

HERTZ GLOBAL HOLDINGS INC
Form SC 13D
June 08, 2009

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

**SCHEDULE 13D
Under the Securities Exchange Act of 1934**

HERTZ GLOBAL HOLDINGS, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

42805T 10 5

(CUSIP Number)

Clayton, Dubilier & Rice Fund VII, L.P.

c/o Clayton, Dubilier & Rice, Inc.

Attention: Theresa A. Gore

375 Park Ave, New York NY 10152

(212) 407-5227

Copy to:

Steven J. Slutzky, Esq.

Debevoise & Plimpton LLP

919 Third Avenue

New York, NY 10022

Edgar Filing: HERTZ GLOBAL HOLDINGS INC - Form SC 13D

(212) 909-6000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 27, 2009

(Date of Event Which Requires Filing of this Statement)

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 Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. x

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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).

Edgar Filing: HERTZ GLOBAL HOLDINGS INC - Form SC 13D

CUSIP No. 42805T 10 5

1. Names of Reporting Persons
Clayton Dubilier & Rice Fund VII, L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

| | |
|-----|-------------------------------------|
| (a) | <input checked="" type="checkbox"/> |
| (b) | <input type="checkbox"/> |
 3. SEC Use Only
 4. Source of Funds
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|-----|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7. | Sole Voting Power 0 Shares |
| | 8. | Shared Voting Power 58,376,994 Shares (see Item 5)(1) |
| | 9. | Sole Dispositive Power 0 Shares |
| | 10. | Shared Dispositive Power 58,376,994 Shares (see Item 5)(1) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
58,376,994 Shares (see Item 5)(1)
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
 13. Percent of Class Represented by Amount in Row (11)
14.3% (2)
 14. Type of Reporting Person
PN

(1) Includes 19,921,396 shares of common stock, par value \$0.01 per share (Shares), of Hertz Global Holdings, Inc., a Delaware corporation (Hertz Holdings, or the Issuer) subscribed for in a private offering pursuant to a Subscription Agreement, dated May 19, 2009, between Clayton, Dubilier & Rice Fund VII, L.P. and the Issuer (the Fund VII Subscription Agreement). The closing of the purchase of Shares under the Fund VII Subscription Agreement is subject to closing conditions, including the closing of a public offering of 46,000,000 Shares (the Common Stock Public Offering) (which closed on May 27, 2009), the receipt of applicable governmental approvals (including clearance under the Hart-Scott-Rodino Antitrust Improvements Act (HSR Act)) and the filing and mailing by the Issuer of an information statement pursuant to SEC Regulation 14C.

(2) Based on (a) 376,921,003 Shares outstanding as of June 3, 2009, and (b) 32,101,182 Shares to be issued when and if the closing occurs under the Fund VII Subscription Agreement and the substantially identical subscription agreements entered into by the Issuer on May 19, 2009 with certain other institutional investors (collectively, the Private Offering). For a description of the Private Offering, see Item 4(a) Subscription Agreements.

Edgar Filing: HERTZ GLOBAL HOLDINGS INC - Form SC 13D

CUSIP No. 42805T 10 5

- | | |
|-----|--|
| 1. | Names of Reporting Persons CD&R Associates VII, Ltd. |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Source of Funds OO |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6. | Citizenship or Place of Organization Cayman Islands |
| 7. | Sole Voting Power 0 Shares |
| 8. | Shared Voting Power 58,376,994 Shares (See Item 5)(1) |
| 9. | Sole Dispositive Power 0 Shares |
| 10. | Shared Dispositive Power 58,376,994 Shares (See Item 5)(1) |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person 58,376,994 Shares (See Item 5)(1) |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input checked="" type="checkbox"/> |
| 13. | Percent of Class Represented by Amount in Row (11) 14.3% (2) |
| 14. | Type of Reporting Person CO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

(1) Includes 19,921,396 Shares subscribed for by Clayton, Dubilier & Rice Fund VII, L.P. in a private offering pursuant to the Fund VII Subscription Agreement. The closing of the purchase of Shares under the Fund VII Subscription Agreement is subject to closing conditions, including the closing of the Common Stock Public Offering (which closed on May 27, 2009), the receipt of applicable governmental approvals, including clearance under the HSR Act, and the filing and mailing by the Issuer of an information statement pursuant to SEC Regulation 14C.

(2) Based on (a) 376,921,003 Shares outstanding as of June 3, 2009, and (b) 32,101,182 Shares to be issued when and if the closing occurs under the Private Offering.

