

MERGER ANTITRUST LAW

Unit 7: Hertz/Avis Budget/Dollar Thrifty

Optional: The Bidding War

Table of Contents

Hertz/Dollar Thrifty: The Bidding War

Avis Budget Group, News Release, Avis Budget Group Sends Letter to Dollar Thrifty Automotive Group Regarding Proposed Transaction with Hertz Global Holdings (May 3, 2010).....	6
Dollar Thrifty Automotive Group, Inc., News Release, Dollar Thrifty Automotive Group Comments on Avis Budget Group Letter (May 4, 2010).....	9
Note on <i>Revlon</i> duties and “fiduciary outs”	10
Avis Budget Group, News Release, Avis Budget Group Files for Antitrust Approval of Potential Acquisition of Dollar Thrifty Automotive Group (May 13, 2010).....	17
Hertz Corp. News Release, Hertz Files for Antitrust Approval of Its Agreement to Acquire Dollar Thrifty Group (May 14, 2010).....	19
Avis Budget Group, News Release, Avis Budget Group Receives Request for Additional Information from FTC Regarding Potential Acquisition of Dollar Thrifty (June 15, 2010)	21
Avis Budget Group, News Release, Avis Budget Group Submits Bid for Dollar Thrifty Automotive Group (July 28, 2010)	22
Dollar Thrifty Automotive Group, Inc., News Release, Dollar Thrifty Receives Unsolicited Offer from Avis Budget Group (July 28, 2010)	24
Dollar Thrifty Automotive Group, Inc., News Release, Dollar Thrifty Update on Avis Budget Proposal (Aug. 3, 2010)	25
Hertz Corp. News Release, Hertz Releases Analysis of Anti-Trust Risk in Dollar Thrifty Acquisition (Aug. 31, 2010)	27
Hertz Corp., Dollar Thrifty Transaction Update (Aug. 31, 2010).....	28
Avis Budget Group, News Release, Avis Budget Increases Premium Offer for Dollar Thrifty and Sets the Record Straight on Antitrust (Sept. 2, 2010)	43
Hertz Corp., News Release, Hertz and Dollar Thrifty Agree to \$50 per Share Offer (Sept. 10, 2010)	46
Hertz Global Holdings, Inc., Letter to Hertz employees (Sept. 13, 2010).....	47
Avis Budget Group, Inc., Press Release, Avis Budget Increases Its Offer for Dollar Thrifty (Sept. 23, 2010).....	49
Hertz Corp., News Release, Hertz Affirms Agreement Price Is “Best and Final” (Sept. 24, 2010)	51
Dollar Thrifty Automotive Group, Inc., News Release, Dollar Thrifty Affirms Recommendation of Hertz Merger (Sept. 27, 2010) (and rejecting Avis bid).....	52
Letter from Scott L. Thompson, Chief Executive Officer and President of Dollar Thrifty Automotive Group, Inc. to Dollar Thrifty employees re rejection of Avis bid (Sept. 27, 2010).....	53

Avis Budget Group, News Release, Avis Budget Group Announces Commitment to Launch Exchange Offer for Dollar Thrifty Shares (Sept. 27, 2010)	54
Hertz Corp., News Release, Hertz Affirms Deal Certainty as Avis Concedes Antitrust Hurdle (Sept. 28, 2010).....	57
Hertz Corp., News Release, Hertz Discloses Dollar Thrifty Stockholder Strategy (Sept. 29, 2010).....	58
Avis Budget Group, News Release, Avis Budget Group Responds to Hertz's "Dollar Thrifty Stockholder Strategy" (Sept. 29, 2010)	59
Dollar Thrifty Automotive Group, Inc., News Release, Dollar Thrifty Announces Results of Special Meeting of Shareholders (Sept. 30, 2010)	60
Hertz Corp., News Release, Hertz Comments on Dollar Thrifty Vote (Sept. 30, 2010)	61
Hertz Global Holdings, Inc., Form 8-K (Oct. 1, 2010)	62
Letter from Mark P. Frissora, Chairman of the Board and Chief Executive Officer, Hertz Global Holdings, Inc. to Hertz employees (Sept. 30, 2010)	66
Avis Budget Group, News Release, Avis Budget Reaffirms Its Commitment to Pursue the Acquisition of Dollar Thrifty (Sept. 30, 2010)	68
Avis Budget Group & Dollar Thrifty Automotive Group, Inc., News Release, Avis Budget Group and Dollar Thrifty Automotive Group Agree To Cooperate in Seeking Regulatory Approval (Oct. 5, 2010)	69
Avis Budget Group, Form 425 (Nov. 4, 2010) (reporting on progress in the FTC review)	70
Dollar Thrifty Automotive Group, Inc. & Avis Budget Group, Press Release, Dollar Thrifty Automotive Group and Avis Budget Group Provide FTC Update (Jan. 11, 2011).....	71
Avis Budget Group, Form 425 (Feb. 17, 2011) (reporting on progress in the FTC review)	72
Avis Budget Group, Form 425 (May 4, 2011) (reporting on progress in the FTC review)	73
Hertz Corp., News Release, Hertz Global Holdings to Hold Conference Call Regarding Proposed Acquisition of Dollar Thrifty (May 9, 2011).....	74
Hertz Corp., Investor Presentation (May 2011)	75
Hertz Corp., Form 425 (May 9, 2011) (transcript of analyst call).....	89
Letter from Mark P. Frissora, Chairman of the Board and Chief Executive Officer, Hertz Global Holdings, Inc. to Hertz employees (May 9, 2011)	106
Dollar Thrifty Automotive Group, Inc., News Release, Hertz Proposes Acquisition of Dollar Thrifty: Offer Represents Superior Value and Significant Premium to Avis Budget's Hypothetical Offer (May 9, 2011).....	108

Dollar Thrifty Automotive Group, Inc., News Release, Dollar Thrifty Board of Directors to Review Proposed Exchange Offer from Hertz Global Holdings (May 9, 2011).....	111
Letter from Scott L. Thompson, Chief Executive Officer and President of Dollar Thrifty Automotive Group, Inc. to Dollar Thrifty employees (May 9, 2011).....	112
Hertz Global Holdings, Inc., Form S-4 (filed May 9, 2011) (excerpts).....	113
Hertz Corp., News Release, Hertz and Dollar Thrifty Agree to Cooperate in Pursuit of FTC Clearance (May 12, 2011).....	117
Letter from Scott L. Thompson, Chief Executive Officer and President of Dollar Thrifty Automotive Group, Inc. to Dollar Thrifty employees re FTC cooperation (May 13, 2011).....	118
Hertz Corp., News Release, Hertz Commences Exchange Offer for Dollar Thrifty (May 24, 2011).....	119
Dollar Thrifty Automotive Group, Inc., Press Release, Dollar Thrifty Automotive Group Recommends Shareholders Take No Action Regarding Hertz Exchange Offer (June 6, 2011)	120
Hertz Corp., News Release, Hertz Extends Exchange Offer to Acquire Dollar Thrifty (July 11, 2011)	121
Hertz Corp., News Release, Hertz Files Hart-Scott-Rodino Notification (July 14, 2011).....	122
Hertz Corp., News Release, Hertz Receives Request for Additional Information from FTC Regarding Proposed Acquisition of Dollar Thrifty (Aug. 15, 2011)	123
Dollar Thrifty Automotive Group, Inc., News Release, Dollar Thrifty Sends Letter to Hertz and Avis Advising of Intent to Solicit Best and Final Proposals (Aug. 21, 2011)	124
Letter to Hertz Global Holdings outlining bidding procedures (Sept. 6, 2011) ¹	126
Avis Budget Group, Inc., Form 8-K (Sept. 14, 2011).....	131
Dollar Thrifty Automotive Group, Inc., Schedule 14D-9 (Amendment No. 4) (Oct. 11, 2011)	134
Dollar Thrifty Automotive Group, Inc., News Release, Dollar Thrifty Announces Completion of Solicitation Process (Oct. 11, 2011).....	138
Hertz Corp., News Release, Hertz Withdraws its Exchange Offer to Acquire Dollar Thrifty (Oct. 27, 2011)	140
Hertz Global Holdings, Inc. & Dollar Thrifty Automotive Group, Inc., News Release, Hertz and Dollar Thrifty Announce Definitive Merger Agreement (Aug. 26, 2012)	141
Hertz Dollar Thrifty, Transcript of conference call re proposed merger (Aug. 27, 2012)	143

¹ A similar letter was sent to Avis Budget Group.

Hertz Corp., Investor Presentation, Hertz to Acquire Dollar Thrifty (Aug. 27, 2012) (used during conference call)	152
Dollar Thrifty Automotive Group, Inc., Internal Messaging Points (Aug. 26, 2012).....	166
Letter from Scott L. Thompson, Chief Executive Officer and President of Dollar Thrifty Automotive Group, Inc. to Dollar Thrifty employees (Aug. 26, 2012)	169



FOR IMMEDIATE RELEASE

**AVIS BUDGET GROUP SENDS LETTER TO DOLLAR THRIFTY AUTOMOTIVE GROUP
REGARDING PROPOSED TRANSACTION WITH HERTZ GLOBAL HOLDINGS**

PARSIPPANY, N.J. (May 3, 2010) — Avis Budget Group, Inc. (NYSE: CAR) today sent a letter to the Board of Directors of Dollar Thrifty Automotive Group, Inc. (NYSE: DTG) regarding Dollar Thrifty's proposed transaction with Hertz Global Holdings, Inc. (NYSE: HTZ).

Citigroup is acting as financial advisor to Avis Budget Group and Kirkland & Ellis LLP is acting as legal counsel.

Below is the full text of the letter that Avis Budget sent to Dollar Thrifty's Chairman, Thomas P. Capo, and President and Chief Executive Officer, Scott L. Thompson.

May 3, 2010

Thomas P. Capo, Chairman, and
Scott L. Thompson, President and Chief Executive Officer
Dollar Thrifty Automotive Group, Inc.
5330 East 31st Street
Tulsa, OK 74135

Dear Scott and Tom,

I was very surprised by your April 26 announcement that you had signed a definitive agreement to be acquired by Hertz for approximately \$41 per share, of which only about \$34 is being funded by Hertz itself. This is particularly true given that, on April 19, a mere week before the Hertz announcement, Scott and I agreed to meet for dinner on April 28 to discuss a transaction between our companies, which you cancelled after the Hertz announcement.

As you know, we at Avis Budget have on several occasions in the past expressed interest in entering into a transaction with Dollar Thrifty, yet at no stage over the last several months did you or your financial advisor engage us in any discussions about a transaction or offer to provide us with information so that we might submit a bid. I spoke with your financial advisor in early April to reiterate our interest in a potential transaction between our companies and to try to arrange a meeting, yet neither they nor you engaged us in any substantive discussions or communicated your interest in Dollar Thrifty being acquired in the near term. It is hard to understand how your failure to engage in discussions with an interested strategic buyer, who you know also would be able to achieve significant synergies

as a result of a combination, can be consistent with the fiduciary duties that you and your board carry to seek the best possible deal for your shareholders.

This failure is all the more surprising given that, at the time you signed a definitive agreement to be acquired at virtually no premium, you clearly had knowledge that published earnings estimates for Dollar Thrifty were well below the updated guidance that you were going to provide as part of your first-quarter earnings announcement after the signing. Given that the Hertz offer is primarily cash, your shareholders, in addition to being offered virtually no premium to a stock price that did not reflect favorable non-public information, would have little opportunity to participate in the substantial upside associated with your improving results, the combination-related synergies or the substantial upside we all see as the industry recovers from its recent lows.

Now that we and our advisors have had access to the terms of the merger agreement, we are astonished that you have compounded these shortcomings by agreeing to aggressive lock-up provisions, such as unlimited recurring matching rights plus an unusually high break-up fee (more than 5.25% of the true transaction value, as described by your own financial advisor), as a deterrent to competing bids that could only serve to increase the value being offered to your shareholders. Given the complete failure to conduct a pre-signing market-check of the virtually no-premium deal with Hertz, such preclusive defensive measures are clearly not supportable in this situation.

We would like to make a substantially higher offer to acquire Dollar Thrifty, especially in light of your recent performance and the potential synergies associated with an acquisition of Dollar Thrifty by Avis Budget. We are confident that the antitrust analysis and clearance timetable for an Avis/Dollar Thrifty transaction are comparable to those associated with a Hertz/Dollar Thrifty transaction. We request access to legal, financial and business due diligence information relating to Dollar Thrifty, including access to management, so that we can formulate and submit such an offer. In that regard, we would be prepared to sign an appropriate non-disclosure agreement. We also request that the egregious provisions of the merger agreement be eliminated so that a level playing field can be created.

We look forward to the opportunity to engage in productive discussions with the board of directors of Dollar Thrifty to allow its shareholders the opportunity they deserve to realize the full value of their investments in Dollar Thrifty.

Sincerely,

/s/ Ronald L. Nelson

Ronald L. Nelson
Chairman and Chief Executive Officer

Avis Budget Group, Inc.

cc: Board of Directors of Dollar Thrifty Automotive Group, Inc.

About Avis Budget Group

Avis Budget Group is a leading provider of vehicle rental services, with operations in more than 70 countries. Through its Avis and Budget brands, the Company is a leading vehicle rental company in each of North America, Australia, New Zealand and certain other regions based on published airport statistics. Avis Budget Group is headquartered in Parsippany, N.J. and has more than 22,000 employees. For more information about Avis Budget Group, visit www.avisbudgetgroup.com.

Forward-Looking Statements

This press release contains certain forward-looking statements that are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements, including, without limitation, risks relating to a possible transaction involving Dollar Thrifty Automotive Group, Inc. Important assumptions and other important factors that could cause actual results to differ materially from those in the forward-looking statements are specified in Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2009 including under headings such as "Forward-Looking Statements", "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and in other filings and furnishings made by the Company with the SEC from time to time. Except to the extent required by applicable federal securities laws, the Company undertakes no obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events.

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EX-99.1 2 exhibit99.htm PRESS RELEASE



Press Release

Exhibit 99.1

FOR IMMEDIATE RELEASE

DOLLAR THRIFTY AUTOMOTIVE GROUP COMMENTS ON AVIS BUDGET GROUP LETTER

TULSA, Okla., May 4, 2010 -- Dollar Thrifty Automotive Group, Inc. (NYSE: DTG) today issued the following statement on Avis Budget Group's May 3, 2010 letter:

"Consistent with its obligations under the Hertz merger agreement and with its fiduciary obligations to shareholders, the Dollar Thrifty board has communicated to Avis Budget that the board is prepared to entertain a 'substantially higher offer' to acquire Dollar Thrifty as proposed by Avis Budget on May 3."

"Separately, Dollar Thrifty said that it regrets that Avis Budget in its May 3 letter mischaracterized prior events and interactions between the two companies. Furthermore, Avis Budget's letter erroneously calculated the breakup fee with respect to the Hertz/Dollar Thrifty merger agreement, which at 3.5 percent of transaction value, is customary and consistent with precedent transactions. Additionally, Dollar Thrifty believes that the other provisions of its merger agreement with Hertz are entirely customary and consistent with applicable law."

"While it is Dollar Thrifty's policy not to comment on matters such as those to which the Avis Budget letter pertains, the Company believed that a departure from its policy was necessary in light of the inaccuracies contained in Avis Budget's letter."

About Dollar Thrifty Automotive Group, Inc.

Dollar Thrifty Automotive Group, Inc. is headquartered in Tulsa, Oklahoma. Driven by the mission "Value Every Time," the Company's brands, Dollar Rent A Car and Thrifty Car Rental, serve value-conscious travelers in over 80 countries. Dollar and Thrifty have approximately 600 corporate and franchised locations in the United States and Canada, operating in virtually all of the top U.S. and Canadian airport markets. The Company's approximately 6,000 employees are located mainly in North America, but global service capabilities exist through an expanding international franchise network. For additional information, visit <http://www.dtag.com/> or the brand sites at <http://www.dollar.com/> and <http://www.thrifty.com/>.

REVLON DUTIES AND “FIDUCIARY OUTS”

Hertz and Dollar Thrifty had signed a definitive agreement for Hertz to acquire Dollar Thrifty, so Dollar Thrifty should have been off the market, right? So what was Avis Budget trying to do in sending a letter to Dollar Thrifty indicating that Avis Budget would like to make “a substantially higher offer” to acquire Dollar Thrifty? Did Hertz fail to “lock up” Dollar Thrifty in the merger agreement?

The answer is that corporation law generally, and Delaware corporation law in particular, prohibits a public company from entering into a merger or acquisition agreement that prevents the company from considering and accepting a “superior offer.” While the directors of a public company usually have broad discretion in conducting the corporation’s affairs under the business judgment rule, the rule is limited in situations involving the sale of control of the company. The business judgment rule is a presumption that the directors, in making business decisions, have “acted on an informed basis, in good faith, on the honest belief that the action taken was in the best interest of the company”¹ and so have satisfied their duties of care and loyalty to the corporation and its stockholders. But in situations involving the sale of the company or the sale of control, the directors have a heightened duty of care—often called *Revlon* duties—to obtain the highest value reasonably available to the company’s stockholders and the usual business judgment presumption does not apply.² Moreover, if the directors’ decisions are challenged, the court will not employ the usual business judgment presumption but rather will review the directors’ decision with “enhanced scrutiny.” Under this test, the independent, disinterested directors must affirmatively prove that the board’s decisions were adequately informed and within the range of reasonable decisions under the circumstances to maximize the value to the stockholders.³

Revlon itself illustrates the heightened duty in a way that is directly relevant to the Hertz/Dollar Thrifty agreement. The board of directors of Revlon, Inc. had agreed to sell the company for \$56 cash per share to Forstmann-Little & Co., a private equity firm specializing in leveraged buyouts (LBOs), in order to prevent Revlon from being

1. Aronson v. Lewis, 473 A.2d 805, 811 (Del. 1984); see Unocal Corp. v. Mesa Petroleum Co., 493 A.2d 946, 949 (Del. 1985) (stating that under the business judgment rule a court will decline to “substitute its judgment for that of the board if the latter’s decision can be ‘attributed to any rational business purpose.’”) (quoting Sinclair Oil Corp. v. Levien, 280 A.2d 717, 720 (Del. 1971)).

2. See Revlon, Inc. v. MacAndrews & Forbes Holdings, Inc., 506 A.2d 173 (Del. 1986), *aff’d* 501 A.2d 1239 (Del. Ch. 1985); accord Paramount Commc’ns, Inc. v. QVC Network Inc., 637 A.2d 34, 37 (Del. 1994) (holding that the target’s directors have a duty under *Revlon* to “secure the best value reasonably available to the stockholders”).

3. See *Paramount*, 637 A.2d at 45. See generally J. Travis Laster, *The Effect of Stockholder Approval on Enhanced Scrutiny*, 40 WM. MITCHELL L. REV. 1443 (2014) (reviewing standards under Delaware law). A “cleansing stockholder vote”—that is, “a fully informed, uncoerced vote of the disinterested stockholders”—approving the deal, however, returns the standard to the business judgment rule. Corwin v. KKR Financial Holdings LLC, 125 A.3d 304, 309 (Del. 2015).

acquired in a hostile takeover by Pantry Pride, Inc.⁴ Pantry Pride responded with a new proposal, increasing the price of its all-cash offer from \$53 cash per share to \$56.25 cash per share. Forstmann responded with a new offer of \$57.25 cash per share, conditioned, among other things, on:

- (1) a “lock-up” option to purchase Revlon’s Vision Care and National Health Laboratories divisions for \$525 million, some \$100–\$175 million below the value ascribed to them by Revlon’s investment bankers, if another acquirer obtained 40% of Revlon’s shares;
- (2) a “no-shop” provision, which would preclude Revlon from soliciting offers for the company from other firms and obligated the company to deal exclusively with Forstmann; and
- (3) a \$25 million termination fee if the new agreement terminated or another acquirer obtained more than 19.9% of Revlon’s stock.

The Revlon board unanimously approved the Forstmann proposal.

Pantry Pride responded with a new topping offer of \$58 cash per share. It also filed an action in the Court of Chancery in Delaware, where Revlon was incorporated, to enjoin Revlon’s sale to Forstmann-Little on the grounds that the Revlon board had breached its fiduciary duties to the Revlon stockholders.⁵ The Chancery Court agreed and entered a preliminary injunction enjoining the lock-up, no-shop, and termination fee provisions in the Forstmann purchase agreement. The Supreme Court of Delaware affirmed, holding that when the board of a Delaware corporation decides to “sell the company,” its duty “changed from the preservation of Revlon as a corporate entity to the maximization of the company’s value at a sale for the stockholders benefit.”⁶ In perhaps the most quoted sentence of the opinion, the court said that “[t]he directors’ role changed from defenders of the corporate bastion to auctioneers charged with getting the best price for the stockholders at a sale of the company.”⁷ Once the board recognized that Revlon had to be sold, which it had done before the agreement with Forstmann was signed, the board violated its duty to maximize stockholder value by agreeing to the lock-up, no-shop, and termination fee provisions, since these provisions

4. Revlon employed what is called a *white knight strategy*. A “white knight” is a company or other investor supported by the target firm’s board of directors and management that acquires the target in order to avoid the target being taken over by another company (the “raider” or “black knight”) opposed by the target’s management. Typically, the white knight’s business strategy for the target is more in line with the thinking of the target’s management and the white knight will often retain the target’s management, while the raider would dramatically change the target’s business strategy—perhaps by breaking up the target and selling it in pieces—and not retain the target’s management. A white knight usually will have to make a superior offer to that of the raider in order to have a credible bid for the target’s stockholders (who by this point in the process are largely arbitrageurs). This can result in a bidding war, with the raider responding with an even more superior offer, and so on, so that the strategy can have significant benefit to the target’s stockholders.

5. Technically, MacAndrews & Forbes Holdings, Inc., the controlling shareholder of Pantry Pride, filed the action.

6. *Revlon*, 506 A.2d at 182.

7. *Id.*

had the effect of ending an active auction and foreclosing further bidding to the detriment of the Revlon stockholders.

To ensure that the board of directors can satisfy their *Revlon* duties, agreements for the sale of the company usually contain what has become known as a “fiduciary out.” The most common form of fiduciary out is a reservation of right to the target’s board to consider and accept superior offers from third parties to terminate the executed agreement. The agreement between Hertz and Dollar Thrifty gave Dollar Thrifty’s board such a right.

What constitutes a “superior proposal” can be a difficult question both in theory and in practice. Even in competing all-cash offers, the question of superiority can be muddled because of likely differences in the time to closing or even in the certainty of closing. Where antitrust questions are present, for example, the offer with a higher nominal price may also present a higher risk that the deal will be blocked from closing on antitrust grounds. Similarly, other risks to the certainty of closing may be present, say when the offer is conditioned on the offeror’s ability to obtain financing for the deal or on certain due diligence requirements. Comparative valuation becomes even more complicated when the offers mix cash and stock or when they are all stock.

