

TCG HOLDINGS LLC
Form SC 13G/A
February 17, 2009

SCHEDULE 13G

Page 1 of 46

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Hertz Global Holdings, Inc.

(Name of Issuer)

Common Stock, Par Value \$0.01 Per Share

(Title of Class of Securities)

42805T 10 5

(CUSIP Number)

Edgar Filing: TCG HOLDINGS LLC - Form SC 13G/A

December 31, 2008

(Date of Event which Requires filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

TCG Holdings, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

51,504,902

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

51,504,902

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

51,504,902

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

15.95%

12 TYPE OF REPORTING PERSON

OO (Limited Liability Company)

SCHEDULE 13G
CUSIP No. 42805T 10 5

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

TC Group, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

51,504,902

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

51,504,902

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

51,504,902

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

15.95%

12 TYPE OF REPORTING PERSON

OO (Limited Liability Company)

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

TC Group IV Managing GP, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

51,504,902

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

51,504,902

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

51,504,902

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

15.95%

12 TYPE OF REPORTING PERSON

OO (Limited Liability Company)

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

TC Group IV, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

51,504,902

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

51,504,902

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

51,504,902

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

15.95%

12 TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Carlyle Partners IV, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

49,505,538

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

49,505,538

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

49,505,538

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

15.33%

12 TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

CP IV Coinvestment, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

1,999,364

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

1,999,364

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,999,364

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.62%

12 TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Carlyle Offshore Partners II, Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

OO (Cayman Islands Exempt Company)

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

TCG Holdings Cayman, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

PN (Cayman Islands Exempt Limited Partnership)

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

TC Group Cayman, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

PN (Cayman Islands Exempt Limited Partnership)

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

CEP II Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

00 (Cayman limited Company)

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

CEP II GP, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Alberta, Canada

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

PN

SCHEDULE 13G
 CUSIP No. 42805T 10 5

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

DBD Cayman Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

7,745,098

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

7,745,098

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,745,098

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.40%

12 TYPE OF REPORTING PERSON

OO (Cayman Islands Exempt Company)

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

TCG Holdings Cayman II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

7,745,098

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

7,745,098

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,745,098

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.40%

12 TYPE OF REPORTING PERSON

PN (Cayman Islands Exempt Limited Partnership)

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

TC Group Cayman Investment Holdings, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

7,745,098

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

7,745,098

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,745,098

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.40%

12 TYPE OF REPORTING PERSON

PN (Cayman Islands Exempt Limited Partnership)

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

CEP II Managing GP Holdings, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

7,745,098

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

7,745,098

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,745,098

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.40%

12 TYPE OF REPORTING PERSON

00 (Cayman Islands Limited Company)

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

CEP II Managing GP, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Alberta, Canada

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

7,745,098

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

7,745,098

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,745,098

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.40%

12 TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

CEP II U.S. Investments, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

7,452,823

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

7,452,823

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,452,823

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.31%

12 TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Carlyle Europe Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

England

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

292,275

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

292,275

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

292,275

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.09%

12 TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

CEP II Participations S.a`r.l. SICAR

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Luxembourg

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

292,275

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

292,275

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

292,275

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.09%

12 TYPE OF REPORTING PERSON

OO (Luxembourg Limited Liability Company)

ITEM 1. (a) Name of Issuer:

Hertz Global Holdings, Inc. (the Issuer)

(b) Address of Issuer's Principal Executive Offices:

225 Brae Boulevard

Park Ridge, New Jersey 07656-0713

ITEM 2. (a) Name of Person Filing Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

TCG Holdings, L.L.C.

TC Group, L.L.C.

TC Group IV Managing GP, L.L.C.

TC Group IV, L.P.

Carlyle Partners IV, L.P.

CP IV Coinvestment, L.P.

Carlyle Offshore Partners II, Limited

TCG Holdings Cayman, L.P.

TC Group Cayman, L.P.

CEP II Limited

CEP II GP, L.P.

DBD Cayman Limited

TCG Holdings Cayman II, L.P.

TC Group Cayman Investment Holdings, L.P.

CEP II Managing GP Holdings, Ltd.

CEP II Managing GP, L.P.

CEP II U.S. Investments, L.P.

Carlyle Europe Partners II, L.P.

