

HERTZ GLOBAL HOLDINGS INC  
Form SC 13G/A  
February 14, 2008  
SCHEDULE 13G

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

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**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)

Edgar Filing: HERTZ GLOBAL HOLDINGS INC - Form SC 13G/A

December 31, 2007

(Date of Event which Requires filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* 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 the disclosures provided in a prior cover page. The information required in 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).

CUSIP No. 42805T 10 5

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

**TCG Holdings, L.L.C.**

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**Delaware**

**5 SOLE VOTING POWER**

**NUMBER OF**

**0**

**SHARES**

**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY**

**51,504,902**

**EACH**

**7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON**

**0**

**8 SHARED DISPOSITIVE POWER**

**WITH**

**51,504,902**

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**51,504,902**

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**Not Applicable**

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**16.01%**

12 TYPE OF REPORTING PERSON

**OO (Limited Liability Company)**

CUSIP No. 42805T 10 5

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

**TC Group, L.L.C.**

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**Delaware**

**5 SOLE VOTING POWER**

**NUMBER OF**

**0**

**SHARES**

**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY**

**51,504,902**

**EACH**

**7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON**

**0**

**8 SHARED DISPOSITIVE POWER**

**WITH**

**51,504,902**

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**51,504,902**

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**Not Applicable**

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**16.01%**

12 TYPE OF REPORTING PERSON

**OO (Limited Liability Company)**

CUSIP No. 42805T 10 5

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

**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 CITIZEN OR PLACE OF ORGANIZATION**

**Delaware**

**5 SOLE VOTING POWER**

**NUMBER OF**

**0**

**SHARES**

**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY**

**51,504,902**

**EACH**

**7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON**

**0**

**8 SHARED DISPOSITIVE POWER**

**WITH**

**51,504,902**

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**51,504,902**

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**Not Applicable**

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**16.01%**

12 TYPE OF REPORTING PERSON

**OO (Limited Liability Company)**



CUSIP No. 42805T 10 5

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

**TC Group IV, L.L.C.**

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**Delaware**

**5 SOLE VOTING POWER**

**NUMBER OF**

**0**

**SHARES**

**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY**

**0**

**EACH**

**7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON**

**0**

**8 SHARED DISPOSITIVE POWER**

**WITH**

**0**

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**0**

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**Not Applicable**

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**0%**

12 TYPE OF REPORTING PERSON

**OO (Limited Liability Company)**

CUSIP No. 42805T 10 5

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

**TC Group IV, L.P.**

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**Delaware**

**5 SOLE VOTING POWER**

**NUMBER OF**

**0**

**SHARES**

**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY**

**51,504,902**

**EACH**

**7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON**

**0**

**8 SHARED DISPOSITIVE POWER**

**WITH**

**51,504,902**

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**51,504,902**

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**Not Applicable**

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**16.01%**

12 TYPE OF REPORTING PERSON

**PN**

CUSIP No. 42805T 10 5

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

**Carlyle Partners IV, L.P.**

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**Delaware**

**5 SOLE VOTING POWER**

**NUMBER OF**

**0**

**SHARES**

**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY**

**49,505,538**

**EACH**

**7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON**

**0**

**8 SHARED DISPOSITIVE POWER**

**WITH**

**49,505,538**

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**49,505,538**

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**Not Applicable**

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**15.39%**

12 TYPE OF REPORTING PERSON

**PN**

CUSIP No. 42805T 10 5

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

**CP IV Coinvestment, L.P.**

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**Delaware**

**5 SOLE VOTING POWER**

**NUMBER OF**

**0**

**SHARES**

**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY**

**1,999,364**

**EACH**

**7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON**

**0**

**8 SHARED DISPOSITIVE POWER**

**WITH**

**1,999,364**

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**1,999,364**

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**Not Applicable**

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**0.62%**

12 TYPE OF REPORTING PERSON

**PN**



CUSIP No. 42805T 10 5

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

**Carlyle Offshore Partners II, Limited**

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**Cayman Islands**

**5 SOLE VOTING POWER**

**NUMBER OF**

**0**

**SHARES**

**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY**

**7,745,098**

**EACH**

**7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON**

**0**

**8 SHARED DISPOSITIVE POWER**

**WITH**

**7,745,098**

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**7,745,098**

