

HERTZ GLOBAL HOLDINGS INC  
Form SC 13D/A  
December 18, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. 2)

**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)

Jeffrey W. Ferguson

The Carlyle Group

1001 Pennsylvania Avenue NW

Suite 220 South

Washington, DC 20004

(202) 729-5626

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

December 14, 2012

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-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 §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*).

1 NAMES OF REPORTING PERSONS

Carlyle Group Management L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(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

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH 37,317,229

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH 10 SHARED DISPOSITIVE POWER

37,317,229

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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37,317,229

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

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

8.9%

14 TYPE OF REPORTING PERSON

OO (Delaware limited liability company)

1 NAMES OF REPORTING PERSONS

The Carlyle Group L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(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

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES 0

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 37,317,229

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

37,317,229

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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37,317,229

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

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

8.9%

14 TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

Carlyle Holdings II GP L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(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

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH 37,317,229

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH 10 SHARED DISPOSITIVE POWER

37,317,229

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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37,317,229

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

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

8.9%

14 TYPE OF REPORTING PERSON

OO (Delaware limited liability company)



1 NAMES OF REPORTING PERSONS

Carlyle Holdings II L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(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

Québec

7 SOLE VOTING POWER

NUMBER OF

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH 37,317,229

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH 10 SHARED DISPOSITIVE POWER

37,317,229

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,317,229

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

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

8.9%

14 TYPE OF REPORTING PERSON

PN (Québec société en commandite)

1 NAMES OF REPORTING PERSONS

2 TC Group Cayman Investment Holdings, L.P.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
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

NUMBER OF

SHARES 0

8 SHARED VOTING POWER  
BENEFICIALLY

OWNED BY

EACH 37,317,229  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

10 SHARED DISPOSITIVE POWER  
WITH

37,317,229

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,317,229

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

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

8.9%

14 TYPE OF REPORTING PERSON

PN (Cayman Islands exempt limited partnership)

1 NAMES OF REPORTING PERSONS

2 TC Group Cayman Investment Holdings Sub L.P.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
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

NUMBER OF

SHARES 0

8 SHARED VOTING POWER  
BENEFICIALLY

OWNED BY

EACH 37,317,229  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

10 SHARED DISPOSITIVE POWER  
WITH

37,317,229

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,317,229

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

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

8.9%

14 TYPE OF REPORTING PERSON

PN (Cayman Islands exempt limited partnership)

1 NAMES OF REPORTING PERSONS

TC Group IV, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(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

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH 33,262,889

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH 10 SHARED DISPOSITIVE POWER

33,262,889

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

33,262,889

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

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

7.9%

14 TYPE OF REPORTING PERSON

OO (Delaware limited liability company)



1 NAMES OF REPORTING PERSONS

TC Group IV, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(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

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH 33,262,889

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH 10 SHARED DISPOSITIVE POWER

33,262,889

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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33,262,889

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

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

7.9%

14 TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

Carlyle Partners IV, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(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

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH 31,971,660

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH 10 SHARED DISPOSITIVE POWER

31,971,660

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,971,660

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

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

7.6%

14 TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

CP IV Coinvestment, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(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

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH 1,291,229

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH 10 SHARED DISPOSITIVE POWER

1,291,229

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,291,229

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

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

0.3%

14 TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

CEP II Managing GP Holdings, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(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

7 SOLE VOTING POWER

NUMBER OF

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH 4,054,340

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH 10 SHARED DISPOSITIVE POWER

4,054,340

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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4,054,340

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

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

1.0%

14 TYPE OF REPORTING PERSON

OO (Cayman Islands Exempt Company)



1 NAMES OF REPORTING PERSONS

CEP II Managing GP, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(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

Alberta

7 SOLE VOTING POWER

NUMBER OF

SHARES 0

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 4,054,340

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

4,054,340

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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4,054,340

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

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

1.0%

14 TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

Carlyle Europe Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(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

England

7 SOLE VOTING POWER

NUMBER OF

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH 4,054,340

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH 10 SHARED DISPOSITIVE POWER

4,054,340

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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4,054,340

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

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

1.0%

14 TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

CEP II Participations S.à r.l. SICAR

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(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

Luxembourg

7 SOLE VOTING POWER

NUMBER OF

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH 152,997  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 SHARED DISPOSITIVE POWER

