

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Stone Paul</u>  (Last) (First) (Middle) <u>HERTZ GLOBAL HOLDINGS, INC.</u> <u>8501 WILLIAMS ROAD</u>  (Street) <u>ESTERO</u> <u>FL</u> <u>33928</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HERTZ GLOBAL HOLDINGS, INC [ HTZ ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>03/02/2020</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP Chief Retail Operations Of</u>  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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 Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/02/2020		A		23,942 <sup>(1)</sup>	A	\$0	34,030	D	
Common Stock	03/02/2020		A		5,647 <sup>(2)</sup>	A	\$0	39,677 <sup>(3)</sup>	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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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 Transaction(s) (Instr. 4)	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			

**Explanation of Responses:**

1. Includes 23,942 Restricted Stock Units, each of which represents a contingent right to receive one share of HTZ Common Stock, that vest in equal installments on the first, second and third anniversaries of the grant date, subject to the continued employment of the Reporting Person by the Issuer or any subsidiary thereof through each such vesting date.

2. On March 4, 2019, the Reporting Person received 22,587 Performance Stock Units that vest on the third anniversary of the grant date, contingent upon (a) the recipient's continued employment and (b) achievement of financial performance goals (Adjusted Corporate EBITDA) for the 2019 performance period, the combined 2019 and 2020 performance period and the combined 2019, 2020 and 2021 performance period. Following certification of 2019 performance by the Compensation Committee on March 2, 2020, the Reporting Person earned 25% of the target award based on 2019 performance. The Reporting Person is eligible to earn 50% of the target award based on combined 2019 and 2020 performance and up to 150% based on combined 2019, 2020 and 2021 performance.

3. 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, which took effect on June 26, 2019.

**Remarks:**

Albert K. Watson by Power of Attorney of Paul Stone

03/04/2020

\*\* Signature of Reporting Person

Date

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

\* 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.