Edgar Filing: HERTZ GLOBAL HOLDINGS INC - Form SC 13D

CUSIP No. 42805T 10 5

- | | |
|-----|--|
| 1. | Names of Reporting Persons CD&R Associates VII, L.P. |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Source of Funds OO |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6. | Citizenship or Place of Organization Cayman Islands |
| 7. | Sole Voting Power 0 |
| 8. | Shared Voting Power 58,376,994 Shares (See Item 5)(1) |
| 9. | Sole Dispositive Power 0 |
| 10. | Shared Dispositive Power 58,376,994 Shares (See Item 5)(1) |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person 58,376,994 Shares (See Item 5)(1) |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input checked="" type="checkbox"/> |
| 13. | Percent of Class Represented by Amount in Row (11) 14.3% (2) |
| 14. | Type of Reporting Person PN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

(1) Includes 19,921,396 Shares subscribed for by Clayton, Dubilier & Rice Fund VII, L.P. in a private offering pursuant to the Fund VII Subscription Agreement. The closing of the purchase of Shares under the Fund VII Subscription Agreement is subject to closing conditions, including the closing of the Common Stock Public Offering (which closed on May 27, 2009), the receipt of applicable governmental approvals, including clearance under the HSR Act, and the filing and mailing by the Issuer of an information statement pursuant to SEC Regulation 14C.

(2) Based on (a) 376,921,003 Shares outstanding as of June 3, 2009, and (b) 32,101,182 Shares to be issued when and if the closing occurs under the Private Offering.

Edgar Filing: HERTZ GLOBAL HOLDINGS INC - Form SC 13D

CUSIP No. 42805T 10 5

- | | |
|-----|--|
| 1. | Names of Reporting Persons CD&R Investment Associates VII, Ltd. |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Source of Funds OO |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6. | Citizenship or Place of Organization Cayman Islands |
| 7. | Sole Voting Power 0 Shares |
| 8. | Shared Voting Power 58,376,994 Shares (See Item 5)(1) |
| 9. | Sole Dispositive Power 0 Shares |
| 10. | Shared Dispositive Power 58,376,994 Shares (See Item 5)(1) |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person 58,376,994 Shares (See Item 5)(1) |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input checked="" type="checkbox"/> |
| 13. | Percent of Class Represented by Amount in Row (11) 14.3% (2) |
| 14. | Type of Reporting Person CO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

(1) Includes 19,921,396 Shares subscribed for by Clayton, Dubilier & Rice Fund VII, L.P. in a private offering pursuant to the Fund VII Subscription Agreement. The closing of the purchase of Shares under the Fund VII Subscription Agreement is subject to closing conditions, including the closing of the Common Stock Public Offering (which closed on May 27, 2009), the receipt of applicable governmental approvals, including clearance under the HSR Act, and the filing and mailing by the Issuer of an information statement pursuant to SEC Regulation 14C.

(2) Based on (a) 376,921,003 Shares outstanding as of June 3, 2009, and (b) 32,101,182 Shares to be issued when and if the closing occurs under the Private Offering.

Edgar Filing: HERTZ GLOBAL HOLDINGS INC - Form SC 13D

CUSIP No. 42805T 10 5

1. Names of Reporting Persons
CDR CCMG Co-Investor L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

| | |
|-----|-------------------------------------|
| (a) | <input checked="" type="checkbox"/> |
| (b) | <input type="checkbox"/> |
 3. SEC Use Only
 4. Source of Funds
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|-----|--|
| | 7. | Sole Voting Power 0 Shares |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8. | Shared Voting Power 21,314,510 Shares (See Item 5) |
| | 9. | Sole Dispositive Power 0 Shares |
| | 10. | Shared Dispositive Power 21,314,510 Shares (See Item 5) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
21,314,510 Shares (See Item 5)
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
 13. Percent of Class Represented by Amount in Row (11)
5.2% (1)
 14. Type of Reporting Person
PN

(1) Based on (a) 376,921,003 Shares outstanding as of June 3, 2009, and (b) 32,101,182 Shares to be issued when and if the closing occurs under the Private Offering.

Edgar Filing: HERTZ GLOBAL HOLDINGS INC - Form SC 13D

CUSIP No. 42805T 10 5

1. Names of Reporting Persons
CDR CCMG Co-Investor GP Limited
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|-----|--|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7. | Sole Voting Power 0 Shares |
| | 8. | Shared Voting Power 21,314,510 Shares (See Item 5) |
| | 9. | Sole Dispositive Power 0 Shares |
| | 10. | Shared Dispositive Power 21,314,510 Shares (See Item 5) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
21,314,510 Shares (See Item 5)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
13. Percent of Class Represented by Amount in Row (11)
5.2% (1)
14. Type of Reporting Person
CO

(1) Based on (a) 376,921,003 Shares outstanding as of June 3, 2009, and (b) 32,101,182 Shares to be issued when and if the closing occurs under the Private Offering.

CUSIP No. 42805T 10 5

1. Names of Reporting Persons
CD&R Parallel Fund VII, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) x
(b) o

3. SEC Use Only

4. Source of Funds
OO

- 5.