

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Marinello Kathryn V</u>  (Last) (First) (Middle) 8501 WILLIAMS ROAD  (Street) ESTERO FL 33928  (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2019	
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	12/31/2019		M		25,070	A	\$0	167,124 <sup>(1)</sup>	D	
Common Stock	12/31/2019		F		6,326 <sup>(2)</sup>	D	\$0	160,798 <sup>(3)</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
Restricted Common Stock	(4)	12/31/2019		M			25,070	(4)	(4)	Common Stock	25,070	\$0	0	D	

**Explanation of Responses:**

- Reflects the number of shares of HTZ Common Stock following anti-dilutive adjustments to the Reporting Person's outstanding equity awards, pursuant to the terms of such awards, in connection with the Issuer's pro rata distribution of transferable basic subscription rights, which took effect on June 26, 2019.
- On March 2, 2017, the Reporting Person received 25,070 shares of restricted stock, each of which represents a contingent right to receive one share of HTZ Common Stock, that vested on December 31, 2019. These shares are withheld to pay tax liabilities incident to the vesting of restricted stock.
- Includes (a) 30,647 earned Performance Stock Units ("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 of March 2, 2018 and (b) 23,532 earned 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 of March 2, 2018, in each case, subject to the continued employment of the Reporting Person by the Issuer or any subsidiary thereof through each such vesting date.
- 25,070 shares of restricted stock were granted on March 2, 2017 and were earned based on achieving revenue goals for 2017 after the certification of performance for the restricted stock.

**Remarks:**

Albert K. Watson by Power of Attorney, 01/02/2020  
on behalf of Kathryn Marinello

\*\* 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.

## POWER OF ATTORNEY

Know all persons by these presents, that the undersigned hereby constitutes and appoints each of David Galainena, Brian Waldbaum, Matthew Potalivo and Albert Watson, and each of them individually, the undersigned's true and lawful attorney-in-fact to:

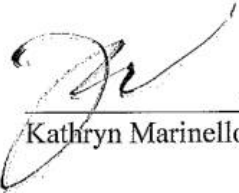
1. execute for and on behalf of the undersigned, in the undersigned's capacity as an Officer and/or Director of Hertz Global Holdings, Inc. (formerly known as Hertz Rental Car Holding Company, Inc. and referred to herein as the "Company"), Forms 3, 4 and 5 and any other forms required to be filed in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (a "Section 16 Form") and a Form ID and any other form required to be filed or submitted in accordance with Regulation S-T promulgated by the United States Securities and Exchange Commission (or any successor provision) in order to file the Section 16 Forms electronically (a "Form ID", and, together with the Section 16 Forms, a "Form");
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and the New York Stock Exchange; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of each such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by each such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as he or she may approve in his or her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledge that each such attorney-in-fact is serving in such capacity at the request of the undersigned, and is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

The Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any Forms pursuant to Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each such attorney-in-fact.

From and after the date hereof, any Power of Attorney previously granted by the undersigned concerning the subject matter hereof is hereby revoked.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of October 17, 2019.



Kathryn Marinello

