,440,545,012.50        | \$279,686.46              |

---

- \* Estimated for purposes of calculating the filing fee only. This amount is determined by multiplying 27,891,943 shares of Dollar Thrifty Automotive Group, Inc. common stock (representing the shares of common stock outstanding as of August 30, 2012) by \$87.50 per share, which is the offer price.
- \*\* The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #3 for fiscal year 2012, issued September 29, 2011, by multiplying the transaction value by 0.00011460.
- b Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount

Previously Paid: \$279,686.46

Form or

Registration No.: Schedule TO

Filing Party: Hertz Global Holdings, Inc. and HDTMS, Inc.

Date Filed: September 10, 2012

- o Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- b third-party tender offer subject to Rule 14d-1.
- o issuer tender offer subject to Rule 13e-4.
- o going-private transaction subject to Rule 13e-3.
- o amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer. o

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- o Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- o Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 1 to the Tender Offer Statement on Schedule TO (this “Amendment”) is filed by Hertz Global Holdings, Inc., a Delaware corporation (“Hertz”), and HDTMS, Inc., a Delaware corporation and an indirect wholly owned subsidiary of Hertz (“Offeror”). This Amendment amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on September 10, 2012 (together with any amendments and supplements thereto, the “Schedule TO”), and relates to the offer by Offeror to purchase each of the outstanding shares of common stock, par value \$0.01 per share, of Dollar Thrifty Automotive Group, Inc., a Delaware corporation, for \$87.50 in cash, without interest and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated September 10, 2012 (the “Offer to Purchase”) and the related Letter of Transmittal.

Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Offer to Purchase.

#### Item 12. Exhibits

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits:

| Exhibit<br>Number | Description of Exhibit                                                                                                                                          |
|-------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (a)(5)(G)         | Letter from Hertz Global Holdings, Inc. to Employees of Dollar Thrifty Automotive Group, Inc. with cover note from Scott L. Thompson, dated September 13, 2012. |
| (a)(5)(H)         | Frequently Asked Questions sent to Employees of Dollar Thrifty Automotive Group, Inc., dated September 13, 2012.                                                |

---

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 13, 2012

HDTMS, INC.

By: /s/ J. Jeffrey Zimmerman  
Name: J. Jeffrey Zimmerman  
Title: Vice President and Secretary

HERTZ GLOBAL HOLDINGS, INC.

By: /s/ J. Jeffrey Zimmerman  
Name: J. Jeffrey Zimmerman  
Title: Senior Vice President, General  
Counsel and Secretary

---

EXHIBIT INDEX

| Exhibit<br>Number | Description of Exhibit                                                                                                                                           |
|-------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (a)(5)(G)         | Letter from Hertz Global Holdings, Inc. to Employees of Dollar Thrifty Automotive Group, Inc. with cover note from Scott L. Thompson, dated September 13, 2012.* |
| (a)(5)(H)         | Frequently Asked Questions sent to Employees of Dollar Thrifty Automotive Group, Inc., dated September 13, 2012.*                                                |

\* Filed herewith

---