

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

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

**SCHEDULE 13D/A**

**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)

**Clayton, Dubilier & Rice Fund VII, L.P.**

**c/o Clayton, Dubilier & Rice, LLC**

**Attention: Theresa A. Gore**

**375 Park Ave, New York NY 10152**

**(212) 407-5227**

**Copy to:**

**Steven J. Slutzky, Esq.**

**Debevoise & Plimpton LLP**

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**919 Third Avenue**

**New York, NY 10022**

**(212) 909-6000**

(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 Sections 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 Section 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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CUSIP No. 42805T 10 5

1. Names of Reporting Persons  
Clayton Dubilier & Rice Fund VII, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
  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<br>0 Shares                     |
| 8.  | Shared Voting Power<br>0 Shares (see Item 5)      |
| 9.  | Sole Dispositive Power<br>0 Shares                |
| 10. | Shared Dispositive Power<br>0 Shares (see Item 5) |
- Number of Shares Beneficially Owned by Each Reporting Person With
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
0 Shares (see Item 5)
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
  13. Percent of Class Represented by Amount in Row (11)  
0.0% (1)
  14. Type of Reporting Person  
PN

CUSIP No. 42805T 10 5

- |     |  |
|-----|--|
| 1.  | Names of Reporting Persons<br>CD&R Associates VII, Ltd.  |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3.  | SEC Use Only   |
| 4.  | Source of Funds<br>OO  |
| 5.  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>                                |
| 6.  | Citizenship or Place of Organization<br>Cayman Islands   |
| 7.  | Sole Voting Power<br>0 Shares  |
| 8.  | Shared Voting Power<br>0 Shares (See Item 5)   |
| 9.  | Sole Dispositive Power<br>0 Shares   |
| 10. | Shared Dispositive Power<br>0 (See Item 5)   |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person<br>0 Shares (See Item 5)  |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input checked="" type="checkbox"/>                                    |
| 13. | Percent of Class Represented by Amount in Row (11)<br>0.0% (1)   |
| 14. | Type of Reporting Person<br>CO   |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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CUSIP No. 42805T 10 5

1. Names of Reporting Persons  
CD&R Associates VII, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(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
- |   |     |   |
|---|-----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.  | Sole Voting Power<br>0 Shares                     |
|   | 8.  | Shared Voting Power<br>0 Shares (See Item 5)      |
|   | 9.  | Sole Dispositive Power<br>0 Shares                |
|   | 10. | Shared Dispositive Power<br>0 Shares (See Item 5) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
0 Shares (See Item 5)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
13. Percent of Class Represented by Amount in Row (11)  
0.0% (1)
14. Type of Reporting Person  
PN

CUSIP No. 42805T 10 5

- |     |  |
|-----|--|
| 1.  | Names of Reporting Persons<br>CD&R Investment Associates VII, Ltd.   |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3.  | SEC Use Only   |
| 4.  | Source of Funds<br>OO  |
| 5.  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>                                |
| 6.  | Citizenship or Place of Organization<br>Cayman Islands   |
| 7.  | Sole Voting Power<br>0 Shares  |
| 8.  | Shared Voting Power<br>0 Shares (See Item 5)   |
| 9.  | Sole Dispositive Power<br>0 Shares   |
| 10. | Shared Dispositive Power<br>0 Shares (See Item 5)  |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person<br>0 Shares (See Item 5)  |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input checked="" type="checkbox"/>                                    |
| 13. | Percent of Class Represented by Amount in Row (11)<br>0.0% (1)   |
| 14. | Type of Reporting Person<br>CO   |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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CUSIP No. 42805T 10 5

1. Names of Reporting Persons  
CDR CCMG Co-Investor L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
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)  o
6. Citizenship or Place of Organization  
Cayman Islands
- |   |     |   |
|---|-----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.  | Sole Voting Power<br>0 Shares                     |
|   | 8.  | Shared Voting Power<br>0 Shares (See Item 5)      |
|   | 9.  | Sole Dispositive Power<br>0 Shares                |
|   | 10. | Shared Dispositive Power<br>0 Shares (See Item 5) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
0 Shares (See Item 5)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  x
13. Percent of Class Represented by Amount in Row (11)  
0.0% (1)
14. Type of Reporting Person  
PN

CUSIP No. 42805T 10 5

- |     |  |
|-----|--|
| 1.  | Names of Reporting Persons<br>CDR CCMG Co-Investor GP Limited  |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3.  | SEC Use Only   |
| 4.  | Source of Funds<br>OO  |
| 5.  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>                                |
| 6.  | Citizenship or Place of Organization<br>Cayman Islands   |
| 7.  | Sole Voting Power<br>0 Shares  |
| 8.  | Shared Voting Power<br>0 Shares (See Item 5)   |
| 9.  | Sole Dispositive Power<br>0 Shares   |
| 10. | Shared Dispositive Power<br>0 Shares (See Item 5)  |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person<br>0 Shares (See Item 5)  |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input checked="" type="checkbox"/>                                    |
| 13. | Percent of Class Represented by Amount in Row (11)<br>0.0% (1)   |
| 14. | Type of Reporting Person<br>CO   |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With



CUSIP No. 42805T 10 5

1. Names of Reporting Persons  
CD&R Parallel Fund VII, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
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)  o
6. Citizenship or Place of Organization  
Cayman Islands

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

7.