CEP II Participations S.à.r.l. SICAR

(b) Address of Principal Business Office:

c/o The Carlyle Group

1001 Pennsylvania Ave. NW

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Suite 220 South

Washington, D.C. 20004-2505

(c) **Citizenship of each Reporting Person is:**

TCG Holdings, L.L.C. Delaware

TC Group, L.L.C. Delaware

TC Group IV Managing GP, L.L.C. Delaware

- TC Group IV, L.P. Delaware
- Carlyle Partners IV, L.P. Delaware
- CP IV Coinvestment, L.P. Delaware
- Carlyle Offshore Partners II, Limited Cayman Islands
- TCG Holdings Cayman, L.P. Cayman Islands
- TC Group Cayman, L.P. Cayman Islands
- CEP II Limited Cayman Islands
- CEP II GP, L.P. Alberta, Canada
- DBD Cayman Limited Cayman Islands
- TCG Holdings Cayman II, L.P. Cayman Islands
- TC Group Cayman Investment Holdings, L.P. Cayman Islands
- CEP II Managing GP Holdings, Ltd. Cayman Islands
- CEP II Managing GP, L.P. Alberta, Canada
- CEP II U.S. Investments, L.P. Delaware
- Carlyle Europe Partners II, L.P. England
- CEP II Participations S.à.r.l. SICAR Luxembourg

- (d) **Title of Class of Securities:**
Common Stock, Par Value \$0.01 Per Share
- (e) **CUSIP Number:**
42805T 10 5

ITEM 3.

Not applicable.

ITEM 4. Ownership

Ownership (a-c)

The ownership information presented above represents beneficial ownership of shares of common stock, par value \$0.001 per share of the Issuer (the Common Stock) on the date of filing of this Amendment No. 1 of Schedule 13G.

Reporting Person

Amount beneficially owned	Percent of class:	Sole power to vote or direct the	Shared power to vote or to direct the	Sole power to dispose or to direct	Shared power to dispose or
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			vote:	vote:	the disposition of:	to direct the disposition of:
TCG Holdings, L.L.C.	51,504,902	15.95%	0	51,504,902	0	51,504,902
TC Group, L.L.C.	51,504,902	15.95%	0	51,504,902	0	51,504,902
TC Group IV Managing GP, L.L.C.	51,504,902	15.95%	0	51,504,902	0	51,504,902
TC Group IV, L.P.	51,504,902	15.95%	0	51,504,902	0	51,504,902

Carlyle Partners IV, L.P.	49,505,538	15.33%	0	49,505,538	0	49,505,538
CP IV Coinvestment, L.P.	1,999,364	0.62%	0	1,999,364	0	1,999,364
Carlyle Offshore Partners II, Limited	0	0%	0	0	0	0
TCG Holdings Cayman, L.P.	0	0%	0	0	0	0
TC Group Cayman, L.P.	0	0%	0	0	0	0
CEP II Limited	0	0%	0	0	0	0
CEP II GP, L.P.	0	0%	0	0	0	0
DBD Cayman Limited	7,745,098	2.40%	0	7,745,098	0	7,745,098
TCG Holdings Cayman II, L.P.	7,745,098	2.40%	0	7,745,098	0	7,745,098
TC Group Cayman Investment Holdings, L.P.	7,745,098	2.40%	0	7,745,098	0	7,745,098
CEP II Managing GP Holdings, Ltd.	7,745,098	2.40%	0	7,745,098	0	7,745,098
CEP II Managing GP, L.P.	7,745,098	2.40%	0	7,745,098	0	7,745,098
CEP II U.S. Investments, L.P.	7,452,823	2.31%	0	7,452,823	0	7,452,823
Carlyle Europe Partners II, L.P.	292,275	0.09%	0	292,275	0	292,275
CEP II Participations S.a`r.l. SICAR	292,275	0.09%	0	292,275	0	292,275

Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P. are the record owners of 49,505,538 shares of Common Stock and 1,999,364 shares of Common Stock, respectively. TC Group, L.L.C. exercises investment discretion and control over the shares held by Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P. through its subsidiary TC Group IV, L.P., which is the sole general partner of Carlyle Partners IV, L.P. and CP IV Coinvestment, L.P., and TCG Group IV Managing GP, L.L.C., which is the sole general partner of TC Group IV, L.P.