152,997

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

152,997

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

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

0.0%

14 TYPE OF REPORTING PERSON

OO (Luxembourg Limited Liability Company)

1 NAMES OF REPORTING PERSONS

CEP II U.S. Investments, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(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

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES 0

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 3,901,343

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

3,901,343

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,901,343

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

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

0.9%

14 TYPE OF REPORTING PERSON

PN



1 NAMES OF REPORTING PERSONS

TCG Holdings, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(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

Delaware

7  SOLE VOTING POWER

NUMBER OF

SHARES 0

BENEFICIALLY 8  SHARED VOTING POWER

OWNED BY

EACH 0

9  SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10  SHARED DISPOSITIVE POWER

11 0  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

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

0.0%

14 TYPE OF REPORTING PERSON

OO (Limited Liability Company)

1 NAMES OF REPORTING PERSONS

TC Group, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(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

Delaware

7  SOLE VOTING POWER

NUMBER OF

SHARES 0

8  SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 0

9  SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10  SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

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

0.0%

14 TYPE OF REPORTING PERSON

OO (Limited Liability Company)

1 NAMES OF REPORTING PERSONS

TC Group IV Managing GP, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(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

Delaware

7  SOLE VOTING POWER

NUMBER OF

SHARES 0

8  SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 0

9  SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10  SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

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

0.0%

14 TYPE OF REPORTING PERSON

OO (Limited Liability Company)

1 NAMES OF REPORTING PERSONS

DBD Cayman Holdings Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(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

7 SOLE VOTING POWER

NUMBER OF

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH 0

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

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

0.0%

14 TYPE OF REPORTING PERSON

OO (Cayman Islands Exempt Company)



1 NAMES OF REPORTING PERSONS

DBD Cayman Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(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

7  SOLE VOTING POWER

NUMBER OF

SHARES 0

BENEFICIALLY 8  SHARED VOTING POWER

OWNED BY

EACH 0

9  SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10  SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

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

0.0%

14 TYPE OF REPORTING PERSON

OO (Cayman Islands Exempt Company)

1 NAMES OF REPORTING PERSONS

TCG Holdings Cayman II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(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

7  SOLE VOTING POWER

NUMBER OF

SHARES 0

8  SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 0

9  SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10  SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

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

0.0%

14 TYPE OF REPORTING PERSON

PN (Cayman Islands Exempt Limited Partnership)

**Explanatory Note**

This Amendment No. 2 to Schedule 13D (this Amendment No. 2 ) amends and supplements the Schedule 13D originally filed with the United States Securities and Exchange Commission (the SEC ) on June 8, 2009, as previously amended (as so amended, the Statement ).

**ITEM 2. Identity and Background**

Item 2 of the Statement is amended and restated in its entirety by the following information:

This statement is being filed by the following persons (each a Reporting Person and, collectively, the Reporting Persons ):

Carlyle Group Management L.L.C.,

The Carlyle Group L.P.,

Carlyle Holdings II GP L.L.C.,

Carlyle Holdings II L.P.,

TC Group Cayman Investment Holdings, L.P.,

TC Group Cayman Investment Holdings Sub L.P.,

TC Group IV, L.L.C.,

TC Group IV, L.P.,

Carlyle Partners IV, L.P.,

CP IV Coinvestment, L.P.,

CEP II Managing GP Holdings, Ltd.,

CEP II Managing GP, L.P.,

Carlyle Europe Partners II, L.P.,

CEP II Participations S.à r.l. SICAR and

CEP II U.S. Investments, L.P. (together, the Carlyle Hertz Funds ).

Following an internal reorganization on May 2, 2012, TCG Holdings Cayman II, L.P. is no longer the general partner of TCG Holdings Cayman II, L.P. and TC Group IV Managing GP, L.L.C. is no longer the general partner of TC Group IV, L.P. Accordingly, TCG Holdings, L.L.C., TC Group, L.L.C., TC Group IV Managing GP, L.L.C., DBD Cayman Holdings Ltd., DBD Cayman Ltd. and TCG Holdings Cayman II, L.P. may no longer be deemed to beneficially own any Shares.

