HERTZ GLOBAL HOLDINGS INC Form SC 13G/A

February 18, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

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)

December 31, 2008

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- O Rule 13d-1(b)
- o Rule 13d-1(c)
- Rule 13d-1(d)

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).

^{*} 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.

CUSIP No. 42805T 10 5

1.	Name of Reporting Person					
2.			a Corporation opriate Box if a Member of a Group			
	(a) O					
3. 4.	(b) X SEC Use Only Citizenship or Place of Organization					
	Delaware 5. Sole Voting Power					
Number of beneficial owned by reporting with	ılly y each	6.7.	-0- Shared Voting Power 58,660,880* Sole Dispositive Power -0-			
9.	Aggrega	8.	Shared Dispositive Power 58,660,880* unt Beneficially Owned by Each Reporting Person			
7.			unt Beneficially Owned by Each Reporting Person			
10.	58,660,8 Check B		e Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	*		
11.	Percent	of Class	Represented by Amount in Row (9)	X*		
12.	18.2%* Type of HC	Reporti	ng Person (See Instructions)			

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CUSIP No. 42805T 10 5

1.	Name of Reporting Person		
2.	Merrill Lynch & Co., Inc. Check the Appropriate Box if a Member of a Group		
	(a) O		
3. 4.	(b) X SEC Use Citizensh		Place of Organization
	Delaware	5.	Sole Voting Power
	of shares ally owned reporting vith	6.	-0- Shared Voting Power 58,660,880*
		7.	Sole Dispositive Power
		8.	-0- Shared Dispositive Power
9.	Aggregate	e Amo	58,660,880* ount Beneficially Owned by Each Reporting Person
10.	58,660,880* Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
11.	Percent of Class Represented by Amount in Row (9)		
12.	18.2%* Type of R	Reporti	ng Person (See Instructions)
	СО		

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CUSIP No. 42805T 10 5

1.	Name of	Report	ing Person	
2.			broup, Inc. Opriate Box if a Member of a Group	
	(a) O			
3. 4.	(b) X SEC Use Citizensl		lace of Organization	
	Delawar			
		5.	Sole Voting Power	
Number	of shares	6.	-0- Shared Voting Power	
beneficial owned by reporting	ılly y each	7.	58,543,791* Sole Dispositive Power	
with		8.	-0- Shared Dispositive Power	
9.	Aggrega	te Amo	58,543,791* unt Beneficially Owned by Each Reporting Person	
	50.540.5	10.1%		
10.	58,543,7 Check B		e Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	*
11.	Percent of	of Class	Represented by Amount in Row (9)	X*
12.	18.1%* Type of	Reporti	ng Person (See Instructions)	
	СО	•		

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CUSIP No. 42805T 10 5

1.	Name of	Report	ing Person	
2.	Merrill I Check th		P Inc. opriate Box if a Member of a Group	
	(a) O			
3. 4.	(b) X SEC Use Citizensl		lace of Organization	
	Delawar	e 5.	Sole Voting Power	
	ally owned reporting		-0- Shared Voting Power 54,671,242 * Sole Dispositive Power -0- Shared Dispositive Power	
9.	Aggrega	te Amo	54,671,242 * unt Beneficially Owned by Each Reporting Person	
10.	54,671,2 Check B		e Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	\mathbf{x}^*
11.	Percent of	of Class	Represented by Amount in Row (9)	Λ
12.	16.9%* Type of 1	Reportii	ng Person (See Instructions)	

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CUSIP No. 42805T 10 5

1.	Name of	Repor	ing Person	
2.			ate Equity Partners, L.P. opriate Box if a Member of a Group	
	(a) O			
3. 4.	(b) X SEC Use Citizens		lace of Organization	
	Cayman	Islands 5.	Sole Voting Power	
Number of beneficial by each reperson w	lly owned eporting		-0- Shared Voting Power 54,671,242 * Sole Dispositive Power -0- Shared Dispositive Power	
9.	Aggrega	ite Amo	54,671,242 * unt Beneficially Owned by Each Reporting Person	
10.	54,671,2 Check B		e Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	
11.	Percent	of Class	Represented by Amount in Row (9)	X
12.	16.9%* Type of	Reporti	ng Person (See Instructions)	
	PN			

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CUSIP No. 42805T 10 5

1.	Name of Reporting Person			
2.	MLGPE Check th		opriate Box if a Member of a Group	
	(a) O			
3. 4.	(b) X SEC Use Citizensh		Place of Organization	
	Cayman	Islands 5.	Sole Voting Power	
beneficia	of shares ally owned reporting vith		-0- Shared Voting Power 54,671,242 * Sole Dispositive Power -0- Shared Dispositive Power	
9.	Aggregat	te Amo	54,671,242 * ount Beneficially Owned by Each Reporting Person	
10.	54,671,24 Check Be		e Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	
11.	Percent c	of Class	s Represented by Amount in Row (9)	X
12.		Reporti	ing Person (See Instructions)	
	00			

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CUSIP No. 42805T 10 5

1.	Name of	Report	ing Person	
			ate Equity Fund, L.P.	
2.	Check th	e Appr	opriate Box if a Member of a Group	
	(a) O			
3.	(b) X SEC Use	Only		
4.			lace of Organization	
	Cayman	Islands 5.	Sole Voting Power	
		5.		
		6.	-0- Shared Voting Power	
Number		,	71 (71 242 *	
	ally owned reporting		54,671,242 * Sole Dispositive Power	
person w		7.	Sole Dispositive rower	
			-0-	
		8.	Shared Dispositive Power	
_			54,671,242 *	
9.	Aggrega	te Amo	unt Beneficially Owned by Each Reporting Person	
	54,671,2	42 *		
10.	Check B	ox if th	e Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	
11.	Percent o	of Class	Represented by Amount in Row (9)	(
	16.9%*			
12.	Type of	Reporti	ng Person (See Instructions)	
	PN			

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CUSIP No. 42805T 10 5

1.	Name of	Name of Reporting Person		
2.			Ventures, LLC ropriate Box if a Member of a Group	
	(a) O			
3. 4.	(b) X SEC Use Citizensl		Place of Organization	
	Delawar	e 5.	Sole Voting Power	
beneficia by each i	of shares ally owned reporting		-0- Shared Voting Power 3,872,549* Sole Dispositive Power	
person w	vith	8.	-0- Shared Dispositive Power	
9.	Aggrega	te Amo	3,872,549* ount Beneficially Owned by Each Reporting Person	
10.	3,872,54 Check B		e Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	\mathbf{x}^*
11.	Percent of	of Class	s Represented by Amount in Row (9)	X
12.	1.2%* Type of	Reporti	ing Person (See Instructions)	
	OO			

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CUSIP No. 42805T 10 5

1	Name of Reporting Person
1.	Name of Redoming Ferson

Merrill Lynch Ventures L.P. 2001

- 2. Check the Appropriate Box if a Member of a Group
 - (a) O
 - (b) X
- SEC Use Only 3.
- Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number

Shared Voting Power of shares 6.

beneficially

owned by 7. 3,872,549*

Sole Dispositive Power

reporting

person

with Shared Dispositive Power 8.

3,872,549*

9. Aggregate Amount Beneficially Owned by Each Reporting Person

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

o 11.