

HERTZ GLOBAL HOLDINGS INC

Form 8-K

May 20, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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) May 20, 2016 (May 18, 2016)

HERTZ GLOBAL HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

001-33139

20-3530539

(State or other jurisdiction of (Commission File Number) (I.R.S. Employer Identification Number) incorporation)

8501 Williams Road

Estero, Florida 33928

(Address of principal executive offices, including zip code)

(239) 301-7000

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, 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))



Item 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

(a) On May 18, 2016, Hertz Global Holdings, Inc. (the “Company”) held its 2016 Annual Meeting of Stockholders (the “Annual Meeting”).

(b) The final voting results for each matter submitted to a vote of stockholders at the Annual Meeting are set forth below.

(i) The following directors were elected at the Annual Meeting and the voting for each director was as follows:

| Nominee              | For         | Against    | Abstain   | Broker Non-Votes |
|----------------------|-------------|------------|-----------|------------------|
| Carolyn N. Everson   | 305,082,743 | 12,896,176 | 1,113,306 | 44,163,456       |
| Samuel J. Merksamer  | 293,193,448 | 24,791,802 | 1,106,975 | 44,163,456       |
| Daniel A. Ninivaggi  | 306,819,393 | 11,160,252 | 1,112,580 | 44,163,456       |
| David A. Barnes      | 316,770,586 | 1,196,667  | 1,124,972 | 44,163,456       |
| Carl T. Berquist     | 306,377,266 | 11,556,560 | 1,158,399 | 44,163,456       |
| Henry R. Keizer      | 316,804,993 | 1,161,140  | 1,126,092 | 44,163,456       |
| Linda Fayne Levinson | 303,930,382 | 14,045,584 | 1,116,259 | 44,163,456       |
| John P. Tague        | 315,807,939 | 2,178,033  | 1,106,253 | 44,163,456       |

(ii) The named executive officers’ compensation was approved on an advisory basis by the following vote:

| For         | Against    | Abstain   | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 301,197,244 | 16,063,411 | 1,831,570 | 44,163,456       |

(iii) The approval of a potential amendment to the Company’s Amended and Restated Certificate of Incorporation to effect a reverse stock split and authorize the Company’s Board of Directors to select the ratio of the reverse stock split as set forth in the amendment was approved by the following vote:

| For         | Against   | Abstain   | Broker Non-Votes |
|-------------|-----------|-----------|------------------|
| 357,942,797 | 4,062,746 | 1,250,138 | 44,163,456       |

(iv) The ratification of the selection of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the year 2016 was approved by the following vote:

| For         | Against    | Abstain   | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 336,137,033 | 25,298,744 | 1,819,904 | 0                |

SIGNATURES

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

HERTZ GLOBAL HOLDINGS, INC.  
(Registrant)

By: /s/ Thomas C. Kennedy  
Name: Thomas C. Kennedy  
Title: Senior Executive Vice President and  
Chief Financial Officer

Date: May 20, 2016