**Agreement and Plan of Merger by and among
Hertz Global Holdings, Inc., HDTMS, Inc.,
and Dollar Thrifty Automotive Group, Inc. (Apr. 25, 2010)**

[Section 5.03(a)—No shop provision] From and after the date of this Agreement until the earlier of the Effective Time or the date, if any, on which this Agreement is terminated pursuant to Section 8.01, and except as otherwise provided for in this Agreement, the Company [Dollar Thrifty] shall not, and shall cause its Affiliates not to and shall not authorize or permit its and their respective directors, officers, employees, investment bankers, financial advisors, attorneys, accountants or other advisors, agents or representatives (collectively “Representatives”) to, directly or indirectly: (i) solicit, initiate, knowingly facilitate or knowingly encourage the submission or making of any Company Competing Proposal, (ii) participate in any discussions or negotiations regarding, or furnish to any person any material nonpublic information in furtherance of (excluding, for the avoidance of doubt, information furnished to a current or prospective commercial counterparty (including any customer or supplier) of the Company or any of its Subsidiaries for the sole purpose of furthering an existing or prospective commercial arrangement with such person and, in any event, not in contemplation of any Company Competing Proposal), any Company Competing Proposal or (iii) enter into any agreement regarding a Company Competing Proposal. The Company shall, and shall cause its Affiliates and its Representatives to, immediately cease and cause to be terminated all existing discussions or negotiations with any person conducted heretofore with respect to any Company Competing Proposal and promptly request the prompt return or destruction of all confidential information previously furnished, and the Company shall take all reasonably necessary actions to secure its rights and ensure the performance of any such person’s obligations under any applicable confidentiality

agreement to return or destroy such information. The Company shall take all actions necessary to enforce its rights under the provisions of any “standstill” agreement between the Company and any person (other than Parent [Hertz Global Holdings]), and shall not grant any waiver of, or agree to any amendment or modification to, any such agreement, to permit such person to submit a Company Competing Proposal. The Company shall ensure that its Representatives are aware of the provisions of this Section 5.03, and any violation of the restrictions contained in this Section 5.03 by its Board of Directors (including any committee thereof) or its Representatives shall be deemed to be a breach of this Section 5.03 by the Company.

[Section 5.03(b)] Notwithstanding the restrictions set forth in Section 5.03(a), at any time prior to obtaining the Company Stockholder Approval, if after the date hereof the Company receives an unsolicited Company Competing Proposal that the Board of Directors of the Company determines in good faith (after consultation with its financial advisors and outside legal counsel) constitutes, or would reasonably be expected to result in, a Superior Proposal, the Board of Directors of the Company determines in good faith (after consultation with its outside legal counsel) that the failure to take the actions described in clauses (i) and (ii) below would be inconsistent with the Board of Directors’ fiduciary duties under Delaware Law, and such Company Competing Proposal has not resulted from the Company breaching its obligations under this Section 5.03, the Company may (i) furnish nonpublic information to the person making such Company Competing Proposal, if, and only if, prior to so furnishing such information, the Company receives from such person an executed confidentiality agreement on terms no more favorable to such person than those contained in the Confidentiality Agreement and (ii) participate in discussions or negotiations with such person (and its Representatives) making such Company Competing Proposal with respect to such Company Competing Proposal; *provided* that the Company shall give written notice to Parent after any such determination by the Company’s Board of Directors and before taking any of the actions described in the foregoing clauses (i) and (ii). The Company shall promptly notify Parent (within no more than 48 hours) of the communication or receipt of any Company Competing Proposal, any request for information that could reasonably be expected to be related to a Company Competing Proposal, or any request for discussions or negotiations that could reasonably be expected to be related to a Company Competing Proposal, indicating, in connection with such notice, the identity of the person making such Company Competing Proposal or request and the material terms and conditions thereof.

The Company shall keep Parent reasonably informed on a current basis (within no more than 48 hours) of any material developments in the status and terms of any such Company Competing Proposal or request (including whether such Company Competing Proposal or request has been withdrawn or rejected and any material change to the terms thereof) and shall concurrently provide Parent with copies of any material written information or materials that it provides to the person making the request therefor that have not been previously provided to Parent.

[Section 5.03(d)] Notwithstanding anything herein to the contrary, if prior to the receipt of the Company Stockholder Approval, the Board of Directors of the Company has determined in good faith, after consultation with the Company's financial advisors and outside legal counsel, that an unsolicited Company Competing Proposal made after the date hereof that has not resulted from a breach of the Company's obligations under this Section 5.03 constitutes a Superior Proposal, then the Board of Directors of the Company shall provide written notice to Parent at least two business days in advance of making or effecting a Company Change of Recommendation (a "Notice of Superior Proposal"). A Notice of Superior Proposal shall advise Parent that the Board of Directors of the Company has received a Superior Proposal and shall include any information and materials required to be delivered under Section 5.03(b) that have not yet been provided to Parent (including the most recent version of any written agreement relating to the transaction that constitutes a Superior Proposal or, if no such agreement exists, a written summary of the material terms and conditions of such Superior Proposal). If Parent, within two business days following its receipt of a Notice of Superior Proposal (the "Notice Period"), makes an offer that, as determined in good faith by the Company's Board of Directors, after consultation with its financial advisors and outside legal counsel, results in the applicable Company Competing Proposal no longer being a Superior Proposal, then the Company shall not make a Company Change of Recommendation with respect to such Company Competing Proposal and shall have no right to terminate this Agreement pursuant to Section 8.01(f) as a result of such Company Competing Proposal. If Parent shall not have made such an offer within the Notice Period, then the Board of Directors of the Company may make a Company Change of Recommendation with respect to the Superior Proposal to which such Notice Period applied and/or may terminate this Agreement to accept such Superior Proposal pursuant to Section 8.01(f) after paying the Company Termination Fee in accordance with Section 8.02. During the Notice Period, the Company shall, and shall cause its Representatives, including, without limitation, its financial advisors and outside legal counsel, to negotiate in good faith with Parent and its Representatives (to the extent Parent desires to negotiate) with respect to any offer from Parent. Any (i) material revisions to the terms of a Superior Proposal or (ii) material revisions to a Company Competing Proposal that the Company's Board of Directors had determined no longer constitutes a Superior Proposal, shall constitute a new Company Competing Proposal and shall require the Company to deliver to Parent a new Notice of Superior Proposal and a new Notice Period shall commence thereafter. Except in accordance with the procedures set forth in this Section 5.03(d), the Company shall have no right to terminate this Agreement pursuant to Section 8.01(f).

[Section 8.01(f)] *Termination.* This Agreement may be terminated at any time prior to the Effective Time, except to the extent otherwise set forth below, whether before or after receipt of the Company Stockholder Approval, with any termination by Parent also being an effective termination by Merger Sub: . . .

(f) by the Company, at any time prior to the receipt of the Company Stockholder Approval, if the Company is simultaneously entering into a definitive agreement to effect a Superior Proposal; *provided*, that in order for the termination of this

Agreement pursuant to this Section 8.01(f) to be effective, (i) the Company and its Board of Directors shall have complied with the procedures and obligations set forth in Section 5.03(d) with respect to such Superior Proposal and (ii) the Company shall have paid the Company Termination Fee in accordance with Section 8.02.

NOTES

1. There are no inherent fiduciary outs under Delaware law. A fiduciary out must be negotiated and explicitly incorporated in the merger agreement. Typically, the board's *Revlon* duties terminate following the approval of an agreement by the company's shareholders.

2. Section 5.03(a) is a "no shop" provision. It precludes Dollar Thrifty from soliciting, providing due diligence, negotiating, or entering into a contract with a third party. The provision, however, is subject to exceptions in the remainder of Section 5.03.

3. Section 5.03(b) gives Dollar Thrifty the right to consider, provide due diligence, and negotiate an offer with a third party after the execution of the Hertz agreement but prior to the vote of the Dollar Thrifty shareholders to approve the Hertz transaction. The notice provisions also allow Hertz the ability to consider making a counteroffer.

4. Section 5.03(d) requires Dollar Thrifty, if it receives a superior offer, to provide Hertz with a "Notice of Superior Proposal" detailing the material terms and conditions of the proposal and giving Hertz two business days after receiving notice to respond with a counteroffer before the Dollar Thrifty board can change its recommendation to the Dollar Thrifty stockholders as to whether to accept the Hertz offer. If Hertz either does not make a counteroffer or if its counteroffer is insufficient to negate the third party's proposal as a superior offer, the Dollar Thrifty board may change its recommendation and/or terminate the Hertz agreement pursuant to Section 8.01(f). The original agreement may contain a *matching right provision* that provides that a matching offer by the original buyer will negate the superiority of the third-party offer.

5. Section 8.01(f) provides that Dollar Thrifty may terminate the Hertz agreement if Dollar Thrifty simultaneously enters into a definitive agreement to effect a superior offer from a third party.

6. Section 8.01(f) also provides that if Dollar Thrifty terminates the Hertz proposal to accept a superior offer, Dollar Thrifty must pay Hertz a "termination fee" (sometimes called a "break-up fee"), which under the Hertz agreement was \$44.6 million, or about 3.7% of the \$1.2 billion Hertz was to pay under the agreement to buy Dollar Thrifty. Delaware courts have held that the target may contract to pay the original buyer a termination fee that is reasonable in the circumstances.⁸ A sufficient but not necessary condition of reasonableness is that the fee will not

8. See *Paramount Commc'ns, Inc. v. QVC Network Inc.*, 637 A.2d 34, 37 (Del. 1994).

materially impede a competing offer from a serious third-party bidder.⁹ The conventional wisdom is that termination fees under 4% are reasonable¹⁰ and most termination fees are in the range of 3%–4% of the original buyer’s transaction value.¹¹ Delaware courts, however, have resisted providing a bright-line test for reasonableness of termination fees. Even otherwise reasonable termination fees might be struck down if the court views them as part of a series of impermissible deal protection measures.¹²

9. See, e.g., *In re Toys “R” Us, Inc. S’holder Litig.*, 877 A.2d 975, 1021 (Del. Ch. 2005) (“If the marginal cost to a second bidder of the difference between a 2.5% termination fee without matching rights and a 3.75% termination fee with matching rights really raises a reasonable concern that any material higher bid would be economically irrational, then that suggests that the board got close to the Company’s maximum economic value, when measured by fundamental measures of its earning power.”).

10. See, e.g., *In re Answers Corp. S’holder Litig.*, 2011 WL 1366780, at *4 n.47 (Del. Ch. Apr. 11, 2011) (denying motion for preliminary injunction for merger involving a termination fee of 4.4% of equity value); *In re Dollar Thrifty S’holder Litig.*, 14 A.3d at 613-14 (upholding termination fee of 3.9% of equity value); *In re Toys “R” Us, Inc. S’holder Litig.*, 877 A.2d 975 (Del. Ch. June 24, 2005) (upholding termination fee of 3.75% of equity value combined with matching rights).

11. See Jin Q. Jeon & James A. Ligon, *How Much Is Reasonable?: The Size of Termination Fees in Mergers and Acquisitions*, 17 J. CORP. FIN. 959, 963 tbl.1 (2011). See generally Fernán Restrepo & Guhan Subramanian, *The New Look of Deal Protection*, 69 STAN. L. REV. 1013 (2017) (providing an overview of modern deal protection devices).

12. See, e.g., *Paramount*, 637 A.2d at 48-50 (invalidating a lockup stock option, a no shop provision, and a termination fee).



FOR IMMEDIATE RELEASE

**AVIS BUDGET GROUP FILES FOR ANTITRUST APPROVAL
OF POTENTIAL ACQUISITION
OF DOLLAR THRIFTY AUTOMOTIVE GROUP**

PARSIPPANY, N.J. (May 13, 2010) — Avis Budget Group, Inc. (NYSE: CAR) today announced that it has filed notification with federal antitrust authorities under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, as amended, relating to the Company's potential acquisition of Dollar Thrifty Automotive Group, Inc. (NYSE: DTG).

"We continue to believe that the acquisition of Dollar Thrifty by Avis Budget Group would be in the best interests of both companies' shareholders and that the antitrust analysis and clearance timetable for an Avis Budget/Dollar Thrifty transaction are comparable to those associated with a Hertz/Dollar Thrifty transaction," said Avis Budget Group Chairman and Chief Executive Officer Ronald L. Nelson. "An Avis Budget/Dollar Thrifty transaction would yield significant synergies and efficiencies, and enhance Dollar Thrifty's ability to compete against Enterprise, the industry's largest player, Hertz, the industry's highest-share brand, and others in the intensely competitive car rental market. We are pleased to have taken this affirmative step toward a Dollar Thrifty transaction."

Citigroup and Morgan Stanley are acting as financial advisors to Avis Budget Group and Kirkland & Ellis LLP and Arnold & Porter LLP are acting as legal counsel.

About Avis Budget Group

Avis Budget Group is a leading provider of vehicle rental services, with operations in more than 70 countries. Through its Avis and Budget brands, the Company is a leading vehicle rental company in each of North America, Australia, New Zealand and certain other regions based on published airport statistics. Avis Budget Group is headquartered in Parsippany, N.J. and has more than 22,000 employees. For more information about Avis Budget Group, visit www.avisbudgetgroup.com.

Forward-Looking Statements

This press release contains certain forward-looking statements that are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements, including, without limitation, risks relating to a possible transaction involving Dollar Thrifty Automotive Group, Inc. Important assumptions and other important factors that could cause actual results to differ materially from those in the forward-looking statements are specified in Avis Budget Group's Annual Report on Form 10-K for the year ended December 31, 2009 and Form 10-Q for the quarter ended March 31, 2010 including under headings such as "Forward-Looking Statements", "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and in other filings and furnishings made by the Company with the SEC

from time to time. Except to the extent required by applicable federal securities laws, the Company undertakes no obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events.

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Hertz Files for Antitrust Approval of Its Agreement to Acquire Dollar Thrifty Group

PARK RIDGE, NJ, May 14, 2010 (MARKETWIRE via COMTEX) --Hertz Global Holdings, Inc. (NYSE: HTZ) ("Hertz") announced today that it and Dollar Thrifty Automotive Group, Inc. ("Dollar Thrifty") each filed a Notification and Report Form with the federal antitrust authorities under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, relating to Hertz's previously disclosed definitive agreement to acquire Dollar Thrifty.

"We look forward to obtaining regulatory clearance of the transaction," said Hertz CEO Mark Frissora. "The Dollar and Thrifty value brands complement our premium Hertz brand, and the acquisition will allow us to reach a new and substantial segment of leisure travelers renting at U.S. airports. In addition, the acquisition will enable significant synergies to make Dollar and Thrifty stronger competitors in this market segment, which is dominated primarily by Enterprise/Alamo/National and Avis Budget, both companies having higher U.S. airport market shares than Hertz."

Hertz expects its acquisition to face fewer antitrust hurdles than would a potential rival bid by Avis Budget Group ("Avis Budget"). Avis Budget already operates a significant value brand, Budget Rent A Car, which competes directly against Dollar Thrifty. Hertz, by contrast, does not have a national value brand. "Budget and Dollar Thrifty target the same price-conscious consumers, and Hertz does not have a significant presence in that space today," added Frissora.

FORWARD LOOKING STATEMENTS

This communication contains statements that constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on the current expectations and beliefs of Hertz and are subject to a number of risks, uncertainties and assumptions that could cause actual results to differ materially from those described in the forward-looking statements. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. Risks, uncertainties and assumptions include the possibility that (1) the companies may be unable to obtain stockholder or regulatory approvals required for the merger or may be required to accept conditions that could reduce the anticipated benefits of the merger as a condition to obtaining regulatory approvals; (2) the length of time necessary to consummate the proposed merger may be longer than anticipated; (3) problems may arise in successfully integrating the businesses of the two companies; (4) the proposed merger may involve unexpected costs; (5) the businesses may suffer as a result of uncertainty surrounding the proposed merger; and (6) the industry may be subject to future risks that are described in SEC reports filed by Hertz and Dollar Thrifty. Because forward-looking statements involve risks and uncertainties, actual results and events may differ materially from results and events currently expected by Hertz and Dollar Thrifty. Hertz and Dollar Thrifty assume no obligation and expressly disclaim any duty to update the information contained herein except as required by law.

ADDITIONAL INFORMATION ABOUT THE MERGER AND WHERE TO FIND IT

In connection with the proposed merger, Hertz and Dollar Thrifty will file relevant materials with the SEC, including one or more registration statement(s) that are expected to contain a prospectus of Hertz and a proxy statement of Dollar Thrifty. Investors and security holders are urged to read these documents (if and when they become available) and any other relevant documents filed with

the SEC, as well as any amendments or supplements to those documents, because they will contain important information about Hertz, Dollar Thrifty and the proposed merger. Investors and security holders may obtain these documents (and any other documents filed by Hertz or Dollar Thrifty with the SEC) free of charge at the SEC's website at www.sec.gov. In addition, the documents filed with the SEC by Hertz may be obtained free of charge on Hertz's internet website at www.hertz.com or by contacting Hertz's Investor Relations Department at 201-307-2100. Copies of the documents filed with the SEC by Dollar Thrifty will be available free of charge on Dollar Thrifty's internet website at www.dtag.com or by contacting Dollar Thrifty's Investor Relations Department at 918-669-2119. Investors and security holders are urged to read the proxy statement/prospectus and the other relevant materials when they become available before making any voting or investment decision with respect to the proposed merger.

Hertz, Dollar Thrifty and their respective executive officers and directors may be deemed to be participants in the solicitation of proxies from the stockholders of Dollar Thrifty in favor of the proposed merger. Information about the executive officers and directors of Hertz and their ownership of Hertz common stock is set forth in the proxy statement for Hertz's 2010 Annual Meeting of Stockholders, which was filed with the SEC on April 9, 2010. Information about the executive officers and directors of Dollar Thrifty and their ownership of Dollar Thrifty common stock is set forth in Dollar Thrifty's proxy statement for its 2010 Annual Meeting of Stockholders, which was filed with the SEC on April 27, 2010. Investors and security holders may obtain more detailed information regarding the direct and indirect interests of Hertz, Dollar Thrifty and their respective executive officers and directors in the proposed merger by reading the proxy statement/prospectus regarding the proposed merger when it becomes available.

ABOUT THE COMPANY

Hertz is the largest worldwide airport general use car rental brand operating from more than 8,200 locations in 146 countries worldwide. Hertz is the number one airport car rental brand in the U.S. and at 78 major airports in Europe, operating both corporate and licensee locations in cities and airports in North America, Europe, Latin America, Asia, Australia and New Zealand. In addition, the Company has licensee locations in cities and airports in Africa and the Middle East. Product and service initiatives such as Hertz #1 Club Gold(R), NeverLost(R) customized, onboard navigation systems, SIRIUS XM Satellite Radio, and unique cars and SUVs offered through the Company's Prestige, Fun and Green Collections, set Hertz apart from the competition. The Company also operates the Advantage car rental brand at 26 airports in the U.S., global car sharing club, Connect by Hertz, in New York City, Berlin, London, Madrid and Paris. Hertz also operates one of the world's largest equipment rental businesses, Hertz Equipment Rental Corporation, offering a diverse line of equipment, including tools and supplies, and new and used equipment for sale, to customers ranging from major industrial companies to local contractors and consumers from approximately 325 branches in the United States, Canada, China, France and Spain.

SOURCE: The Hertz Corporation

<http://ir.hertz.com/press-releases?item=558>



FOR IMMEDIATE RELEASE

**AVIS BUDGET GROUP RECEIVES REQUEST
FOR ADDITIONAL INFORMATION FROM FTC
REGARDING POTENTIAL ACQUISITION OF DOLLAR THRIFTY**

PARSIPPANY, N.J. (June 15, 2010) – Avis Budget Group, Inc. (NYSE: CAR) today announced that it has received a request for additional information ("Second Request") from the U.S. Federal Trade Commission ("FTC") with respect to the Company's potential acquisition of Dollar Thrifty Automotive Group, Inc. (NYSE: DTG).

Avis Budget continues to cooperate with the FTC in its review of this potential transaction.

Citigroup and Morgan Stanley are acting as financial advisors to Avis Budget Group and Kirkland & Ellis LLP and Arnold & Porter LLP are acting as legal counsel.

About Avis Budget Group

Avis Budget Group is a leading provider of vehicle rental services, with operations in more than 70 countries. Through its Avis and Budget brands, the Company is a leading vehicle rental company in each of North America, Australia, New Zealand and certain other regions based on published airport statistics. Avis Budget Group is headquartered in Parsippany, N.J. and has more than 22,000 employees. For more information about Avis Budget Group, visit www.avisbudgetgroup.com.

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FOR IMMEDIATE RELEASE

AVIS BUDGET GROUP SUBMITS BID FOR DOLLAR THRIFTY AUTOMOTIVE GROUP

**\$46.50 Per Share Offer Provides Premium
of Approximately 17% to Current Value of Hertz Transaction**

PARSIPPANY, N.J. (July 28, 2010) - Avis Budget Group, Inc. (NYSE: CAR) today sent a letter to the Board of Directors of Dollar Thrifty Automotive Group, Inc. (NYSE: DTG).

Below is the full text of the letter that Ronald L. Nelson, Avis Budget Group Chairman and Chief Executive Officer, sent to Dollar Thrifty's Chairman, Thomas P. Capo, and President and Chief Executive Officer, Scott L. Thompson.

July 28, 2010

Thomas P. Capo, Chairman, and
Scott L. Thompson, President and Chief Executive Officer
Dollar Thrifty Automotive Group, Inc.
5330 East 31st Street
Tulsa, OK 74135

Dear Scott and Tom,

We appreciate having had the opportunity to conduct our due diligence review of Dollar Thrifty. We continue to believe that a combination with Avis Budget presents a compelling opportunity for our respective stakeholders and the prospect for your shareholders to obtain the highest value for their investment.

While we continue to believe that the onerous lock-up provisions in your existing merger agreement should be removed, we are prepared to put forward an offer today for Dollar Thrifty that clearly constitutes a Superior Proposal under that merger agreement.

Our offer is for \$46.50 per share of Dollar Thrifty common stock consisting of \$39.25 in cash (which would include the proceeds of a pre-closing special dividend to be paid by Dollar Thrifty consistent with the Hertz proposal) and 0.6543 shares of Avis Budget stock (currently valued at \$7.25). The cash portion of our offer will be funded through a combination of available cash and fully committed financing. We have received consents from the requisite percentage of lenders in our principal corporate credit facility to amend the terms of that facility to permit the completion of the proposed transaction, including its financing. The stock portion of our offer does not require approval of the Avis Budget shareholders and will afford Dollar Thrifty shareholders

the opportunity to participate in the combination-related synergies and benefit from the continued positive trends in our industry. Our offer is not subject to any financing or due diligence contingencies and has the unanimous support of the Avis Budget Board of Directors.

We are prepared to enter into a merger agreement that contains substantially the same terms as the Hertz merger agreement, but which includes removing the matching rights, eliminating the break-up fees, and increasing the commitment to secure antitrust approvals. A copy of the draft merger agreement that we are prepared to sign is being provided to your counsel. These changes to the merger agreement provide a level playing field and address certainty of closing. In short, we believe that the higher purchase price we are offering, combined with the terms of our proposed merger agreement, makes our offer a superior one from the perspective of Dollar Thrifty and its shareholders.

Given our willingness to enter into a merger agreement with these terms, Hertz should be required to agree to accept these provisions as a condition to Dollar Thrifty permitting Hertz to continue to make offers for the company. The Dollar Thrifty Board has the right and obligation to require acceptance by Hertz of these provisions in connection with any further consideration of offers from Hertz.

We look forward to moving forward on this transaction that allows your shareholders the opportunity they deserve to realize the highest value for their investment.

Sincerely,

/s/ Ronald L. Nelson

Ronald L. Nelson
Chairman and Chief Executive Officer
Avis Budget Group, Inc.

cc: Board of Directors of Dollar Thrifty Automotive Group, Inc.

Citigroup and Morgan Stanley & Co. Incorporated are acting as financial advisors to Avis Budget Group, and Kirkland & Ellis LLP and Arnold & Porter LLP are acting as legal counsel.

About Avis Budget Group

Boilerplate omitted



Dollar Thrifty Receives Unsolicited Offer from Avis Budget Group

July 28, 2010 08:53 PM Eastern Daylight Time

TULSA, Okla.--(BUSINESS WIRE)--Dollar Thrifty Automotive Group, Inc. (NYSE: DTG) today confirmed that it received a letter dated July 28, 2010, from Avis Budget Group ("Avis Budget") outlining an unsolicited proposal to acquire all Dollar Thrifty common stock for consideration consisting of \$39.25 in cash and 0.6543 share of Avis Budget stock per Dollar Thrifty share.

