

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 | |
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|--|---|---|
| 1. Name and Address of Reporting Person* <u>Allen Jodi J</u> (Last) (First) (Middle) <u>8501 WILLIAMS ROAD</u> (Street) <u>ESTERO FL 33928</u> (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP Chief Marketing Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>10/02/2019</u> | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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 | 10/02/2019 | | F | | 524 ⁽¹⁾ | D | \$0 | 17,209 ⁽²⁾⁽³⁾ | 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) | | 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) | | | | | |

Explanation of Responses:

- On October 2, 2017, the Reporting Person received 6,000 Restricted Stock Units ("RSUs"), each of which represents a contingent right to receive one share of HTZ Common Stock, that vest in equal installments on October 2, 2018, 2019 and 2020. These shares are withheld to pay tax liabilities incident to the vesting of RSUs.
- Includes (a) 2,151 RSUs, each of which represents a contingent right to receive one share of HTZ Common Stock that will vest on October 2, 2020, (b) 4,851 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 (c) 5,457 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.
- Reflects the number of shares of 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.

Remarks:

William H. Langston by Power of Attorney on behalf of Jodi J. Allen 10/03/2019

** 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.

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.