

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

**FORM S-8
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)

61-1770902
(I.R.S. Employer
Identification No.)

8501 Williams Road
Estero, Florida 33928
(Address of Principal Executive Offices)(Zip Code)

Hertz Global Holdings, Inc.
2021 Omnibus Incentive Plan
(Full title of the plan)

M. David Galainena
Executive Vice President, General Counsel and Secretary
Hertz Global Holdings, Inc.
8501 Williams Road
Estero, FL 33928
(Name and address of agent for service)

(239) 301-7000
(Telephone number, including area code, of agent for service)

Copies of all communications to:

Gregory Pryor
Maia R. Gez
White & Case LLP
1221 Avenue of the Americas
New York, New York 10020
(212) 819-8200

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	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 securities to be registered	Amount to be registered ⁽¹⁾	Proposed maximum offering price per share ⁽²⁾	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.01 per share (the “Common Stock”)	62,250,055	\$33.15	\$2,063,589,323.25	\$191,294.73

- (1) Covers shares of Common Stock, par value \$0.01 per share (“Common Stock”) of Hertz Global Holdings, Inc. (the “Registrant”) to be issued under the 2021 Omnibus Incentive Plan (the “Plan”). In addition to the shares set forth in the table, pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), the number of shares registered includes an indeterminate number of additional shares of Common Stock which may be offered and issued to prevent dilution in the event of a stock split, stock dividend or similar transactions.
 - (2) In accordance with Rule 457(h)(1) of the Securities Act, the price of the securities has been estimated pursuant to Rule 457(c) of the Securities Act solely for the purpose of calculating the registration fee, and the price listed is the average of the high and low prices of the Registrant’s Common Stock as reported on the OTC Bulletin Board on November 3, 2021 (a date within five business days prior to the date of filing this registration statement on Form S-8 (the “Registration Statement”)).
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PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Items 1 and 2 of Part I of the Form S-8 is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of the Form S-8. The documents containing the information specified in this Part I will be delivered to the participants in the Plan covered by this Registration Statement, as required by Rule 428(b)(1) of the Securities Act. In accordance with the Note to Part I of Form S-8, such documents are not required to be, and are not, filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as a prospectus or prospectus supplement pursuant to Rule 424 under the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission (each with Commission File No. 001-37665) are hereby incorporated in this Registration Statement by reference (except for portions thereof furnished or otherwise not filed with the Commission):

- (a) The Registrant's [Annual Report on Form 10-K for the year ended December 31, 2020 filed with the Commission on February 26, 2021](#) (as updated by our [Current Report on Form 8-K filed on October 15, 2021](#));
- (b) The Registrant's Quarterly Report on Form 10-Q for the periods ended [March 31, 2021](#) (as updated by our Current Report on Form 8-K filed on [October 15, 2021](#)), [June 30, 2021](#) and [September 30, 2021](#);
- (c) The Registrant's current reports on Form 8-K, as filed with the Commission on [February 22, 2021](#), [March 3, 2021](#) (except for the information furnished under Items 7.01 and 9.01), [March 30, 2021](#), [March 31, 2021](#) (except for the information furnished under Items 7.01 and 9.01), [April 7, 2021](#), [April 19, 2021](#) (except for the information furnished under Item 7.01), [April 23, 2021](#) (except for the information furnished under Item 7.01), [May 7, 2021](#) (except for the information furnished under Items 2.02, 7.01 and 9.01), [May 14, 2021 \(as amended on the same date\)](#) (except for the information furnished under Items 7.01 and 9.01), [May 19, 2021](#), [June 16, 2021](#), [July 7, 2021](#), [August 2, 2021](#), [August 17, 2021](#) (except for the information furnished under Items 7.01 and 9.01), [September 13, 2021](#), [October 5, 2021](#), [October 6, 2021](#) (except for the information furnished under Items 7.01 and 9.01), [October 15, 2021](#) (as amended on [November 3, 2021](#)), [October 27, 2021](#), [November 2, 2021](#) and [November 4, 2021](#);
- (d) The description of the Registrant's Common Stock ("Description of Capital Stock") contained in the Registrant's Form S-1 filed with the Commission on [October 15, 2021](#) (as amended on [November 3, 2021](#)).

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part of this Registration Statement from the date of filing of such documents; except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions.

Any statement contained in an incorporated document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed incorporated document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant is incorporated under the laws of the State of Delaware. Section 145 (“Section 145”) of the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended (the “DGCL”), provides that a Delaware corporation may indemnify any persons who were, are or are threatened to be made, parties to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person is or was an officer, director, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the corporation’s best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was illegal. Section 145(b) of the DGCL provides that a Delaware corporation may indemnify officers and directors in an action by or in the right of the corporation under the same conditions, except that no indemnification is permitted without judicial approval if the officer or director is adjudged to be liable to the corporation. Where an officer, director, employee or agent is successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify him against the expenses which such officer or director has actually and reasonably incurred.

Section 145(g) of the DGCL provides that a corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation against any liability asserted against the person in any such capacity, or arising out of the person’s status as such, whether or not the corporation would have the power to indemnify the person against such liability under the provisions of the DGCL.

Article VIII of the Registrant’s Second Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) provides that a director of the Registrant shall not be personally liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under Delaware law. Article VIII of the Certificate of Incorporation and Article VIII of the Registrant’s second amended and restated bylaws (the “Bylaws”) provide for indemnification of the officers and directors of Hertz to the fullest extent permitted by the DGCL.

