

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>SCHERR STEPHEN M</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) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2022	
	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	12/31/2022		F		586,863 ⁽¹⁾	D	\$0	2,215,727	D	
Common Stock	12/31/2022		M		2,802,590 ⁽²⁾	A	\$0	5,018,317	D	
Common Stock	12/31/2022		F		293,432 ⁽³⁾	D	\$0	4,724,885	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	Amount or Number of Shares				
Performance - Vested Restricted Stock Units	(4)	12/31/2022		M			2,802,590 ⁽⁵⁾	(6)	02/28/2027	Common Stock	2,802,590	\$0	3,736,788	D	

Explanation of Responses:

- Represents shares withheld to satisfy tax withholding obligations in connection with vesting of 1,121,036 restricted stock units ("RSUs"), which reflects 40% of the 2,802,590 RSUs granted to the Reporting Person on February 28, 2022 and previously reported on a Form 4 filed on March 2, 2022.
- These securities result from achieving specified stock price levels during 2022 associated with the performance-vested RSUs granted on February 28, 2022 (the "Performance RSUs"). With achievement of these stock price levels during 2022, the Performance RSUs vest ratably over a five-year period commencing on December 31, 2022, with the first vesting event occurring on December 31, 2022. Consequently, this amount consists of two elements: 1) 560,518 shares of common stock received upon vesting of 1/5th of the Performance RSUs, and 2) 2,242,072 unvested RSUs that vest ratably between 2023 and 2026.
- Represents shares withheld to satisfy tax withholding obligations in connection with vesting of 560,518 Performance RSUs described in footnote 2 above.
- Performance RSUs convert on a one-for-one basis.
- Represents Performance RSUs for which specified stock price performance levels were achieved during 2022.
- Based on achievement of stock price levels during 2022, Performance RSUs vest ratably over a five-year period commencing on December 31, 2022, with the first vesting event occurring on December 31, 2022.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

Dane E. Allen, by Power of Attorney 01/04/2023
on behalf of Stephen M. Scherr

** 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

With respect to holdings of, and transactions in, securities issued by Hertz Global Holdings, Inc. (the "Company"), the undersigned hereby constitutes and appoints Colleen Batcheler, Matthew Potalivo and Dane Allen, or any of them signing singly, with full power of substitution and re-substitution, to act as the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the United States Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain and/or regenerate codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), or any rule or regulation of the SEC;
2. execute for and on behalf of the undersigned, Forms 3, 4 and 5 in accordance with Section 16 of the Act and the rules thereunder;
3. 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 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of 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 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 such attorney-in-fact may approve in such attorney-in-fact's 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 and re-substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact 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 acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect pursuant 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 the foregoing attorneys-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 August 5, 2022.



Stephen M. Scherr