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.41%

12 TYPE OF REPORTING PERSON

**OO (Cayman Islands Exempt Company)**

CUSIP No. 42805T 10 5

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

**TCG Holdings Cayman, L.P.**

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**Cayman Islands**

**5 SOLE VOTING POWER**

**NUMBER OF**

**0**

**SHARES**

**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY**

**7,745,098**

**EACH**

**7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON**

**0**

**8 SHARED DISPOSITIVE POWER**

**WITH**

**7,745,098**

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**7,745,098**

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**Not Applicable**

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**2.41%**

12 TYPE OF REPORTING PERSON

**PN (Cayman Islands Exempt Limited Partnership)**

CUSIP No. 42805T 10 5

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

**TC Group Cayman, L.P.**

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**Cayman Islands**

**5 SOLE VOTING POWER**

**NUMBER OF**

**0**

**SHARES**

**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY**

**7,745,098**

**EACH**

**7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON**

**0**

**8 SHARED DISPOSITIVE POWER**

**WITH**

**7,745,098**

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**7,745,098**

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**Not Applicable**

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**2.41%**

12 TYPE OF REPORTING PERSON

**PN (Cayman Islands Exempt Limited Partnership)**

CUSIP No. 42805T 10 5

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

**CEP II Limited**

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**Cayman Islands**

**5 SOLE VOTING POWER**

**NUMBER OF**

**0**

**SHARES**

**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY**

**7,745,098**

**EACH**

**7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON**

**0**

**8 SHARED DISPOSITIVE POWER**

**WITH**

**7,745,098**

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**7,745,098**

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**Not Applicable**

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**2.41%**

12 TYPE OF REPORTING PERSON

**00 (Cayman limited Company)**



CUSIP No. 42805T 10 5

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

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

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

Alberta, Canada

**5 SOLE VOTING POWER**

**NUMBER OF**

**0**

**SHARES**

**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY**

**7,745,098**

**EACH**

**7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON**

**0**

**8 SHARED DISPOSITIVE POWER**

**WITH**

**7,745,098**

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**7,745,098**

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**Not Applicable**

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**2.41%**

12 TYPE OF REPORTING PERSON

**PN**

CUSIP No. 42805T 10 5

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

**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 CITIZEN OR PLACE OF ORGANIZATION**

**Delaware**

**5 SOLE VOTING POWER**

**NUMBER OF**

**0**

**SHARES**

**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY**

**7,452,823**

**EACH**

**7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON**

**0**

**8 SHARED DISPOSITIVE POWER**

**WITH**

**7,452,823**

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**7,452,823**

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**Not Applicable**

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**2.32%**

12 TYPE OF REPORTING PERSON

**PN**

CUSIP No. 42805T 10 5

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

**Carlyle Europe Partners II, L.P.**

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**England**

**5 SOLE VOTING POWER**

**NUMBER OF**

**0**

**SHARES**

**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY**

**292,275**

**EACH**

**7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON**

**0**

**8 SHARED DISPOSITIVE POWER**

**WITH**

**292,275**

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**292,275**

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**Not Applicable**

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**0.09%**

12 TYPE OF REPORTING PERSON

**PN**

CUSIP No. 42805T 10 5

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

**CEP II Participations S.a r.l. SICAR**

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**Luxembourg**

**5 SOLE VOTING POWER**

**NUMBER OF**

**0**

**SHARES**

**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY**

**292,275**

**EACH**

**7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON**

**0**

**8 SHARED DISPOSITIVE POWER**

**WITH**

**292,275**

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**292,275**

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**Not Applicable**

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**0.09%**

12 TYPE OF REPORTING PERSON

**OO (Luxembourg Limited Liability Company)**



- ITEM 1. (a) Name of Issuer:**  
Hertz Global Holdings, Inc. (the Issuer )
- (b) Address of Issuer's Principal Executive Offices:**  
225 Brae Boulevard  
Park Ridge, New Jersey 07656-0713

**ITEM 2. (a) Name of Person Filing**

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

TCG Holdings, L.L.C.

TC Group, L.L.C.

TC Group IV Managing 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.

Carlyle Offshore Partners II, Limited

TCG Holdings Cayman, L.P.

TC Group Cayman, L.P.

CEP II Limited

CEP II GP, L.P.

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

Carlyle Europe Partners II, L.P.