The foregoing is only a general summary of certain aspects of Delaware law and the Registrant’s organizational documents dealing with indemnification of directors and officers and does not purport to be complete. It is qualified in its entirety by reference to the applicable provisions of the DGCL, the Certificate of Incorporation and the Bylaws.

The Registrant has obtained directors’ and officers’ liability insurance, which insures against liabilities that its directors or officers may incur in such capacities.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Number	Exhibit Description
<u>4.1</u>	<u>Second Amended and Restated Certificate of Incorporation of Hertz Global Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of Hertz Global Holdings, Inc. filed on July 7, 2021 (File No. 001-37665)).</u>
<u>4.2</u>	<u>Second Amended and Restated Bylaws of Hertz Global Holdings, Inc. (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K of Hertz Global Holdings, Inc. filed on July 7, 2021 (File No. 001-37665)).</u>
<u>10.1</u>	<u>Hertz Global Holdings, Inc. 2021 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Hertz Global Holdings, Inc. filed on November 2, 2021 (File No. 001-37665; 001-07541)).</u>
<u>5.1</u>	<u>Opinion of White & Case LLP.*</u>
<u>23.1</u>	<u>Consent of Independent Registered Public Accounting Firm, Ernst & Young LLP.*</u>
<u>23.2</u>	<u>Consent of Independent Registered Public Accounting Firm, PricewaterhouseCoopers LLP.*</u>
<u>23.3</u>	<u>Consent of White & Case LLP (included as part of Exhibit 5.1 filed herewith)*</u>
<u>24</u>	<u>Power of Attorney (included on the signature page to this Registration Statement)*</u>

* Filed herewith

Item 9. Undertakings.

(a) The Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
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- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Estero, State of Florida, on the 9th of November, 2021.

HERTZ GLOBAL HOLDINGS, INC.

By: /s/ Mark Fields

Name: Mark Fields

Title: Interim Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Mark Fields, Kenny Cheung and M. David Galainena, and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of Hertz Global Holdings, Inc., and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their, his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Mark Fields</u> Mark Fields	Interim Chief Executive Officer and Director (Principal Executive Officer)	November 9, 2021
<u>/s/ Kenny Cheung</u> Kenny Cheung	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	November 9, 2021
<u>/s/ Alexandra Brooks</u> Alexandra Brooks	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	November 9, 2021
<u>/s/ M. Gregory O'Hara</u> M. Gregory O'Hara	Chairperson	November 9, 2021

<u>/s/ Thomas Wagner</u> Thomas Wagner	Vice-Chairperson	November 9, 2021
<u>/s/ Christopher Lahoud</u> Christopher Lahoud	Director	November 9, 2021
<u>/s/ Colin Farmer</u> Colin Farmer	Director	November 9, 2021
<u>/s/ Jennifer Feikin</u> Jennifer Feikin	Director	November 9, 2021
<u>/s/ Vincent Intriери</u> Vincent Intriери	Director	November 9, 2021
<u>/s/ Evelina Vougeesis Machas</u> Evelina Vougeesis Machas	Director	November 9, 2021
<u>/s/ Andrew Shannahan</u> Andrew Shannahan	Director	November 9, 2021

November 9, 2021

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

Re: Hertz Global Holdings, Inc. - Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Hertz Global Holdings, Inc., a Delaware corporation (the “Company”), in connection with the preparation and filing by the Company with the Securities and Exchange Commission (the “Commission”) of a registration statement on Form S-8 (the “Registration Statement”) on the date hereof, relating to the registration under the Securities Act of 1933, as amended (the “Securities Act”) of 62,250,055 shares (the “Shares”) of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), reserved for issuance pursuant to the Company’s 2021 Omnibus Incentive Plan (the “Incentive Plan”).

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;
- (b) a copy of the Second Amended and Restated Certificate of Incorporation of Hertz Global Holdings, Inc. (the “Charter”);
- (c) a copy of the Second Amended and Restated Bylaws of Hertz Global Holdings, Inc.;
- (d) a copy of the Resolutions of the Board of Directors of the Company adopted on November 2, 2021; and
- (e) the Incentive Plan.

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 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.

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

whitecase.com

Based upon the foregoing assumptions, and subject to the qualifications set forth in this opinion letter, 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 the Shares reserved for issuance pursuant to the Incentive Plan, as referenced above, have been duly authorized for issuance and sale pursuant to the Incentive Plan by all necessary corporate action of the Company, and when issued as provided under the Incentive Plan, they will be validly issued, fully paid and non-assessable.

The opinion expressed above is limited to questions arising under the Delaware General Corporation Law. We do not express any opinion as to the laws of any other jurisdiction. The opinion expressed above is limited to the matters stated in this opinion letter, and no opinion is implied or may be inferred beyond those expressly stated in this opinion letter. 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 with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ White & Case LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2021 Omnibus Incentive Plan of Hertz Global Holdings, Inc. 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 its Current Report on Form 8-K dated October 15, 2021 and our report dated February 26, 2021 with respect to the effectiveness of internal control over financial reporting of Hertz Global Holdings, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2020, both filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
Tampa, Florida
November 9, 2021

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Hertz Global Holdings, Inc. 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 appear in Hertz Global Holdings, Inc.'s Current Report on Form 8-K dated October 15, 2021.

/s/ PricewaterhouseCoopers LLP
Fort Lauderdale, Florida
November 9, 2021