As previously announced, Hertz Global Holdings, Inc. ("Hertz") and Dollar Thrifty executed a definitive merger agreement on April 25, 2010 and the Company continues to be bound by the terms of that agreement. Hertz filed a preliminary proxy statement/prospectus with respect to the merger with the Securities and Exchange Commission on May 25, 2010, and Dollar Thrifty has scheduled a special meeting of shareholders on September 16, 2010 for a vote on this matter. Shareholders of record as of August 13, 2010 would be entitled to receive notice of and to vote at that meeting.

The Dollar Thrifty board of directors will review and consider the terms of the Avis Budget proposal in accordance with its fiduciary obligations to shareholders and consistent with the Company's commitments under the Hertz merger agreement.

Dollar Thrifty will have no further comment on this matter at this time.

About Dollar Thrifty Automotive Group, Inc.

Boilerplate omitted



Press Release

Exhibit 99.1

DOLLAR THRIFTY UPDATE ON AVIS BUDGET PROPOSAL

TULSA, Okla., August 3, 2010 – Dollar Thrifty Automotive Group, Inc. (“Dollar Thrifty”) (NYSE: DTG) today responded by letter to the proposal made by Avis Budget Group (“Avis Budget”) (NYSE: CAR) dated July 28, 2010.

Below is the full text of the letter sent by Scott L. Thompson, Dollar Thrifty’s President and Chief Executive Officer, to Ronald L. Nelson, Avis Budget’s Chairman and Chief Executive Officer.

August 3, 2010

Mr. Ronald L. Nelson
Chairman and Chief Executive Officer
Avis Budget Group, Inc.
6 Sylvan Way
Parsippany, New Jersey 07054

Dear Ron:

Thank you for your interest in our company; we were pleased to receive your letter dated July 28, 2010. Our Board of Directors has received and carefully reviewed your letter, and I would like to give you some observations based on their review.

Under the terms of our merger agreement with Hertz, in order for Dollar Thrifty to pursue a transaction with Avis Budget, our Board must make a determination that the Avis Budget proposal constitutes a “Superior Proposal” within the meaning of that agreement. This, in turn, requires our Board to make the following three findings with respect to the transaction proposed by Avis Budget:

1. It is more favorable, from a financial point of view, to our stockholders than the Hertz merger;
2. It is supported by financing that is fully committed or reasonably likely to be obtained; and
3. It is reasonably expected to be consummated on a timely basis.

We believe that your proposal would clearly satisfy the first of these requirements. Furthermore, we think that the draft financing commitment letters that you have furnished, when finalized in the manner described by your advisors, will provide a reasonable basis for concluding that the second requirement can be satisfied. However, we do not have sufficient information to establish satisfaction of the third prong of the requirements.

As you are aware, our respective advisors have had numerous discussions with respect to the antitrust risks attendant to a merger of our companies. Your legal advisors have stated clearly their position, based on their econometric and other analyses, that the divestitures to which you have committed in your proposal are sufficient to remediate any competitive issues. But citing our inability to enter into a joint defense agreement with you as well as our contractual obligations to cooperate with Hertz, your advisors have been unwilling to disclose details of their data and analyses beyond their general approach to the issues.

More problematic is Avis Budget's unwillingness to provide a reverse termination fee. As we have stated on several occasions, our Board accords substantial weight to the extent to which Avis Budget is willing to share the risk of the ultimate regulatory outcome. This is especially true where Avis Budget is unable to provide compelling objective evidence in favor of its antitrust position. Indeed, Avis Budget's unwillingness to offer a meaningful reverse termination fee can only represent to us, to the market and to any objective observer a lack of confidence by Avis Budget in its position. As you know, transaction certainty has consistently been a key criterion for Dollar Thrifty in evaluating possible transactions. We feel strongly that in order to merit favorable consideration by our Board, the relative magnitude of the reverse termination fee should be at least consistent with that of the Hertz transaction. Obviously, a fee of greater magnitude would demonstrate even greater confidence in your ability to procure antitrust approvals, as well as your willingness to take steps beyond your stated divestiture commitment to do so.

Your advisors have suggested that there is a natural trade-off between the transaction consideration and deal certainty. Unfortunately, the "Superior Proposal" determination simply does not work in that way. Each of the three prongs must be met, and a higher price cannot compensate for a deficiency in deal certainty. But even if we could blend the factors as you suggest, Avis Budget's unwillingness to provide a reverse termination fee, coupled with your disinclination to provide analytical data supporting your antitrust position, leaves us incapable of making such an assessment.

We stand ready to review and consider any modifications you may wish to make to your proposal (or any additional supporting information) to address these concerns.

Please do not hesitate to let us know if there are any questions.

Very truly yours,

/s/ Scott L. Thompson

As previously announced, Hertz and Dollar Thrifty executed a definitive merger agreement on April 25, 2010, under which Hertz will acquire Dollar Thrifty for \$25.92 per share in cash, a special cash dividend to be paid immediately prior to the transaction closing representing approximately \$6.88 per share, and 0.6366 shares of Hertz common stock. A special meeting of Dollar Thrifty shareholders to vote on the Hertz merger agreement has been scheduled for September 16, 2010. Shareholders of record as of August 13, 2010 would be entitled to receive notice of and to vote at that meeting.

Boilerplate omitted

Hertz Releases Analysis of Anti-Trust Risk in Dollar Thrifty Acquisition

PARK RIDGE, NJ, Aug 31, 2010 (MARKETWIRE via COMTEX) --

Hertz Global Holdings, Inc. (NYSE: HTZ) ("Hertz") today provided Institutional Shareholder Services/RiskMetrics Group with a presentation outlining Hertz's analysis of the anti-trust risks posed by a merger of Hertz or Avis Budget Group, Inc. ("Avis Budget") with Dollar Thrifty Automotive Group, Inc. ("Dollar Thrifty"). The presentation illustrated key pricing data and the results of a pricing test (Gross Upper Pricing Pressure Index -- GUPPI) which the U.S. government uses to evaluate the anti-trust risk posed by merger transactions. Both the pricing data and the GUPPI results support Hertz's view that a merger of Avis Budget and Dollar Thrifty poses a far higher anti-trust risk than a merger of Hertz and Dollar Thrifty. The Hertz presentation also illustrates the significant valuation and financial impact on Avis of a divestiture by it of several hundred million dollars of revenues or of a large value brand; either of which may be required for Avis Budget to obtain anti-trust approval of a transaction with Dollar Thrifty. A copy of the presentation is available on the SEC's website, www.sec.gov, and on www.hertz.com.

Commenting on the presentation, Hertz Chairman and Chief Executive Officer, Mark P. Frissora said, "The anti-trust considerations in a merger with Dollar Thrifty will be pivotal in this transaction. The major value brands in the car rental market at U.S. airports today -- Budget, Dollar, Thrifty, Alamo and Enterprise -- effectively control this key leisure rental segment. If Avis Budget merges with Dollar Thrifty, all of these brands and, thus, the value leisure segment, will be controlled by either Avis or Enterprise, and that's a bad deal for car rental customers. The data support the same conclusion, which is why a Hertz merger with Dollar Thrifty is better for consumers as well as our respective shareholders," he added.

Frissora went on to note that, "These facts will be apparent to those involved in the anti-trust analysis, and that's why it's important that investors understand the financial and valuation implications of revenue or a brand divestiture, which our merger agreement with Dollar Thrifty addresses in full. Given their current penetration of the value leisure segment and consequent anti-trust risk, Avis Budget offered a relatively small protection to Dollar Thrifty in the event significant divestitures are required by government regulators and, perhaps even more noteworthy, no reverse break-up fee. One can only conclude that Avis Budget knows it will have a difficult, if not impossible, task to finalize a merger with Dollar Thrifty without divesting a large brand or without a revenue carve-out perhaps exceeding well over \$500 million. That's why Avis Budget wanted a free exit pass and Dollar Thrifty refused to accept their offer," Frissora concluded.

ABOUT THE COMPANY

Boilerplate omitted

Hertz Global Holdings, Inc. (NYSE: HTZ) and The Hertz Corporation

Dollar Thrifty Transaction Update

August 31, 2010



Executive Summary

- A Hertz and Dollar Thrifty merger would better balance the industry with Avis / Budget and Enterprise / National / Alamo (slide 4)
- A Dollar Thrifty and Avis merger leaves only two companies controlling all U.S. value brands (slide 4, 5)
- Pricing data strongly suggests Avis will face significantly greater regulatory hurdles than Hertz (slide 6, 7, 8, 9)
- Impact of a large brand carve out undermines the viability of an Avis / DTG merger (slide 10, 11)
- Despite heightened antitrust risk, Avis's offer provided less contractual protection to address that risk (slide 12)

Hertz is best positioned to obtain regulatory approval and complete a transaction in the fourth quarter

Transaction Update

Hertz continues to make progress

Hertz / Dollar Thrifty Transaction

- Merger agreement signed on April 25th **represented a premium of 19% and 38% over DTG respective 30 and 90 day trading averages.**
- DTG's Shareholder vote September 16th
- Antitrust Process
 - Filed for HSR approval on May 14th; second request from FTC on June 14th
 - **Hertz has won regulatory approval in Canada**

Avis Competing Offer

- July 28th, Avis Budget Group bid for Dollar Thrifty
- August 3rd, DTG refused to declare Avis's offer superior stating: "a higher price cannot compensate for a deficiency in deal certainty" and asked for a reverse termination fee; Avis has not responded
- Antitrust Process
 - Avis filed for HSR approval May 13th; second request from FTC on June 14th
 - **August 26th Avis received a second request from Canadian regulators, typically reserved for cases raising significant competitive issues. Second requests are infrequent and remedies often lead to court imposed divestitures**

A key differentiation between Hertz/Dollar Thrifty transaction and Avis offer is antitrust risk

Antitrust Risk Analysis: U.S. Car Rental Market

Three primary segments:

- Premium brands – highest level of convenience, service, vehicle condition and options at a premium price



- Mid-Tier Value brands – standard-level quality and service at a lower price



- Deep value brands – lowest price proposition with fewer service attributes



Only Avis and Enterprise will own mid-tier value brands if Avis merges with DTG

Public Statements on Brand Positioning

- **Avis Budget Group 2009 10K:**

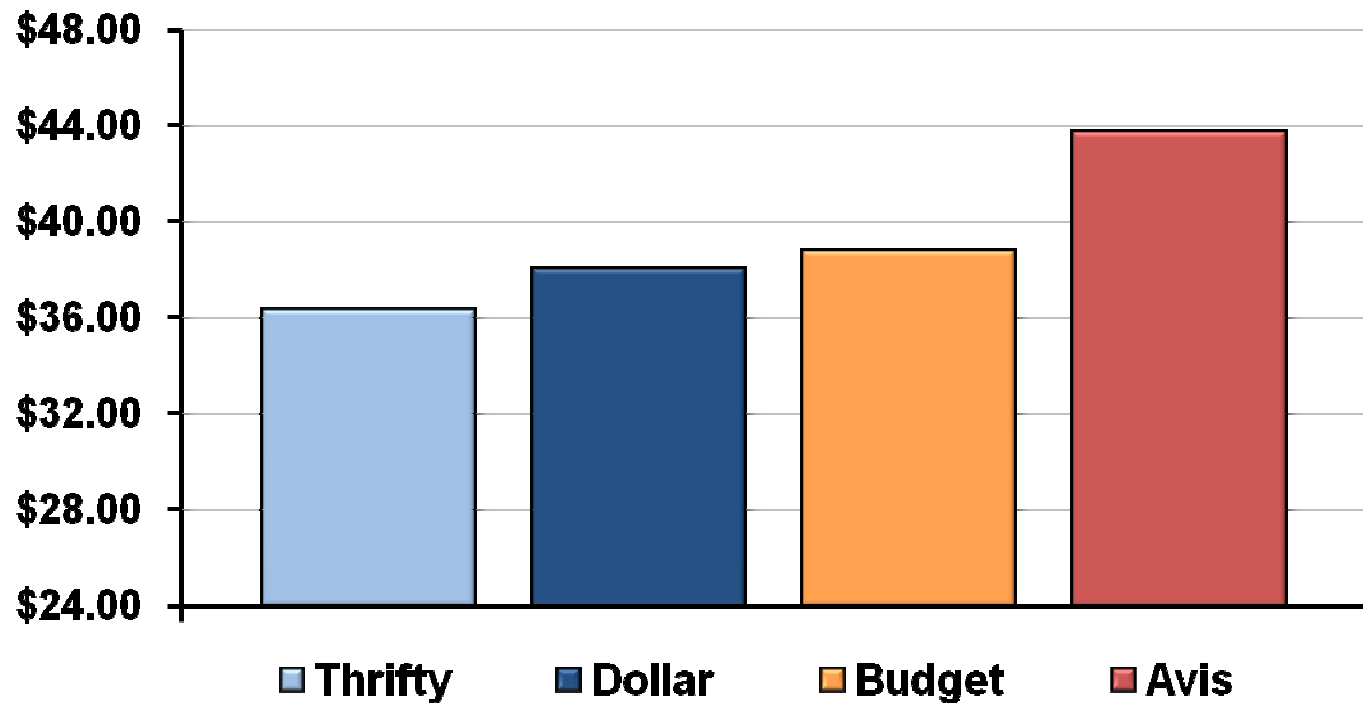
“With Avis as a premium brand preferred by corporate and upscale leisure travelers, and Budget as a value brand preferred by value-conscious travelers, we believe we are able to target a broad range of demand”

- **Dollar Thrifty Automotive Group 2009 10K:**

“The Company has two value rental car brands, Dollar and Thrifty, with a strategy to operate company-owned stores in the top 75 airport markets and in key leisure destinations in the United States.”

In their own words: Budget, Dollar and Thrifty are all value brands

2009 Average Weekend Prices – Midsize Rental

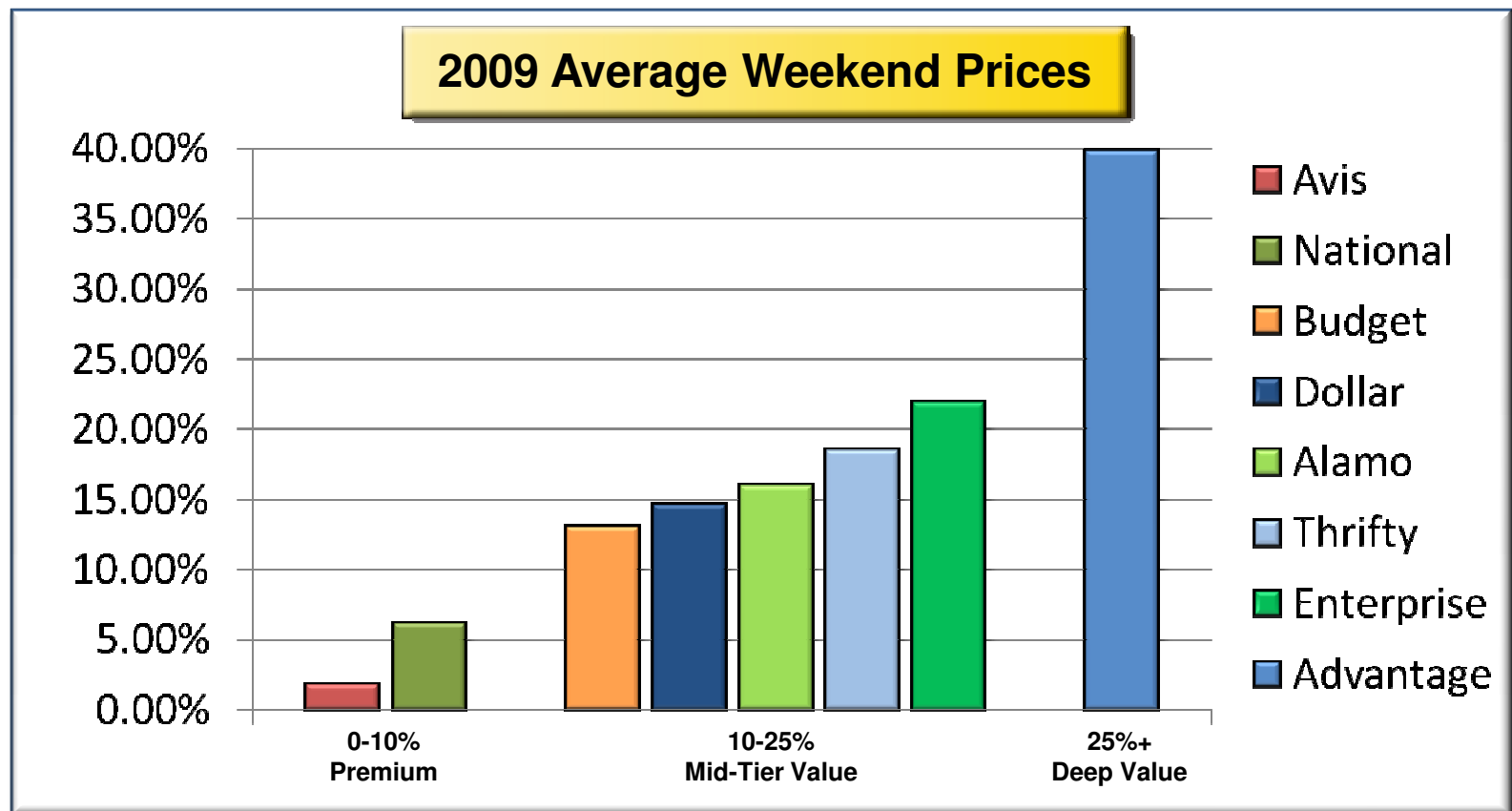


Budget and Dollar / Thrifty brands are positioned closely to one another

Source: 2009 Rubicon – survey of weekend midsize rental

Hertz and Advantage Pricing is Substantially Differentiated from Dollar / Thrifty Brands

■ Discount Relative to Hertz Price



Budget pricing is only nominally differentiated from Dollar and Thrifty pricing

Source: Survey of Rubicon price canvassing data for weekend midsize prices.

New FTC Merger Guidelines: GUPPI

- Gross Upward Price Pressure Index (“GUPPI”):
 - Economic formula used to evaluate the “upward pricing pressure” from a proposed merger on each of the merging brands (before netting out cost savings)
 - GUPPI addresses anticompetitive pricing power of combined companies post merger
 - Concept endorsed by new FTC/DOJ Merger Guidelines - August 2010
 - GUPPI score under 5% indicates low risk of unilateral price increase; GUPPI score over 10% suggests more significant concern for unilateral price increase

Key economic test supports Hertz-DTG combination over ABG-DTG

Estimated GUPPI Scores for Hertz and ABG Deals

■ For Hertz - Dollar Thrifty:

- The combined entity generates GUPPI scores of under 5.0% except at Las Vegas (5.01%)
- Indicates low risk of unilateral price increases from Hertz-Dollar Thrifty transaction

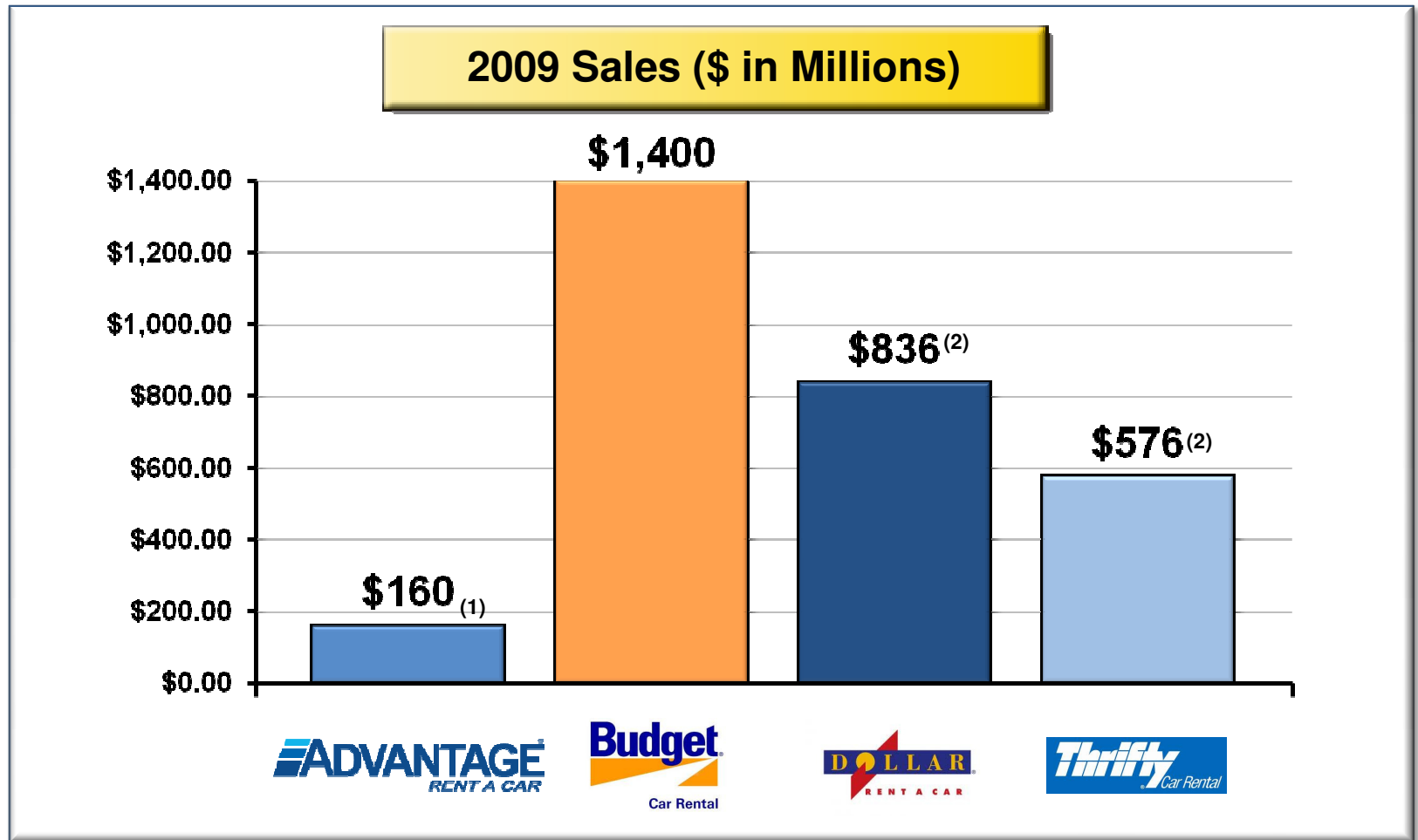
■ For Avis Budget - Dollar Thrifty:

- For 99% of Dollar Thrifty revenue earned at U.S. airports, the combined entity generates a GUPPI score exceeding 5%
 - GUPPI for Dollar Thrifty brands exceeds 10% at airports accounting for 16% of DTG revenues
- 24% of Avis revenues are earned at airports where estimated GUPPI scores for Budget brand exceed 5%

GUPPI indicates higher antitrust risk for Avis Budget

Source: Results derived from Rubicon price data and airport concession revenue data.
For Hertz -DTG transaction GUPPI scores are for Hertz and DTG brands only. GUPPI scores for the Advantage brand could not be calculated due to insufficient data.

Potential Brand Divestitures



Source: Company filings.

1. 2010 Run-rate revenues.