CEP II Participations S.a r.l. SICAR

**(b) Address of Principal Business Office:**

c/o The Carlyle Group

1001 Pennsylvania Ave. NW

Suite 220 South

Washington, D.C. 20004-2505

**(c) Citizenship of each Reporting Person is:**

TCG Holdings, L.L.C. Delaware  
TC Group, L.L.C. Delaware  
TC Group IV Managing GP, L.L.C. - Delaware  
TC Group IV, L.L.C. Delaware  
TC Group IV, L.P. Delaware  
Carlyle Partners IV, L.P. Delaware  
CP IV Coinvestment, L.P. Delaware  
Carlyle Offshore Partners II, Limited Cayman Islands  
TCG Holdings Cayman, L.P. Cayman Islands  
TC Group Cayman, L.P. Cayman Islands  
CEP II Limited Cayman Islands  
CEP II GP, L.P. Alberta, Canada  
CEP II U.S. Investments, L.P. Delaware  
Carlyle Europe Partners II, L.P. England  
CEP II Participations S.a r.l. SICAR Luxembourg

**(d) Title of Class of Securities:**

Common Stock, Par Value \$0.01 Per Share

**(e) CUSIP Number:**

42805T 10 5

**ITEM 3.** Not applicable.

**ITEM 4. Ownership****Ownership (a-c)**

The ownership information presented above represents beneficial ownership of shares of common stock, par value \$0.001 per share of the Issuer (the Common Stock) on the date of filing of this Amendment No. 1 of Schedule 13G.

Ownership as of December 31, 2007, was as follows:

Reporting Person	Amount beneficially owned	Percent of class:	Sole power to vote or 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:
TCG Holdings, L.L.C.	51,504,902	16.01%	0	51,504,902	0	51,504,902
TC Group, L.L.C.	51,504,902	16.01%	0	51,504,902	0	51,504,902
TC Group IV, L.L.C.	51,504,902	16.01%	0	51,504,902	0	51,504,902
TC Group IV, L.P.	51,504,902	16.01%	0	51,504,902	0	51,504,902
Carlyle Partners IV, L.P.	49,505,538	15.39%	0	49,505,538	0	49,505,538
CP IV Coinvestment, L.P.	1,999,364	0.62%	0	1,999,364	0	1,999,364
Carlyle Offshore Partners II, Limited	7,745,098	2.41%	0	7,745,098	0	7,745,098
TCG Holdings Cayman, L.P.	7,745,098	2.41%	0	7,745,098	0	7,745,098
TC Group Cayman, L.P.	7,745,098	2.41%	0	7,745,098	0	7,745,098
CEP II Limited	7,745,098	2.41%	0	7,745,098	0	7,745,098
CEP II GP, L.P.	7,745,098	2.41%	0	7,745,098	0	7,745,098
CEP II U.S. Investments, L.P.	7,452,823	2.32%	0	7,452,823	0	7,452,823
Carlyle Europe Partners II, L.P.	292,275	0.09%	0	292,275	0	292,275
CEP II Participations S.a r.l. SICAR	292,275	0.09%	0	292,275	0	292,275

Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P. are the record owners of 49,505,538 shares of Common Stock and 1,999,364 shares of Common Stock, respectively. As of December 31, 2007, TC Group, L.L.C. exercised investment discretion and control over the shares of Common Stock held by each of Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P. through its subsidiaries TC Group IV, L.P., which is the sole general partner of each of Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P., and TC Group IV, L.L.C., which, as of December 31, 2007, was the sole general partner of TC Group IV, L.P.

As a result of an internal restructuring that occurred after December 31, 2007, TC Group IV Managing GP, L.L.C., a wholly owned subsidiary of TC Group, L.L.C., replaced TC Group IV, L.L.C. as the sole general partner of TC Group IV, L.P. Accordingly, as of the date hereof, TC Group, L.L.C. exercises investment discretion and control over the shares held by Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P. through its subsidiary TC Group IV, L.P., which is the sole general partner of Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P., and TGC Group IV Managing GP, L.L.C., which is the sole general partner of TC Group IV, L.P.

TCG Holdings, L.L.C. is the sole managing member of TC Group, L.L.C. TCG Holdings, L.L.C. is managed by a three-person managing board, and all board action relating to the voting or disposition of these shares requires approval of a majority of the managing board. William E. Conway, Jr., Daniel A. D Aniello and David M. Rubenstein, as the members of the managing board of TCG Holdings, L.L.C., may be deemed to share beneficial ownership of the shares shown as beneficially owned by TCG Holdings, L.L.C. Such persons disclaim such beneficial ownership.

