

HERTZ GLOBAL HOLDINGS INC
Form 4
March 18, 2013

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
BANK OF AMERICA CORP /DE/

2. Issuer Name and Ticker or Trading Symbol
HERTZ GLOBAL HOLDINGS INC
[HTZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Former 10% Owner

BANK OF AMERICA
CORPORATE CENTER, 100 N
TRYON ST

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CHARLOTTE, NC 28255

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/13/2013		P	4,300 <u>(1)</u> <u>(2)</u> A \$ 21.633 <u>(3)</u>	23,733	I	See Footnotes <u>(4)</u> <u>(5)</u>
Common Stock	03/13/2013		S	4,300 <u>(1)</u> <u>(2)</u> D \$ 21.633 <u>(3)</u>	19,433	I	See Footnotes <u>(4)</u> <u>(5)</u>
Common Stock					1,104,482	I	See Footnotes <u>(4)</u> <u>(6)</u>

Common Stock	5,522,404	I	See Footnotes <u>(4) (7) (8) (9)</u>
Common Stock	96,741	I	See Footnotes <u>(4) (10)</u>

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BANK OF AMERICA CORP /DE/
BANK OF AMERICA CORPORATE CENTER
100 N TRYON ST
CHARLOTTE, NC 28255

X

Former 10% Owner

Signatures

/s/ Ileana Stone, Authorized Signatory for Bank of America

03/18/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Transactions executed by the error correction section of Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a broker-dealer and wholly owned subsidiary of Merrill Lynch & Co., Inc. ("Merrill Lynch"), which is a wholly owned subsidiary of Bank of America Corporation ("Bank of America"), to correct errors made in connection with trades made on behalf of clients of MLPFS.
- (2) In connection with these transactions, Bank of America has agreed to voluntarily remit appropriate profits, if any, to Hertz Global Holdings Inc. (the "Issuer"). Bank of America disclaims such transactions are subject to reporting under Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or disgorgement under Section 16(b) of the Exchange Act, and this report shall not be deemed an admission that those sections apply to such transaction.
- (3) The price reported is the weighted average of the prices at which the trades were executed, which prices ranged from \$21.63 to \$21.64 per share, inclusive. The reporting person hereby undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased or sold at each separate price within the range set forth above.
- (4) Each of Bank of America, Merrill Lynch, Merrill Lynch Group, Inc. ("ML Group"), ML IBK Positions, Inc. ("ML IBK"), Merrill Lynch Global Private Equity, Inc. ("MLGPE Inc."), Merrill Lynch GP Inc. ("ML GP"), ML Global Private Equity Partners, L.P. ("MLGPEP"), MLGPE Ltd., ML Global Private Equity Fund, L.P. ("MLGPE"), Merrill Lynch Ventures, LLC ("MLV LLC"), Merrill Lynch Ventures L.P. 2001 ("MLV LP"), ML Hertz Co-Investor GP, L.L.C. ("Hertz Co-Investor LLC"), ML Hertz Co-Investor, L.P. ("Hertz Co-Investor LP"), MLPFS, CMC-Hertz General Partner, L.L.C. ("CMC GP") and CMC-Hertz Partners, L.P. ("CMC LP") expressly disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.
- (5) Represents shares held directly by MLPFS.
- (6) Represents shares held directly by MLV LP, a limited partnership whose general partner is MLV LLC, a wholly owned subsidiary of ML Group, a wholly owned subsidiary of Merrill Lynch.
- (7) Represents shares held directly by CMC LP. CMC GP is the sole general partner of CMC LP and may be deemed to beneficially own the shares directly owned by CMC LP. MLGPE is a member of CMC GP. MLGPE Ltd. is the general partner of MLGPE and is a wholly owned subsidiary of MLGPEP, the general partner of which is ML GP, which is a wholly owned subsidiary of ML Group, which is an indirect wholly owned subsidiary of Bank of America. Bank of America may therefore be deemed to beneficially own the shares directly owned by CMC LP. (Continued in footnote 8)
- (8) Pursuant to the Amended and Restated Stockholders' Agreement, dated November 20, 2006, as it may be amended from time to time, among Clayton, Dubilier & Rice Fund VII, L.P., CDR CCMG Co-Investor L.P., CD&R Parallel Fund VII, L.P., Carlyle Partners IV, L.P., CP IV Coinvestment L.P., CEP II U.S. Investments, L.P., CEP II Participations S.a r.l., SICAR, MLGPE, MLV LP, CMC LP and Hertz Co-Investor LP (the "Stockholders' Agreement"), MLGPE had the right to designate one member to the board of directors of the Issuer until March 12, 2013. Following the secondary offering completed on March 12, 2013, MLGPE no longer has the right under the Stockholders' Agreement to designate a member to the Issuer's board of directors. Angel Morales, a director of the Issuer who was designated by MLGPE, although still serving on the Issuer's board of directors, ceased to be the designee of MLGPE upon completion of such secondary offering. (Continued in footnote 9)
- (9) Accordingly, each of Bank of America, Merrill Lynch, ML Group, ML IBK, MLGPE Inc., ML GP, MLGPEP, MLGPE Ltd., MLGPE, MLV LLC, MLV LP, Hertz Co-Investor LLC, Hertz Co-Investor LP, MLPFS, CMC GP and CMC LP expressly disclaims that it continues to be a director of the Issuer by deputation following such secondary offering. On March 18, 2013, other parties to the Stockholders' Agreement delivered a waiver, which provides, among other things, that MLV LP and CMC LP are no longer subject to voting requirements under the Stockholders' Agreement. Accordingly, none of Bank of America, Merrill Lynch, ML Group, ML IBK, MLGPE Inc., ML GP, MLGPEP, MLGPE Ltd., MLGPE, MLV LLC, MLV LP, Hertz Co-Investor LLC, Hertz Co-Investor LP, MLPFS, CMC GP and CMC LP may continue to be deemed to be in a group for purposes of Section 13(d) of the Exchange Act with the other parties to the Stockholders' Agreement.
- (10) Represents shares held directly by MLGPE Inc., which is a wholly owned subsidiary of ML IBK, which is a wholly owned subsidiary of ML Group.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.