

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

FORM S-1

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

HERTZ GLOBAL HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

7510
(Primary Standard Industrial
Classification Code Number)

61-1770902
(I.R.S. Employer
Identification Number)

**8501 Williams Road
Estero, Florida 33928
Telephone: (239) 301-7000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**M. David Galainena
Executive Vice President, General Counsel and Secretary
Hertz Global Holdings, Inc.
8501 Williams Road
Estero, Florida 33928
(239) 301-7000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:

**Gregory Pryor
Colin Diamond
Andrew J. Ericksen
David M. Johansen
White & Case LLP
1221 Avenue of the Americas
New York, New York 10020
+ 1 (212) 819-8200**

**Roxane F. Reardon
John C. Ericson
John G. O'Connell
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
+1 (212) 455-2000**

Approximate date of commencement of proposed sale to the public:

As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. **333-260290**

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of each Class of Security to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Security ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽¹⁾⁽²⁾	Amount of Registration Fee ⁽³⁾
Common stock, par value \$0.01 per share	8,533,000	\$29.00	\$247,457,000	\$22,939.26

(1) Represents only the additional number of securities being registered. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-260290).

(2) Based on the public offering price per share.

(3) Calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended (the "Securities Act"), based on the proposed maximum

aggregate offering price. The Registrant previously registered securities having a proposed maximum aggregate offering price of \$1,237,285,000 in its Registration Statement on Form S-1, as amended (File No. 333-260290), which was declared effective by the Securities and Exchange Commission on November 8, 2021. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of \$247,457,000 is hereby registered.

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement on Form S-1 (this “Registration Statement”) is being filed with respect to the registration of 8,533,000 additional shares of common stock of Hertz Global Holdings, Inc. (the “Registrant”), par value \$0.01 per share, pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction V to Form S-1. This Registration Statement relates to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-260290) (the “Prior Registration Statement”), initially filed by the Registrant on October 15, 2021 and declared effective by the Securities and Exchange Commission (the “Commission”) on November 8, 2021. The required opinion of counsel and related consent and accountants’ consents are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

PART II INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) All exhibits filed with or incorporated by reference in the Prior Registration Statement on Form S-1 (File No. 333-260290) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

Exhibit No.	Description
5.1	Opinion of White & Case LLP.
23.1	Consent of Independent Registered Public Accounting Firm, Ernst & Young LLP.
23.2	Consent of Independent Registered Public Accounting Firm, PricewaterhouseCoopers LLP.
23.3	Consent of White & Case LLP (included in Exhibit 5.1).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Estero, Florida on November 8, 2021.

HERTZ GLOBAL HOLDINGS, INC.

By: /s/ Kenny Cheung

Name: Kenny Cheung

Title: Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the dates indicated.

<u>Signature/Name</u>	<u>Position</u>	<u>Date</u>
* <u>Mark Fields</u>	Interim Chief Executive Officer and Director (Principal Executive Officer)	November 8, 2021
<u>/s/ Kenny Cheung</u> Kenny Cheung	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	November 8, 2021
* <u>Alexandra Brooks</u>	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	November 8, 2021
* <u>M. Gregory O'Hara</u>	Chairperson	November 8, 2021
* <u>Thomas Wagner</u>	Vice-Chairperson	November 8, 2021

<u>Signature/Name</u>	<u>Position</u>	<u>Date</u>
* _____ Christopher Lahoud	Preferred Stock Director	November 8, 2021
* _____ Colin Farmer	Director	November 8, 2021
* _____ Jennifer Feikin	Director	November 8, 2021
* _____ Vincent Intrieri	Director	November 8, 2021
* _____ Evelina Vougeessis Machas	Director	November 8, 2021
* _____ Andrew Shannahan	Director	November 8, 2021
*By: <u>/s/ Kenny Cheung</u> Attorney-in-Fact		

EXHIBIT INDEX

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November 8, 2021

Hertz Global Holdings, Inc.
8501 Williams Road
Estero, Florida 33928

White & Case LLP
1221 Avenue of the Americas
New York, NY 10020-1095
T +1 212 819 8200

whitecase.com

Ladies and Gentlemen:

We have acted as New York counsel to Hertz Global Holdings, Inc., a corporation organized under the laws of Delaware (the “Company”), in connection with the preparation and filing by the Company with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”), of a registration statement on Form S-1 (the “Rule 462(b) Registration Statement”) relating to the registration under the Securities Act of the offer and sale by certain selling stockholders of the Company named in the Registration Statement (the “Selling Stockholders”) of up to 8,533,000 shares (the “Shares”) of the Company’s common stock, par value \$0.01 per share (the “Common Stock”). The 462(b) Registration Statement relates to the Company’s Registration Statement on Form S-1 (File No. 333-260290) (the “Registration Statement”), initially filed by the Company on October 15, 2021 and declared effective by the Commission on November 8, 2021.

