

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **December 5, 2024**

**HERTZ GLOBAL HOLDINGS, INC.  
THE HERTZ CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-37665**  
**001-07541**  
(Commission File Number)

**61-1770902**  
**13-1938568**  
(I.R.S. Employer Identification No.)

**8501 Williams Road  
Estero, Florida 33928  
239 301-7000**

(Address, including Zip Code, and  
telephone number, including area code,  
of registrant's principal executive offices)

**Not Applicable  
Not Applicable**

(Former name, former address and  
former fiscal year, 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))

**Securities registered pursuant to Section 12(b) of the Act:**

	<b>Title of Each Class</b>	<b>Trading Symbol(s)</b>	<b>Name of Each Exchange on which Registered</b>
Hertz Global Holdings, Inc.	Common Stock Par value \$0.01 per share	HTZ	The Nasdaq Stock Market LLC
Hertz Global Holdings, Inc.	Warrants to purchase Common Stock Each exercisable for one share of Hertz Global Holdings, Inc. common stock at an exercise price of \$13.80 per share, subject to adjustment	HTZWW	The Nasdaq Stock Market LLC
The Hertz Corporation	None	None	None

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## **Item 7.01 Regulation FD Disclosure.**

On December 5, 2024, Hertz Global Holdings, Inc. (the “Company,” “Hertz Holdings,” “we,” “us” or “our”) announced that its wholly-owned indirect subsidiary, The Hertz Corporation (“Hertz Corp.”), intends to offer (the “Offering”), subject to market and other conditions, \$500 million in aggregate principal amount of additional 12.625% First Lien Senior Secured Notes due 2029 (the “Additional First Lien Notes”) in a private offering exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”). The Additional First Lien Notes will constitute a further issuance of Hertz Corp.’s 12.625% First Lien Senior Secured Notes due 2029, which were issued on June 28, 2024 (the “Initial First Lien Notes” and together with the Additional First Lien Notes, the “First Lien Notes”). The Additional First Lien Notes will have identical terms and conditions (other than the issue date and issue price) as the Initial First Lien Notes. Upon completion of the offering, Hertz Corp. will have \$1.25 billion in aggregate principal amount of 12.625% First Lien Senior Secured Notes due 2029 outstanding. A copy of the press release issued by the Company on December 5, 2024 announcing the offering of the Additional First Lien Notes is furnished as Exhibit 99.1 hereto and incorporated by reference herein.

Concurrently with the launch of the offering of the Additional First Lien Notes, the Company issued a press release announcing the commencement of consent solicitations (the “Consent Solicitations”) with respect to the Initial First Lien Notes and the Company’s 8.000% Exchangeable Senior Second-Lien PIK Notes due 2029 (the “Exchangeable Notes” and, together with the Initial First Lien Notes, the “Existing Notes”), to solicit consents from the holders of the Existing Notes as of the record date of December 4, 2024, to amend (the “Proposed Amendments”) certain provisions of the indentures governing the First Lien Notes and the Exchangeable Notes. Purchasers of the Additional First Lien Notes in the Offering shall be deemed to have consented to the Proposed Amendments to the indenture governing the First Lien Notes.

The Consent Solicitations are being made concurrently with, and are conditioned upon, among other things, the consummation of the Offering. However, the Offering is not conditioned upon the completion of the Consent Solicitations.

A copy of the press release related to the Consent Solicitations is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

This current report on Form 8-K is neither an offer to purchase nor a solicitation of an offer to sell any securities.

In accordance with General Instruction B.2 of Form 8-K, the information included in this Item 7.01 and Exhibits 99.1 and 99.2 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise be subject to the liabilities of Section 18 of the Exchange Act. The information in this Item 7.01 and Exhibits 99.1 and 99.2 hereto shall not be incorporated by reference into any filing or other document filed by the Company with the U.S. Securities and Exchange Commission (“SEC”) pursuant to the Securities Act, the rules and regulations of the SEC thereunder, the Exchange Act, or the rules and regulations of the SEC thereunder, except as shall be expressly set forth by specific reference in such filing or document.