TCG Holdings, L.L.C. is the sole managing member of TC Group, L.L.C. TCG Holdings, L.L.C. is managed by a three-person managing board, and all board action relating to the voting or disposition of these shares requires approval of a majority of the managing board. William E. Conway, Jr., Daniel A. D Aniello and David M. Rubenstein, as the members of the managing board of TCG Holdings, L.L.C., may be deemed to share beneficial ownership of the shares shown as beneficially owned by TCG Holdings, L.L.C. Such persons disclaim such beneficial ownership.

CEP II Participations S.a`r.l. SICAR and CEP II U.S. Investments, L.P. are the record owners of 292,275 shares of Common Stock and 7,452,823 shares of Common Stock, respectively. As of December 31, 2007, CEP II GP, L.P. was the sole general partner of CEP II U.S. Investments, L.P. and Carlyle Europe Partners II, L.P., which was in turn the sole shareholder of CEP II Participations S.a`r.l. SICAR. CEP II Limited was the general partner of CEP II GP, L.P. TC Group Cayman, L.P. was the sole shareholder of CEP II Limited. TCG Holdings Cayman, L.P. was the sole general partner of TC Group Cayman, L.P. and Carlyle Offshore Partners II, Limited was the sole general partner of TCG Holdings Cayman, L.P.

As a result of an internal restructuring that occurred during 2008, as of December 31, 2008, CEP II Managing GP, L.P. is the general partner of CEP II U.S. Investments, L.P. and Carlyle Europe Partners II, L.P., which is in turn the sole shareholder of CEP II Participations S.a`r.l. SICAR. CEP II Managing GP Holdings, Ltd. is the sole general partner of CEP II

Managing GP, L.P. TC Group Cayman Investment Holdings, L.P. is the sole shareholder of CEP II Managing GP Holdings, Ltd. TCG Holdings Cayman II, L.P. is the sole general partner of TC Group Cayman Investment Holdings, L.P. and DBD Cayman Limited is the sole general partner of TCG Holdings Cayman II, L.P. Accordingly, each of CEP II Managing GP, L.P., CEP II Managing GP Holdings, Ltd., TC Group Cayman Investment Holdings, L.P., TCG Holdings Cayman II, L.P. and DBD Cayman Limited may be deemed to be beneficial owners of the Common Stock held by CEP II Participations S.a`r.l. SICAR and CEP II U.S. Investments, L.P.

DBD Cayman Limited has investment discretion and dispositive power over the shares of Common Stock held by CEP II Participations S.a`r.l. SICAR and CEP II U.S. Investments, L.P. DBD Cayman Limited is controlled by its Class A members, William E. Conway, Jr., Daniel A. D Aniello and David M. Rubenstein and all action relating to the investment and disposition of the shares of Common Stock held by CEP II Participations S.a`r.l. SICAR and CEP II U.S. Investments, L.P. requires their approval. William E. Conway, Jr., Daniel A. D Aniello and David M. Rubenstein may be deemed to share beneficial ownership over the shares shown as beneficially owned by CEP II Participations S.a`r.l. SICAR and CEP II U.S. Investments, L.P. Such persons disclaim beneficial ownership of these shares.

ITEM 5. Ownership of Five Percent or Less of a Class

Not applicable.

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

ITEM 8. Identification and Classification of Members of the Group

Each of Carlyle Partners IV, L.P., CP IV Coinvestment, L.P., CEP II U.S. Investments, L.P. and CEP II Participations S.a`r.l. SICAR (collectively, the Carlyle Funds) is a party to an Amended and Restated Stockholders Agreement, dated as of November 20, 2006 (the Stockholders Agreement), among Clayton Dubilier & Rice Fund VII, L.P., CDR CCMG Co-Investor L.P. and CD&R Parallel Fund VII, L.P. (the CD&R Funds), ML Global Private Equity Fund, L.P., Merrill Lynch Ventures L.P. 2001 and ML Hertz Co Investor, L.P. (collectively, the ML Funds), CMC Hertz Partners, L.P., the Carlyle Funds and Hertz Global Holdings, Inc. The Stockholders Agreement requires the parties to vote their shares of the common stock of Hertz Global Holdings, Inc. (the Common Stock) for directors that are designated in accordance with the provisions of the Stockholders Agreement. The Stockholders Agreement restricts the parties from selling Common Stock in certain instances and, in some negotiated transactions, requires the seller to offer each other party an opportunity to participate in the sale. In addition, the Stockholders Agreement requires the parties to vote their shares of Common Stock pursuant to the instructions of certain groups of investors with respect to certain change of control transactions. The aggregate number of shares of Common Stock beneficially