This opinion letter is rendered in accordance with the requirements of Item 601(b)(5) of Regulation S–K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus, any prospectus filed pursuant to Rule 424(b) with respect thereto or the 462(b) Registration Statement, other than as expressly stated herein with respect to the issue of the Shares.

In connection with our opinion expressed below, we have examined originals or copies certified to our satisfaction of the following documents and such other documents, certificates and other statements of government officials and corporate officers of the Company as we deemed necessary for the purposes of the opinion set forth in this opinion letter:

- (a) the Registration Statement and the Rule 462(b) Registration Statement;
- (b) a copy of the Second Amended and Restated Certificate of Incorporation of Hertz Global Holdings, Inc. (the “Charter”), certified by the Secretary of the Company; and
- (c) a copy of the Second Amended and Restated Bylaws of Hertz Global Holdings, Inc., certified by the Secretary of the Company.

We have relied, to the extent we deem such reliance proper, upon such certificates or comparable documents of officers and representatives of the Company and of public officials and upon statements and information furnished by officers and representatives of the Company with respect to the accuracy of material factual matters contained therein which were not independently established by us. In rendering the opinion expressed below, we have assumed, without independent investigation or verification of any kind, the genuineness of all signatures on documents we have reviewed, the legal capacity and competency of all natural persons signing all such documents, the authenticity and completeness of all documents submitted to us as originals, the conformity to authentic, complete original documents of all documents submitted to us as copies, the truthfulness, completeness and correctness of all factual representations and statements contained in all documents we have reviewed, the accuracy and completeness of all public records examined by us, and the accuracy of all statements in certificates of officers of the Company that we reviewed. In addition, in rendering the opinions expressed below, we have assumed that the Registration Statement has been declared effective by the Commission and such effectiveness shall not have been terminated or rescinded.

Based upon the foregoing assumptions and the assumptions set forth below, and subject to the qualifications and limitations stated herein, having considered such questions of law as we have deemed necessary as a basis for the opinion expressed below, we are of the opinion that:

1. The Shares have been validly issued, and are fully-paid and non-assessable.

The opinion expressed above is limited to questions arising under the General Corporation Law of the State of Delaware. We do not express any opinion as to the laws of any other jurisdiction.

This opinion letter is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Securities Act. This opinion letter is provided solely in connection with the distribution of the Shares pursuant to the Registration Statement and is not to be relied upon for any other purpose.

The opinion expressed above is as of the date hereof only, and we express no opinion as to, and assume no responsibility for, the effect of any fact or circumstance occurring, or of which we learn, subsequent to the date of this opinion letter, including, without limitation, legislative and other changes in the law or changes in circumstances affecting any party. We assume no responsibility to update this opinion letter for, or to advise you of, any such facts or circumstances of which we become aware, regardless of whether or not they affect the opinion expressed in this opinion letter.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Rule 462(b) Registration Statement and to the reference to our firm as counsel for the Company that has passed on the validity of the Common Stock appearing under the caption "Legal Matters" in the prospectus forming part of the Registration Statement or any prospectus filed pursuant to Rule 424(b) with respect thereto. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ White & Case LLP

JYC/CD/AE/AB/FHA/JPC/BM

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" and to the incorporation by reference of our report dated February 26, 2021, except for Note 18, as to which the date is October 15, 2021, with respect to the consolidated financial statements of Hertz Global Holdings, Inc. included in Amendment No. 2 to the Registration Statement (Form S-1 No. 333-260290) and related Prospectus of Hertz Global Holdings, Inc. for the registration of its common stock.

/s/ Ernst & Young LLP

Tampa, Florida

November 8, 2021

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated February 25, 2019, except for the effects of the rights offering discussed in Note 17 and the changes to segment profitability metric information disclosed in Note 18, as to which the date is February 25, 2020, and the change in the composition of reportable segments disclosed in Note 7 and Note 18, as to which the date is October 15, 2021 relating to the financial statements and financial statement schedules, which appears in Amendment No. 2 to the Registration Statement on Form S-1 (No. 333-260290) of Hertz Global Holdings, Inc. We also consent to the reference to us under the heading “Experts” in Amendment No. 1 to the Registration Statement on Form S-1 (No. 333-260290) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP

Fort Lauderdale, Florida

November 8, 2021