### **Cautionary Note Regarding Forward-Looking Statements**

This current report on Form 8-K contains “forward-looking statements” within the meaning of the federal securities laws. Words such as “expect,” “will” and “intend” and similar expressions identify forward-looking statements, which include but are not limited to statements related to the Offering of the Additional First Lien Notes and Consent Solicitations described herein, the anticipated completion and timing of the Offering, Hertz Corp.’s expected use of proceeds from the Offering, our positioning, strategy, vision, forward looking investments, conditions in the travel industry, and our financial and operational condition. We caution you that these statements are not guarantees of future performance and are subject to numerous evolving risks and uncertainties that we may not be able to accurately predict or assess, including risks and uncertainties related to completion of the Offering on the anticipated terms or at all, market conditions (including market interest rates) and the satisfaction of customary closing conditions related to the Offering, unanticipated uses of capital and those in our risk factors that we identify in the

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offering memorandum for this Offering and our most recent annual report on Form 10-K for the year ended December 31, 2023, as filed with the SEC on February 12, 2024, and any updates thereto in the Company's quarterly reports on Form 10-Q and current reports on Form 8-K. We caution you not to place undue reliance on our forward-looking statements, which speak only as of their date, and we undertake no obligation to update this information.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit	Description
<a href="#">99.1</a>	<a href="#">Press Release of Hertz Global Holdings, Inc. dated December 5, 2024 relating to the Offering of the Additional First Lien Notes</a>
<a href="#">99.2</a>	<a href="#">Press Release of Hertz Global Holdings, Inc. dated December 5, 2024 relating to the Consent Solicitations</a>
104.1	Cover page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURES**

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

**HERTZ GLOBAL HOLDINGS, INC.**  
**THE HERTZ CORPORATION**

(each, a Registrant)

By: /s/ Wayne Gilbert West

Name: Wayne Gilbert West

Title: Chief Executive Officer

Date: December 5, 2024

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**Press Release****Hertz Announces Offering of \$500 Million of Additional First Lien Senior Secured Notes**

ESTERO, Fla., December 5, 2024 -- Hertz Global Holdings, Inc. (NASDAQ: HTZ) (“Hertz” or the “Company”), a leading global rental car company, today announced that its wholly-owned indirect subsidiary, The Hertz Corporation (“Hertz Corp.”), intends to offer, subject to market and other conditions, \$500 million in aggregate principal amount of additional 12.625% First Lien Senior Secured Notes due 2029 (the “Notes”) in a private offering exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”).

The Notes will constitute a further issuance of Hertz Corp.’s 12.625% First Lien Senior Secured Notes due 2029, which were issued on June 28, 2024 (the “Existing Notes”). The Notes will have identical terms and conditions (other than the issue date and issue price) as the Existing Notes. Upon completion of the offering, Hertz Corp. will have \$1.25 billion in aggregate principal amount of 12.625% First Lien Senior Secured Notes due 2029 outstanding.

Hertz Corp. intends to use the net proceeds from the issuance of the Notes to repay outstanding borrowings under its revolving credit facility and to pay the consent fees and other expenses associated with concurrent consent solicitations to amend the terms of the indentures governing the Notes and the Company’s 8.000% Exchangeable Senior Second-Lien PIK Notes due 2029.

The Notes will be guaranteed by the Company, Rental Car Intermediate Holdings, LLC, Hertz Corp.’s direct parent company, and each of Hertz Corp.’s existing domestic subsidiaries and future restricted subsidiaries that guarantees indebtedness under Hertz Corp.’s first lien credit facilities or certain other indebtedness for borrowed money. The Notes and the related guarantees (other than the guarantee by the Company) will be secured (subject to certain exceptions and permitted liens) on a first-lien basis by the same assets (other than certain excluded property) that secure indebtedness under Hertz Corp.’s first lien credit facilities and therefore will be effectively *pari passu* with indebtedness under Hertz Corp.’s first lien credit facilities and its existing 12.625% First Lien Senior Secured Notes due 2029.

The Notes and the guarantees of the Notes are being offered only to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act and to non-U.S. persons outside the United States pursuant to Regulation S under the Securities Act. The Notes and the guarantees of the Notes have not been and will not be registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements under the Securities Act and the securities laws of any other jurisdiction.

This press release is not an offer to sell or purchase, or a solicitation of an offer to sell or purchase, the Notes or the guarantees of the Notes and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which, or to any person to whom such an offer, solicitation or sale would be unlawful.