2. Rental revenue from company owned stores only for both U.S. and Canada.

Illustrative Valuation Impact of Antitrust Carve Out

Illustrative Carve Out Analysis

Sales	
DTG 2010E Revenue ⁽¹⁾	\$1,569
Less: Divested Revenue	(600)
<i>% of Total Sales</i>	<i>38%</i>
Acquired Sales	\$969
EBITDA	
DTG 2010E Corp. Adj. EBITDA ⁽²⁾	\$210
Less: Divested Corp. Adj. EBITDA	(75)
<i>% of Total Corp. EBITDA</i>	<i>36%</i>
Acquired Corp. Adj. EBITDA	\$135
Synergies	
Publically Stated Synergy Estimate	\$150
Less: Carve Out Loss of Synergies	(55)
<i>% of Total Synergy Estimates</i>	<i>37%</i>
Pro Forma Synergies	\$95

Illustrative Valuation Impact

Divested Corp. Adj. EBITDA	\$75
Sale Multiple Discount ⁽³⁾	2.0x
Value Leakage from Divestiture	\$150
Carve Out Loss of Synergies	55
Capitalization Multiple	6.0x
Value Leakage	\$330
Total Value Leakage	\$480

\$480 million in total value leakage could exceed \$15.00 per share ⁽⁴⁾

1. Based on 2009 DTG revenue of \$1,546 mm and mid-point (1.5%) of company revenue growth target 1.0% to 2.0%. [Source July 2010 Investor Presentation].
2. Based on mid-point (\$210 mm) of company Corporate Adjusted EBITDA target of \$200 to \$220 mm. [Source July 2010 Investor Presentation].
3. Estimated multiple differential between the acquisition of DTG and sale of divested assets.
4. Based upon 30.7 million diluted shares

How do the Hertz versus Avis Anti-trust contract terms compare?

Hertz's agreement reflects confidence in antitrust approval and includes a \$49.6 million reverse termination fee and a U.S. revenue divestiture threshold of ~\$335 million including divestiture of its Advantage brand ...

	Avis Terms	Hertz Terms
Revenue Divestiture Thresholds	<ul style="list-style-type: none"> International: \$75 million of 2009 revenues U.S.: \$250 million of 2009 revenues Brands: None 	<ul style="list-style-type: none"> International: \$175 million of 2009 revenues¹ U.S.: \$335 million of 2009 revenues² Brands: Advantage
Reverse Termination Fees	<ul style="list-style-type: none"> None 	<ul style="list-style-type: none"> \$44.6 million <i>plus</i> up to \$5 million of transaction expenses
Drop Dead Date	<ul style="list-style-type: none"> April 25, 2011 	<ul style="list-style-type: none"> April 25, 2011
Regulatory Approval Requirements	<ul style="list-style-type: none"> Canada: <u>Still pending</u> (Second Request received) U.S.: Pending (Second Request received) 	<ul style="list-style-type: none"> Canada: <u>Received approval</u>; no remedies required U.S.: Pending (Second Request received)

... Avis's offer has no reverse termination fee or a brand divestiture and only \$250 million of divestitures in the U.S.; Dollar Thrifty said the "unwillingness to offer a meaningful reverse termination fee can only represent to us, to the market and to any objective observer a lack of confidence by Avis Budget in its position."

1. Agreed to divest a total of \$175 million of 2009 revenues worldwide, including in the U.S. Hertz received regulatory approval on the initial review in Canada, so all \$175 million is now available for divestitures in the U.S.
2. \$175 million of 2009 revenues plus Advantage which represents ~ \$160 million of run-rate revenues for a total of \$335 million.

Chancery Court on Deal Certainty :

“Getting the best price is not the psychic satisfaction of knowing your board negotiated for the nominally best price that never gets paid. Getting the best price means getting a price that will ultimately be paid.”⁽¹⁾

~Vice Chancellor, Strine⁽²⁾

1. *In re Dollar Thrifty Share holder Litigation*, CA No. 5458-VCS (Del Chancery Ct.), transcript of oral argument, August 25, 2010, at P.156 .

2. The Honorable Leo E. Strine Jr., Vice Chancellor, is one of five judges who adjudicate corporate matters at the Delaware Court of Chancery

Forward-Looking Statements

This communication contains statements that constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on the current expectations and beliefs of Hertz and are subject to a number of risks, uncertainties and assumptions that could cause actual results to differ materially from those described in the forward-looking statements. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. Risks, uncertainties and assumptions include the possibility that (1) Hertz Global Holdings, Inc. (“Hertz”) and Dollar Thrifty Automotive Group, Inc. (“Dollar Thrifty”) may be unable to obtain stockholder or regulatory approvals required for the merger or may be required to accept conditions that could reduce the anticipated benefits of the merger as a condition to obtaining regulatory approvals; (2) the length of time necessary to consummate the proposed merger may be longer than anticipated; (3) problems may arise in successfully integrating the businesses of Hertz and Dollar Thrifty; (4) the proposed merger may involve unexpected costs; (5) the businesses may suffer as a result of uncertainty surrounding the proposed merger; and (6) the industry may be subject to future risks that are described in SEC reports filed by Hertz. Because forward-looking statements involve risks and uncertainties, actual results and events may differ materially from results and events currently expected by Hertz. Hertz assumes no obligation and expressly disclaims any duty to update the information contained herein except as required by law.

Additional Information About the Merger and Where to Find It

In connection with the proposed merger, Hertz filed with the SEC a registration statement on Form S-4 (SEC file number 333-167085) that includes a preliminary prospectus of Hertz and a preliminary proxy statement of Dollar Thrifty. The registration statement was declared effective by the SEC on August 16, 2010, and the proxy statement/prospectus has been mailed to Dollar Thrifty stockholders on or about August 17, 2010. Investors and security holders are urged to read these documents and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they contain, or will contain, important information about Hertz, Dollar Thrifty and the proposed merger. Investors and security holders may obtain these documents (and any other documents filed by Hertz or Dollar Thrifty with the SEC) free of charge at the SEC's website at www.sec.gov. In addition, the documents filed with the SEC by Hertz may be obtained free of charge on Hertz's internet website at www.hertz.com or by contacting Hertz's Investor Relations Department at 201-307-2100. Copies of the documents filed with the SEC by Dollar Thrifty will be available free of charge on Dollar Thrifty's internet website at www.dtag.com or by contacting Dollar Thrifty's Investor Relations Department at 918-669-2119. Investors and security holders are urged to read the proxy statement/prospectus and the other relevant materials when they become available before making any voting or investment decision with respect to the proposed merger.

Hertz, Dollar Thrifty and their respective executive officers and directors may be deemed to be participants in the solicitation of proxies from the stockholders of Dollar Thrifty in favor of the proposed merger. Information about the executive officers and directors of Hertz and their ownership of Hertz common stock is set forth in the proxy statement for Hertz's 2010 Annual Meeting of Stockholders, which was filed with the SEC on April 9, 2010. Information about the executive officers and directors of Dollar Thrifty and their ownership of Dollar Thrifty common stock is set forth in Dollar Thrifty's proxy statement for its 2010 Annual Meeting of Stockholders, which was filed with the SEC on April 27, 2010. Investors and security holders may obtain more detailed information regarding the direct and indirect interests of Hertz, Dollar Thrifty and their respective executive officers and directors in the proposed merger by reading the proxy statement/prospectus regarding the proposed merger when it becomes available.



FOR IMMEDIATE RELEASE

AVIS BUDGET INCREASES PREMIUM OFFER FOR DOLLAR THRIFTY AND SETS THE RECORD STRAIGHT ON ANTITRUST

**Avis Budget Commits to Sign Proposed Merger Agreement Following
Rejection of Hertz Deal by Dollar Thrifty Shareholders**

PARSIPPANY, N.J. (September 2, 2010) - Avis Budget Group, Inc. (NYSE: CAR) today issued the following statement regarding its outstanding offer to acquire Dollar Thrifty Automotive Group, Inc. (NYSE: DTG):

Avis Budget is increasing the cash portion of its offer from \$39.25 to \$40.75 per share (which would include the proceeds of a pre-closing special dividend to be paid by Dollar Thrifty consistent with our previous proposal). Our revised offer of \$40.75 in cash and 0.6543 shares of Avis Budget stock, represents a premium of more than 22% over the Hertz Global Holdings, Inc. (NYSE:HTZ) offer.

The Avis Budget offer is clearly superior to the Hertz offer in the two ways that matter -- we are offering a substantially higher price and a more meaningful divestiture commitment.

Contrary to certain Dollar Thrifty and Hertz statements, a reverse termination fee has nothing to do with certainty of closing. Economic compensation for failing to close does not impact whether a deal is reasonably likely to close. The Hertz deal is no more likely to be approved by the FTC simply because Hertz agreed in the context of a negotiated deal to pay a fee to Dollar Thrifty if it is *not* approved.

Both deals raise complex and similar antitrust issues and face comparable divestiture analyses. Hertz resorts to antitrust as a scare tactic and a smoke screen -- a last-ditch effort to deflect attention from its clearly inferior offer -- but Hertz is wrong on the process and wrong on the facts. Although outcomes of governmental reviews cannot be predicted with certainty, both companies are cooperating with an ongoing FTC review. Both companies have similar airport revenue shares and derive more than half of their revenues from leisure travelers -- although, significantly, Hertz has higher leisure renter revenues than Avis and Budget combined.

Both companies compete with Dollar Thrifty. In fact, Hertz uses its exclusive relationship with AAA to generate more than \$500 million of annual revenues at low price points -- typically lower than Dollar and Thrifty rates -- targeted to compete directly with Dollar, Thrifty and other value brands. Through the value-oriented AAA relationship "brand," Hertz competes aggressively and successfully with other value brands and generates revenues that are comparable to Thrifty's U.S. corporate location revenues.

Furthermore, nothing blocks any of the market participants from renting cars to value and leisure oriented customers as there are no barriers to entry (with the exception of the Hertz exclusive agreement with AAA, which covers 50 million members). Pricing can be adjusted in seconds on each company's respective corporate websites and the related travel oriented websites.

Hertz's "Dollar Thrifty Transaction Update," filed on August 31, 2010, does not change any of this. Hertz's "analysis" conveniently ignores the many hundreds of millions of dollars Hertz makes through low-priced rentals under its AAA discount program and through its share-leading position in low-priced rentals through Hotwire, Priceline and other channels. In its "Update," Hertz cherry-picks data and time periods, and uses deeply flawed modeling, to present baseless and inflated divestiture numbers for an Avis Budget transaction. Proper economic analysis shows that Hertz and Avis Budget are comparably competitive with Dollar Thrifty. And Hertz invents new industry segmentation, artificially grouping Dollar and Thrifty together with Budget to try to manufacture an antitrust issue, knowing full well that Budget and Alamo are positioned as mid-tier brands while Dollar, Thrifty and Enterprise -- on all relevant metrics -- are in a value segment that falls below the mid-tier.

Avis Budget is fully committed to completing the acquisition of Dollar Thrifty. Avis Budget has already spent millions of dollars, and devoted substantial time and resources, in pursuit of this transaction, despite Dollar Thrifty not yet having signed an agreement with Avis Budget. Avis Budget has been cooperating with antitrust authorities, and has submitted over a million pages of documents and vast quantities of data to the FTC in response to the FTC's Second Request with the intention of completing its response very shortly.

In addition, the exclusion of a reverse termination fee from our offer is entirely consistent with the Hertz transaction's reciprocity approach that sets the reverse termination fee to be exactly equal to the break-up fee payable by Dollar Thrifty in the event it accepts a superior proposal. A fair and level playing field should be created that would allow Dollar Thrifty shareholders the benefit of a competitive sale process -- a process that, to date, they have been denied. To that end, we have removed the traditional break-up fee that would operate in our favor -- fairness and the Hertz reciprocity approach dictate that the reverse termination fee also be eliminated.

Nonetheless, it appears that the clearly inferior Hertz offer will be put to a vote of Dollar Thrifty shareholders with the support of the Dollar Thrifty Board of Directors. The Hertz offer significantly undervalues Dollar Thrifty -- in fact, the current value of the Hertz offer represents a *discount* to the Dollar Thrifty share price prior to the Hertz deal announcement. And since that announcement, the stand-alone value of Dollar Thrifty has, no doubt, only increased as a result of Dollar Thrifty's strong financial results and repeatedly increased earnings projections. Our offer properly delivers that premium to the Dollar Thrifty shareholders rather than allowing it to be diverted to Hertz.

We remain ready to deliver on the revised premium offer that we are announcing today. Moreover, we will increase our offer to Dollar Thrifty shareholders by the amount of any reduction in the Dollar Thrifty break-up fee payable or paid to Hertz.

Our message is clear: We are confident that the Dollar Thrifty shareholders will prefer the premium Avis Budget offer to the Hertz offer. As such, in the event that the Hertz transaction is rejected by the Dollar Thrifty shareholders at the September 16, 2010 special meeting, we will commit to sign the merger agreement we previously delivered to Dollar Thrifty (together with the disclosure schedules previously delivered to us) at any time within five days of that September 16 special meeting.

Citigroup and Morgan Stanley & Co. Incorporated are acting as financial advisors to Avis Budget Group, and Kirkland & Ellis LLP and Arnold & Porter LLP are acting as legal counsel.

About Avis Budget Group

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Hertz and Dollar Thrifty Agree to \$50 per Share Offer

Companies to Proceed Expeditiously to Secure Shareholder Vote; Hertz Commences Divestiture of Advantage Rent-a-Car

PARK RIDGE, NJ and TULSA, OK, Sep 12, 2010 (MARKETWIRE via COMTEX) --Hertz Global Holdings, Inc. (NYSE: HTZ) ("Hertz") and Dollar Thrifty Automotive Group, Inc. (NYSE: DTG) ("Dollar Thrifty") today jointly announced an agreement to amend their merger agreement to provide for Hertz to acquire Dollar Thrifty for an increased purchase price of \$50.00 per share, valued at the Friday, September 10, 2010 closing price of Hertz stock of \$10.05, consisting of \$43.60 in cash (including approximately \$6.87 per share to be paid by Dollar Thrifty as a special cash dividend immediately prior to the transaction closing) and 0.6366 of a share of Hertz common stock. The revised price represents an increase of \$10.80 per share in the cash consideration to be paid to Dollar Thrifty shareholders. The other key provisions of the original merger agreement are unchanged, including a \$44.6 million reverse termination fee payable to Dollar Thrifty if required antitrust clearance is not obtained. As an additional step to facilitate the prompt closing of the transaction, Hertz announced it has begun the process of divesting Advantage Rent-a-Car.

Dollar Thrifty has postponed its special meeting of shareholders with respect to the merger, previously scheduled to occur on September 16, 2010, to September 30, 2010, to allow shareholders sufficient time to consider the revised terms of the merger agreement. Further details regarding such revised terms, as well as the place and time of the special meeting, will be furnished to Dollar Thrifty shareholders in the near future.

Commenting on the revised merger agreement, Mark P. Frissora, Hertz's Chairman and Chief Executive Officer, and Thomas P. Capo, Dollar Thrifty's Chairman of the Board, said, "We are pleased to reach an agreement that reflects the significant improvement in Dollar Thrifty's operating performance since the initial merger agreement was executed on April 25, 2010, and is further supported by Hertz's divestiture commitment to assure timely completion of the transaction. We believe a combination of our companies is in the best interest of our respective stakeholders. Our companies will work together to secure a favorable shareholder vote as soon as possible and to ensure a smooth transition for our organizations after deal closure."

Mr. Frissora added, "We have begun the process of divesting Advantage Rent-a-Car, and we already have received interest from several unsolicited parties. It is clear to us that brand divestiture will be required to complete a transaction involving Dollar Thrifty that satisfies regulators' concerns. Such an outcome was contemplated in our initial merger agreement, and is carried forward in the revised agreement. Divesting Advantage will increase deal certainty, which has always been a critical element in any transaction involving Dollar Thrifty."

Finally, Hertz has announced that its Investor Day, previously scheduled for September 30, 2010, will be rescheduled for a later date.

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Filed by Hertz Global Holdings, Inc.
Pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to
Rule 14a-12 under the Securities Exchange Act of 1934

Subject Company: Dollar Thrifty Automotive Group, Inc.
Registration Statement No: 333-167085

The following e-mail was sent by Mark P. Frissora, Chairman of the Board and Chief Executive Officer of Hertz Global Holdings, Inc. ("Hertz"), to employees of Hertz on September 13, 2010.

* * *



September 13, 2010

Dear Hertz Colleagues,

Last night, we announced that we have increased our offer to buy Dollar Thrifty to \$50 per share. Since we made our initial offer in April, Dollar Thrifty's operating performance has improved significantly and we now understand the steps we must take to secure U.S. regulatory approval. These developments gave us the confidence to make an improved offer and we will seek approval of Dollar Thrifty's shareholders on September 30th.

Unfortunately, we will have to sell Advantage Rent-a-Car to complete the Dollar Thrifty transaction with regulatory approval. We fought hard to convince the government that our ownership of Dollar, Thrifty and Advantage would not create an antitrust issue because Advantage does not compete in the same market segment as Dollar Thrifty, but we were unsuccessful. We will continue to run Advantage as if nothing's changed because we can't be certain at this point the Dollar Thrifty transaction will be completed. However, if we have to sell Advantage, it will be to a new owner committed to their long term success.

We believe the acquisition of Dollar Thrifty makes sense for several reasons, in other words, nothing's changed since our initial offer in April. Buying Dollar Thrifty will enable our overall profit to increase immediately, that is, the transaction is "immediately accretive to earnings". Also, the acquisition is at least credit neutral, meaning our debt profile will not deteriorate at all even though we are buying a company that generates over \$1.5 billion annual revenues. Also, we are buying two well known car rental brands competing in markets not adequately served by Hertz today, and, this is an important distinction from Advantage, they have locations at all important U.S. airports and they have a solid presence outside of the U.S. as well. Even in difficult

economic times, such as we are experiencing today, buying Dollar Thrifty makes perfect short term and long term sense for Hertz.

While we are hopeful our improved offer will result in a conclusion of the process with Dollar Thrifty, there are no guarantees. We will keep you posted of major developments as soon as possible. Until then, I encourage all employees to stay focused on our companywide efforts to stay ahead of difficult economic conditions. We must spend money only when absolutely necessary, and significantly reduce spending overall, and do whatever we can to generate revenues. Thank you in advance for your efforts on our behalf.

Mark

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FOR IMMEDIATE RELEASE

AVIS BUDGET INCREASES ITS OFFER FOR DOLLAR THRIFTY

PARSIPPANY, N.J. (September 23, 2010) – Avis Budget Group, Inc. (NYSE: CAR) today issued the following statement regarding its outstanding offer to acquire Dollar Thrifty Automotive Group, Inc. (NYSE: DTG):

We continue to believe in the merits of an Avis Budget-Dollar Thrifty transaction, and we are therefore increasing the cash portion of our offer from \$40.75 to \$45.79 per share (which would include the proceeds of a pre-closing special dividend to be paid by Dollar Thrifty consistent with our previous proposal). Our revised offer of \$45.79 in cash and 0.6543 shares of Avis Budget stock represents a meaningful premium over the revised offer from Hertz Global Holdings, Inc. (NYSE: HTZ). We believe that the increased value is warranted based on improving fundamentals in the industry and at Dollar Thrifty in particular. We would be willing to offer an even higher price in the absence of the break-up fee that Dollar Thrifty's Board has provided for in its agreement with Hertz.

We believe it would be beneficial for Dollar Thrifty shareholders if the Dollar Thrifty Board of Directors engaged in a process to maximize value, rather than letting Hertz dictate timing and process.

Dollar Thrifty's Board continues to disappoint. Not only have they once again failed to engage in any discussions with Avis Budget prior to entering into the new binding agreement with Hertz, but they have also failed to use the renegotiation with Hertz as an opportunity to create a level playing field for all potential bidders. Dollar Thrifty's failure to remove Hertz's matching rights makes no sense given that Hertz characterized its revised offer as "non-negotiable and final."

Based on the analyses typically performed by regulatory authorities, a number of airports will become highly concentrated if Hertz acquires Dollar Thrifty (as traditionally defined by FTC analysis). A sale by Hertz of its Advantage brand -- a trivial operation that has no presence at several dozen airports -- is by itself unlikely to be a meaningful or sufficient remedy for any antitrust issues. Moreover, the real pricing picture, as shown in the materials posted today to the Investor Relations section of the Avis Budget Group website, tells the true story about Hertz's exclusive relationship with AAA: With more than \$500 million of leisure revenue, Hertz's offering to AAA members clearly competes directly with Dollar, Thrifty and other value brands.

In light of these concerns, there is no justification for Dollar Thrifty holding a shareholder meeting before the FTC completes its review of the Avis Budget and Hertz submissions.

Citigroup and Morgan Stanley & Co. Incorporated are acting as financial advisors to Avis Budget Group, and Kirkland & Ellis LLP and Arnold & Porter LLP are acting as legal counsel.

About Avis Budget Group

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Hertz Affirms Agreement Price Is "Best and Final"

Hertz/Dollar Thrifty Agreement Only Scenario for Optimal Outcome and Deal Closure by Year End

PARK RIDGE, NJ, Sep 24, 2010 (MARKETWIRE via COMTEX) --

Hertz Global Holdings, Inc. (NYSE: HTZ) ("Hertz") today affirmed that its merger agreement to acquire Dollar Thrifty at a purchase price equivalent to \$50.25 (at the Sept 23 closing share price for Hertz of \$10.45) is Hertz's best and final offer. Hertz also expressed confidence that Dollar Thrifty shareholders would approve the merger transaction at their scheduled September 30, 2010 meeting, thereby clearing the way for a closing later this year.

Mark P. Frissora, Hertz's Chairman and Chief Executive Officer, said, "Our agreement with Dollar Thrifty provides its shareholders with a substantial premium, deal certainty and a clear path to deal closure by year end. We have made our best and final offer, and we believe that it is in the best interest of Dollar Thrifty shareholders to vote in favor of the transaction on September 30. We have antitrust clearance in Canada, unlike Avis, and our progress with the U.S. government makes us highly confident that we can close the transaction in a timely manner within the framework of our merger agreement. As previously disclosed, we have commenced the divestiture of Advantage Rent-a-Car, and we have identified several potential buyers."

Mr. Frissora added, "We expect to close the transaction before the end of the year. A vote against the deal would be a lost opportunity for the Dollar Thrifty shareholders. Avis's proposal raises serious antitrust risks that our agreement does not, which is why Avis has repeatedly refused to match our agreement to pay a substantial termination fee if the transaction fails for antitrust reasons. Failure to approve the Hertz agreement could leave Dollar Thrifty without any transaction, a sub-optimal outcome for its shareholders," Frissora concluded.

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EX-99.1 2 exhibit99.htm PRESS RELEASE



Press Release

Exhibit 99.1

FOR IMMEDIATE RELEASE

DOLLAR THRIFTY AFFIRMS RECOMMENDATION OF HERTZ MERGER

TULSA, Okla., September 27, 2010 – Dollar Thrifty Automotive Group, Inc. ("Dollar Thrifty") (NYSE: DTG) today issued the following statement regarding the revised proposal made by Avis Budget Group ("Avis Budget") (NYSE: CAR) on September 23, 2010:

"Our Board of Directors, in consultation with our financial and legal advisors, has reviewed and considered carefully Avis Budget's revised proposal. While the proposal offers our shareholders the potential opportunity to receive greater consideration for their shares than the amount payable under the current terms of our agreed merger with Hertz, Avis Budget has not demonstrated to our satisfaction that its proposed transaction can be completed in a timely manner and that it would adequately protect our shareholders in the event that Avis Budget is unable to obtain the required regulatory approvals.

Accordingly, our Board continues to recommend that Dollar Thrifty shareholders vote to approve the Hertz merger at the special shareholder meeting to be held on September 30, 2010."

As previously announced, Hertz and Dollar Thrifty executed a definitive merger agreement on April 25, 2010, which agreement was amended on September 10, 2010, under which Hertz will acquire Dollar Thrifty for \$43.60 per share in cash, inclusive of a special cash dividend to be paid immediately prior to the transaction closing, and 0.6366 shares of Hertz common stock. The transaction is subject to customary closing conditions, regulatory approvals, approval by Dollar Thrifty shareholders and payment of the special dividend.