## Edgar Filing: HERTZ GLOBAL HOLDINGS INC - Form SC 13G/A

CEP II Participations S.a r.l. SICAR and CEP II U.S. Investments, L.P. are the record owners of 292,275 shares of Common Stock and 7,452,823 shares of Common Stock, respectively. TC Group Cayman, L.P. exercises investment discretion and control over the shares held by each of CEP II Participations S.a r.l. SICAR and CEP II U.S. Investments, L.P. through the following subsidiaries of TC Group Cayman, L.P.: (i) CEP II GP, L.P., which is the sole general partner of CEP II U.S. Investments, L.P. and Carlyle Europe Partners II, L.P., which is in turn the sole shareholder of CEP II Participations S.a r.l. SICAR, and (ii) CEP II Limited, which is the sole general partner of CEP II GP, L.P.

TCG Holdings Cayman, L.P. is the sole general partner of TC Group Cayman, L.P. and Carlyle Offshore Partners II, Limited is the sole general partner of TCG Holdings Cayman, L.P.

On the date hereof, the beneficial ownership of the shares is as follows:

Reporting Person	Amount beneficially owned	Percent of class:	Sole power to vote or 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:
TCG Holdings, L.L.C.	51,504,902	16.01%	0	51,504,902	0	51,504,902
TC Group, L.L.C.	51,504,902	16.01%	0	51,504,902	0	51,504,902
TC Group IV Managing GP, L.L.C.	51,504,902	16.01%	0	51,504,902	0	51,504,902
TC Group IV, L.L.C.	0		0	0		0
TC Group IV, L.P.	51,504,902	16.01%	0	51,504,902	0	51,504,902
Carlyle Partners IV, L.P.	49,505,538	15.39%	0	49,505,538	0	49,505,538
CP IV Coinvestment, L.P.	1,999,364	0.62%	0	1,999,364	0	1,999,364
Carlyle Offshore Partners II, Limited	7,745,098	2.41%	0	7,745,098	0	7,745,098
TCG Holdings Cayman, L.P.	7,745,098	2.41%	0	7,745,098	0	7,745,098
TC Group Cayman, L.P.	7,745,098	2.41%	0	7,745,098	0	7,745,098
CEP II Limited	7,745,098	2.41%	0	7,745,098	0	7,745,098
CEP II GP, L.P.	7,745,098	2.41%	0	7,745,098	0	7,745,098
CEP II U.S. Investments, L.P.	7,452,823	2.32%	0	7,452,823	0	7,452,823
Carlyle Europe Partners II, L.P.	292,275	0.09%	0	292,275	0	292,275
CEP II Participations S.a r.l. SICAR	292,275	0.09%	0	292,275	0	292,275

**ITEM 5. Ownership of Five Percent or Less of a Class**

Not applicable.

**ITEM 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

Not applicable

**ITEM 8. Identification and Classification of Members of the Group**

Each of Carlyle Partners IV, L.P., CP IV Coinvestment, L.P., CEP II U.S. Investments, L.P. and CEP II Participations S.a r.l. SICAR (collectively, the Carlyle Funds ) is a party to an Amended and Restated Stockholders Agreement, dated as of November 20, 2006 (the Stockholders Agreement ), among Clayton Dubilier & Rice Fund VII, L.P., CDR CCMG Co-Investor L.P. and CD&R Parallel Fund VII, L.P. (the CD&R Funds ), ML Global Private Equity Fund, L.P., Merrill Lynch Ventures L.P. 2001 and ML Hertz Co Investor, L.P. (collectively, the ML Funds ), CMC Hertz Partners, L.P., the Carlyle Funds and Hertz Global Holdings, Inc. The Stockholders Agreement requires the parties to

## Edgar Filing: HERTZ GLOBAL HOLDINGS INC - Form SC 13G/A

vote their shares of the common stock of Hertz Global Holdings, Inc. (the Common Stock ) for directors that are designated in accordance with the provisions of the Stockholders Agreement. The Stockholders Agreement restricts the parties from selling Common Stock in certain instances and, in some negotiated transactions, requires the seller to offer each other party an opportunity to participate in the sale. In addition, the Stockholders Agreement requires the parties to vote their shares of Common Stock pursuant to the instructions of certain groups of investors with respect to certain change of control transactions. The aggregate number of shares of Common Stock beneficially owned collectively by the Carlyle Funds, the CD&R Funds, the ML Funds and CMC-Hertz Partners, L.P., based on available information, is approximately 177,764,978, which represents approximately 55.23% of the outstanding common stock of Hertz Global Holdings, Inc. The stock ownership reported for the Carlyle Funds does not include any shares owned by other parties to the Stockholders Agreement. Each of the Carlyle Funds disclaims beneficial ownership of any shares of Common Stock owned by the other parties to the Stockholders Agreement.

