SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden

0.5

hours per response:

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 20(h) of the Investment Company, Act of 1040

			of Section So(ii) of the investment Company Act of 1940				
1. Name and Add	, ,	Person [*]	2. Issuer Name and Ticker or Trading Symbol HERTZ GLOBAL HOLDINGS, INC [HTZ]		ationship of Reporting Pe all applicable)	rson(s) to Issuer	
BARNES E	<u>DAVID A</u>			X	Director	10% Owner	
(Last) 8501 WILLIA	(First) MS ROAD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/12/2019	1	Officer (give title below)	Other (specify below)	
,			4. If Amendment, Date of Original Filed (Month/Day/Year)		/idual or Joint/Group Fili	ng (Check Applicable	
(Street)				Line)	Form filed by One De	norting Doroon	
ESTERO	FL	33928		^	Form filed by One Reporting Person Form filed by More than One Reporting		
			-		Person	an one Reporting	
(City)	(State)	(Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution D if any (Month/Day/		cution Date, Transaction		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	07/12/2019		x		16,935 ⁽¹⁾	Α	\$12.95	50,175 ⁽²⁾⁽³⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)			6. Date Exerc Expiration Da (Month/Day/)	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Subscription Rights (right to buy)	\$12.95	07/12/2019		x			24,605 ⁽¹⁾	06/26/2019	07/12/2019	Common Stock	16,935	\$0	0	D	

Explanation of Responses:

1. Represents the exercise by the Reporting Person of 24,605 of his transferable basic subscription rights (each subscription right entitling its holder to purchase 0.688285 shares of HTZ Common Stock at a subscription price equal to \$12.95 per whole share), which were distributed to all holders of HTZ Common Stock on a pro rata basis on the June 24, 2019 record date for the rights offering. The Reporting Person will acquire the shares of Common Stock received from the exercise when issued by the Issuer at the expiration of the rights offering on July 12, 2019.

2. Reflects the number of shares of Common Stock following anti-dilutive adjustments to the Reporting Person's outstanding equity awards, pursuant to the terms of such awards, in connection with the Issuer's pro rata distribution of transferable basic subscription rights discussed in footnote 1.

3. Includes 8,635 Restricted Stock Units, each of which represents a contingent right to receive one share of HTZ Common Stock, that will vest on the earliest to occur of (1) the business day immediately preceding the Issuer's 2020 annual meeting, (2) the date that the Reporting Person ceases to be a director or (3) a Change in Control (as defined in Exhibit 99.1 of the Issuer's Registration Statement on Form S-8 filed as of June 24, 2016).

Remarks:

 William Langston, By Power of

 Attorney on behalf of David A.
 07/15/2019

 Barnes
 07/15/2019

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).