Each of Carlyle Group Management L.L.C., The Carlyle Group, L.P., Carlyle Holdings II GP L.L.C., TC Group IV, L.L.C., TC Group IV, L.P., Carlyle Partners IV, L.P., CP IV Coinvestment, L.P., CEP II U.S. Investments, L.P., TCG Holdings, L.L.C., TC Group, L.L.C. and TC Group IV Managing GP, L.L.C. is organized in the state of Delaware. Carlyle Holdings II L.P. is a Québec société en commandite. CEP II Managing GP, L.P., is an Alberta Limited Partnership. Carlyle Europe Partners II, L.P. is a British limited partnership. The address of the principal business and principal office of each of these Reporting Persons is c/o The Carlyle Group, 1001 Pennsylvania Ave., N.W., Suite 220 South, Washington, DC 20004-2505.

CEP II Participations S.à r.l. SICAR is a Luxembourg limited liability company. The address of the principal business and principal office of CEP II Participations S.à r.l. SICAR is 2, avenue Charles de Gaulle, L-1653 Luxembourg, Luxembourg.

Each of TC Group Cayman Investment Holdings, L.P., TC Group Cayman Investment Holdings Sub L.P., CEP II Managing GP Holdings, Ltd., DBD Cayman Holdings Ltd., DBD Cayman Ltd. and TCG Holdings Cayman II, L.P. is organized under the laws of the Cayman Islands. The address of the principal business and principal office of each of these Reporting Persons is c/o Walkers Corporate Services Limited, Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9001, Cayman Islands.

The Reporting Persons are principally engaged in the business of investments in securities.

The directors of Carlyle Group Management L.L.C. are William E. Conway, Jr., Daniel A. D Aniello, Jay S. Fishman, Lawton W. Fitt, James H. Hance, Jr., Janet Hill, Edward J. Mathias, Dr. Thomas S. Robertson, David M. Rubenstein and William J. Shaw (collectively, the Directors ). The executive officers of Carlyle Group Management LLC are William E. Conway, Jr., Daniel A. D Aniello, Jeffrey W. Ferguson, Adena T. Friedman, David M. Rubenstein and Glenn A. Youngkin (collectively, the Executive Officers, and, together with the Directors, the Related Persons ). Each of the Related Persons is a citizen of the United States.

The present principal occupation of each of the Related Persons is as follows: William E. Conway, Jr., Co-Chief Executive Officer and Co-founder of The Carlyle Group; Daniel A. D Aniello, Chairman and Co-founder of The Carlyle Group; Jay S. Fishman, Chairman and Chief Executive Officer of The Travelers Companies, Inc.; Lawton W. Fitt, Director of Carlyle Group Management L.L.C.; James H. Hance, Jr., Director of Carlyle Group Management L.L.C.; Janet Hill, Principal of Hill Family Advisors; Edward J. Mathias, Managing Director of The Carlyle Group; Dr. Thomas S. Robertson, Dean of the Wharton School at the University of Pennsylvania; David M. Rubenstein, Co-Chief Executive Officer and Co-founder of The Carlyle Group; William J. Shaw, Director of Carlyle Group Management L.L.C.; Jeffrey W. Ferguson, Managing Director and General Counsel of The Carlyle Group; Adena T. Friedman, Chief Financial Officer of The Carlyle Group; and Glenn A. Youngkin, Chief Operating Officer of The Carlyle Group. The business address of each of the Related Persons is c/o The Carlyle Group, 1001 Pennsylvania Ave., N.W., Suite 220 South, Washington, DC 20004-2505.

Shares beneficially owned by Clayton Dubilier & Rice Fund VII, L.P., CDR CCMG Co-Investor L.P. and CD&R Parallel Fund VII, L.P. (collectively, the CD&R Hertz Funds ); and ML Global Private Equity Fund, L.P., Merrill Lynch Ventures L.P. 2001, ML Hertz Co-Investor, L.P. (collectively, the Merrill Lynch Hertz Funds ); and CMC-Hertz Partners, L.P., and any of their respective affiliates (other than, in the case of CMC-Hertz Partners, L.P., the Carlyle Hertz Funds), are not the subject of this Schedule 13D and such persons are accordingly not included as Reporting Persons. For a description of the relationship between the CD&R Hertz Funds, the Merrill Lynch Hertz Funds, CMC-Hertz Partners, L.P. and the Carlyle Hertz Funds in respect of their respective holdings of the Shares, see Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer Stockholders Agreement. As discussed under Item 6, each of the Reporting Persons disclaims beneficial ownership of all Shares owned by the CD&R Hertz Funds, CMC-Hertz Partners, L.P. and the Merrill Lynch Hertz Funds.

