

HERTZ GLOBAL HOLDINGS INC

Form 3/A

January 03, 2014

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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burden hours per
response... 0.5**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 *

Â Trimm David

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/01/2013

3. Issuer Name **and** Ticker or Trading Symbol

HERTZ GLOBAL HOLDINGS INC [HTZ]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

EVP & CIO

5. If Amendment, Date Original
Filed(Month/Day/Year)

11/07/2013

HERTZ GLOBAL HOLDINGS,
INC.,Â 225 BRAE
BOULEVARD

(Street)

PARK RIDGE,Â NJÂ 07656

(City)

(State)

(Zip)

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person1. Title of Security
(Instr. 4)

Common Stock

Table I - Non-Derivative Securities Beneficially Owned2. Amount of Securities
Beneficially Owned
(Instr. 4)5,909 ⁽¹⁾3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

D

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Â

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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
Derivative5. 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)	
Employee Stock Options (Right to Purchase)	03/12/2014	03/12/2020	Common Stock	3,084	\$ 9.99	D	Â
Employee Stock Options (Right to Purchase)	03/01/2014	03/01/2021	Common Stock	1,978	\$ 14.6	D	Â
Employee Stock Options (Right to Purchase)	03/01/2015	03/01/2021	Common Stock	1,978	\$ 14.6	D	Â
Price Vesting Units	Â (2)(3)	Â (2)(3)	Common Stock	5,669	\$ (2) (3)	D	Â
Performance Stock Units	Â (4)	Â (4)	Common Stock	6,612	\$ (4)	D	Â
Performance Stock Units	Â (5)	Â (5)	Common Stock	2,833	\$ (5)	D	Â
Employee Stock Options (Right to Purchase)	11/01/2013	05/05/2016	Common Stock	8,000	\$ 4.56	D	Â
Employee Stock Options (Right to Purchase)	11/01/2013	05/18/2016	Common Stock	26,000	\$ 4.56	D	Â
Employee Stock Options (Right to Purchase)	11/01/2013	03/12/2020	Common Stock	9,252	\$ 9.99	D	Â
Employee Stock Options (Right to Purchase)	11/01/2013	03/01/2021	Common Stock	3,955	\$ 14.6	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Trimm David HERTZ GLOBAL HOLDINGS, INC. 225 BRAE BOULEVARD PARK RIDGE, NJ 07656	Â	Â	Â EVP & CIO	Â

Signatures

William Langston, By Power of Attorney on behalf of David Trimm 01/03/2013

__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).

(1) Includes (i) 1,615 restricted stock units, each representing a contingent right to receive one share of HTZ Common Stock, which will vest on March 1, 2014, and (ii) 4,294 restricted stock units, each representing a contingent right to receive one share of HTZ Common Stock,

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2,147 of which will vest on March 6, 2014 and 2,147 of which will vest on March 6, 2015.

Each Price Vesting Unit (PVU) represents a contingent right to receive 1 share of HTZ common stock. The PVUs vest in 2 equal tranches on the 3rd and 4th anniversaries of the grant date. The 1st tranche will vest on March 6, 2015, contingent upon (a) the recipient's continued employment and (b) the average of the closing price of HTZ shares on the 20 trading days ending on the vesting date being at least \$16.5899; if such 20 day average is less than \$16.5899 but more than \$14.4260, then a prorated portion of the tranche will vest; if

(2) such 20 day average is \$14.4260 or less, the tranche will be forfeited. The 2nd tranche will vest on March 6, 2016, contingent upon (a) the recipient's continued employment and (b) the average of the closing prices of HTZ shares on the 20 trading days ending on the vesting date being at least \$18.0325; if such 20 day average is less than \$18.0325 but more than \$14.4260, then a prorated portion of the tranche will vest; if such 20 day average is \$14.4260

(3) or less, the tranche will be forfeited.

Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units vest in three equal tranches, contingent upon (a) the recipient's continued employment and (b) EBITDA of the issuer during the 2013 and 2014 fiscal years. The each tranche consists of 1/3 of the grant and vest on February 28, 2014, February 28, 2015 and February 28, 2016, respectively.

(4)

Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units vest in three equal tranches, contingent upon (a) the recipient's continued employment and (b) EBITDA margin of the issuer during the 2013 fiscal year. The each tranche consists of 1/3 of the grant and vest on February 28, 2014, February 28, 2015 and February 28, 2016, respectively.

(5)

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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