

HERTZ GLOBAL HOLDINGS INC  
Form 8-K  
March 24, 2015

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

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported) **March 24, 2015 (March 18, 2015)**

**HERTZ GLOBAL HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**001-33139**  
(Commission File Number)

**20-3530539**  
(I.R.S Employer Identification No.)

**999 Vanderbilt Beach Road, 3rd Floor**

**Naples, Florida 34108**

(Address of principal executive offices,  
including zip code)

**(239) 552-5800**

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(Registrant's telephone number,  
including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 3.01 NOTICE OF DELISTING OR FAILURE TO SATISFY A CONTINUED LISTING RULE OR STANDARD; TRANSFER OF LISTING.**

The information set forth in Item 8.01 is incorporated by reference into this Item 3.01.

**ITEM 8.01 OTHER EVENTS.**

On March 24, 2015, Hertz Global Holdings, Inc. ( the Company ) issued a press release announcing its receipt of a notice from the New York Stock Exchange ( NYSE ) regarding the Company s compliance with NYSE listing requirements. A copy of this press release is attached to this Form 8-K as Exhibit 99.1 and incorporated by reference herein.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits. The following Exhibits are filed as part of this report:

| <b>Exhibit</b> | <b>Description</b>                 |
|----------------|------------------------------------|
| 99.1           | Press Release dated March 24, 2015 |

**CAUTIONARY NOTE CONCERNING FORWARD-LOOKING STATEMENTS**

Certain statements contained in this report, and in related comments by the Company s management, include forward-looking statements. Forward-looking statements include information concerning the Company s liquidity and its possible or assumed future results of operations, including descriptions of its business strategies. These statements often include words such as believe, becoming, expect, project, potential, preliminary, anticipate, intend, plan, estimate, seek, will, may, would, should, could, forecasts or similar expressions. T on certain assumptions that the Company has made in light of its experience in the industry as well as its perceptions of historical trends, current conditions, expected future developments and other factors it believes are appropriate in these circumstances. The Company believes these judgments are reasonable, but you should understand that these statements are not guarantees of performance or results, and the Company s actual results could differ materially from those expressed in the forward-looking statements due to a variety of important factors, both positive and negative, that may be revised or supplemented in subsequent reports on SEC Forms 10-K, 10-Q and 8-K. Some important factors that could affect the Company s actual results include, among others, the thorough review of the Company s internal financial records that is being conducted, additional time that may be required to complete the review, the ability of the Company to remediate any material weakness in its internal control over financial reporting, the ability of the Company s lenders to exercise any remedies under the Company s indebtedness, the final results of the SEC s inquiry or any other governmental inquiries or investigations, and those that may be disclosed from time to time in subsequent reports filed with the SEC and those described under Risk Factors set forth in Item 1A of the annual report on Form 10-K/A for the year ended December 31, 2013 of the Company. You should not place undue reliance on forward-looking statements. All forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by the foregoing cautionary statements. All such statements speak only as of the date made, and the Company undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HERTZ GLOBAL HOLDINGS, INC.  
(Registrant)

|        |                                                             |
|--------|-------------------------------------------------------------|
| By:    | /s/ Thomas C. Kennedy                                       |
| Name:  | Thomas C. Kennedy                                           |
| Title: | Senior Executive Vice President and Chief Financial Officer |

Date: March 24, 2015