The agreement among the Reporting Persons relating to the joint filing of this Statement is attached as Exhibit 1 hereto.

During the past five years, none of the Reporting Persons or Related Persons (i) has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

#### **ITEM 4. Purpose of Transaction**

Item 4 of the Statement is amended by inserting the following information:

On December 14, 2012, Carlyle Partners IV, L.P., CP IV Coinvestment, L.P., CEP II U.S. Investments, L.P. and CEP II Participations S.à r.l. SICAR sold 14,552,261 Shares, 587,717 Shares, 1,775,740 Shares and 69,639 Shares, respectively, in each case to J.P. Morgan Securities LLC ( J.P. Morgan ) at a price of \$15.77 per Share, in a registered offering (the Secondary Offering ) pursuant to an Underwriting Agreement, dated as of December 10, 2012 (the Underwriting Agreement ), by and among the CD&R Hertz Funds (as defined in the Statement), the Carlyle Hertz Funds (as defined in the Statement), the Merrill Lynch Hertz Funds (as defined in the Statement), CMC-Hertz Partners, L.P. and J.P. Morgan.

Under the Underwriting Agreement, the Issuer, the CD&R Hertz Funds, the Carlyle Hertz Funds, the Merrill Lynch Hertz Funds and CMC-Hertz Partners, L.P. have agreed with J.P. Morgan, subject to certain exceptions, not to dispose of or hedge any Shares or securities convertible into or exchangeable for Shares during the period from December 10, 2012 continuing through and including the date 45 days after December 10, 2012, except with the prior written consent of J.P. Morgan (such period, the restricted period ). The restricted period will be automatically extended if: (1) during the last 17 days of the restricted period the Issuer issues an earnings release or announces material news or a material event; or (2) prior to the expiration of the restricted period, the Issuer announces that it will release earnings results during the 15-day period following the last day of the restricted period, in which case the restrictions described above will continue to apply until the expiration of the 18-day period beginning on the issuance of the earnings release or the announcement of the material news or material event.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement, which is filed as Exhibit 7 hereto and is incorporated herein by reference.

Except as described in this Item 4 and Item 6 of this Statement which are incorporated herein by reference, the Reporting Persons have no present plans or proposals that relate to or would result in any of the actions required to be reported herein.

**ITEM 5. Interest in Securities of the Issuer**

Item 5 of the Statement is amended and restated in its entirety by inserting the following information:

(a) (b)

As of the date hereof (and after giving effect to the sale of the Shares in the Secondary Offering), each of the Reporting Persons beneficially owns the number and percentage of Shares then issued and outstanding listed opposite its name:

Reporting Person(1)	Amount beneficially owned	Percent of class(2)	Sole power to vote or to direct the vote	Shared power to vote or to direct the vote	Sole power to dispose or to direct the disposition of	Shared power to dispose or to direct the disposition of
Carlyle Group Management L.L.C.	37,317,229	8.9%	0	37,317,229	0	37,317,229
The Carlyle Group L.P.	37,317,229	8.9%	0	37,317,229	0	37,317,229
Carlyle Holdings II GP L.L.C.	37,317,229	8.9%	0	37,317,229	0	37,317,229
Carlyle Holdings II L.P.	37,317,229	8.9%	0	37,317,229	0	37,317,229
TC Group Cayman Investment Holdings, L.P.	37,317,229	8.9%	0	37,317,229	0	37,317,229
TC Group Cayman Investment Holdings Sub L.P.	37,317,229	8.9%	0	37,317,229	0	37,317,229
TC Group IV, L.L.C.	33,262,889	7.9%	0	33,262,889	0	33,262,889
TC Group IV, L.P.	33,262,889	7.9%	0	33,262,889	0	33,262,889
Carlyle Partners IV, L.P.	31,971,660	7.6%	0	31,971,660	0	31,971,660
CP IV Coinvestment, L.P.	1,291,229	0.3%	0	1,291,229	0	1,291,229
CEP II Managing GP Holdings, Ltd.	4,054,340	1.0%	0	4,054,340	0	4,054,340
CEP II Managing GP, L.P.	4,054,340	1.0%	0	4,054,340	0	4,054,340
Carlyle Europe Partners II, L.P.	4,054,340	1.0%	0	4,054,340	0	4,054,340
CEP II Participations S.à r.l. SICAR	152,997	0.0%	0	152,997	0	152,997
CEP II U.S. Investments, L.P.	3,901,343	0.9%	0	3,901,343	0	3,901,343
TCG Holdings, L.L.C.	0	0.0%	0	0	0	0
TC Group, L.L.C.	0	0.0%	0	0	0	0
TC Group IV Managing GP, L.L.C.	0	0.0%	0	0	0	0
DBD Cayman Holdings Ltd.	0	0.0%	0	0	0	0
DBD Cayman Ltd.	0	0.0%	0	0	0	0
TCG Holdings Cayman II, L.P.	0	0.0%	0	0	0	0

