

HERTZ GLOBAL HOLDINGS INC
Form 8-K/A
October 31, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549-1004

FORM 8-K/A

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **September 8, 2011 (September 1, 2011)**

HERTZ GLOBAL HOLDINGS, INC.

(Exact Name of Registrant as Specified in its Charter)

DELAWARE

001-33139

20-3530539

(State of
incorporation)

(Commission File Number)

(I.R.S. Employer Identification
Number)

225 Brae Boulevard

Park Ridge, New Jersey 07656-0713

(Address of principal executive
offices, including zip code)

(201) 307-2000

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(Registrant's telephone number,
including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17-CFR 240.14a-12)

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.01 Completion of Acquisition or Disposition of Assets.

On September 8, 2011, Hertz Global Holdings, Inc. (the Registrant), filed a Current Report on Form 8-K (the Original Form 8-K) to report the completion of the acquisition by The Hertz Corporation (Hertz), a wholly-owned subsidiary of the Registrant, of the entire equity interest in Donlen Corporation (Donlen) and certain of its affiliates pursuant to the previously announced Agreement and Plan of Merger, dated as of July 12, 2011, by and among Hertz, DNL Merger Corp., a wholly-owned subsidiary of Hertz, Donlen, Gary Rappeport, as Shareholder Representative and Subsidiary Shareholder, and Nancy Liace, as Subsidiary Shareholder.

This amendment to the Original Form 8-K is being filed to provide financial statements and pro forma financial statements required by Item 9.01 of Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The audited consolidated financial statements of Donlen Corporation and Subsidiaries, as of and for the year ended August 31, 2011, the notes related thereto and the related independent auditors report of BDO USA, LLP, are filed as Exhibit 99.1 to this report and incorporated herein by reference.

(b) Pro Forma Financial Information.

The unaudited pro forma condensed combined statement of operations for the year ended December 31, 2010, unaudited pro forma condensed combined statement of operations for the six months ended June 30, 2011, unaudited pro forma condensed combined balance sheet as of June 30, 2011 and the notes related thereto, are filed as Exhibit 99.2 to this report and incorporated herein by reference.

(d) Exhibits

Exhibit 23.1 Consent of BDO USA, LLP.

Exhibit 99.1 Audited consolidated financial statements of Donlen Corporation and Subsidiaries, as of and for the year ended August 31, 2011, the notes related thereto and the related independent auditors report of BDO USA, LLP.

Exhibit 99.2 Unaudited pro forma condensed combined statement of operations for the year ended December 31, 2010, unaudited pro forma condensed combined statement of operations for the six months ended June 30, 2011, unaudited pro forma condensed combined balance sheet as of June 30, 2011 and the notes related thereto.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HERTZ GLOBAL HOLDINGS, INC.
(Registrant)

Date: October 31, 2011

By: /s/ Elyse Douglas
Name: Elyse Douglas
Title: Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|---|
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| 99.1 | Audited consolidated financial statements of Donlen Corporation and Subsidiaries, as of and for the year ended August 31, 2011, the notes related thereto and the related independent auditors' report of BDO USA, LLP. |
| 99.2 | Unaudited pro forma condensed combined statement of operations for the year ended December 31, 2010, unaudited pro forma condensed combined statement of operations for the six months ended June 30, 2011, unaudited pro forma condensed combined balance sheet as of June 30, 2011 and the notes related thereto. |