A special meeting of Dollar Thrifty shareholders to vote on the Hertz merger agreement has been scheduled for September 30, 2010. Shareholders of record as of August 13, 2010 are entitled to vote at that meeting. Dollar Thrifty shareholders who have questions about the merger or the special meeting, or who wish to obtain copies of the proxy statement/prospectus, proxy cards or other documents relating to the special meeting, may contact Georgeson Inc., Dollar Thrifty's proxy solicitor, at 1-866-767-8986 (toll free) or 212-806-6859 (international).

Dollar Thrifty is being advised by J.P.Morgan and Goldman, Sachs & Co. and the law firm of Cleary Gottlieb Steen & Hamilton LLP.

About Dollar Thrifty Automotive Group, Inc.

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425 1 form425communication092710.htm FORM 425

Filed by: Dollar Thrifty Automotive Group, Inc.
Pursuant to Rule 425 of the Securities Act of 1933 and
deemed filed under Rule 14a-12 of the Securities Exchange Act of 1934
Subject Company: Dollar Thrifty Automotive Group, Inc.
Commission File Number for the Related Registration Statement on Form S-4: 333-167085

The following is an email that was sent on behalf of Scott Thompson, Chief Executive Officer and President of Dollar Thrifty Automotive Group, Inc. ("DTAG" or "Dollar Thrifty"), to employees of DTAG on September 27, 2010.

Sent on behalf of Scott Thompson...

I'm sure you have been reading in the papers and hearing about the latest developments with the offers from Hertz and Avis. It is like our own little commercial free soap opera. I'm also sure you've noticed we haven't been able to say much as this continues to play out in the media and **I appreciate your patience.**

I do want to update you on the current status of the proposed Hertz merger and the most recent events.

As was disclosed this morning in our press release, the DTG Board of Directors has determined that although Avis's offer is at a higher price, the Board will continue to recommend that our shareholders approve the merger with Hertz. **I know, confusing. It is confusing even for people that do deals for a living.** But for the third time, Avis has lobbed in an offer without demonstrating that they can close the transaction and without providing customary protection to our shareholders in case they fail to get the required regulatory approvals. Hertz has agreed to provide this protection, and I don't know why Avis has declined to do so. Hertz has also demonstrated a path to obtaining regulatory approval. So, our Board is asking shareholders to vote for the proposed Hertz transaction on September 30th.

Should our shareholders vote 'yes' to approve the merger agreement with Hertz, Hertz will have cleared one more step in the merger process, and **any potential Avis merger will be off the table.** With a 'yes' vote from the DTG shareholders, my expectation is that Hertz will soon thereafter begin discussions regarding integration of our two companies. I want to make one thing clear - the transaction will still be subject to FTC antitrust approval, which could be a long process. If the FTC does not grant approval by April 25, 2011, the merger agreement with Hertz will terminate.

Should our shareholders vote 'no' to the latest Hertz offer, DTG will then have the right to terminate the agreement. Avis and Hertz can then choose if they wish to continue to pursue us.

It is noteworthy that Hertz's unsolicited offer and the related process that followed has been run by the Board in consultation with two expert advisors that have issued opinions that the current Hertz transaction is fair to our shareholders and everything that has been done during this process has been conclusively and concretely supported by the Delaware Court ruling last month.

These past few months have been trying for everyone and your unrelenting hard work in the face of these distractions has not gone unnoticed. I know this is an uncomfortable period of time but at DTG we have always taken care of customers and kept on succeeding. I am consistently impressed by how you continue to perform.

Thanks again for all that you do.

Scott

Boilerplate omitted



FOR IMMEDIATE RELEASE

**AVIS BUDGET GROUP ANNOUNCES COMMITMENT TO
LAUNCH EXCHANGE OFFER FOR DOLLAR THRIFTY SHARES**

**Willing to Pursue Antitrust Clearance if Shareholder Meeting is Postponed
to December 30, 2010**

PARSIPPANY, N.J. (September 27, 2010) - Avis Budget Group, Inc. (NYSE: CAR) today sent the following letter to Dollar Thrifty Automotive Group, Inc. (NYSE: DTG):

September 27, 2010

Thomas P. Capo, Chairman, and
Scott L. Thompson, President and Chief Executive Officer
Dollar Thrifty Automotive Group, Inc.
5330 East 31st Street
Tulsa, OK 74135

Dear Scott and Tom,

We believe that the Board of Directors of Dollar Thrifty should have declared our recent offer to be a superior proposal, and do not agree with the Board's purported reasons for not doing so.

We believe that Dollar Thrifty shareholders deserve to receive the highest value for their investment, and the latest "best and final" offer from Hertz is not the highest value available to your shareholders. Based on our current analysis, the price being offered by Hertz provides double digit accretion in earnings to Hertz, while our higher offer would afford Dollar Thrifty shareholders an opportunity to participate in a larger share of the value to be created through a business combination.

We recognize that antitrust approval is a hurdle for an Avis Budget-Dollar Thrifty deal, but the reality is that there are significant remaining antitrust hurdles for the Hertz deal as well.

While we have been consistent in our message on antitrust from the outset, Hertz's characterization of its antitrust posture has been changing, for the worse, from the first announcement of the transaction. In April 2010, Hertz officials confidently predicted that "the deal should be completed no later than the early part of the fourth quarter" - in other words, within the next few weeks or so (The New York Times Dealbook, *Hertz Aims to Push Forward with Dollar Thrifty*, April 26, 2010). Then, Mark Frissora said he was "really pleased with the pace" of the FTC review and that the FTC review was on a "quick look - which means the time for a second review is

less than what it would normally be" (Hertz Second Quarter 2010 Earnings Call, August 4, 2010). Now, Hertz is saying that neither Hertz nor Dollar Thrifty has substantially complied with the Second Request, and that the FTC review is not likely to be completed until the end of the year. Avis Budget, in contrast, has substantially completed its response to its Second Request.

Hertz's statements on required remedies have been equally inconsistent. Hertz had initially suggested that no divestiture of Advantage would be required to obtain antitrust clearance - on its First Quarter 2010 Earnings Call, Mr. Frissora indicated that "[i]t's just an issue that there may be a few airports that may be carved out, maybe not." Now, after more than four months of antitrust review, Hertz has confirmed that there is no agreement of any kind with the FTC on remedies, the divestiture of Advantage is required at a minimum, and more actions may be necessary in order to obtain clearance. In fact, the data make clear that if the FTC compels divestitures at airports at which the number of serving firms is reduced from four to three and the combined Hertz-Dollar Thrifty share exceeds 35%, then the revenues that Hertz will be required to divest will far exceed the amount it has committed to in its merger agreement. Advantage, after all, is located at just a scant few of those airports.

This highlights why it makes no sense for Dollar Thrifty to hold a shareholder meeting on September 30 while the FTC's evaluation of both the Hertz deal and the Avis Budget deal continues and the outcome of such evaluation will not be known for many months.

In the context of the antitrust issues associated with the sale of Dollar Thrifty to either Hertz or Avis Budget, we are prepared to make the following two concrete proposals:

- If the shareholder vote on a Hertz-Dollar Thrifty deal is delayed until December 30, Avis Budget will commit - even without an agreement with you - to continue to diligently pursue antitrust clearance for its transaction through the end of the year. The best way to assure that the highest value is provided to Dollar Thrifty shareholders is to hold the shareholder vote on December 30 and let the FTC complete its review and render its findings. If Hertz is confident that its antitrust posture is so much better than ours, we do not see why Hertz would have any objection to delaying the shareholder vote.
- Alternatively, if you are unable or unwilling to delay the shareholder vote, in the event the Hertz-Dollar Thrifty deal is not approved at the September 30 meeting, we will commit to commence an exchange offer at our recent offer price no later than 10 business days after the shareholder meeting. Such offer will be subject only to the terms and conditions in the merger agreement previously provided to you (as adjusted for an exchange offer structure and to address a technical modification of a credit agreement) and the Dollar Thrifty disclosure schedules previously delivered to us, and we will keep such offer open until the end of the year while we continue to pursue antitrust clearance.

Our willingness to agree to commence an exchange offer underscores our commitment to acquire Dollar Thrifty and, at the same time, will not require Dollar Thrifty to pay a breakup fee to Hertz - if such fee is ever appropriate to be paid - until either the recommendation of our offer by the Dollar Thrifty board or the successful completion of the offer.

If the shareholder meeting is delayed or the Hertz deal is rejected by Dollar Thrifty shareholders, we believe shareholders will continue to have two bidders for Dollar Thrifty. We believe it is not credible that Hertz has made its “best and final offer” given the favorable economics in this deal for Hertz and the fact that it insisted on continuing to have matching rights against any competing acquisition proposal in its most recent merger agreement that supposedly represented its final bid. On the other hand, if the meeting proceeds on September 30 and the Dollar Thrifty shareholders approve the Hertz deal, that in effect would end the bidding and all that would be left is an inferior offer with regulatory uncertainties. Clearly, if the FTC decides to approve both deals, the Avis Budget proposal offers superior value and is the best deal for the Dollar Thrifty shareholders.

We hope that you will give us the opportunity to move forward on a transaction that will create significant value for our respective shareholders.

Sincerely,

/s/ Ronald L. Nelson

Ronald L. Nelson
Chairman and Chief Executive Officer
Avis Budget Group, Inc.

cc: Board of Directors of Dollar Thrifty Automotive Group, Inc.

Citigroup and Morgan Stanley & Co. Incorporated are acting as financial advisors to Avis Budget Group, and Kirkland & Ellis LLP and Arnold & Porter LLP are acting as legal counsel.

About Avis Budget Group

Boilerplate omitted

Hertz Affirms Deal Certainty as Avis Concedes Antitrust Hurdle

Hertz Affirms Intent to Close Dollar Thrifty Acquisition by Year End With "Yes" Vote by DTG Stockholders on September 30

PARK RIDGE, NJ, Sep 28, 2010 (MARKETWIRE via COMTEX) -- Hertz Global Holdings, Inc. (NYSE: HTZ) ("Hertz") today responded to a press release, dated September 27, 2010, issued by Avis Budget regarding the acquisition of Dollar Thrifty. Mark P. Frissora, Chairman and Chief Executive Officer, said, "Instead of making a legitimate offer to purchase Dollar Thrifty, Avis has issued yet another press release with nothing new other than an admission, at last, that 'antitrust approval is a hurdle for an Avis Budget-Dollar Thrifty deal' that they apparently need the rest of the year to understand. Due to this uncertainty, which may never be resolved to Avis's liking, they want a lengthy delay of the Dollar Thrifty stockholder vote scheduled for September 30, 2010. In contrast, Hertz is confident of closing the transaction in a timely manner within the framework of our merger agreement and, unlike Avis, we have agreed to pay almost \$50 million if for some reason we are unable to close. A 'Yes' vote by Dollar Thrifty stockholders on our best and final offer on September 30, 2010 is the only course of action which will deliver certain, premium value to these stockholders."

Boilerplate omitted

Hertz Discloses Dollar Thrifty Stockholder Strategy

PARK RIDGE, NJ, Sep 29, 2010 (MARKETWIRE via COMTEX) --

Hertz Global Holdings, Inc. (NYSE: HTZ) ("Hertz") today issued a statement detailing the specific steps it will take in the event Dollar Thrifty stockholders vote "No" on the Hertz-Dollar Thrifty merger agreement on September 30, 2010. Mark P. Frissora, Chairman and Chief Executive Officer, said, "While answering Dollar Thrifty stockholder questions today, I confirmed four immediate steps Hertz will take if stockholders vote 'No' on our merger agreement:

1. Immediately terminate the merger agreement, taking the \$50 offer permanently off the table; 2. End all efforts to acquire Dollar Thrifty, 3. Stop the process of selling Advantage, our deep-value leisure brand, and 4. Withdraw our antitrust application from the Federal Trade Commission."

Additionally, Mr. Frissora has told Dollar Thrifty investors, "we arrived at our best and final \$50 offer through an open, thoughtful and competitive negotiation and we cannot be held hostage in an open-ended process. We are confident of a stand-alone strategy, accelerating the growth of Advantage and building on 4 straight quarters of U.S. airport revenue growth which significantly outpaces our publicly traded competitors," he concluded.

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FOR IMMEDIATE RELEASE

AVIS BUDGET GROUP RESPONDS TO HERTZ'S "DOLLAR THRIFTY STOCKHOLDER STRATEGY"

Avis Budget Offers to Pay Reverse Termination Fee

PARSIPPANY, N.J. (September 29, 2010) - Avis Budget Group, Inc. (NYSE: CAR) today issued the following statement in response to Hertz Global Holdings, Inc.'s (NYSE: HTZ) announcement detailing the steps it will take in the event stockholders of Dollar Thrifty Automotive Group, Inc. (NYSE: DTG) reject the proposed merger with Hertz.

Hertz has today stated that if the Dollar Thrifty stockholders reject the Hertz merger, Hertz will end all efforts to acquire Dollar Thrifty. Based on this commitment, Avis Budget is now prepared to agree to pay a reverse termination fee of \$20 million in a merger agreement with Dollar Thrifty. Avis Budget has always said that as long as Hertz had matching rights, Avis Budget would not consider a reverse termination fee. Now that Hertz has in effect eliminated those matching rights, Avis Budget is prepared to offer such fee.

If Dollar Thrifty stockholders do not approve the Hertz transaction at the special meeting tomorrow:

1. Avis Budget will continue to actively pursue the acquisition of Dollar Thrifty, including commencing an exchange offer at our recent offer price no later than 10 business days after the meeting. Such offer will be subject only to the conditions in the merger agreement previously provided (as adjusted for an exchange offer structure with a minimum tender condition, for modification of credit agreements, and to assure that Hertz honors the commitments made in its statement earlier today) and the Dollar Thrifty disclosure schedules previously delivered to us.
2. Avis Budget will continue to actively pursue antitrust clearance. As previously disclosed, Avis Budget has committed to sell assets representing \$325 million of revenues (of which not more than \$250 million are U.S.), demonstrating our commitment to attaining antitrust approval.
3. Avis Budget will commit to sign the merger agreement previously provided, with an additional provision to assure that Hertz honors the commitments made in its statement.
4. In light of continuing questions related to reverse termination fees, Avis Budget will agree to pay a \$20 million reverse termination fee in the merger agreement with Dollar Thrifty.

Boilerplate omitted



Dollar Thrifty Announces Results of Special Meeting of Shareholders

September 30, 2010 03:58 PM Eastern Daylight Time

TULSA, Okla.--(BUSINESS WIRE)--Dollar Thrifty Automotive Group, Inc. (NYSE: DTG) today announced that the Company did not obtain the requisite votes to execute its definitive merger agreement with Hertz Global Holdings, Inc. (NYSE: HTZ) ("Hertz") at the special meeting of shareholders held today.

The final vote results, which were certified by IVS Associates, Inc., the inspector of election, totaled 11,811,154 votes for and 13,830,126 against, with 4,735 abstentions.

Scott Thompson, president and CEO of Dollar Thrifty Automotive Group, Inc., commented: "We respect the vote of our shareholders, and remain confident in our ability to continue to deliver outstanding value for them. The Dollar Thrifty board and management team are focused on building on our track record of superior operating performance to drive continued growth. We will evaluate all of our options going forward in order to maximize value for Dollar Thrifty shareholders."

Dollar Thrifty is being advised by J.P. Morgan and Goldman, Sachs & Co. and the law firm of Cleary Gottlieb Steen & Hamilton LLP.

About Dollar Thrifty Automotive Group, Inc.

Boilerplate omitted

Hertz Comments on Dollar Thrifty Vote

PARK RIDGE, NJ, Sep 30, 2010 (MARKETWIRE via COMTEX) -- Hertz Global Holdings, Inc. (NYSE: HTZ) ("Hertz") commented on Dollar Thrifty's report of a "No" vote today by its stockholders on the merger agreement between the two companies. Mark P. Frissora, Chairman and Chief Executive Officer, said, "Subject to final confirmation of the results of the stockholder meeting, we will focus on implementing our strategy to rapidly accelerate the expansion of Advantage Rent-a-Car and the U.S. off-airport business. This strategy builds on several straight quarters of faster revenue growth in the U.S. airport rental market compared with our publicly traded competitors. Additionally, we started taking the necessary steps to cease activities related to the acquisition of Dollar Thrifty, as previously announced."

Boilerplate omitted

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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) **October 1, 2010 (September 30, 2010)**

Hertz Global Holdings, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-33139
(Commission File Number)

20-3530539
(IRS Employer
Identification No.)

225 Brae Boulevard Park Ridge, New Jersey
(Address of Principal Executive Offices)

07656-0713
(Zip Code)

Registrant's telephone number, including area code **(201) 307-2000**

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))
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ITEM 1.02 TERMINATION OF A MATERIAL DEFINITIVE AGREEMENT

On September 30, 2010, stockholders of Dollar Thrifty Automotive Group, Inc. ("Dollar Thrifty") did not vote in favor of the proposal to adopt the Agreement and Plan of Merger, dated as of April 25, 2010, by and among Hertz Global Holdings, Inc. ("Hertz"), HDTMS, Inc. a wholly owned subsidiary of Hertz ("Merger Sub"), and Dollar Thrifty, as amended by Amendment No. 1 to the Agreement and Plan of Merger, dated as of September 10, 2010, by and among Hertz, Merger Sub and Dollar Thrifty (as so amended, the "Merger Agreement"). On October 1, 2010, pursuant to Section 8.01(b)(iii) of the Merger Agreement, Hertz delivered notice to Dollar Thrifty terminating the Merger Agreement. Several provisions survive the termination of the Merger Agreement, including Section 8.02 relating to termination fees.

ITEM 8.01 OTHER EVENTS

1. Withdrawal of Application with the Federal Trade Commission

In connection with Hertz's termination of the Merger Agreement, effective October 1, 2010, Hertz has withdrawn its application under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 with the Federal Trade Commission.

2. Press Release Relating to Dollar Thrifty Stockholder Vote

Hertz is filing as Exhibit 99.1 hereto a press release issued on September 30, 2010 by Hertz, commenting on the vote by Dollar Thrifty stockholders with respect to the Merger Agreement. The contents of the press release are incorporated by reference in this Item 8.01.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits. The following Exhibits are filed herewith as part of this report:

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release of Hertz Global Holdings, Inc. commenting on Dollar Thrifty stockholder vote.

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/ Elyse Douglas

Name: Elyse Douglas
Title: Executive Vice President and Chief Financial
Officer

Date: October 1, 2010

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Filed by Hertz Global Holdings, Inc.
Pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to
Rule 14a-12 under the Securities Exchange Act of 1934

Subject Company: Dollar Thrifty Automotive Group, Inc.
Registration Statement No: 333-167085

The following email was sent by Mark P. Frissora, Chairman of the Board and Chief Executive Officer of Hertz Global Holdings, Inc. ("Hertz"), to employees of Hertz on September 30, 2010.



Date: 09/30/2010
To: All Hertz Employees
From: Mark P. Frissora
Chairman and Chief Executive Officer

Subject: Dollar Thrifty Shareholder Vote

Dear Hertz Colleagues,

Dollar Thrifty stockholders have voted "No" on a proposed merger of our companies. I am frankly surprised because our agreement provided their stockholders the only way to quickly realize a premium value for their shares. By voting down our proposal, I don't believe DTG stockholders have acted in their or their company's long term interest.

So we move on. We will not engage in further activities related to an acquisition of Dollar Thrifty and we will quickly take the steps necessary to unwind the process. We will not sell Advantage Rent-a-Car.

We are in a strong position in our markets, and we are rapidly growing the Advantage brand which is on pace to achieve over \$160 million of annualized revenues this year, up from \$0 only 18 months ago. The competition is already taking notice of Advantage. The Advantage brand is a force to be reckoned with in the lower-end value segment of the U.S. airport car rental market, and we will now rapidly accelerate their growth and brand recognition. We will also accelerate the pace of our expansion in the U.S. off-airport market. In other markets, we will soon make decisions on how we will rapidly expand in the lower priced segments of the leisure rental market.

It's important to remind everyone that we love the Advantage brand, their employees and their incredible growth opportunities. The only reason for selling Advantage was because the U.S. government had made it a necessary condition of buying Dollar Thrifty, a \$1.5 billion company. Advantage will continue to be a source of tremendous opportunity for us and we will now re-double our efforts to grow this brand.

Also, we can now free up resources to focus on the next generation of product and service innovations already in the works. Our deserved reputation for market leadership in these areas will soon be reinforced in a big way. Stay tuned.

Mark.

FORWARD-LOOKING STATEMENTS

Boilerplate omitted



FOR IMMEDIATE RELEASE

AVIS BUDGET REAFFIRMS ITS COMMITMENT TO PURSUE THE ACQUISITION OF DOLLAR THRIFTY

PARSIPPANY, N.J. (September 30, 2010) - Avis Budget Group, Inc. (NYSE: CAR) today issued the following statement regarding the Dollar Thrifty Automotive Group, Inc. (NYSE: DTG) stockholder vote and Avis Budget's commitment to pursue the acquisition of Dollar Thrifty:

Dollar Thrifty stockholders' rejection of the proposed merger with Hertz Global Holdings, Inc. (NYSE: HTZ) represents a key milestone in Avis Budget's plan to acquire Dollar Thrifty.

As previously announced, Avis Budget intends to continue to diligently pursue antitrust clearance and will commence an exchange offer for Dollar Thrifty's shares at our recent offer price within the next 10 business days. We also stand ready to sign the merger agreement previously provided to Dollar Thrifty, amended to include a \$20 million reverse termination fee.

As Hertz has stated its intention to immediately terminate its merger agreement and end all efforts to acquire Dollar Thrifty, Avis Budget looks forward to engaging with Dollar Thrifty.

Citigroup and Morgan Stanley & Co. Incorporated are acting as financial advisors to Avis Budget Group, and Kirkland & Ellis LLP and Arnold & Porter LLP are acting as legal counsel.

About Avis Budget Group

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FOR IMMEDIATE RELEASE

AVIS BUDGET GROUP AND DOLLAR THRIFTY AUTOMOTIVE GROUP AGREE TO COOPERATE IN SEEKING REGULATORY APPROVAL

PARSIPPANY, N.J. and TULSA, OKLA., October 5, 2010 -- Avis Budget Group, Inc. (NYSE: CAR) and Dollar Thrifty Automotive Group, Inc. (NYSE: DTG) today released the following joint statement:

Following the termination of Dollar Thrifty's merger agreement with Hertz Global Holdings, Inc. (NYSE: HTZ), Dollar Thrifty and Avis Budget have agreed to cooperate with respect to Avis Budget's efforts to pursue antitrust clearance of the proposed acquisition by Avis Budget of Dollar Thrifty.

Avis Budget reaffirmed its commitment to diligently pursue antitrust clearance, as well as its commitment to continue to pursue an acquisition of Dollar Thrifty on the previously announced terms. However, Dollar Thrifty has requested that Avis Budget not commence an exchange offer at this time, as the parties work cooperatively with the antitrust authorities, and Avis Budget has agreed to defer doing so.

There can be no assurance on the timing or outcome of the efforts to secure antitrust clearance for the proposed transaction, that any agreement with respect to a transaction will be reached, or as to the timing or terms thereof. Avis Budget and Dollar Thrifty do not intend to make further announcements with respect to this matter unless so required under applicable law. Citigroup and Morgan Stanley & Co. Incorporated are acting as financial advisors to Avis Budget Group, and Kirkland & Ellis LLP and Arnold & Porter LLP are acting as legal counsel. Dollar Thrifty is being advised by J.P. Morgan and Goldman, Sachs & Co. and the law firm of Cleary Gottlieb Steen & Hamilton LLP.