**ABOUT HERTZ**

The Hertz Corporation, a subsidiary of Hertz Global Holdings, Inc., operates the Hertz, Dollar and Thrifty vehicle rental brands throughout North America, Europe, the Caribbean, Latin America, Africa, the Middle East, Asia, Australia and New Zealand. The Hertz Corporation is one of the largest worldwide vehicle rental companies, and the Hertz brand is one of the most recognized globally. Additionally, The Hertz Corporation owns and operates the Firefly vehicle rental brand and Hertz 24/7 car sharing business in international markets and sells vehicles through Hertz Car Sales.

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## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This press release contains “forward-looking statements” within the meaning of the federal securities laws. Words such as “expect,” “will” and “intend” and similar expressions identify forward-looking statements, which include but are not limited to statements related to our positioning, strategy, vision, forward looking investments, conditions in the travel industry, our financial and operational condition, our sources of liquidity, the proposed offering, the anticipated terms of the Notes and Hertz Corp.’s expected use of proceeds from the proposed offering. We caution you that these statements are not guarantees of future performance and are subject to numerous evolving risks and uncertainties that we may not be able to accurately predict or assess, including risks and uncertainties related to completion of the offering on the anticipated terms or at all, market conditions (including market interest rates) and the satisfaction of customary closing conditions related to the offering, unanticipated uses of capital and those in our risk factors that we identify in the offering memorandum for this offering and our most recent annual report on Form 10-K for the year ended December 31, 2023, as filed with the U.S. Securities and Exchange Commission on February 12, 2024, and any updates thereto in the Company’s quarterly reports on Form 10-Q and current reports on Form 8-K. We caution you not to place undue reliance on our forward-looking statements, which speak only as of their date, and we undertake no obligation to update this information.

### Contact

Hertz Investor Relations: [investorrelations@hertz.com](mailto:investorrelations@hertz.com), Hertz Media Relations: [Mediarelations@hertz.com](mailto:Mediarelations@hertz.com)

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## Press Release

**Hertz Announces Consent Solicitations to Amend its 12.625% First Lien Senior Secured Notes Due 2029 and 8.000% Exchangeable Senior Second-Lien PIK Notes due 2029**

ESTERO, Fla., December 5, 2024 -- Hertz Global Holdings, Inc. (NASDAQ: HTZ) ("Hertz" or the "Company"), a leading global rental car company, today announced that its wholly-owned indirect subsidiary, The Hertz Corporation ("Hertz Corp."), will solicit consents ("Consents") from the holders of its existing 12.625% First Lien Senior Secured Notes due 2029 (the "Initial First Lien Notes") and the holders of its 8.000% Exchangeable Senior Second-Lien PIK Notes due 2029 (the "Exchangeable Notes" and, together with the Initial First Lien Notes, the "Existing Notes") as of the record date of December 4, 2024 (the "Record Date") to amend (the "Proposed Amendments") certain provisions of the indentures governing the Existing Notes.

The consent solicitations for each series of Existing Notes (collectively, the "Consent Solicitations" and, with respect to each series, a "Consent Solicitation") are being made solely on the terms and subject to the conditions set forth in the consent solicitation statement dated December 5, 2024 (the "Consent Solicitation Statement"). Holders of the Existing Notes should carefully read the Consent Solicitation Statement before any decision is made with respect to the applicable Consent Solicitation.

The Consent Solicitations will expire at 5:00 p.m., New York City time, on December 12, 2024, unless extended or terminated with respect to any Consent Solicitation by the Company (the "Expiration Date").