owned collectively by the Carlyle Funds, the CD&R Funds, the ML Funds and CMC-Hertz Partners, L.P., based on available information, is approximately 177,764,978, which represents approximately 55.04% of the outstanding common stock of Hertz Global Holdings, Inc. The stock ownership reported for the Carlyle Funds does not include any shares owned by other parties to the Stockholders Agreement. Each of the Carlyle Funds disclaims beneficial ownership of any shares of Common Stock owned by the other parties to the Stockholders Agreement.

ITEM 9. Notice of Dissolution of Group

Not applicable.

ITEM 10. Certification

Not applicable.

Signature Page 1 of 10

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 17, 2009

TCG Holdings, L.L.C.

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

TC Group, L.L.C.

By: TCG Holdings, L.L.C., as its
Managing Member

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

TC Group IV Managing GP, L.L.C.

By: TC Group, L.L.C., as its
Managing Member

By: TCG Holdings, L.L.C., as its
Managing Member

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

Signature Page 2 of 10

TC Group IV, L.P.

By: TC Group IV Managing GP,
L.L.C., as its Managing Member

By: TC Group, L.L.C., as its
Managing Member

By: TCG Holdings, L.L.C., as its
Managing Member

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

Carlyle Partners IV, L.P.

By: TC Group IV, L.P., as its
General Partner

By: TC Group IV Managing GP,
L.L.C., as its Managing Member

By: TC Group, L.L.C., as its
Managing Member

By: TCG Holdings, L.L.C., as its
Managing Member

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

Signature Page 3 of 10

CP IV Coinvestment, L.P.

By: TC Group IV, L.P., as its
General Partner

By: TC Group IV Managing GP,
L.L.C., as its Managing Member

By: TC Group, L.L.C., as its
Managing Member

By: TCG Holdings, L.L.C., as its
Managing Member

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

Carlyle Offshore Partners II, Limited

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

TCG Holdings Cayman, L.P.

By: Carlyle Offshore Partners II,
Limited, as its General Partner

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

Signature Page 4 of 10

TC Group Cayman, L.P.

By: TCG Holdings Cayman, L.P., as
its General Partner

By: Carlyle Offshore Partners II,
Limited, as its General Partner

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

CEP II Limited

By: /s/ David B. Pearson
Name: David B. Pearson
Title: Director

Signature Page 5 of 10

CEP II GP, L.P.

By: CEP II Limited, as its General
Partner

By: /s/ David B. Pearson
Name: David B. Pearson
Title: Director

DBD Cayman Limited

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

TCG Holdings Cayman II, L.P.

By: DBD Cayman Limited, as its
General Partner

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

Signature Page 6 of 10

TC Group Cayman Investment Holdings, L.P.

By: TCG Holdings Cayman II, L.P.,
as its General Partner

By: DBD Cayman Limited, as its
General Partner

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

CEP II Managing GP Holdings, Ltd.

By: /s/ David B. Pearson
Name: David B. Pearson
Title: Director

CEP II Managing GP, L.P.

By: CEP II Managing GP Holdings,

Ltd., as its General Partner

By: /s/ David B. Pearson

Name: David B. Pearson

Title: Director

Signature Page 8 of 10

CEP II U.S. Investments, L.P.

By: CEP II Managing GP, L.P., as its

General Partner

By: CEP II Managing GP Holdings,

Ltd., as its General Partner

By: /s/ David B. Pearson

Name: David B. Pearson

Title: Director

Signature Page 9 of 10

Carlyle Europe Partners II, L.P.