(1) As noted in Item 2. Identity and Background, the CD&R Hertz Funds and the Merrill Lynch Hertz Funds are not included as Reporting Persons in this Schedule 13D, and the Carlyle Hertz Funds expressly disclaim beneficial ownership of all Shares held by such funds. As such, this table excludes: (i) 41,923,681 Shares held by the CD&R Hertz Funds (ii) 30,768,569 Shares held by the Merrill Lynch Hertz Funds, and (iii) 10,135,851 Shares



held by CMC-Hertz Partners, L.P., in each case after giving effect to the sale of Shares in the Secondary Offering. This table also excludes the 25,532 Shares held by Merrill Lynch, Pierce, Fenner & Smith Incorporated, which is associated with the Merrill Lynch Hertz Funds and 86,065 Shares and 46,700 currently exercisable options to purchase Shares issued to certain entities associated with MLGPE, as assignee of compensation payable to the Merrill Sponsor Nominees under Hertz Holdings Director Compensation Policy, which shares may be deemed to be beneficially owned by ML Global Private Equity Fund, L.P.

(2) Based on 421,108,282 Shares outstanding on November 30, 2012.

Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P. are the record owners of 31,971,660 Shares and 1,291,229 Shares, respectively. TC Group IV, L.P. is the general partner of each of Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P. TC Group IV, L.L.C. is the general partner of TC Group IV, L.P. TC Group Cayman Investment Holdings Sub L.P. is the managing member of TC Group IV, L.L.C.

CEP II Participations S.à r.l. SICAR and CEP II U.S. Investments, L.P. are the record owners of 152,997 Shares Common Stock and 3,901,343 Shares, respectively. Carlyle Europe Partners II, L.P. is the sole shareholder of CEP II Participations S.à r.l. SICAR. CEP II Managing GP, L.P. is the general partner of each of CEP II U.S. Investments, L.P. and Carlyle Europe Partners II, L.P. CEP II Managing GP Holdings, Ltd. is the general partner of CEP II Managing GP, L.P. TC Group Cayman Investment Holdings Sub L.P. is the sole shareholder of CEP II Managing GP Holdings, Ltd.

Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P.

Except as set forth in this Item 5(a)-(b), each of the persons named in this Item 5(a)-(b) disclaims beneficial ownership of any Shares owned beneficially or of record by any other person named in this Item 5(a)-(b).

(c) The information set forth in Item 4 above is hereby incorporated by reference.

(e) Following an internal reorganization on May 2, 2012, TCG Holdings Cayman II, L.P. is no longer the general partner of TCG Holdings Cayman II, L.P. and TC Group IV Managing GP, L.L.C. is no longer the general partner of TC Group IV, L.P. Accordingly, TCG Holdings, L.L.C., TC Group, L.L.C., TC Group IV Managing GP, L.L.C., DBD Cayman Holdings Ltd., DBD Cayman Ltd. and TCG Holdings Cayman II, L.P., may no longer be deemed to beneficially own any Shares.

**ITEM 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer**

Item 6 of the Statement is amended and restated in its entirety by inserting the following information:

The information set forth in Item 4 above is hereby incorporated by reference in response to Item 6.

