

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Carlyle Group Management L.L.C.</u>  (Last) (First) (Middle) <u>C/O THE CARLYLE GROUP</u> <u>1001 PENNSYLVANIA AVE. NW, SUITE 220S</u>  (Street) <u>WASHINGTON DC 20004</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HERTZ GLOBAL HOLDINGS INC [ HTZ ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/14/2012</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	12/14/2012		S		16,985,357	D	\$15.77	37,317,229	I	See footnotes <sup>(1)(2)(3)</sup>

**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)		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)					

1. Name and Address of Reporting Person\*  
Carlyle Group Management L.L.C.  
 (Last) (First) (Middle)  
C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S  
 (Street)  
WASHINGTON DC 20004  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Carlyle Group L.P.  
 (Last) (First) (Middle)  
C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S  
 (Street)  
WASHINGTON DC 20004  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Carlyle Holdings II GP L.L.C.  
 (Last) (First) (Middle)

C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S

(Street)  
WASHINGTON DC 20004

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Carlyle Holdings II L.P.

(Last) (First) (Middle)

C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S

(Street)  
WASHINGTON DC 20004

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

TC Group Cayman Investment Holdings, L.P.

(Last) (First) (Middle)

C/O WALKER CORPORATE SERVICES LIMITED  
WALKER HOUSE, 87 MARY STREET

(Street)  
GEORGE TOWN,  
GRAND CAYMAN KY1-9001

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

TC Group Cayman Investment Holdings Sub L.P.

(Last) (First) (Middle)

C/O WALKER CORPORATE SERVICES LIMITED  
WALKER HOUSE, 87 MARY STREET

(Street)  
GEORGE TOWN,  
GRAND CAYMAN KY1-9001

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

TC Group IV, L.P.

(Last) (First) (Middle)

C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S

(Street)  
WASHINGTON DC 20004

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

TC Group IV, L.L.C.

(Last) (First) (Middle)

C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S

(Street)  
WASHINGTON DC 20004

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Carlyle Partners IV, L.P., CP IV Coinvestment, L.P., CEP II Participations S.a r.l. SICAR and CEP II U.S. Investments, L.P. are the record owners of 31,971,660, 1,291,229, 152,997 and 3,901,343 shares of the Issuers Common Stock, respectively. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P.
2. TC Group Cayman Investment Holdings Sub L.P. is the managing member of TC Group IV, L.L.C., which is the general partner of TC Group IV, L.P., which is the general partner of each of Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P. TC Group Cayman Investment Holdings Sub L.P. is the sole shareholder of CEP II Managing GP Holdings, Ltd., which is the general partner of CEP II Managing GP, L.P., which is the general partner of each of CEP II U.S. Investments, L.P. and Carlyle Europe Partners II, L.P. Carlyle Europe Partners II, L.P. is the sole shareholder of CEP II Participations S.a r.l. SICAR.
3. Due to the limitations of the electronic filing system, Carlyle Partners IV, L.P., CP IV Coinvestment, L.P., CEP II Managing GP Holdings, Ltd., CEP II Managing GP, L.P., Carlyle Europe Partners II, L.P., CEP II Participations S.a r.l. SICAR and CEP II U.S. Investments, L.P. are filing a separate Form 4.

**Remarks:**

Exhibit List: Exhibit 99 - Joint Filer Information

/s/ Jeremy W. Anderson,  
attorney-in-fact

12/18/2012

\*\* 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.**

**Joint Filer Information**

Date of Event  
Requiring Statement: December 14, 2012

Issuer Name and Ticker  
or Trading Symbol: Hertz Global Holdings, Inc. [HTZ]

Designated Filer: Carlyle Group Management L.L.C.

Other Joint Filers: The Carlyle Group L.P.,  
Carlyle Holdings II GP L.L.C.,  
Carlyle Holdings II L.P.,  
TC Group Cayman Investment Holdings, L.P.,  
TC Group Cayman Investment Holdings Sub L.P.,  
TC Group IV, L.L.C.,  
TC Group IV, L.P.,

Addresses: The address of TC Group Cayman Investment Holdings, L.P. and TC Group Cayman Investment Holdings Sub L.P. is c/o Walkers Corporate Services Limited, Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9001, Cayman Islands. The address of each of the other reporting persons is c/o The Carlyle Group, 1001 Pennsylvania Ave., N.W., Suite 220 South, Washington, DC 20004-2505.

Signatures:

Dated: December 18, 2012

**CARLYLE GROUP MANAGEMENT L.L.C.**

by: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D'Aniello  
Title: Chairman

**THE CARLYLE GROUP L.P.**

by: Carlyle Group Management L.L.C., its general partner

by: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D'Aniello  
Title: Chairman

**CARLYLE HOLDINGS II GP L.L.C.**

by: The Carlyle Group L.P., its managing member  
by: Carlyle Group Management L.L.C., its general partner

by: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D'Aniello  
Title: Chairman

**CARLYLE HOLDINGS II L.P.**

by: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D'Aniello  
Title: Chairman

**TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P.**

by: Carlyle Holdings II L.P., its general partner

by: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D'Aniello  
Title: Chairman

**TC GROUP CAYMAN INVESTMENT HOLDINGS SUB L.P.**

by: TC Group Cayman Investment Holdings, L.P., its general partner  
by: Carlyle Holdings II L.P., its general partner

by: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D'Aniello  
Title: Chairman

**TC GROUP IV, L.L.C.**

by: /s/ Jeremy W. Anderson

Name: Jeremy W. Anderson  
Title: Authorized Person

**TC GROUP IV, L.P.**

by TC Group IV, L.L.C., its general partner

by: /s/ Jeremy W. Anderson

Name: Jeremy W. Anderson

Title: Authorized Person