

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â ML Global Private Equity Fund, L.P.		(Month/Day/Year)	HERTZ GLOBAL HOLDINGS INC [HTZ]	
(Last)	(First)	11/15/2006		
			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
4 WORLD FINANCIAL CENTER, 23RD FLOOR			(Check all applicable)	11/15/2006
(Street)			<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
NEW YORK, NY 10080			<input type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)
(City)	(State)	(Zip)		<input type="checkbox"/> Form filed by One Reporting Person
				<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

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

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)

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

Reporting Owners

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

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__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)

As described in more detail in the footnotes below, each of Merrill Lynch, ML Group, ML GP, MLGPEP, MLGPE Ltd. and MLGPE may
(2) 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.

Represents shares held directly by MLGPE. MLGPE Ltd. is the general partner of MLGPE and is a wholly owned subsidiary of
(3) 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.

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.
(4)

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.
(5)

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.
(6)

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.
(7)

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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