

HERTZ GLOBAL HOLDINGS INC
Form 4
March 14, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
BANK OF AMERICA CORP /DE/

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2013

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

BANK OF AMERICA
CORPORATE CENTER, 100 N
TRYON ST

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

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

CHARLOTTE, NC 28255

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)		
			Code	V	Amount or Price				
Common Stock	03/12/2013		S		16,823,892 (1)	D	\$ 20.14 0	I	See Footnotes (2) (3) (4) (5)
Common Stock	03/12/2013		S		922,689 (1)	D	\$ 20.14 1,104,482	I	See Footnotes (2) (6)
Common Stock	03/12/2013		S		1,623,358 (1)	D	\$ 20.14 0	I	See Footnotes (2) (7)

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Common Stock	03/12/2013	S	4,613,447 <u>(1)</u>	D	\$ 20.14	5,522,404	I	See Footnotes (2) (8)
Common Stock						96,741	I	See Footnotes (2) (9)
Common Stock						19,433	I	See Footnotes (2) (10)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BANK OF AMERICA CORP /DE/ BANK OF AMERICA CORPORATE CENTER 100 N TRYON ST CHARLOTTE, NC 28255	X	X		

Signatures

/s/ Ileana Stone, Authorized Signatory for Bank of America

03/14/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
- Represents shares of common stock of Hertz Global Holdings Inc. (the "Issuer") sold in a secondary offering (the "Offering") pursuant to that certain Underwriting Agreement, by and among the Issuer, Citigroup Global Markets Inc. and Barclays Capital Inc., as underwriters, and ML Global Private Equity Fund, L.P. ("MLGPE"), Merrill Lynch Ventures L.P. 2001 ("MLV LP"), ML Hertz Co-Investor, L.P. ("Hertz Co-Investor LP"), CMC-Hertz Partners, L.P. ("CMC LP"), 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., CEP II U.S. Investments, L.P., CP IV Coinvestment, L.P. and CEP II Participations S.a r.l., SICAR, dated as of March 6, 2013.
- (1) Each of Bank of America Corporation ("Bank of America"), Merrill Lynch & Co., Inc. ("Merrill Lynch"), Merrill Lynch Group, Inc. ("ML Group"), ML IBK Positions, Inc. ("ML IBK"), Merrill Lynch Global Private Equity, Inc. ("MLGPE Inc."), Merrill Lynch GP Inc. ("ML GP"), ML Global Private Equity Partners, L.P. ("MLGPEP"), MLGPE Ltd., MLGPE, Merrill Lynch Ventures, LLC ("MLV LLC"), MLV LP, ML Hertz Co-Investor GP, L.L.C. ("Hertz Co-Investor LLC"), Hertz Co-Investor LP, Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), CMC-Hertz General Partner, L.L.C. ("CMC GP") and CMC LP expressly disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.
- (2) 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, which is a wholly owned subsidiary of Bank of America.
- (3) Pursuant to the Amended and Restated Stockholders Agreement, dated November 20, 2006, 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., SICAR, MLGPE, MLV LP, CMC LP and Hertz Co-Investor LP (the "Stockholders' Agreement") and following the secondary offering completed on March 31, 2011, MLGPE had the right to designate one member to the board of directors of the Issuer. (Continued in footnote 5)
- (4) Following the Offering, MLGPE no longer has the right under the Stockholders' Agreement to designate a member to the Issuer's board of directors. Angel Morales, a director of the Issuer who was designated by MLGPE, although still serving on the Issuer's board of directors, ceased to be the designee of MLGPE upon completion of the Offering. Accordingly, each of Bank of America, Merrill Lynch, ML Group, ML IBK, MLGPE Inc., ML GP, MLGPEP, MLGPE Ltd., MLGPE, MLV LLC, MLV LP, Hertz Co-Investor LLC, Hertz Co-Investor LP, MLPFS, CMC GP and CMC LP expressly disclaims that it continues to be a director of the Issuer by deputization following the Offering.
- (5) Represents shares held directly by MLV LP, a limited partnership whose general partner is MLV LLC, a wholly owned subsidiary of ML Group.
- (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. 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 an indirect wholly owned subsidiary of Bank of America. Bank of America may therefore be deemed to beneficially own the shares directly owned by CMC LP.
- (8) Represents shares held directly by MLGPE Inc., which is a wholly owned subsidiary of ML IBK, which is a wholly owned subsidiary of ML Group.
- (9) Represents shares held directly by MLPFS, a wholly owned subsidiary of Merrill Lynch.
- (10)

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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