

DOLLAR THRIFTY AUTOMOTIVE GROUP INC

Form 425

July 29, 2010

Filed by Avis Budget Group, Inc.

Commission File No.: 001-10308

Pursuant to Rule 425 under the  
Securities Act of 1933, as amended

Subject Company:

Dollar Thrifty Automotive Group, Inc.

Commission File No.: 001-13647

**Ronald L. Nelson**

**Chairman and Chief Executive Officer**

July 28, 2010

Dear Colleagues:

This afternoon we sent a letter to the chairman and the chief executive officer of Dollar Thrifty Automotive Group, Inc. notifying them that we are offering to acquire Dollar Thrifty for \$46.50 per share in a combination of cash and stock. We also published the letter in a press release, which is attached.

We believe that a combination of our two great companies presents an exciting opportunity to create significant value for Avis Budget and Dollar Thrifty employees, customers and shareholders. Today's announcement affirms our commitment to consummating a merger with Dollar Thrifty, and we look forward to further discussions with Dollar Thrifty in the near future.

While we are excited about the potential of an Avis Budget / Dollar Thrifty combination, there can be no assurance that the proposed transaction will be completed. During this busy summer season, it is important that we remain focused and committed to maintaining the high standards and providing the outstanding service that our customers have come to expect.

As you know, today's announcement will likely increase interest in our company from the media and other parties. As always, it is important that we speak with one voice. If you receive any inquiries from the media or other parties, please forward them to John Barrows at (973) 496-7865.

We will keep you informed of further developments as things progress. On behalf of our Board of Directors and management team, I thank you for your continued commitment, dedication and valued contributions to Avis Budget.

**Forward-Looking Statements**

This letter includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on Avis Budget's current expectations and they include, among others, statements regarding expected synergies and benefits of a potential combination of Avis Budget and Dollar Thrifty. There is no assurance that Avis Budget will enter into a merger agreement with Dollar Thrifty or that the potential transaction will be consummated, and there are a number of risks and uncertainties that could cause actual results to differ materially from the forward-looking statements made herein. These risks and uncertainties include the timing to consummate the potential transaction between Avis Budget and Dollar Thrifty and the ability and timing to obtain required regulatory approvals and financing, Avis Budget's ability to realize the synergies contemplated by the potential transaction, Dollar Thrifty's ability to

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remove certain lock-up provisions from its existing merger agreement with Hertz Global Holdings Inc., Avis Budget's ability to promptly and effectively integrate the businesses of Dollar Thrifty and Avis Budget, those risks and uncertainties discussed in the Risk Factors section of Avis Budget's Annual Report on Form 10-K for the fiscal year ended December 31, 2009 and Quarterly Report for the quarterly period ended March 31, 2010, and other factors discussed in Avis Budget's filings with the SEC. Investors and security holders are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this letter. Avis Budget does not undertake any obligation to update its forward-looking statements to reflect events or circumstances after the date of this letter.

### **Additional Information and Where to Find It**

This letter does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. This letter relates to a potential transaction between Dollar Thrifty Automotive Group, Inc. ( Dollar Thrifty ) and Avis Budget Group, Inc. ( Avis Budget ), which may become the subject of a registration statement filed with the Securities and Exchange Commission (the SEC ). This material is not a substitute for the prospectus/proxy statement Avis Budget may file with the SEC regarding the potential transaction or for any other document which Avis Budget may file with the SEC and may send to Avis Budget or Dollar Thrifty stockholders in connection with the potential transaction. **INVESTORS AND SECURITY HOLDERS OF AVIS BUDGET AND DOLLAR THRIFTY ARE URGED TO READ ANY SUCH DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE POTENTIAL TRANSACTION.**

Investors and security holders will be able to obtain free copies of any documents filed with the SEC by Avis Budget through the Web site maintained by the SEC at [www.sec.gov](http://www.sec.gov). Free copies of any such documents can also be obtained by directing a request to Avis Budget Group, Inc., Investor Relations, 6 Sylvan Way, Parsippany, NJ 07054.

Avis Budget and its directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the potential transaction. Information regarding Avis Budget's directors and executive officers is available in its Annual Report on Form 10-K for the year ended December 31, 2009, which was filed with the SEC on February 24, 2010, and its proxy statement for its 2010 Annual Meeting of Shareholders, which was filed with the SEC on April 1, 2010. Other information regarding the participants in a proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in a proxy statement filed in connection with the potential transaction.