The Consent Solicitations are being made concurrently with, and are conditioned upon, among other things, the consummation of the proposed offering (the "Proposed Offering") of an additional \$500.0 million aggregate principal amount of 12.625% First Lien Senior Secured Notes due 2029 (the "Additional First Lien Notes" and, together with the Initial First Lien Notes, the "First Lien Notes"), which conditions are subject to waiver by the Company in its sole discretion, subject to applicable law and the terms of the Indentures. However, the Proposed Offering is not conditioned upon the completion of the Consent Solicitations. Purchasers of the Additional First Lien Notes in the Proposed Offering shall be deemed to have consented to the Proposed Amendments to the indenture governing the First Lien Notes (the "First Lien Indenture"). In order to implement the Proposed Amendments to the First Lien Indenture, the Company must obtain the consent of at least 60.0% of the outstanding principal amount of the First Lien Notes (the "First Lien Requisite Consents") on or prior to Expiration Date, which percentage will include the \$500.0 million of Additional First Lien Notes to the extent the Proposed Offering is completed prior to the Expiration Date. In order to effect the Proposed Amendments to the indenture governing the Exchangeable Notes (the "Exchangeable Notes Indenture" and, together with the First Lien Indenture, the "Indentures"), the Company must obtain the consent of at least 60.0% of the outstanding Capitalized Principal Amount (as such term is defined in the Exchangeable Notes Indenture) of Exchangeable Notes (the "Exchangeable Notes Requisite Consents" and, together with the First Lien Requisite Consents, the "Requisite Consents") on or prior to the Expiration Date.

The Company has received non-binding indications of intent from certain holders (such holders, the "Initial Consenting Holders") of the Existing Notes, pursuant to which such Initial Consenting Holders are expected to deliver consents in an amount in excess of the 60.0% aggregate Capitalized Principal Amount required to approve the Proposed Amendments to the Exchangeable Notes and in an amount that, when combined with the deemed consents relating to the issuance of the Additional First Lien Notes, will be in excess of the 60.0% aggregate principal amount required to approve the Proposed Amendments to the First Lien Notes.

On the terms and subject to the conditions set forth in the Consent Solicitation Statement, if the Company receives the applicable Requisite Consents and a supplemental indenture effecting the Proposed Amendments is executed with respect to a series of Existing Notes, the Company will promptly pay the applicable consent fee set forth below to the holders as of the Record Date of such Existing Notes that have validly delivered and not validly withdrawn Consents.

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**First Lien Notes Consent Fee:**

**\$11.25 per \$1,000 principal amount**

**Exchangeable Notes Consent Fee:**

**\$17.50 per \$1,000 principal amount<sup>(1)</sup>**

(1) The consent fee payable in respect of the Exchangeable Notes will be calculated using the Initial Principal Amount (as such term is defined in the Exchangeable Notes Indenture) represented by validly delivered and not validly revoked Consents.

This press release is not a solicitation of consents with respect to the Existing Notes and does not set forth all of the terms and conditions of the Consent Solicitations.

This press release is not an offer to sell or purchase, or a solicitation of an offer to sell or purchase, the Additional First Lien Notes or any other securities and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which, or to any person to whom such an offer, solicitation or sale would be unlawful.

Any inquiries regarding the Consent Solicitations may be directed to D.F. King & Co., Inc., the Information, Tabulation and Paying Agent for the Consent Solicitations, at [hertz@dfking.com](mailto:hertz@dfking.com) or (212) 269-5550 (collect) or (800) 967-5074 (toll free), or to J.P. Morgan Securities LLC, the Solicitation Agent for the Consent Solicitations, at (212) 834-4087 (collect) or (800) 834-4666 (toll free).

## **ABOUT HERTZ**

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## **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This press release contains “forward-looking statements” within the meaning of the federal securities laws. Words such as “expect,” “will” and “intend” and similar expressions identify forward-looking statements, which include but are not limited to statements related to our positioning, strategy, vision, forward looking investments, conditions in the travel industry, our financial and operational condition, our sources of liquidity, the consent solicitations and the proposed offering. We caution you that these statements are not guarantees of future performance and are subject to numerous evolving risks and uncertainties that we may not be able to accurately predict or assess, including risks and uncertainties related to completion of the offering on the anticipated terms or at all, market conditions (including market interest rates) and the satisfaction of customary closing conditions related to the offering, unanticipated uses of capital and those in our risk factors that we identify in the offering memorandum for this offering and our most recent annual report on Form 10-K for the year ended December 31, 2023, as filed with the U.S. Securities and Exchange Commission on February 12, 2024, and any updates thereto in the Company’s quarterly reports on Form 10-Q and current reports on Form 8-K. We caution you not to place undue reliance on our forward-looking statements, which speak only as of their date, and we undertake no obligation to update this information.

## **Contact**

Hertz Investor Relations: [investorrelations@hertz.com](mailto:investorrelations@hertz.com), Hertz Media Relations: [Mediarelations@hertz.com](mailto:Mediarelations@hertz.com)

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