### **ITEM 9. Notice of Dissolution of Group**

Not applicable.

### **ITEM 10. Certification**

Not applicable

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:** February 14, 2008

**TCG Holdings, L.L.C.**

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**TC Group, L.L.C.**

By: TCG Holdings, L.L.C., as its  
Managing Member

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

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

By: TC Group, L.L.C., as its  
Managing Member

By: TCG Holdings, L.L.C., as its  
Managing Member

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**Signature Page 1 of 9**

**TC Group IV, L.L.C.**

By: TC Group, L.L.C., as its  
Managing Member

By: TCG Holdings, L.L.C., as its  
Managing Member

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**TC Group IV, L.P.**

By: TC Group IV Managing GP,  
L.L.C., as its Managing Member

By: TC Group, L.L.C., as its  
Managing Member

By: TCG Holdings, L.L.C., as its  
Managing Member

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**Signature Page 2 of 9**

**Carlyle Partners IV, L.P.**

By: TC Group IV, L.P., as its  
General Partner

By: TC Group IV Managing GP,  
L.L.C., as its Managing Member

By: TC Group, L.L.C., as its  
Managing Member

By: TCG Holdings, L.L.C., as its  
Managing Member

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**Signature Page 3 of 9**



**CP IV Coinvestment, L.P.**

By: TC Group IV, L.P., as its  
General Partner

By: TC Group IV Managing GP,  
L.L.C., as its Managing Member

By: TC Group, L.L.C., as its  
Managing Member

By: TCG Holdings, L.L.C., as its  
Managing Member

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**Carlyle Offshore Partners II, Limited**

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**TCG Holdings Cayman, L.P.**

By: Carlyle Offshore Partners II,  
Limited, as its General Partner

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**Signature Page 4 of 9**

**TC Group Cayman, L.P.**

By: TCG Holdings Cayman, L.P., as  
its General Partner

By: Carlyle Offshore Partners II,  
Limited, as its General Partner

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**CEP II Limited**

By: TC Group Cayman, L.P., as its  
Sole Shareholder

By: TCG Holdings Cayman, L.P., as  
its General Partner

By: Carlyle Offshore Partners II,  
Limited, as its General Partner

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**Signature Page 5 of 9**

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

By: CEP II Limited, as its General  
Partner

By: TC Group Cayman, L.P., as its  
Sole Shareholder

By: TCG Holdings Cayman, L.P., as  
its General Partner

By: Carlyle Offshore Partners II,  
Limited, as its General Partner

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**Signature Page 6 of 9**

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

By: CEP II GP, L.P., as its General  
Partner

By: CEP II Limited, as its General  
Partner

By: TC Group Cayman, L.P., as its  
Sole Shareholder

By: TCG Holdings Cayman, L.P., as  
its General Partner

By: Carlyle Offshore Partners II,  
Limited, as its General Partner

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**Signature Page 7 of 9**

**Carlyle Europe Partners II, L.P.**

By: CEP II GP, L.P., as its  
General Partner

By: CEP II Limited, as its  
General Partner

By: TC Group Cayman, L.P., as its  
Sole Shareholder

By: TCG Holdings Cayman, L.P., as its  
General Partner

By: Carlyle Offshore Partners II,  
Limited, as its General Partner

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**Signature Page 8 of 9**

**CEP II Participations S.a r.l. SICAR**

By: Carlyle Europe Partners II, L.P.,  
as its sole shareholder

By: CEP II GP, L.P., as its General  
Partner

By: CEP II Limited, as its General  
Partner

By: TC Group Cayman, L.P., as its  
Sole Shareholder

By: TCG Holdings Cayman, L.P., as  
its General Partner

By: Carlyle Offshore Partners II,  
Limited, as its General Partner

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**Signature Page 9 of 9**

**Exhibit A**

**JOINT FILING AGREEMENT**

The undersigned hereby agree that they are filing this statement jointly pursuant to Rule 13d-1(k)(1). Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

In accordance with Rule 13d-1(k)(1) promulgated under the Securities and Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of such a statement on Schedule 13G with respect to the common stock beneficially owned by each of them, par value \$0.01 per share, of Hertz Global Holdings, Inc., a Delaware corporation. This Joint Filing Agreement shall be included as an Exhibit to such Schedule 13G.

