

HERTZ GLOBAL HOLDINGS INC
Form SC 13D/A
November 06, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

INFORMATION TO BE INCLUDED IN
STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS
THERE TO FILED PURSUANT TO
RULE 13d-2(a)

Under the Securities Exchange Act of 1934
(Amendment No. 1)

Hertz Global Holdings, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

42805T105
(CUSIP Number)

Marc Weingarten, Esq.

Eleazer Klein, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022
(212) 756-2000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and
Communications)

November 6, 2014
(Date of Event which Requires
Filing of this Schedule)

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 Rule 13d-1(e), 13d-1(f) or 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 Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 4 Pages)

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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1 NAME OF REPORTING PERSON

JANA PARTNERS LLC

CHECK THE APPROPRIATE " "

2 BOX IF A MEMBER OF (b) " A GROUP

3 SEC USE ONLY
4 SOURCE OF FUNDS

AF
CHECK BOX
IF

5 DISCLOSURE OF LEGAL PROCEEDING IS

REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

7 32,030,264 Shares (including

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

options to purchase 11,378,815 Shares) SHARED VOTING POWER

8 0
9 SOLE DISPOSITIVE POWER

32,030,264
 Shares
 (including
 options to
 purchase
 11,378,815
 Shares)
 SHARED
 DISPOSITIVE
10 POWER

0
 AGGREGATE
 AMOUNT
 BENEFICIALLY
 OWNED BY EACH
11 PERSON

32,030,264 Shares
 (including options to
 purchase 11,378,815
 Shares)
 CHECK IF THE
 AGGREGATE
 AMOUNT IN
12 ROW (11) ..
 EXCLUDES
 CERTAIN
 SHARES

PERCENT OF CLASS
 REPRESENTED BY
13 AMOUNT IN ROW (11)
 (see Item 5)

7.0%
 TYPE OF REPORTING
14 PERSON

IA

CUSIP No. 42805T105 SCHEDULE 13D/A Page 3 of 4 Pages

This Amendment No. 1 ("Amendment No. 1") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on October 20, 2014 (the "Original Schedule 13D" and together with this Amendment No. 1, the "Schedule 13D") with respect to the shares ("Shares") of common stock, par value \$0.01 per share, of Hertz Global Holdings, Inc., a Delaware corporation (the "Issuer"). This Amendment No. 1 amends Items 3, 4, 5(a), (b) and (c) and 7 as set forth below.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 of the Schedule 13D is hereby amended and restated as follows:

The 32,030,264 Shares (including options to purchase 11,378,815 Shares) reported herein by the Reporting Person were acquired at an aggregate purchase price of approximately \$578.6 million. Such Shares were acquired with investment funds in accounts managed by the Reporting Person and margin borrowings described in the following sentence. Such Shares are held by the investment funds managed by the Reporting Person in commingled margin accounts, which may extend margin credit to the Reporting Person from time to time, subject to applicable federal margin regulations, stock exchange rules and credit policies. In such instances, the positions held in the margin account are pledged as collateral security for the repayment of debit balances in the account. The margin accounts bear interest at a rate based upon the broker's call rate from time to time in effect. Because other securities are held in the margin accounts, it is not possible to determine the amounts, if any, of margin used to purchase the Shares reported herein.

Item 4. PURPOSE OF TRANSACTION.

Item 4 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

On November 6, 2014, the Reporting Person sent a letter to the Issuer, attached hereto as Exhibit B and incorporated herein by reference.

Item 5. INTEREST IN SECURITIES OF THE COMPANY.

Paragraph (c) of Item 5 of the Schedule 13D is hereby amended and restated as follows:

a) The aggregate percentage of Shares reported to be beneficially owned by the Reporting Person is based upon 457,810,116 Shares outstanding, which is equal to the sum of (i) the 447,693,207 Shares outstanding as of March 21, 2014, as reported in the Issuer's Definitive Proxy Statement on Schedule 14A filed on April 11, 2014, plus (ii) the 10,116,909 Shares issued by the Issuer between May 16, 2014 and May 29, 2014 as reported in the Issuer's Current Report on Form 8-K filed on June 3, 2014.

At the close of business on November 6, 2014, the Reporting Person may be deemed to beneficially own 32,030,264 Shares (including options to purchase 11,378,815 Shares), constituting approximately 7.0% of the Shares outstanding.

(b) The Reporting Person has sole voting and dispositive powers over 32,030,264 Shares (including options to purchase 11,378,815 Shares), which powers are exercised by the Principal.

(c) Information concerning transactions in the Shares effected by the Reporting Person since the filing of the Original Schedule 13D is set forth in Exhibit C hereto and is incorporated herein by reference. All of the transactions in Shares listed hereto were effected in the open market through various brokerage entities.

**Item 7. MATERIAL TO BE FILED AS
EXHIBITS.**

Item 7 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

Exhibit B: Letter dated November 6, 2014 sent by the Reporting Person to the Issuer.

Exhibit C: Transactions in the Shares since the Filing of the Original Schedule 13D.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 6, 2014

JANA PARTNERS LLC

By: /s/ Jennifer Fanjiang
Name: Jennifer Fanjiang
Title: General Counsel