About Avis Budget Group

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Filed by Avis Budget Group, Inc.
Commission File No.: 001-10308
Pursuant to Rule 425 under the
Securities Act of 1933, as amended

Subject Company:
Dollar Thrifty Automotive Group, Inc.
Commission File No.: 001-13647

Set forth below is an excerpt of the transcript for the third quarter 2010 earnings conference call held by Avis Budget Group, Inc. on November 4, 2010.

Ron Nelson – Avis Budget Group, Inc. – Chairman and CEO

I do want to comment briefly on the Dollar Thrifty opportunity up-front, so that we can then focus most of our time this morning on our business fundamentals. As you know, in July we submitted a bid to acquire Dollar Thrifty Automotive Group for \$46.50 per share in cash and stock and in September increased our offer to approximately \$53 per share. On September 30th, Dollar Thrifty shareholders voted not to approve the proposed merger with Hertz, and Hertz subsequently terminated its merger agreement with Dollar Thrifty and withdrew its antitrust application from the FTC. On October 5th, we and Dollar Thrifty announced that we had agreed to cooperate to pursue antitrust clearance of our proposed acquisition of DTG. We also affirmed our commitment to pursue an acquisition of Dollar Thrifty on the previously announced terms. Dollar Thrifty represents a substantial growth opportunity for our Company, and our offer represents a premium valuation to Dollar Thrifty shareholders. Beyond that, there isn't much to report. We continue to diligently pursue the proposed transaction. We and Dollar Thrifty have provided the FTC with literally millions of pages of documents and data, and we believe several of our competitors, licensees, and others have also provided large amounts of requested information to the government. The FTC is reviewing that information. And while we continue to have a regular, productive dialog with the FTC, they have not provided us with a view as to whether, when, or under what conditions they will approve our proposed transaction. We do believe it is appropriate for them to take the time to understand the fundamentals and competitive realities of the vehicle rental business. There are a significant number of details that cause our industry to differ sharply from others, and we continue to work cooperatively with the FTC to bring those details into clear focus. With that, we don't intend to say anything else or to speculate regarding the Dollar Thrifty transaction on this call. So... we'd ask you to refrain from asking any related questions during Q&A.

David Wyshner – Avis Budget Group, Inc. – Executive Vice President and CFO

In early October we sold \$400 million of high-yield bonds at an attractive 8.25% yield. We intend to use the proceeds of the offering to help fund our proposed acquisition of Dollar Thrifty or to repay outstanding corporate debt.

Forward-Looking Statements

Boilerplate omitted

DOLLAR THRIFTY AUTOMOTIVE GROUP AND AVIS BUDGET GROUP PROVIDE FTC UPDATE

TULSA, Okla. and PARSIPPANY, N.J., Jan. 11, 2011 -- Dollar Thrifty Automotive Group, Inc. (NYSE: [DTG](#)) and Avis Budget Group, Inc. (Nasdaq: CAR) today released the following joint statement:

(Logo: <http://photos.prnewswire.com/prnh/20020412/DTGLOGO>)

(Logo: <http://photos.prnewswire.com/prnh/20110111/DA27917LOGO>)

As previously reported, following the termination of Dollar Thrifty's merger agreement with Hertz Global Holdings, Inc., Dollar Thrifty and Avis Budget have been cooperating to pursue antitrust regulatory clearance of a potential acquisition of Dollar Thrifty's common stock by Avis Budget.

During this period, Avis Budget and Dollar Thrifty have presented to the Federal Trade Commission ("FTC") a jointly held view that the potential transaction would not reduce competition in the rental car industry. Each believes that intense competition from Enterprise/Alamo/National and Hertz/Advantage, as well as numerous smaller brands, would continue after the proposed transaction. In addition, Avis Budget has expressed the view that a merger with Dollar Thrifty would result in significant cost savings and other operational efficiencies. These synergies and the increased ability of the combined company to compete against other competitors in the marketplace will benefit all rental car consumers, particularly Dollar Thrifty's core leisure customers.

Avis Budget and Dollar Thrifty believe substantial progress has been made in the discussions with the FTC on these issues, but the FTC's position with respect to the competitive issues remains uncertain. The two companies have produced millions of pages of documents and provided vast amounts of data to the FTC regarding the car rental industry and their respective businesses as part of a "Second Request" review process. Avis Budget and Dollar Thrifty each have notified the FTC of their intention to certify substantial compliance with the Second Requests on a timetable that would require an official decision from the FTC by the end of March or early April.

As the FTC review process continues, Avis Budget and Dollar Thrifty remain focused on building their individual businesses to drive continued growth and maximize value for shareholders. Dollar Thrifty and Avis Budget reiterate that they have no agreement with respect to any merger or other business combination, and that there can be no assurance that any such transaction (or the terms thereof) can be agreed upon.

Dollar Thrifty is being advised by J.P. Morgan and Goldman, Sachs & Co. and the law firm of Cleary Gottlieb Steen & Hamilton LLP. Citigroup and Morgan Stanley & Co. Incorporated are acting as financial advisors to Avis Budget Group, and Kirkland & Ellis LLP and Arnold & Porter LLP are acting as legal counsel.

About Dollar Thrifty Automotive Group, Inc.

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Filed by Avis Budget Group, Inc.
Commission File No.: 001-10308
Pursuant to Rule 425 under the
Securities Act of 1933, as amended

Subject Company:
Dollar Thrifty Automotive Group, Inc.
Commission File No.: 001-13647

Set forth below is an excerpt of the transcript for the fourth quarter 2010 earnings conference call held by Avis Budget Group, Inc. on February 17, 2011.

Ron Nelson—Avis Budget Group, Inc.—Chairman and CEO

However...since I do want our strategies and outlook to be the focus of much of this call, let me first tackle the elephant in the room – our proposed acquisition of Dollar Thrifty. We remain committed to acquiring Dollar Thrifty. It is an important growth opportunity for our company, one which moves us squarely into the deep value renter space, one which results in significant consolidation efficiencies, and one which we believe enhances competition in the marketplace.

We have been working closely with DTG and their counsel in order to obtain antitrust clearance for our proposed transaction. We have had good dialog with FTC staff over the last few months about the complexities of our industry, and we hope to gain clarity from the FTC in the coming weeks about what actions, if any, would be required of us in order to obtain antitrust clearance. In fact, with our certification of substantial compliance with the FTC's second request earlier this month, we have taken a further step toward securing the greater clarity that both we and DTG would like.

Despite the relative absence of financial press surrounding this transaction in the last few months, our discussions with the FTC have been very constructive, although we are not yet at a point of resolution. Beyond that, I don't think there is much else for us to report at this time.

Forward-Looking Statements

Boilerplate omitted

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Filed by Avis Budget Group, Inc.
Commission File No.: 001-10308
Pursuant to Rule 425 under the
Securities Act of 1933, as amended

Subject Company:
Dollar Thrifty Automotive Group, Inc.
Commission File No.: 001-13647

Set forth below is an excerpt of the transcript for the first quarter 2011 earnings conference call held by Avis Budget Group, Inc. on May 4, 2011.

Ron Nelson - Avis Budget Group, Inc. - Chairman and CEO

Lastly, let me tackle our proposed acquisition of Dollar Thrifty. While 99.98% of our employees are focusing on delivering results for our shareholders, a small handful of us and a gaggle of lawyers and bankers are also focusing on driving this proposed acquisition to the finish line.

In short, there is not much to report. While we had hoped to have more news related to DTG to share with you by now, sometimes things take longer than one would like. So while we still aren't ready to talk publicly about our discussions with the FTC, rest assured that we have been working hard on this front and that we remain committed to acquiring Dollar Thrifty. It remains an important growth opportunity for our company, one that moves us squarely into the value arena, results in significant consolidation efficiencies, and, we believe, based on every acquisition completed in the car rental space in the last 10 years, only enhances competition in the industry.

We continue to work closely with DTG and their counsel in order to obtain antitrust clearance for our proposed transaction, and we continue to have a good, constructive dialog with the FTC.

In short, while the acquisition of Dollar Thrifty is an important objective for us, we have also been taking significant steps to manage our organic growth and profitability – and the strength of our first-quarter results highlights the potential that we are unlocking. Beyond that, I really don't think there is anything further to say on the topic.

Forward-Looking Statements

Boilerplate omitted

Hertz Global Holdings to Hold Conference Call Regarding Proposed Acquisition of Dollar Thrifty

PARK RIDGE, NJ, May 09, 2011 (MARKETWIRE via COMTEX) -- Hertz Global Holdings, Inc. (NYSE: HTZ), the parent company of The Hertz Corporation, the world's largest general use airport car rental company and a leading equipment rental company in the United States and Canada, will hold a conference call later today to discuss its proposed acquisition of Dollar Thrifty Automotive Group, Inc. (NYSE: DTG).

The call will be held at 8:30 a.m. ET and will remain available for audio replay one hour following the conclusion of the call until May 23rd.

A press release detailing the proposed acquisition can be found at www.hertz.com/investorrelations.

Conference Call Dial-In Information: Time/Date: 8:30 a.m. ET, Monday May 9, 2011 Phone: (800) 288-9626 (U.S.) (612) 332-0802 (International) Conference Title: Hertz Update Passcode: 203997

The call can be accessed by providing the title or passcode to the operator.

Replay Dial-In Information: Phone: (800) 475-6701 (U.S.) (320) 365-3844 (International) Passcode: 203997

This call will also be available through a live audio webcast. This webcast can be accessed through a link on the Investor Relations section of the Hertz website, www.hertz.com/investorrelations.

About Hertz

Boilerplate omitted

Filed by Hertz Global Holdings, Inc.
Pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14d-2(b) of the Securities Exchange Act of 1934

Subject Company:
Dollar Thrifty Automotive Group, Inc.
Exchange Act File No. 001-13647





Additional Information

Hertz Global Holdings, Inc. ("Hertz") has filed a Registration Statement on Form S-4 and will file a Tender Offer Statement on Schedule TO (collectively, with the accompanying Letter of Transmittal and related documents, the "Exchange Offer Documents") with the Securities and Exchange Commission (the "SEC") in connection with the proposed offer (the "Exchange Offer") by HDTMS, Inc., a wholly owned subsidiary of Hertz, to exchange each issued and outstanding share of common stock of Dollar Thrifty Automotive Group, Inc. ("Dollar Thrifty") for \$57.60 in cash and 0.8546 shares of Hertz common stock. The Exchange Offer has not yet formally commenced. This communication is for informational purposes only and does not constitute an offer to exchange, or a solicitation of an offer to exchange, shares of Dollar Thrifty common stock, nor is it a substitute for the Exchange Offer Documents. The Exchange Offer will be made only through the Exchange Offer Documents.

Security holders and investors may obtain, when available, any of the foregoing documents, including the Exchange Offer Documents, for free by visiting EDGAR on the SEC website at www.sec.gov. The Exchange Offer Documents will also be available free of charge from Hertz following commencement of the Exchange Offer. SECURITY HOLDERS AND INVESTORS OF HERTZ AND DOLLAR THRIFTY ARE URGED TO READ ANY SUCH DOCUMENTS CAREFULLY IN THEIR ENTIRETY BEFORE MAKING ANY INVESTMENT DECISION WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.

All information in this presentation concerning Dollar Thrifty, including its business, operations and historical and projected financial results, was obtained from public sources. While Hertz has no knowledge that any such information is inaccurate or incomplete, Hertz has not had the opportunity to verify any of that information.



Forward-Looking Statements

Certain statements contained herein constitute forward-looking statements. These statements are based on the current expectations and beliefs of Hertz and are subject to a number of risks, uncertainties and assumptions that could cause actual results to differ materially from those described in the forward-looking statements. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. Risks, uncertainties and assumptions include the possibility that (1) Hertz may be unable to obtain regulatory approvals required for the exchange offer or may be required to accept conditions that could reduce the anticipated benefits of the exchange offer as a condition to obtaining regulatory approvals; (2) Dollar Thrifty stockholders may not tender a sufficient number of shares into the exchange offer or Hertz may otherwise be unable to consummate the exchange offer; (3) the length of time necessary to consummate the exchange offer may be longer than anticipated; (4) problems may arise in successfully integrating the businesses of Hertz and Dollar Thrifty and Hertz may not realize the anticipated synergies and other benefits following the exchange offer; (5) the exchange offer may involve unexpected costs; (6) the Hertz and Dollar Thrifty businesses may suffer as a result of uncertainty surrounding the exchange offer; and (7) Hertz and/or Dollar Thrifty may be adversely affected by the other risks described in the SEC reports of Hertz and Dollar Thrifty. Because forward-looking statements involve risks and uncertainties, actual results and events may differ materially from results and events currently expected by Hertz. Hertz assumes no obligation and expressly disclaims any duty to update the information contained herein except as required by law.



Summary Deal Terms & Structure

PURCHASE PRICE

- \$72.00 per share purchase price (based on 5/6 Hertz stock price)
- Equity Value of \$2.2 billion
- Corporate Enterprise Value of \$1.9 billion
- 26% Premium to 90-Day Avg. Price
- 18% Premium to 60-Day Avg. Price
- LTM EBITDA multiple of 7.6x

DEAL STRUCTURE

- Exchange Offer
- Consideration of 80% cash / 20% stock
- No financing contingency

KEY CONDITIONS

- Antitrust clearance
- Majority minimum tender
- Approval under Delaware 203



A Superior Proposal for DTG Shareholders

- Attractive offer to DTG shareholders
- Hertz is likely to obtain FTC clearance
- Hertz is offering certain value on an accelerated timetable
- Exchange offer ensures fastest path to closing
- Hertz offer is not subject to any financing condition
- Avis has been working to obtain FTC clearance for a year and still has no visible path to FTC clearance



Strategic Benefits and Synergies

STRATEGIC BENEFITS

- Provides Hertz with multiple strategic options to address corporate and leisure business and compete with multi-brand peers in all three tiers of the market
- Provides instant scale in mid-tier value segment with established brand and airport infrastructure
- Allows Hertz to aggressively pursue mid-tier value and premium segments with dedicated brands

SIGNIFICANT SYNERGY POTENTIAL

- Identified meaningful cost synergies related to:
 - Fleet
 - IT systems
 - Procurement

Hertz®

Highly Complementary Brands

Hertz®

- Premier global brand
- A leading car rental provider in U.S. and Europe
 - #1 worldwide general used car rental brand
 - Strong premium brand in business and leisure sectors of the U.S. market
 - Best-in-class service reputation
 - Approximately 8,500 locations
- One of the largest equipment rental operators in U.S. and Canada combined based on 2010 revenues
 - Diversified revenue mix
 - Approximately 320 locations

***Dollar Thrifty
Automotive Group, Inc.***

- Well positioned “value” player in the U.S. market
- Significant footprint and infrastructure
 - 12% - 13% of all airport revenues
 - Strong share of value rentals at certain key leisure airports
 - Strong partnerships with tour operators and travel agencies
- Approximately 1,575 locations
 - 300 corporate-owned locations
 - 1,275 franchisee locations (in 82 countries)

7



Overview of Combined Company

	2010		
	HERTZ	DOLLAR THRIFTY	PRO FORMA COMBINED COMPANY
REVENUE	\$7.6bn	\$1.5bn	\$9.1bn
GROSS EBITDA (% MARGIN)	\$2.8bn (37%)	\$0.6bn (41%)	\$3.4bn (38%)
CORPORATE EBITDA (% MARGIN)	\$1.1bn (15%)	\$0.3bn (17%)	\$1.4bn (15%)

Hertz®

A Multi-Brand Rental Car Leader

- Hertz will be able to enhance its portfolio with a “mid-tier value” brand

Hertz®

- Premium global brand competing with Avis, National
- Corporate, higher-end leisure, special occasions
- High service, higher-end fleet mix
- Making inroads in Off-Airport segment historically dominated by Enterprise

Dollar Thrifty Automotive Group, Inc.

- Middle market airport brands competing with Budget, Enterprise, Alamo
- Value proposition emphasizing lower price but consistently delivering essential services (speed, reliability)
- Consider dual brand operationally, but keep separate for marketing, positioning, e.g., separate websites

connect
by Hertz

- Next generation car rental in urban, university and corporate markets; significant scalability
- Competes against Zipcar, Enterprise, and international companies
- Platform for future, green rental concepts (e.g. electric cars)
- High-tech, high-touch customer service model



Financial Benefits

- EPS accretive to Hertz shareholders in first full year following transaction close
- Significant potential cost synergies identified
- Committed to maintaining a strong, flexible balance sheet
- Anticipated financing to come from cash on hand and new borrowings

10



Factors Driving Higher Offer Price

- Overall industry outlook has improved
- Valuation multiples (2011 EBITDA) for Hertz and Avis on average have increased approximately 20% since September 30, 2010
- Residual values have also improved and appear to be sustainable in the near-term
- As a result, Dollar Thrifty's expected 2011 corporate EBITDA has increased meaningfully since last fall

11



August 2010 GUPPI Analysis

- Last August, Hertz provided an antitrust analysis comparing potential Hertz and Avis acquisitions of DTG using, among other things, the Gross Upward Price Pressure Index (“GUPPI”) economic test.
- GUPPI:
 - Economic formula used to evaluate the “upward pricing pressure” from a proposed merger on each of the merging brands (before netting out cost savings)
 - GUPPI addresses anticompetitive pricing power of combined companies post merger
 - Concept endorsed by new FTC/DOJ Merger Guidelines - August 2010
 - GUPPI score under 5% indicates low risk of unilateral price increase; GUPPI score over 10% suggests more significant concern for unilateral price increase



August 2010 GUPPI Analysis

■ For Hertz - Dollar Thrifty:

- The combined entity generated GUPPI scores of under 5.0% except at Las Vegas (5.01%)
- Indicates low risk of unilateral price increases from Hertz-Dollar Thrifty transaction

■ For Avis Budget - Dollar Thrifty:

- For 99% of Dollar Thrifty revenue earned at U.S. airports, the combined entity generated a GUPPI score exceeding 5%

No surprise that Avis hasn't received FTC clearance after a year of trying



Key Next Steps

- Complete Advantage divestiture process
- Finalize consent decree with FTC
- Commence discussions with Dollar Thrifty to reach a consensual deal
- Secure support of Dollar Thrifty shareholders in favor of a transaction with Hertz

425 1 form425.htm TRANSCRIPT

Filed by Hertz Global Holdings, Inc.
Pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14d-2(b) of the Securities Exchange Act of 1934

Subject Company:
Dollar Thrifty Automotive Group, Inc.
Exchange Act File No. 001-13647

Boilerplate omitted

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On May 9, 2011, Hertz hosted a conference call at 8:30 a.m. EDT with analysts, investors and other interested parties concerning the proposed acquisition of Dollar Thrifty by Hertz. A transcription of the conference call follows.

CORPORATE PARTICIPANTS**Leslie Hunziker**

HERTZ CORP - VP IR

Mark Frissora

HERTZ CORP - Chairman, CEO

Elyse Douglas

HERTZ CORP - CFO

CONFERENCE CALL PARTICIPANTS**Rich Kwas**

Wells Fargo Securities - Analyst

Chris Agnew

MKM Partners - Analyst

Emily Shanks

Barclays Capital - Analyst

John Healy

Northcoast Research - Analyst

Bill Kavalier

Oscar Gruss & Son - Analyst

Sam Savah

JPMorgan - Analyst

Sachin Shah

CapStone Global Markets - Analyst

Lin Yang

United First Partners - Analyst

Vlad Shteynberg

Realm Partners - Analyst

Tony Rainer

Cantor Fitzgerald - Analyst

Dennis Hong

Altimeter Capital - Analyst

William Popper

ICAP - Analyst

PRESENTATION

Operator

Ladies and gentlemen, thank you for standing by, and welcome to the Hertz update conference call. At this time, all participants are in a listen-only mode. Later we will conduct a question-and-answer session; instructions will be given at that time. (Operator Instructions) As a reminder, this conference is being recorded. I would now like to turn the conference over to Leslie Hunziker. Please go ahead.

Leslie Hunziker - HERTZ CORP - VP IR

Good morning, everyone, and thanks for joining us today. We will be using a slide presentation during the call, which is available on Hertz's website. At the conclusion of our prepared remarks, we'll open the call for Q&A regarding the exchange offer. But first I'll start with a few required legal statements.

Today, Hertz has filed a Registration Statement on form S-4, and will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission in connection with the proposed offer by HDTMS Inc, a wholly-owned subsidiary of Hertz, to exchange each issued and outstanding share of common stock of Dollar Thrifty Automotive Group, Inc for \$72, consisting of \$57.60 in cash and 0.8546 shares of Hertz common stock. This is based on Hertz's closing stock price on May 6.

The exchange offer has not yet formally commenced. This call is for informational purposes only and does not constitute an offer to exchange or a solicitation of an offer to exchange shares of Dollar Thrifty common stock, nor is it a substitute for the Registration Statement and Schedule TO. The exchange offer will be made only through these documents.

Security holders and investors may obtain, when available, any of the foregoing documents, including the Registration Statement and Schedule TO for free by visiting EDGAR on the SEC website at www.SEC.gov. In addition, any of the foregoing documents will also be available free of charge from Hertz following commencement of the exchange offer. Security holders and investors of Hertz and Dollar Thrifty are urged to read any such documents carefully in their entirety when they become available before making any investment decisions, because they will contain important information.

Certain statements made today will constitute forward-looking statements. These statements are based on the current expectations and beliefs of Hertz, and are subject to a number of risks, uncertainties, and assumptions that could cause actual results to differ materially from those described in the forward-looking statement. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. Slide 3 lists some of these risks, uncertainties, and assumptions. For examples of other such risks, uncertainties, and assumptions, please see the FTC reports of Hertz and Dollar Thrifty. Hertz assumes no obligation and expressly disclaims any duty to update the information provided on today's call, except as required by law.

With that, I'll turn the call over to Mark Frissora, Hertz's Chairman and CEO.

Mark Frissora - HERTZ CORP - Chairman, CEO

Thanks, Leslie, and good morning, everyone. Thank you for joining us. I'll start with a brief overview of our announcement today before walking through the presentation and taking your questions. We have today announced that we are re-engaging to pursue a transaction with Dollar Thrifty. We believe our proposal represents a compelling opportunity for Dollar Thrifty shareholders in terms of both value and deal certainty. Moreover, it puts us in position to close a deal with Dollar Thrifty on an accelerated basis, delivering value to Dollar Thrifty shareholders as quickly as possible.

With that said, let's go to the specifics of the deal terms and structure outlined on slide 4. We are offering Dollar Thrifty shareholders \$72 per share in a mix of 80% cash and 20% Hertz stock, based on Hertz closing stock price on May 6, 2011. By any measure, this offers DTG shareholders significant value. It represents a 26% premium to DTG's 90-day average share price, and 18% premium to DTG's 60-day average share price, and a 7.6 times multiple of DTG's LTM EBITDA. It also represents a 24% premium to the entirely hypothetical price Avis announced over 7 months ago. These are substantial premiums, especially after taking into account the large take-over speculation premium already included in DTG's current stock price.

We are serious about completing a deal, and our goal is to close this deal as quickly as possible, since speed is clearly in the best interest of both companies. That is why we have made an exchange offer. This structure offers us the fastest path to closing. We are now in a position to pursue our immediate goal of obtaining FTC clearance. We don't want to get out in front of the FTC, but we are aiming to close before the end of the third quarter.

Turning to slide 5, our proposal offers immediate and superior value, as well as deal certainty to DTG's shareholders. If you look at the concrete offer we have made today versus the entirely hypothetical one Avis made over 7 months ago, it is not hard to see which of us is in the more credible position.