**ITEM 7. Materials to be Filed as Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
1	Joint Filing Agreement, dated December 18, 2012, by and among the Reporting Persons
7	Underwriting Agreement, dated as of December 10, 2012, by and 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., CEP II U.S. Investments, L.P., CP IV Coinvestment, L.P., CEP II Participations S.à r.l. SICAR, ML Global Private Equity Fund, L.P., Merrill Lynch Ventures L.P. 2001, ML Hertz Co-Investor, L.P., CMC-Hertz Partners, L.P. and J.P. Morgan Securities LLC. (incorporated by reference to exhibit 1.1 to the Current Report on Form 8-K, dated December 14, 2012 filed by Hertz Global Holdings, Inc.)

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.

**Date:** December 18, 2012

**CARLYLE GROUP MANAGEMENT L.L.C.**

by: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**THE CARLYLE GROUP L.P.**

by: Carlyle Group Management L.L.C., its general partner

by: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**CARLYLE HOLDINGS II GP L.L.C.**

by: The Carlyle Group L.P., its managing member  
by: Carlyle Group Management L.L.C., its general partner

by: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**CARLYLE HOLDINGS II L.P.**

by: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P.**

by: Carlyle Holdings II L.P., its general partner

by: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**TC GROUP CAYMAN INVESTMENT HOLDINGS SUB L.P.**

by: TC Group Cayman Investment Holdings, L.P., its general partner  
by: Carlyle Holdings II L.P., its general partner

by: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**TC GROUP IV, L.L.C.**

by: /s/ Jeremy W. Anderson  
Name: Jeremy W. Anderson  
Title: Authorized Person

**TC GROUP IV, L.P.**

by TC Group IV, L.L.C., its general partner

by: /s/ Jeremy W. Anderson  
Name: Jeremy W. Anderson  
Title: Authorized Person

**CARLYLE PARTNERS IV, L.P.**

by: TC Group IV, L.P., its general partner  
by: TC Group IV, L.L.C., its general partner

by: /s/ Jeremy W. Anderson  
Name: Jeremy W. Anderson  
Title: Authorized Person

**CP IV COINVESTMENT, L.P.**

by: TC Group IV, L.P., its general partner  
by: TC Group IV, L.L.C., its general partner

by: /s/ Jeremy W. Anderson  
Name: Jeremy W. Anderson  
Title: Authorized Person

**CEP II MANAGING GP HOLDINGS, LTD.**

by: /s/ Jeremy W. Anderson  
Name: Jeremy W. Anderson  
Title: Authorized Person

**CEP II MANAGING GP, L.P.**

by: CEP II Managing GP Holdings, Ltd., its general partner

by: /s/ Jeremy W. Anderson  
Name: Jeremy W. Anderson  
Title: Authorized Person

**CEP II U.S. INVESTMENTS, L.P.**

by: CEP II Managing GP, L.P., its general partner  
by: CEP II Managing GP Holdings, Ltd., its general partner

by: /s/ Jeremy W. Anderson  
Name: Jeremy W. Anderson  
Title: Authorized Person

**CARLYLE EUROPE PARTNERS II, L.P.**

by: CEP II Managing GP, L.P., its general partner  
by: CEP II Managing GP Holdings, Ltd., its General Partner

by: /s/ Jeremy W. Anderson  
Name: Jeremy W. Anderson  
Title: Authorized Person

**CEP II PARTICIPATIONS S.À R.L. SICAR**

by: /s/ Jeremy W. Anderson  
Name: Jeremy W. Anderson  
Title: Authorized Person

**TCG HOLDINGS, L.L.C.**

By: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Managing Director

**TC GROUP, L.L.C.**

by: TCG Holdings, L.L.C., its Managing Member

By: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Managing Director

**TC GROUP IV MANAGING GP, L.L.C.**

by: TC Group, L.L.C., its Managing Member  
by: TCG Holdings, L.L.C., its Managing Member

By: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Managing Director

**DBD CAYMAN HOLDINGS LTD.**

by: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: David M. Rubenstein  
Title: Ordinary Member

**DBD CAYMAN LTD.**

by: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Ordinary Member

**TCG HOLDINGS CAYMAN II, L.P.**

by: DBD Cayman Ltd., its general partner

by: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Ordinary Member