

AVIS BUDGET GROUP, INC.  
Form 8-A12B/A  
May 03, 2017

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

**FORM 8-A/A**  
**(Amendment No. 1)**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**Avis Budget Group, Inc.**  
**(Exact name of registrant as specified in its charter)**

**Delaware** **06-0918165**  
**(State of incorporation or organization)** **(I.R.S. Employer Identification No.)**

**6 Sylvan Way**  
**Parsippany, New Jersey** **07054**

(Address of principal executive offices) (Zip Code)  
Securities to be registered pursuant to Section 12(b) of the Act:

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Preferred Stock Purchase Rights</b>	<b>NASDAQ</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

**N/A**

**(Title of class)**

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**EXPLANATORY NOTE**

This Form 8-A/A is filed by Avis Budget Group, Inc. a Delaware corporation (the Company ), to supplement and amend the information set forth on the Form 8-A filed by the Company on January 23, 2017.

**Item 1. Description of Registrant's Securities to be Registered.**

On May 3, 2017, the Company and Computershare Trust Company, N.A., as rights agent (the Rights Agent ), entered into an amendment (the Amendment ) to that certain Rights Agreement (the Rights Agreement ), dated as of January 23, 2017, between the Company and the Rights Agent.

The Amendment accelerates the expiration of the Company's preferred share purchase rights (the Rights ) under the Rights Agreement from the Close of Business (as such term is defined in the Rights Agreement) on January 22, 2018 to the Close of Business on May 3, 2017, and the Rights Agreement will terminate at such time. At the time of the termination of the Rights Agreement, all of the Rights distributed to holders of the Company's common stock pursuant to the Rights Agreement will expire.

The foregoing is a summary of the terms of the Amendment. The summary does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is attached as Exhibit 4.2 and incorporated herein by reference.

**Item 2. Exhibits.**

**Exhibit**

<b>No.</b>	<b>Description of Exhibit</b>
3.1	Certificate of Designations of Series R Preferred Stock of Avis Budget Group, Inc., as filed with the Secretary of State of the State of Delaware on January 23, 2017 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on January 23, 2017).
4.1	Rights Agreement, dated as of January 23, 2017, between Avis Budget Group, Inc. and Computershare Trust Company, N.A., as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on January 23, 2017).
4.2	Amendment No. 1, dated May 3, 2017, to Rights Agreement, dated as of January 23, 2017, between Avis Budget Group, Inc. and Computershare Trust Company, N.A.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**AVIS BUDGET GROUP, INC.**

By: /s/ Bryon L. Koepke  
Name: Bryon L. Koepke  
Title: Senior Vice President and Chief  
Securities Counsel

Date: May 3, 2017

**EXHIBIT INDEX**

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