Looking at Hertz, we are offering DTG shareholders a superior proposal both in terms of premium and deal certainty. Moreover, we have begun discussions with the FTC, and are confident we will be able to obtain FTC clearance on an accelerated basis. We're willing to divest our Advantage brand and related assets, and have already made substantial progress in that regard.

In contrast, Avis has never put its money where its mouth is, in terms of making a concrete offer for DTG. Avis seems unable or unwilling to obtain FTC clearance, having now spent an entire year in the FTC with nothing to show for its efforts except legal fees and missed deadlines.

Slide 6 lays out some of the strategic benefits and synergies of the proposed acquisition. The combination of Hertz and Dollar Thrifty would create a global multi-brand rental car leader offering customers a full range of rental options through its market-leading brands. This combined Company would be able to compete even more effectively and efficiently against other multi-brand car rental companies, while allowing Hertz to aggressively pursue mid-tier value and premium segments with dedicated brands. Moreover, we have identified a number of meaningful cost synergies, primarily in fleet, IT systems, and procurement.

Turning to slide 7, I'm not going to spend too much time on this next slide, but I thought it was helpful to show just how complementary Hertz and Dollar Thrifty are, and why a combination of our 2 Companies is so compelling. Slide 8 shows the increased scale of the combined Company with total revenues of \$9.1 billion, gross EBITDA of \$3.4 billion, and corporate EBITDA of \$1.4 billion. The combined Company will also have attractive margins. On slide 9 you'll see that Dollar Thrifty would provide Hertz with a mid-tier value brand that is associated with leisure travel, and has strong partnerships in the value segment. If you look at the brands side by side like this, you get a feel for the growth potential from leveraging our combined brand portfolios, and unparalleled value and service reputations.

Slide 10 lists some of the financial benefits of the proposed transaction with Dollar Thrifty, which are compelling. The deal is EPS accretive to Hertz shareholders in year 1. In addition, our balance sheet would remain strong and flexible post transaction.

Slide 11 summarizes the key drivers of our increased offer price for Dollar Thrifty. The demand and growth outlook for the sector has improved as the overall economy and the travel industry have rebounded. Valuation multiples for both Hertz and Avis are higher, reflecting the improved sector outlook. Residual values for used cars have also improved, and appear sustainable in the near term.

And now to slide 12. It comes as no surprise to us that Avis appears to be bogged down at the FTC. You may recall that last August, Hertz presented its own preliminary analysis of the antitrust risk posed by a merger of either Hertz or Avis Budget with Dollar Thrifty. The presentation reviewed by key pricing data, and the results of a pricing test, gross upward pricing pressure index, or affectionately called GUPPI, which the US Government uses to evaluate the potential antitrust risk posed by merger transactions. The GUPPI test is, in effect, a screen to measure what the merger of 2 competitors might provide the merged firm with the power to raise prices on any of its product in any given market. The GUPPI results from our test last August are repeated on the next slide.

As you see on slide 13, both the pricing data and the GUPPI results presented last summer supports Hertz's view that an Avis Budget/Dollar Thrifty transaction involved greater potential antitrust risk across many more airports than did a Hertz/Dollar Thrifty merger. Not surprisingly, the FTC has spent a fair amount of time reviewing those potential risks, and it appears to us that the agency has concluded that the deal is a problem at a large number of airports. Of course, a large problem requires a large fix, and thus, it is not surprising that a year after trying, Avis has come up short in its attempt to gain FTC clearance.

I imagine there will be quite a few questions relating to deal certainly and anticipated timelines, especially based on the Avis model spending an entire year talking to the FTC with nothing to show for it. On slide 14, we've laid out the key next steps so you can easily see our roadmap to completion. First, complete the divestiture of Advantage, a process we've already commenced. Second, finalize Consent Decree with the FTC, of which we are confident. Third, commence discussions with DTG to reach a friendly, consensual deal. And finally, secure the support of DTG shareholders to approve this transaction.

I want to reiterate my earlier point that we are serious about getting this deal done, and believe we are in a position to quickly give ironclad closing certainty to both Hertz and Dollar Thrifty shareholders. Thank you for your time, and I will now take your questions.

QUESTIONS AND ANSWERS

Operator

(Operator Instructions) Rich Kwas, Wells Fargo Securities.

Rich Kwas - *Wells Fargo Securities - Analyst*

Could you please give us a view of what has changed here with -- why go ahead now with the offer? I think the industry people have kind of thought that Avis Budget would be able -- there would be some resolution with regards to their ability to purchase Dollar Thrifty some time in late March early April. We haven't heard anything. We're a month past -- month plus past that. What's changed on your end where you've said to go ahead and move forward?

Mark Frissora - *HERTZ CORP - Chairman, CEO*

I think you kind of said it, actually. We've been waiting and watching for a long time now, and after hearing the earnings calls last week, we realized that there was no progress. All the while we've been monitoring at the FTC, and we thought given the news of last week, the timing was right for us to go forward.

Rich Kwas - *Wells Fargo Securities - Analyst*

Do you have more conviction? You've had pretty good conviction on your end, but do you have, just based on what the extended period of time here, is that giving you more conviction that they can't go ahead and consummate this transaction?

Mark Frissora - *HERTZ CORP - Chairman, CEO*

Yes, it's given us more conviction on that. Whether or not they get a deal done or not will be determined on how many revenues are carved out of their deal. They don't have an offer on the table right now; there's no offer from Avis right now. In order for them to get approval from the FTC, we think it's highly likely that they have a carve-out that is very large \$600 million to \$700 million, versus our carve out, which will be much less, and therefore, it's easier for us to get a deal approved and faster, from antitrust clearance standpoint, an easier transaction to consummate.

Rich Kwas - *Wells Fargo Securities - Analyst*

And on the Advantage car value -- it's running at \$290 million. Is there any additional revenue that you think you would have to divest?

Mark Frissora - *HERTZ CORP - Chairman, CEO*

There may be some more revenues that are possible. We'll know more from the FTC this week. We've already been in there a couple of times pitching, so feel pretty confident that we'll get it done with a small amount of revenue after that. What's small? I think that will be defined by the FTC; but feel good that the Advantage divestiture goes a long way toward satisfying them. And maybe some other select airports that we may have to talk about.

Rich Kwas - *Wells Fargo Securities - Analyst*

And then last question. Last year, you talked about \$180 million of gross synergies over a multi-year time frame. You talked about significant or material cost savings in the presentation. Any new reason to believe that most of those are not still intact?

Mark Frissora - *HERTZ CORP - Chairman, CEO*

We still believe there are significant synergies that -- for the combined Companies. And still around the same areas that we discussed. Obviously, fleet is a big one, and then IT and procurement are the other 2 big areas of synergies. And so no, we still believe there are significant synergies there.

Operator

Chris Agnew, MKM Partners.

Chris Agnew - *MKM Partners - Analyst*

I just wanted to ask about Advantage, or if you could expand on your comments that you've initiated discussions there. And can you also frame what the level of interest was back in November and December when you started this discussions?

Mark Frissora - *HERTZ CORP - Chairman, CEO*

With Advantage right now, we've already -- have 5 interested parties, and we've already put together a book, and we've been working with those interested parties. Advantage is obviously a vibrant and growing brand, and we feel good about the ability to sell Advantage in a short period of time, given the level of interest and the amount of preparation that we've already gone into preparing the book and talking to several of those people already. There's a total of 8 people that have actually signed NDA's. And then we have about 5 that are actually interested and in stages of discussion.

Chris Agnew - *MKM Partners - Analyst*

And with respect to reaching a friendly, consensual deal with DTG -- if you were to do that, would you remain on the same timeline with this exchange offer, or would that need to change?

Mark Frissora - *HERTZ CORP - Chairman, CEO*

Absolutely. Definitely a friendly deal. I reached out to Scott last night and talked to him. And the timeline would be the same timeline, absolutely.

Chris Agnew - *MKM Partners - Analyst*

I know you don't include them the same way to cost synergies, but you've framed before opportunities for revenue synergies with DTG. I wonder what your thoughts are there?

Mark Frissora - *HERTZ CORP - Chairman, CEO*

We certainly think there are revenue synergies. I think in the past we've talked about internationally the ability to expand the Thrifty franchise to multiple locations globally, as well as in Europe where we need what I would call a leisure brand. And so it would really work well in Europe. Right now we have Advantage already opened up in 8 airports, and we think Thrifty would be equally successful, if not more so, because of the brand-name recognition. So those are obvious revenue synergies.

And also, obviously it helps us to have -- for our corporate customers we are able to offer corporate customers Dollar and Hertz combined on a rate card. That puts us in an advantageous position against competition. For example, Enterprise has Enterprise International; Avis has Avis and Budget, and Advantage, in the Spartan segment, is too low-priced to be on the same rate card with Hertz with a corporate customer. This gives us -- this fills in the middle for us. It allows us to be competitive with competition out there right now where we are really uncompetitive.

Operator

Emily Shanks, Barclays Capital.

Emily Shanks - *Barclays Capital - Analyst*

I just had 2 quick questions around the capital structure. First, this has not changed your goal of becoming investment grade, correct?

Mark Frissora - *HERTZ CORP - Chairman, CEO*

No, not at all.

Emily Shanks - *Barclays Capital - Analyst*

And secondly, you have significant cash and ABL availability and financial flexibility to pay for this, but would you consider visiting the debt markets to fund a portion of this?

Mark Frissora - *HERTZ CORP - Chairman, CEO*

Absolutely. Yes, we will.

Operator

John Healy, Northcoast Research

John Healy - *Northcoast Research - Analyst*

I wanted to ask a little bit more about the FTC. Could you try to provide us with more color regarding the components or the process and where that lies today? There's been a lot of commentary with second requests and things along those lines. Can you share with us where you're at today; what you need to do and where things are with them?

Mark Frissora - *HERTZ CORP - Chairman, CEO*

Yes. In terms of second request, we really believe -- they may or may not ask us for a second request, depending on our discussions with them over the next week or 2. We have already fulfilled all of the second request requirements, so we already spent the money, and we are ready to give second request at a moment's notice. So we're in really good position to move expeditiously in the process going forward.

John Healy - *Northcoast Research - Analyst*

Is your experience with this process so far -- can you try to give us some color on what you think the big sticking points are maybe in terms of how they are looking at consolidation? Is it market share, is that the number brands in markets? Just trying to understand what you've learned so far.

Mark Frissora - *HERTZ CORP - Chairman, CEO*

We think it's 4 brands going to 3. That's one of the biggest issues. And that consolidation. They'd like to keep 4 brands out there. And then the second thing would be market share and price. So those are the second and third place things they look at. So it's all in totality.

Frankly, it's a little bit of a black box. I don't think there's a lot of factors that they consider; very holistic in the way they look at things. But I think the biggest issue that they're probably looking at right now is consolidation, going from 4 to 3.

John Healy - *Northcoast Research - Analyst*

And just for a clarification standpoint, have you guys put any thoughts around when you'd begin -- ready to commence the exchange offering, or is this something you are going to wait a little bit on?

Mark Frissora - *HERTZ CORP - Chairman, CEO*

Next week we'll be actually be commencing it.

Operator

Bill Kavalier, Oscar Gruss.

Bill Kavalier - *Oscar Gruss & Son - Analyst*

Couple questions. First off, if you're so convinced that Avis is not going to make it through the FTC, why not just wait?

Mark Frissora - *HERTZ CORP - Chairman, CEO*

Well, I think that they possibly could make it to the FTC if they are willing to carve out a large amount of assets. And if they're willing to do that, the deal becomes less financially attractive for them. Whereby with us, we are willing to do the deal, and we have carved out less assets, and we have capacity to do the deal, and it would be more attractive for us.

So headline is, we have -- it is possible for Avis to clear, probably, the FTC if they're willing to carve out and do everything the FTC wanted, and I think that's what has been taking so long. They haven't wanted to do what the FTC wanted. And if they do, do it, it becomes a large sum of assets.

Bill Kavalier - *Oscar Gruss & Son - Analyst*

And you said you've got 8 to NDA's. I guess this is from the previous go-around? And you've got -- you went back and talked to 5 guys? Is that what happened?

Mark Frissora - *HERTZ CORP - Chairman, CEO*

The 8 NDA's are from this go-around.

Bill Kavalier - *Oscar Gruss & Son - Analyst*

From this go around. Can you characterize what kind of buyers you've got?

Mark Frissora - *HERTZ CORP - Chairman, CEO*

No. Can't talk about that at all. That's confidential. Obviously in discussion, and we all signed confidentiality agreements.

Operator

[Siqib Mirza], Chase Morgan.

Sam Savah - *JPMorgan - Analyst*

Hi this is Sam [Savah] from JPMorgan. Congratulations, and a great move. I'm just curious what if -- you've put a gun to a Avis's head. Let's say they come back and trump your bid and they offer a hell-or-high-water clause. How would you respond to that? Hell-or-high-water will clause with respect to the FTC?

Mark Frissora - *HERTZ CORP - Chairman, CEO*

What we're going to do is we're going to continue to pursue FTC approval, and our price will probably remain constant until we get a Consent Decree. At that point in time, that's the right time for any negotiation to go on. But it wouldn't surprise me if Avis comes back with some kind of an offer. That wouldn't surprise me. But were not in a position here to go back and forth on bidding until there's a resolution of the FTC issue. And that's what we're pushing for. So we made a tender offer. We're now going to push through FTC approval, and once we have that, we can finalize the terms and conditions of our offer.

Sam Savah - *JPMorgan - Analyst*

So if they come back with a higher bid, you're just going to continue to work through the FTC process and then figure it out from there?

Mark Frissora - *HERTZ CORP - Chairman, CEO*

That's exactly right.

Operator

Sachin Shah, CapStone Capital Global.

Sachin Shah - *CapStone Global Markets - Analyst*

I just wanted to clarify this accretion. So previously stated about \$180 million in synergies. I want to find out how much it is right now based on the terms. And just curious to find out why you made the breakdown 80/20 and any reason why \$72?

Mark Frissora - *HERTZ CORP - Chairman, CEO*

Those are all answered in the press release, I thought. In terms of the -- if you want to look at the synergies, we think they are significant synergies. We haven't put a number out at this time because we ended up getting into a lot of different numbers in the discussions for last time. So we think the synergies are significant.

In terms of the -- what price of \$72. It's a 7.6% multiple Dollar Thrifty's LTM EBITDA for the period ended March 31, 2011. So that multiple is a premium to what they've historically traded at. In '07, they traded at 6.5.

Historically, before '07, they traded around 5.5. So we think we've given a full premium of 1 to 2 times EBITDA multiple premium given what historical multiples have been. We feel that was a fair offer out of the chute. That's kind of how we came up with it. It's a certainly an 18% premium to their 60-day average share price and 26% to their 90-day average share.

Sachin Shah - *CapStone Global Markets - Analyst*

So this is based on your advisors and you making the decision. This is not you talking to DTG shareholders or the Board in any way.

Mark Frissora - *HERTZ CORP - Chairman, CEO*

That's correct. We are not talking -- I mean we reached out to DTG and told them what we were going to do, and we're doing this on a friendly basis. But there's no merger agreement. There's nothing in place here. This is a tender exchange.

Sachin Shah - *CapStone Global Markets - Analyst*

Aside from the FTC, and the FTC potentially reviewing the deal if it gets to a merger agreement. What other approvals are needed?

Mark Frissora - *HERTZ CORP - Chairman, CEO*

Just the FTC approval is what will be needed. And then at that point in time we would hope to make negotiate a merger agreement of some sort with DTG. And then put it to a shareholder vote. And again, do this on a friendly basis. Maybe just an [exchange] offer.

Sachin Shah - *CapStone Global Markets - Analyst*

So just to clarify, if you were able to reach an agreement within the next few weeks, what's the soonest you can close the deal?

Mark Frissora - *HERTZ CORP - Chairman, CEO*

I'm not sure I heard you. Would you repeat the question?

Sachin Shah - *CapStone Global Markets - Analyst*

If you are able to successfully negotiate a transaction or DMA with the Board, when would be the soonest you could close the deal?

Mark Frissora - *HERTZ CORP - Chairman, CEO*

Q3. Same timing.

Operator

Lin Yang, United First Partners.

Lin Yang - *United First Partners - Analyst*

Just a quick question on the financial impact of this transaction on your leverage ratio, especially this relation to your covenants. I understand you have a covenant of 4.75 times for your senior term loan.

Mark Frissora - *HERTZ CORP - Chairman, CEO*

Elyse, you want to answer that? Elyse Douglas, the CFO.

Elyse Douglas - *HERTZ CORP - CFO*

We don't have financial leverage covenants anymore in our credit agreements, and the deal as proposed is credit neutral to slightly credit positive with the synergy.

Lin Yang - *United First Partners - Analyst*

So just to confirm, so the leverage ratio-- leverage ratio no longer hold for your Company

Operator

Vlad Shteynberg, Realm Partners.

Vlad Shteynberg - *Realm Partners - Analyst*

First of all, the synergies. Are those going to be lower than your estimates back in May of 2010 because DTG has made a bunch of the approvals to the fleet on their own? Is that a safe thing to say?

Mark Frissora - *HERTZ CORP - Chairman, CEO*

Synergies, again, we won't know until we get in and do the work. So I don't want to comment that they are going to be higher or lower. I want to just tell you they're significant, and we anticipate that we'll be able to deliver significant value to shareholders in this.

Vlad Shteynberg - *Realm Partners - Analyst*

And then what changed in your perspective on this deal since the time that you spoke about -- with reference to DTG at an investor presentation a few weeks ago where you were saying that the valuation is stretched.

Mark Frissora - *HERTZ CORP - Chairman, CEO*

In that conference, my comments were ambiguous, and the last thing I said was, never say never. What's changed is over the last several weeks, we have continued to monitor with the FTC as well as listen to the calls that were there last week. And those calls, and Dollar Thrifty's call and Avis Budget calls, those calls indicated there was just a lack of progress, and we thought the timing was right for us to jump in and push through, given the lack of progress and lack of visibility of what's happening with the FTC.

Vlad Shteynberg - *Realm Partners - Analyst*

Any change in terms of your view on the valuation of DTG?

Mark Frissora - *HERTZ CORP - Chairman, CEO*

Well certainly DTG reported very good results. And while they were down 29% on earnings per share year-over-year, they increased their guidance. . So that was a very positive sign that they are doing better than anticipated in the marketplace. And so while we felt they obviously have year-over-year reductions to some extent built around some of the car sale gains that they had last year that weren't necessarily repeating this year. At the same time they've got traction on their operations in both cost control. And that traction is something we thought was positive and provided positive momentum for us to get involved

Operator

Tony [Rainer], Cantor Fitzgerald.

Tony Rainer - *Cantor Fitzgerald - Analyst*

Congrats on your move today. Based on what you need to divest, would that factor into the final price that you might eventually come to terms with for a deal?

Mark Frissora - *HERTZ CORP - Chairman, CEO*

We've kind of factored in into our pricing and the way we think about things. So yes, I would say that as we finalize our arrangements with the FTC, you always look at what assets you have to divest. You have to think about that when you think about the value creation going forward in the Company.

If I had to divest of half the assets of Dollar Thrifty or half -- or \$700 million Hertz assets, obviously, that would have impact on the deal. So the answer to your question is yes, but we think we know where we're at on that. We feel confident that it's not a something that's going to hurt the transaction for us overall in terms of creating value.

Operator

Dennis Hong, Altimeter Capital.

Dennis Hong - *Altimeter Capital - Analyst*

Will there be a break up the associated with this deal as well?

Mark Frissora - *HERTZ CORP - Chairman, CEO*

No. We have negotiated no break-up fee. I think that 's something that we are not likely to negotiate, either.

Operator

William [Popper], ICAP.

William Popper - ICAP - Analyst

A couple of questions on the antitrust. First, in your estimate on the \$600 million to \$700 million divestitures for Avis, does that contemplate a brand?

Mark Frissora - HERTZ CORP - Chairman, CEO

What we think it could include -- yes, a third-party brand that they would bring to the table. It could -- it would be a divestiture of a Dollar Thrifty -- a Dollar Thrifty or Budget brand, so we don't know. Obviously, the FTC hasn't told us anything. But in terms of our lawyers looking at the alternative scenarios, there are multiple ones. One would be bringing in a third-party, a brand that is already recognized and having them buy selected assets. Another alternative would be to divest of 1 of those 3 brands.

William Popper - ICAP - Analyst

Can we assume that it's all corporate owned divestitures as opposed to the franchisees?

Mark Frissora - HERTZ CORP - Chairman, CEO

We would think so, but we don't know. That's something that -- it's difficult for us to imagine what the FTC is thinking there.

William Popper - ICAP - Analyst

Could you imagine them having to offer other services such as fleet buying and perhaps reservation systems?

Mark Frissora - HERTZ CORP - Chairman, CEO

Possibly.

Operator

And we have no further questions at this time. Please continue.

Mark Frissora - *HERTZ CORP - Chairman, CEO*

Thanks for joining us, everyone.

Operator

All right, ladies and gentlemen, this conference will be available for replay after 10.30 AM today through May 23 at midnight. You may access the AT&T teleconference replay system at any time by dialing 1-800-475-6701 and entering the access of 203997. International participants, please dial 320-365-3844. Those numbers again are 1-800-475-6701 and 320-365-3844 with the access code of 203997. That does conclude our conference for today. Thank you for your participation and for using AT&T Teleconference. You may now disconnect.

425 1 form425.htm FORM 425

Filed by Hertz Global Holdings, Inc.
Pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14d-2(b) of the Securities Exchange Act of 1934

Subject Company:
Dollar Thrifty Automotive Group, Inc.
Exchange Act File No. 001-13647

On May 9, 2011, Mark Frissora, Chairman and Chief Executive Officer of Hertz Global Holdings, Inc. ("Hertz"), sent the following email to employees of Hertz:

Dear Hertz Colleagues,

We have just announced that Hertz has restarted the process to acquire Dollar Thrifty. We are confident that we can obtain government and Dollar Thrifty shareholder consent and are committed to a fast path forward. It is clear that a combination of our companies will be mutually beneficial. Together we can pursue growth opportunities made possible by operating jointly, and we can achieve significant cost savings as well. We are also better positioned to compete against the current multi-brand, nationwide competitors, Avis/Budget and Enterprise/Alamo/National.

You may wonder why we are moving forward now after the unsuccessful Dollar Thrifty shareholder vote last fall. First, the vote did not prevent Hertz from re-engaging at any time of our choosing. Additionally, economic conditions continue to improve, creating revenue growth opportunities over the next several years. Moreover, Avis has been trying unsuccessfully for the past 12 months to secure government approval to buy Dollar Thrifty and all they have to show for their year-long efforts are "constructive discussions" with U.S. regulators. We don't believe Avis can get a deal done and the time is right to resolve this matter once and for all to our and Dollar Thrifty's satisfaction.

In contrast with Avis, we've picked up where we left off with the government last fall and we are confident we can secure its consent to proceed. Unfortunately, that will mean divesting Advantage Rent-a-Car in the U.S., which is not our preference, but it's clear that a merger with Dollar Thrifty becomes far more difficult if the government opposes the transaction.

Today, we are in the initial phases of this process, which we intend to fast-track. That being said, there are many reasonable questions employees will have today that won't have answers until after the transaction is completed. Nor can we be 100% certain that a transaction will occur. For these reasons, every Hertz (and Advantage) employee should stay focused on the tasks at hand. We are on track to have a very good year, but we need everyone to work towards beating our 2011 targets. To help out, we are doing everything in our power to limit involvement in the pre-merger process to a very small number of Hertz employees.

I will continue to communicate with all employees as key events in this process unfold.

