

**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

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

|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person *<br><u>Marinello Kathryn V</u><br><br>(Last) (First) (Middle)<br>8501 WILLIAMS ROAD<br><br>(Street)<br>ESTERO FL 33928<br><br>(City) (State) (Zip)                    | 2. Issuer Name and Ticker or Trading Symbol<br><u>HERTZ GLOBAL HOLDINGS, INC [ HTZ ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>President and CEO</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/04/2019                           |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                 |   |
| 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |   |

**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                    | 03/04/2019                           |  | A                              |   | 29,188 <sup>(1)</sup>   | A          | \$0   | 79,579 <sup>(2)</sup>   | D  |   |
| Common Stock                    | 03/04/2019                           |  | F                              |   | 2,370   | D          | \$0   | 77,209 <sup>(2)</sup>   | D  |   |
| Common Stock                    | 03/04/2019                           |  | A                              |   | 21,891 <sup>(3)</sup>   | A          | \$0   | 99,100 <sup>(4)</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 |
| Employee Stock Option (Right to Purchase)  | \$17.73  | 03/04/2019                           |  | A                              |   | 76,133   |     | (5)  | 03/02/2025      | Common Stock  | 76,133                                     | \$0  | 76,133  | D  |       |

**Explanation of Responses:**

- On March 1, 2018, the Reporting Person received 29,188 Performance Stock Units ("PSUs") that vest in equal installments on the first, second and third anniversaries of the grant date, in each case, contingent upon (a) the recipient's continued employment and (b) gross revenue of the Issuer during the 2018 fiscal year. The gross revenue of the Issuer during the 2018 fiscal year satisfied the contingency.
- Includes 29,188 PSUs, 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, in each case, subject to the continued employment of the Reporting Person by the Issuer or any subsidiary thereof through each such vesting date.
- On March 2, 2018, the Reporting Person received 87,563 Performance Stock Units ("PSUs") 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 2018, the combined 2018 and 2019 performance period and the combined 2018, 2019 and 2020 period. The Reporting Person earned 25% of the target award based on 2018 performance. The Reporting Person is eligible to earn 50% of the target award based on 2018 performance and up to 150% based on combined 2018, 2019 and 2020 performance.
- Includes (a) 29,188 PSUs, 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 and (b) 21,891 PSUs, each of which represents a contingent right to receive one share of HTZ Common Stock, that vest on the third anniversary of the grant date, in each case, subject to the continued employment of the Reporting Person by the Issuer or any subsidiary thereof through each such vesting date.
- On March 2, 2018, the Reporting Person received 304,531 Employee Stock Options that vest on the third anniversary of the grant date, contingent upon (a) the recipient's continued employment and (b) achievement official performance goals (Adjusted Corporate EBITDA) for 2018, the combined 2018 and 2019 performance period and the combined 2018, 2019 and 2020 period. The Reporting Person earned 25% of the target award based on 2018 performance. The Reporting Person is eligible to earn 50% of the target award based on 2018 performance and up to 150% based on combined 2018, 2019 and 2020 performance.

**Remarks:**

William H. Langston by Power of Attorney on behalf of Kathryn Marinello 03/06/2019

\*\* 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.

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