[Remainder of this page has been left intentionally blank.]

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 14<sup>th</sup> day of February, 2008.

**TCG Holdings, L.L.C.**

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**TC Group, L.L.C.**

By: TCG Holdings, L.L.C., as its  
Managing Member

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

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

By: TC Group, L.L.C., as its  
Managing Member

By: TCG Holdings, L.L.C., as its  
Managing Member

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**Signature Page 1 of 9**



**TC Group IV, L.L.C.**

By: TC Group, L.L.C., as its  
Managing Member

By: TCG Holdings, L.L.C., as its  
Managing Member

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**TC Group IV, L.P.**

By: TC Group IV Managing GP,  
L.L.C., as its Managing Member

By: TC Group, L.L.C., as its  
Managing Member

By: TCG Holdings, L.L.C., as its  
Managing Member

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**Signature Page 2 of 9**

**Carlyle Partners IV, L.P.**

By: TC Group IV, L.P., as its  
General Partner

By: TC Group IV Managing GP,  
L.L.C., as its Managing Member

By: TC Group, L.L.C., as its  
Managing Member

By: TCG Holdings, L.L.C., as its  
Managing Member

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**Signature Page 3 of 9**

**CP IV Coinvestment, L.P.**

By: TC Group IV, L.P., as its  
General Partner

By: TC Group IV Managing GP,  
L.L.C., as its Managing Member

By: TC Group, L.L.C., as its  
Managing Member

By: TCG Holdings, L.L.C., as its  
Managing Member

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**Carlyle Offshore Partners II, Limited**

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**TCG Holdings Cayman, L.P.**

By: Carlyle Offshore Partners II,  
Limited, as its General Partner

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**Signature Page 4 of 9**

**TC Group Cayman, L.P.**

By: TCG Holdings Cayman, L.P., as  
its General Partner

By: Carlyle Offshore Partners II,  
Limited, as its General Partner

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**CEP II Limited**

By: TC Group Cayman, L.P., as its  
Sole Shareholder

By: TCG Holdings Cayman, L.P., as  
its General Partner

By: Carlyle Offshore Partners II,  
Limited, as its General Partner

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**Signature Page 5 of 9**

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

By: CEP II Limited, as its General  
Partner

By: TC Group Cayman, L.P., as its  
Sole Shareholder

By: TCG Holdings Cayman, L.P., as  
its General Partner

By: Carlyle Offshore Partners II,  
Limited, as its General Partner

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**Signature Page 6 of 9**

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

By: CEP II GP, L.P., as its General  
Partner

By: CEP II Limited, as its General  
Partner

By: TC Group Cayman, L.P., as its  
Sole Shareholder

By: TCG Holdings Cayman, L.P., as  
its General Partner

By: Carlyle Offshore Partners II,  
Limited, as its General Partner

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**Signature Page 7 of 9**

**Carlyle Europe Partners II, L.P.**

By: CEP II GP, L.P., as its  
General Partner

By: CEP II Limited, as its  
General Partner

By: TC Group Cayman, L.P., as its  
Sole Shareholder

By: TCG Holdings Cayman, L.P., as  
its General Partner

By: Carlyle Offshore Partners II,  
Limited, as its General Partner

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**Signature Page 8 of 9**

**CEP II Participations S.a r.l. SICAR**

By: Carlyle Europe Partners II, L.P.,  
as its sole shareholder

By: CEP II GP, L.P., as its General  
Partner

By: CEP II Limited, as its General  
Partner

By: TC Group Cayman, L.P., as its  
Sole Shareholder

By: TCG Holdings Cayman, L.P., as  
its General Partner

By: Carlyle Offshore Partners II,  
Limited, as its General Partner

By: /s/ Daniel A. D Aniello  
Name: Daniel A. D Aniello  
Title: Managing Director

**Signature Page 9 of 9**