By: CEP II Managing GP, L.P., as its
General Partner

By: CEP II Managing GP Holdings,
Ltd., as its General Partner

By: /s/ David B. Pearson
Name: David B. Pearson
Title: Director

CEP II Participations S.a`r.l. SICAR

By: Carlyle Europe Partners II, L.P.,
as its sole shareholder

By: CEP II Managing GP, L.P., as its
General Partner

By: CEP II Managing GP Holdings,
Ltd., as its General Partner

By: /s/ David B. Pearson
Name: David B. Pearson
Title: Director

Exhibit A

JOINT FILING AGREEMENT

The undersigned hereby agree that they are filing this statement jointly pursuant to Rule 13d-1(k)(1). Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

In accordance with Rule 13d-1(k)(1) promulgated under the Securities and Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of such a statement on Schedule 13G with respect to the common stock beneficially owned by each of them, par value \$0.01 per share, of Hertz Global Holdings, Inc., a Delaware corporation. This Joint Filing Agreement shall be included as an Exhibit to such Schedule 13G.

[Remainder of this page has been left intentionally blank.]

Signature Page 1 of 10

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 17th day of February, 2009.

TCG Holdings, L.L.C.

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

TC Group, L.L.C.

By: TCG Holdings, L.L.C., as its
Managing Member

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

TC Group IV Managing GP, L.L.C.

By: TC Group, L.L.C., as its
Managing Member

By: TCG Holdings, L.L.C., as its
Managing Member

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

Signature Page 2 of 10

TC Group IV, L.P.

By: TC Group IV Managing GP,
L.L.C., as its Managing Member

By: TC Group, L.L.C., as its
Managing Member

By: TCG Holdings, L.L.C., as its
Managing Member

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

Carlyle Partners IV, L.P.

By: TC Group IV, L.P., as its
General Partner

By: TC Group IV Managing GP,
L.L.C., as its Managing Member

By: TC Group, L.L.C., as its
Managing Member

By: TCG Holdings, L.L.C., as its
Managing Member

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

Signature Page 3 of 10

CP IV Coinvestment, L.P.

By: TC Group IV, L.P., as its
General Partner

By: TC Group IV Managing GP,
L.L.C., as its Managing Member

By: TC Group, L.L.C., as its
Managing Member

By: TCG Holdings, L.L.C., as its
Managing Member

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

Carlyle Offshore Partners II, Limited

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

TCG Holdings Cayman, L.P.

By: Carlyle Offshore Partners II,
Limited, as its General Partner

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

Signature Page 4 of 10

TC Group Cayman, L.P.

By: TCG Holdings Cayman, L.P., as
its General Partner

By: Carlyle Offshore Partners II,
Limited, as its General Partner

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

CEP II Limited

By: /s/ David B. Pearson
Name: David B. Pearson
Title: Director

Signature Page 5 of 10

CEP II GP, L.P.

By: CEP II Limited, as its General
Partner

By: /s/ David B. Pearson
Name: David B. Pearson
Title: Director

DBD Cayman Limited

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

TCG Holdings Cayman II, L.P.

By: DBD Cayman Limited, as its
General Partner

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

Signature Page 6 of 10

TC Group Cayman Investment Holdings, L.P.

By: TCG Holdings Cayman II, L.P.,

as its General Partner

By: DBD Cayman Limited, as its

General Partner

By: /s/ Daniel A. D Aniello

Name: Daniel A. D Aniello

Title: Managing Director

CEP II Managing GP Holdings, Ltd.

By: /s/ David B. Pearson

Name: David B. Pearson

Title: Director

Signature Page 7 of 10

CEP II Managing GP, L.P.

By: CEP II Managing GP Holdings,

Ltd., as its General Partner

By: /s/ David B. Pearson

Name: David B. Pearson

Title: Director

Signature Page 8 of 10

CEP II U.S. Investments, L.P.

By: CEP II Managing GP, L.P., as its

General Partner

By: CEP II Managing GP Holdings,

Ltd., as its General Partner

By: /s/ David B. Pearson

Name: David B. Pearson

Title: Director

Signature Page 9 of 10

Carlyle Europe Partners II, L.P.

By: CEP II Managing GP, L.P., as its
General Partner

By: CEP II Managing GP Holdings,
Ltd., as its General Partner

By: /s/ David B. Pearson
Name: David B. Pearson
Title: Director

CEP II Participations S.a`r.l. SICAR

By: Carlyle Europe Partners II, L.P.,
as its sole shareholder

By: CEP II Managing GP, L.P., as its
General Partner

By: CEP II Managing GP Holdings,
Ltd., as its General Partner

By: /s/ David B. Pearson
Name: David B. Pearson
Title: Director