

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>ICAHN CARL C</u> (Last) (First) (Middle) C/O ICAHN ASSOCIATES HOLDING LLC 767 FIFTH AVE., SUITE 4700 (Street) NEW YORK NY 10153 (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/12/2019	
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)	3A. 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	07/12/2019		X ⁽¹⁾		16,700,456 ⁽¹⁾	A	\$12.95	40,964,325	I	Please see footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾

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				
Subscription rights (right to buy)	\$12.95	07/12/2019		X ⁽¹⁾			16,700,456 ⁽¹⁾	06/26/2019	07/12/2019	Common Stock	16,700,456	\$0	0	I	Please see all footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾

1. Name and Address of Reporting Person*
ICAHN CARL C
 (Last) (First) (Middle)
 C/O ICAHN ASSOCIATES HOLDING LLC
 767 FIFTH AVE., SUITE 4700
 (Street)
 NEW YORK NY 10153
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
HIGH RIVER LIMITED PARTNERSHIP
 (Last) (First) (Middle)
 445 HAMILTON AVENUE
 SUITE 1210
 (Street)
 WHITE PLAINS NY 10601
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
ICAHN PARTNERS LP
 (Last) (First) (Middle)
 445 HAMILTON AVENUE
 SUITE 1210
 (Street)
 WHITE PLAINS NY 10601
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
ICAHN PARTNERS MASTER FUND LP

(Last)	(First)	(Middle)
445 HAMILTON AVENUE SUITE 1210		
(Street)		
WHITE PLAINS	NY	10601
(City)		
(State)	(Zip)	

Explanation of Responses:

1. Represents the exercise on July 12, 2019 of an aggregate of 16,700,456 basic subscription rights (consisting of 3,340,090 subscription rights exercised by High River Limited Partnership ("High River"), 7,821,643 subscription rights exercised by Icahn Partners LP ("Icahn Partners"), and 5,538,723 subscription rights exercised by Icahn Partners Master Fund LP ("Icahn Master")). The subscription rights, each of which entitled its holder to purchase 0.688285 shares of common stock ("Shares") of Hertz Global Holdings, Inc. (the "Issuer") at a subscription price equal to \$12.95 per whole Share, were distributed to all holders of Shares of the Issuer on a pro rata basis on the June 24, 2019 record date for the Issuer's rights offering. Pursuant to the pro rata over-subscription rights made available to all holders in connection with the Issuer's rights offering, also on July 12, 2019, the reporting persons subscribed for additional Shares that remain unsubscribed as a result of any unexercised.
2. High River directly beneficially owns 8,192,863 Shares, Icahn Partners directly beneficially owns 19,185,603 Shares, and Icahn Master directly beneficially owns 13,585,859 Shares.
3. Barberrry Corp. ("Barberrry"), is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of High River. Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of Icahn Master.
4. Each of Barberrry and Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners and Icahn Master. Each of Hopper, Barberrry and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River owns. Each of Hopper, Barberrry and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
5. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
6. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Master owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

[Carl C. Icahn](#) [07/16/2019](#)

[High River Limited Partnership](#) [07/16/2019](#)

[Icahn Partners LP](#) [07/16/2019](#)

[Icahn Partners Master Fund LP](#) [07/16/2019](#)

** 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.