

AVIS BUDGET GROUP, INC.
Form 3
May 15, 2017

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 SRS Investment Management, LLC | | | (Month/Day/Year) | AVIS BUDGET GROUP, INC. [CAR] | |
| (Last) | (First) | (Middle) | 05/04/2017 | | |
| 1 BRYANT PARK,Â 39TH FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| NEW YORK,Â NYÂ 10036 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

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 | 8,500,000 | I | See footnotes (1) (2) |

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)

| 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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------|---------------------|--------------------|---|----------------------------------|----------|--|--|
| Equity Swap (obligation to buy) | Â (3) | 05/13/2020 | Common Stock, par value \$0.01 | 1,750,723 | \$ 27.22 | I | See footnotes <u>(1)</u> <u>(2)</u> |
| Equity Swap (obligation to buy) | Â (3) | 12/18/2019 | Common Stock, par value \$0.01 | 1,588,800 | \$ 26.4 | I | See footnotes <u>(1)</u> <u>(2)</u> |
| Equity Swap (obligation to buy) | Â (3) | 01/11/2019 | Common Stock, par value \$0.01 | 45,460 | \$ 27.57 | I | See footnotes <u>(1)</u> <u>(2)</u> |
| Equity Swap (obligation to buy) | Â (3) | 01/11/2019 | Common Stock, par value \$0.01 | 1,376,795 | \$ 39.99 | I | See footnotes <u>(1)</u> <u>(2)</u> |
| Equity Swap (obligation to buy) | Â (3) | 01/11/2019 | Common Stock, par value \$0.01 | 1,621,445 | \$ 40.03 | I | See footnotes <u>(1)</u> <u>(2)</u> |
| Equity Swap (obligation to buy) | Â (3) | 02/25/2019 | Common Stock, par value \$0.01 | 134,494 | \$ 23.52 | I | See footnotes <u>(1)</u> <u>(2)</u> |
| Equity Swap (obligation to buy) | Â (3) | 02/25/2019 | Common Stock, par value \$0.01 | 2,565 | \$ 23.88 | I | See footnotes <u>(1)</u> <u>(2)</u> |
| Equity Swap (obligation to buy) | Â (3) | 02/25/2019 | Common Stock, par value \$0.01 | 24,755 | \$ 25.89 | I | See footnotes <u>(1)</u> <u>(2)</u> |
| Equity Swap (obligation to buy) | Â (3) | 02/25/2019 | Common Stock, par value \$0.01 | 20,109 | \$ 26 | I | See footnotes <u>(1)</u> <u>(2)</u> |
| Equity Swap (obligation to buy) | Â (3) | 02/25/2019 | Common Stock, par value \$0.01 | 21,894 | \$ 26.14 | I | See footnotes <u>(1)</u> <u>(2)</u> |
| Equity Swap (obligation to buy) | Â (3) | 02/25/2019 | Common Stock, par | 1,283,690 | \$ 26.3 | I | See footnotes <u>(1)</u> <u>(2)</u> |

| | | | value | | | | |
|---------------------------------|-------|------------|--------------------------------|-----------|----------|---|-----------------------|
| Equity Swap (obligation to buy) | Â (3) | 02/25/2019 | Common Stock, par value \$0.01 | 1,512,493 | \$ 26.41 | I | See footnotes (1) (2) |
| Equity Swap (obligation to buy) | Â (3) | 01/21/2020 | Common Stock, par value \$0.01 | 1,120,800 | \$ 25 | I | See footnotes (1) (2) |
| Equity Swap (obligation to buy) | Â (3) | 01/21/2020 | Common Stock, par value \$0.01 | 1,282,400 | \$ 30 | I | See footnotes (1) (2) |
| Equity Swap (obligation to buy) | Â (3) | 05/18/2020 | Common Stock, par value \$0.01 | 2,160,806 | \$ 27.24 | I | See footnotes (1) (2) |
| Equity Swap (obligation to buy) | Â (3) | 05/18/2020 | Common Stock, par value \$0.01 | 2,544,771 | \$ 27.55 | I | See footnotes (1) (2) |
| Option (Right to buy) | Â (3) | 01/18/2019 | See footnote (4) | 4,000 | \$ 50 | I | See footnotes (1) (2) |
| Option (Right to buy) | Â (3) | 01/19/2018 | See footnote (4) | 4,000 | \$ 40 | I | See footnotes (1) (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SRS Investment Management, LLC 1 BRYANT PARK 39TH FLOOR NEW YORK, NY 10036 | Â | Â X | Â | Â |

Signatures

SRS INVESTMENT MANAGEMENT, LLC; by: /s/ David B. Zales, General Counsel by: /s/ Karthik R. Sarma 05/15/2017

**Signature of Reporting Person Date

/s/ Karthik R. Sarma 05/15/2017

**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).

SRS Investment Management, LLC, a Delaware limited liability company, ("SRS") serves as investment manager to certain investment funds (the "Funds") and has investment discretion with respect to the securities reported herein which are held by the Funds. SRS Investment Management, LP ("SRS IM"), a Delaware limited partnership, is the managing member of the Investment Manager. SRS

(1) Investment Management GP, LLC, a Delaware limited liability company ("SRS IM GP"), is the general partner of SRS IM. Karthik R. Sarma, an Indian citizen ("Mr. Sarma," and together with SRS, the "Reporting Persons") is the managing member and principal of SRS IM GP. In such capacities, Mr. Sarma and the Investment Manager may be deemed to have voting and dispositive power with respect to the shares of Common Stock held for the Funds.

The filing of this statement shall not be deemed an admission that any of the Reporting Persons is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Act of 1934, as amended, or otherwise. Each of the Reporting Persons expressly disclaims beneficial ownership of the securities reported herein except to the extent of its or his pecuniary interest therein.

(3) These cash-settled equity swaps can be settled at any time before the expiration date.

The options may be settled in cash or in cash-settled equity swaps. If the options are settled in cash, the Funds will be entitled to a dollar amount equal to the aggregate number of option contracts multiplied by the difference between the market price of the Common Stock at the time of settlement and the reference price of the option (the "Cash Amount"). If the options are settled in cash-settled equity swaps,

(4) the Funds and the broker-dealer counterparties will enter into cash-settled equity swaps referencing either, at the election of the Funds, (1) a number of shares equal to the total number of shares to which the Reporting Persons have economic exposure to pursuant to the applicable option contract or (2) a number of shares equal to the Cash Amount divided by the market price of the Common Stock at the time of settlement.

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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