Mark

Additional information

Boilerplate omitted

HERTZ PROPOSES ACQUISITION OF DOLLAR THRIFTY
OFFER REPRESENTS SUPERIOR VALUE AND SIGNIFICANT PREMIUM TO AVIS BUDGET'S
HYPOTHETICAL OFFER
DEAL CERTAINTY WITH A CLEAR REGULATORY PATH

PARK RIDGE, NJ, May 9, 2011--Hertz Global Holdings, Inc. (NYSE: HTZ) ("Hertz") today announced an exchange offer for all outstanding shares of Dollar Thrifty Automotive Group, Inc. (NYSE: DTG) ("Dollar Thrifty"). Hertz will offer Dollar Thrifty shareholders \$72.00 per share (based on Hertz's closing stock price on May 6, 2011), consisting of \$57.60 in cash and 0.8546 shares of Hertz. The offer represents:

- a 26% premium and 18% premium to Dollar Thrifty's 90-day and 60-day average share price, respectively;
- a 7.6x multiple of Dollar Thrifty's LTM EBITDA for the period ended March 31, 2011; and
- a 24% premium to the value of the entirely hypothetical price announced by Avis Budget Group, Inc. ("Avis Budget") over seven months ago,

based on the closing stock prices for Hertz and Avis Budget on May 6, 2011. These are substantial premiums, especially after taking into account the significant takeover speculation premium already included in Dollar Thrifty's current stock price.

The Hertz proposal offers immediate and superior value as well as deal certainty to Dollar Thrifty shareholders. Moreover, it is a firm offer in contrast to the entirely hypothetical Avis Budget transaction.

Hertz's offer is not subject to any financing condition or contingency.

The combination of Hertz and Dollar Thrifty would create a global, multi-brand rental car leader offering customers a full range of rental options through its market leading brands.

Commenting on the offer, Hertz Chairman and Chief Executive Officer, Mark P. Frissora said: "We believe that the acquisition of Dollar Thrifty by Hertz would be in the best interests of both companies' shareholders and of rental car consumers, and that it will accelerate Hertz's growth opportunities by leveraging the combined brand portfolio and unparalleled value and service reputations of both companies. To this end, we have today made a superior bid. We are seeking a consensual business combination with Dollar Thrifty, and are proceeding on an accelerated timetable in order to provide immediate and certain value to Dollar Thrifty shareholders."

Commensurate with Hertz's desire to expeditiously close this transaction, Hertz is engaged in discussions with the FTC and has commenced a process for the divestiture of its Advantage brand. Hertz is highly confident that it will obtain FTC clearance for its acquisition of Dollar Thrifty and is committed to a fast path forward.

Mr. Frissora added, "We have always known that antitrust considerations would be pivotal in any transaction with Dollar Thrifty, and that a combination of Avis Budget and Dollar Thrifty would face serious antitrust obstacles. Avis Budget has been unable to produce a viable antitrust remedy, despite an entire year of discussions with the FTC with no end in sight. In contrast, we are confident we can deliver a compelling proposal to the FTC centered around the divestiture of our Advantage brand, and are committed to working proactively to move through this process as quickly as possible."

Barclays Capital, Lazard, Bank of America Merrill Lynch and Deutsche Bank Securities are acting as financial advisors to Hertz. Barclays Capital will serve as the dealer manager for the exchange offer. Cravath, Swaine & Moore LLP, Debevoise & Plimpton LLP and Jones Day are acting as legal advisors to Hertz. William Blair & Company is acting as a financial advisor to Hertz in connection with the sale of its Advantage brand.

The following is a copy of a letter Hertz today sent to Scott L. Thompson, President and Chief Executive Officer of Dollar Thrifty:

May 9, 2011

Dollar Thrifty Automotive Group, Inc.
5330 East 31st Street
Tulsa, Oklahoma 74135
Attention: Scott L. Thompson, President and Chief Executive Officer

Dear Scott:

As we discussed yesterday, Hertz is moving forward with an exchange offer for all outstanding shares of Dollar Thrifty Automotive Group, Inc. Hertz is offering Dollar Thrifty shareholders \$72.00 per share (based on Hertz's closing stock price on May 6, 2011), consisting of \$57.60 in cash and 0.8546 shares of Hertz. We believe that Hertz's offer represents a compelling opportunity for your shareholders to realize superior value in the near term with a very high degree of closing certainty.

Hertz is looking forward to proceeding on a consensual basis with the support of the Dollar Thrifty Board of Directors and management team. Our exchange offer is intended to provide Dollar Thrifty's shareholders with a firm offer on an accelerated timetable in order to position Hertz and Dollar Thrifty to close a deal and deliver value to Dollar Thrifty's shareholders as soon as possible.

We believe we have made a superior offer that reflects Dollar Thrifty's improved recent performance and outlook for 2011. Specifically, our offer provides:

- a 26% premium and 18% premium to Dollar Thrifty's 90-day and 60-day average share price, respectively;
- a 7.6x multiple of Dollar Thrifty's LTM EBITDA for the period ended March 31, 2011; and
- a 24% premium to the value of the entirely hypothetical price announced by Avis Budget Group, Inc. over seven months ago of \$45.79 in cash and 0.6543 shares of Avis stock,

based on the closing stock prices for Hertz and Avis on May 6, 2011. These are substantial premiums, especially after taking into account the significant takeover speculation premium already included in Dollar Thrifty's current stock price.

Our offer delivers a high degree of closing certainty. We are engaged in discussions with the Federal Trade Commission and have started a process for the divestiture of our Advantage brand. We are highly confident that we will obtain FTC clearance for the transaction and are committed to a fast path forward. In contrast, Dollar Thrifty's shareholders do not have any offer from Avis, and it has become clear that Avis is either unwilling or unable to close on an offer even if it made one because of serious antitrust obstacles.

Our offer is not subject to any financing condition or contingency.

This transaction is the highest priority for Hertz and has the unanimous support of our Board of Directors and management team. I am available to speak with you at any time, and I encourage you to have your financial and legal advisors meet with Mark McMaster at Lazard and Scott Barshay at Cravath, two of our principal advisors. We look forward to working with you and your team to advance the best interests of our respective shareholders, employees and customers

Sincerely,

Mark P. Frissora
Chairman of the Board and Chief Executive Officer
Hertz Global Holdings, Inc.

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EX-99.1 2 exhibit99.htm PRESS RELEASE



Press Release

Exhibit 99.1

FOR IMMEDIATE RELEASE

**DOLLAR THRIFTY BOARD OF DIRECTORS TO REVIEW
PROPOSED EXCHANGE OFFER FROM HERTZ GLOBAL
HOLDINGS**

TULSA, Okla., May 9, 2011 -- Dollar Thrifty Automotive Group, Inc. (NYSE:DTG) issued the following statement in response to the announcement by Hertz Global Holdings, Inc. (NYSE:HTZ) ("Hertz") of its offer to acquire all of the outstanding shares of common stock of Dollar Thrifty for a price of \$72.00 per Dollar Thrifty share, consisting of \$57.60 in cash and 0.8546 shares of Hertz common stock:

"Dollar Thrifty's Board of Directors will review and consider Hertz's offer and related statements in accordance with its fiduciary duties to shareholders, and will have no further comment on this matter at this time. Dollar Thrifty shareholders are advised to take no action pending the Board's review."

J.P.Morgan and Goldman Sachs & Co. are acting as financial advisors to Dollar Thrifty and Cleary Gottlieb Steen & Hamilton LLP is acting as Dollar Thrifty's legal counsel.

About Dollar Thrifty Automotive Group, Inc.

Boilerplate omitted

425 1 form425communication050911.htm FORM 425

Filed by: Dollar Thrifty Automotive Group, Inc.
Pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14a-12 and Rule 14d-9(a)(2) under the Securities Exchange Act of 1934
Subject Company: Dollar Thrifty Automotive Group, Inc.
Subject Company's Commission File No.: 1-13647

The following email was sent on behalf of Scott Thompson, Chief Executive Officer and President of Dollar Thrifty Automotive Group, Inc. ("Dollar Thrifty"), to employees of Dollar Thrifty on May 9, 2011.

Sent on behalf of Scott Thompson . . .

No doubt you have heard of the unsolicited exchange offer from Hertz, announced publicly by Hertz this morning. I was contacted by Hertz yesterday and was informed of this exchange offer to purchase Dollar Thrifty. This was the first time I heard of it.

So what does this mean? An Exchange Offer means that Hertz is going to ask our shareholders to sell their stock to its company.

Let me point out a few things.

- Hertz does not have regulatory approval.
- Our shareholders may not be willing to sell at the Hertz exchange offer price. We have seen in our recent past that our shareholders have a good bit of confidence in being a standalone company and are not afraid to vote an offer down.
- Avis may react to the Hertz offer.
- The key point in today's news is that Hertz is still very interested in acquiring Dollar Thrifty, which is really not a surprise. We have a great company with great employees and customers.

I am again sorry for the uncertainty, but we will deal with it and stay focused.

My commitment to you is to keep you informed as timely and as accurately as possible.

Scott

Forward Looking Statements

Boilerplate omitted

S-4 1 form-s4.htm REGISTRATION STATEMENT

As filed with the Securities and Exchange Commission on May 9, 2011

No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-4

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Hertz Global Holdings, Inc.

(Exact Name of Registrant as Specified in its Charter)

DELAWARE

7514

20-3530539

*(State or Other Jurisdiction of
Incorporation or Organization)*

*(Primary Standard Industrial Classification
Code Number)*

*(I.R.S. Employer
Identification Number)*

**225 Brae Boulevard
Park Ridge, New Jersey 07656-0713
(201) 307-2000**

*(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)*

**J. Jeffrey Zimmerman, Esq.
Senior Vice President, General Counsel and Corporate Secretary
Hertz Global Holdings, Inc.**

**225 Brae Boulevard
Park Ridge, New Jersey 07656-0713
(201) 307-2000**

*(Name, address, including zip code, and telephone number,
including area code, of agent for service)*

Copies to:

**Scott A. Barshay, Esq.
Minh Van Ngo, Esq.
Cravath, Swaine & Moore LLP
825 Eighth Avenue
New York, New York 10019
(212) 474-1000**

**John M. Allen, Jr., Esq.
Debevoise & Plimpton LLP
919 Third Avenue
New York, New York 10022
(212) 909-6000**

Approximate date of commencement of proposed sale of securities to the public: Pursuant to Rule 162 under the Securities Act, the offer described herein will commence as soon as practicable after the date of this Registration Statement. The offer cannot,

[Table of Contents](#)**What are the conditions of the offer?**

The offer is conditioned upon, among other things, the following:

- *Minimum Tender Condition*—Dollar Thrifty stockholders shall have validly tendered and not properly withdrawn prior to the expiration of the offer a number of shares of Dollar Thrifty common stock which, together with Dollar Thrifty shares then owned by Hertz and its subsidiaries (including Purchaser), represents at least a majority of the then outstanding shares of Dollar Thrifty common stock on a fully diluted basis.
- *Section 203 Condition*—Dollar Thrifty’s board of directors shall have approved the offer and second-step merger under Section 203 of the Delaware General Corporation Law, as amended (the “DGCL”), or Hertz shall be satisfied, in its sole discretion, that Section 203 of the DGCL is inapplicable to the offer and second-step merger.
- *Competition Condition*—The waiting periods applicable to the offer and second-step merger under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (“HSR Act”), and the no-close period (including any extensions thereof) applicable to the offer and second-step merger under the Competition Act (Canada) shall have, in each case, expired or been waived or terminated.
- *Registration Statement Condition*—The registration statement of which this prospectus/offer to exchange is a part shall have been declared effective by the SEC under the Securities Act of 1933, as amended (the “Securities Act”), no stop order suspending the effectiveness of the registration statement shall have been issued by the SEC and no proceeding for that purpose shall have been initiated or threatened by the SEC.
- *NYSE Listing Condition*—The shares of Hertz common stock to be issued pursuant to the offer and second-step merger shall have been approved for listing on the NYSE, subject to official notice of issuance.
- *Injunction Condition*—No temporary restraining order, preliminary or permanent injunction or other judgment, order or decree issued by any court of competent jurisdiction or other statute, law, rule, legal restraint or prohibition shall be in effect that restrains, enjoins, prohibits or otherwise makes illegal the consummation of the offer and the other transactions contemplated by this prospectus/offer to exchange.

See “The Exchange Offer—Conditions of the Offer” for additional conditions to the offer.

How long will it take to complete your proposed transaction?

The timing of completing the offer and second-step merger will depend on a variety of factors. We announced the offer to facilitate the acquisition of Dollar Thrifty as promptly as practicable.

The offer and second-step merger are subject to certain regulatory requirements, including expiration or termination of the applicable HSR Act and Competition Act (Canada) waiting periods (see “The Exchange Offer—Regulatory Approvals; Certain Other Legal Matters”). The waiting period under the Competition Act (Canada) with regard to Hertz’s prior agreement to acquire Dollar Thrifty pursuant to the Agreement and Plan of Merger, dated as of April 25, 2010 (the “2010 Merger Agreement”), by and among Dollar Thrifty, Hertz, and Purchaser, expired on June 21, 2010, and the Canadian Commissioner of Competition (the “Canadian Competition Commissioner”) issued a no-action letter on July 27, 2010, stating that she did not intend to challenge the proposed transaction. That no-action letter will expire on May 21, 2011, unless extended by the Canadian Competition Commissioner. Hertz expects to be able to extend the no-action letter during the pendency of the offer or to otherwise comply with the notification requirements under the Competition Act (Canada). Hertz is engaged in discussions with the Federal Trade Commission and has started a process for the divestiture of its Advantage brand. Hertz is working to secure a path towards accelerated antitrust approval in the United States. There can be no assurance, however, that the Canadian Competition Commissioner’s no-action letter will be extended, or that the waiting period under the HSR Act will expire or be terminated on an accelerated basis.

Do I have to vote to approve the offer or second-step merger?

No. Your vote is not required. You simply need to tender your shares if you choose to do so. However, the offer can only be completed if Hertz or Purchaser (or another direct or indirect wholly owned subsidiary of Hertz), among other things, acquires a number of shares of Dollar Thrifty common stock which, together with the Dollar Thrifty shares then owned by Hertz and its subsidiaries (including Purchaser), represents at least a majority of the then outstanding shares of Dollar Thrifty common stock on a

[Table of Contents](#)

THIS PROSPECTUS/OFFER TO EXCHANGE CONTAINS A GENERAL DESCRIPTION OF THE MATERIAL FEDERAL INCOME TAX CONSEQUENCES OF THE OFFER AND SECOND-STEP MERGER. THIS DESCRIPTION DOES NOT ADDRESS ANY NON-U.S. TAX CONSEQUENCES, NOR DOES IT PERTAIN TO STATE, LOCAL OR OTHER TAX CONSEQUENCES. CONSEQUENTLY, HERTZ AND PURCHASER URGE YOU TO CONTACT YOUR OWN TAX ADVISOR TO DETERMINE THE PARTICULAR TAX CONSEQUENCES TO YOU OF THE OFFER.

Accounting Treatment (See page 65)

Hertz will account for the acquisition of shares of Dollar Thrifty common stock under the acquisition method of accounting for business combinations. In determining the acquirer for accounting purposes, Hertz considered the factors required under FASB Accounting Standards Codification (ASC), Business Combinations, which is referred to as ASC 805, and determined that Hertz will be considered the acquirer for accounting purposes.

Regulatory Approvals; Certain Other Legal Matters (See page 60)***Antitrust Clearance***

The offer is subject to review by the Federal Trade Commission (“FTC”) and the Antitrust Division of the U.S. Department of Justice (“DOJ,” together with the FTC, the “antitrust agencies”). Under the HSR Act, the offer may not be completed until certain information has been provided to the antitrust agencies and the applicable HSR Act waiting period has expired or been terminated.

Pursuant to the requirements of the HSR Act, Hertz expects to file a Notification and Report Form with respect to the offer with the antitrust agencies and to request early termination of the HSR Act waiting period. There can be no assurance, however, that the waiting period will be terminated early. The FTC or DOJ may extend the initial waiting period by issuing a Request for Additional Information and Documentary Material (a “Second Request”). In such an event, the statutory waiting period would extend until 30 days after Hertz has substantially complied with the Second Request, unless it is earlier terminated by the applicable reviewing antitrust agency.

The antitrust agencies frequently scrutinize the legality under the antitrust laws of transactions such as Hertz’s acquisition of shares pursuant to the offer. At any time before or after the consummation of any such transactions, one of the antitrust agencies could take such action under the antitrust laws as it deems necessary or desirable in the public interest, including seeking to enjoin the purchase of shares pursuant to the offer or seeking divestiture of the shares so acquired or divestiture of certain of Hertz’s or Dollar Thrifty’s assets. States and private parties may also bring legal actions under the antitrust laws. There can be no assurance that a challenge to the offer on antitrust grounds will not be made, or if such a challenge is made, what the result will be. See “The Exchange Offer—Conditions of the Offer” for certain conditions to the offer, including conditions with respect to litigation and certain governmental actions.

The offer is also subject to review pursuant to the Competition Act (Canada). Under the Competition Act (Canada), the offer may not be completed until certain information has been provided to the Canadian Competition Commissioner, and a required waiting period has expired or been terminated, provided there is no order in effect prohibiting completion at the relevant time. In connection with the 2010 Merger Agreement, Hertz provided such information to the Canadian Competition Commissioner and the required waiting period under the Competition Act (Canada) expired on June 21, 2010. On July 27, 2010, the Canadian Competition Commissioner issued a no-action letter stating she did not intend to challenge the proposed transaction. Under the Competition Act (Canada), the transaction may be completed within one year of the date that Hertz provided the required information to the Canadian Competition Commissioner in connection with the 2010 Merger Agreement, or such longer period as the Canadian Competition Commissioner may specify. This one-year period expires on May 21, 2011. As the one-year period following Hertz’s submission of the required information to the Canadian Competition Commissioner in connection with the 2010 Merger Agreement will expire on May 21, 2011, and in order to ensure compliance with the Competition Act (Canada), Hertz will seek an extension of the one-year period for a further eight-month period. If necessary, Purchaser will submit another notification and request for early termination of the mandatory waiting period concerning the offer to the Canadian Competition Commissioner.

[Table of Contents](#)

In connection with an unsolicited transaction, the waiting period is 30 calendar days after the day on which Purchaser submits the prescribed information, provided that, before the expiry of this period, the Canadian Competition Commissioner has not issued a request for additional information (“Supplementary Information Request”). In the event that the Canadian Competition Commissioner issues a Supplementary Information Request, the transaction cannot be completed until 30 calendar days after Purchaser complies with such Supplementary Information Request, provided that there is no order in effect prohibiting completion at the relevant time. A transaction may be completed before the end of the applicable waiting period if the Canadian Competition Commissioner notifies the parties that she does not, at such time, intend to challenge the transaction.

At any time before a “merger” (as such term is defined under the Competition Act (Canada)) is completed, even where the applicable waiting period has expired or been terminated, the Canadian Competition Commissioner may apply to the Competition Tribunal for an interim order forbidding any person named in the application from doing any act or thing where it appears to the Competition Tribunal that such act or thing may constitute or be directed toward the completion or implementation of a proposed merger. The Competition Tribunal may issue an interim order where the Canadian Competition Commissioner requires more time to complete her inquiry and the Tribunal finds that, in the absence of an interim order, a party to the proposed merger or another person is likely to take an action that would substantially impair the ability of the Competition Tribunal to remedy the effect of the proposed merger on competition because that action would be difficult to reverse.

Other Regulatory Approvals

The offer and second-step merger may also be subject to review by other antitrust authorities in jurisdictions outside the U.S. We are not currently aware of any non-U.S. approvals, other than approvals from Canadian regulatory authorities. The offer and second-step merger may also be subject to approval by the Vermont Department of Banking, Insurance, Securities & Health Care Administration.

Effect of the Offer on the Market for Shares of Dollar Thrifty Common Stock; NYSE Listing; Registration Under the Exchange Act; Margin Regulations (See page 55)

Hertz will submit the necessary applications to cause the shares of its common stock to be issued in the offer and second-step merger to be approved for listing on the NYSE. Approval of this listing is a condition to the offer.

Conditions of the Offer (See page 57)

The offer is conditioned upon, among other things, the following:

- *Minimum Tender Condition*—Dollar Thrifty stockholders shall have validly tendered and not properly withdrawn prior to the expiration of the offer a number of shares of Dollar Thrifty common stock which, together with Dollar Thrifty shares then owned by Hertz and its subsidiaries (including Purchaser), represents at least a majority of the then outstanding shares of Dollar Thrifty common stock on a fully diluted basis.
- *Section 203 Condition*—Dollar Thrifty’s board of directors shall have approved the offer and second-step merger under Section 203 of the DGCL or Hertz shall be satisfied, in its sole discretion, that Section 203 of the DGCL is inapplicable to the offer and second-step merger.
- *Competition Condition*—The waiting periods applicable to the offer and second-step merger under the HSR Act and the no-close period (including any extensions thereof) applicable to the offer and second-step merger under the Competition Act (Canada) shall have, in each case, expired or been waived or terminated.

Hertz and Dollar Thrifty Agree to Cooperate in Pursuit of FTC Clearance

PARK RIDGE, NJ, May 12, 2011 (MARKETWIRE via COMTEX) -- Hertz Global Holdings, Inc. (NYSE: HTZ) today announced that it has agreed to cooperate with Dollar Thrifty Automotive Group, Inc. (NYSE: DTG) with respect to Hertz's efforts to pursue antitrust regulatory clearance of its proposed acquisition of Dollar Thrifty pursuant to an exchange offer for all outstanding shares of Dollar Thrifty common stock.

As Hertz has previously said, it is committed to working expeditiously with the FTC and Dollar Thrifty to obtain antitrust clearance. To this end, Hertz is engaged in discussions with the FTC and has commenced a process for the divestiture of its Advantage brand.

Hertz Chairman and Chief Executive Officer Mark P. Frissora said: "Obtaining antitrust clearance is our top priority. We are committed to offering deal certainty to the Dollar Thrifty shareholders. To date, Avis Budget has been unable to produce a viable antitrust remedy, despite recent press speculation and an entire year of discussions with the FTC. We are pleased that Dollar Thrifty is willing to work proactively with us to move through the antitrust review process as quickly as possible."

Barclays Capital, Lazard, Bank of America Merrill Lynch and Deutsche Bank Securities are acting as financial advisors to Hertz. Barclays Capital will serve as the dealer manager for the exchange offer. Cravath, Swaine & Moore LLP, Debevoise & Plimpton LLP and Jones Day are acting as legal advisors to Hertz. William Blair & Company is acting as a financial advisor to Hertz in connection with the sale of its Advantage brand.

About Hertz

Boilerplate omitted

425 1 form425communication051311.htm FORM 425

Filed by: Dollar Thrifty Automotive Group, Inc.
Pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14a-12 and Rule 14d-9(a)(2) under the Securities Exchange Act of 1934
Subject Company: Dollar Thrifty Automotive Group, Inc.
Subject Company's Commission File No.: 1-13647

The following email was sent on behalf of Scott Thompson, Chief Executive Officer and President of Dollar Thrifty Automotive Group, Inc. ("Dollar Thrifty"), to employees of Dollar Thrifty on May 13, 2011.

Sent on behalf of Scott Thompson . . .

Today, Dollar Thrifty (DTG) announced that we have signed an agreement with Hertz to cooperate with them in their efforts to pursue FTC approval to acquire DTG. This agreement is no different than the agreement signed with Avis Budget in October of 2010 and **is not an agreement to sell the company**. We have only agreed to provide Hertz certain information about Dollar Thrifty that may be requested by the FTC. Our Board believes we have a fiduciary duty to provide Hertz and Avis Budget equal information. We also continue to work with Avis Budget on their efforts to obtain regulatory approval. At this time:

- Neither company has regulatory approval
- Neither company has obtained Dollar Thrifty's board approval
- Neither company has shareholder approval

I am committed to keeping you informed as timely and as accurately as possible. This journey that will likely be played out in the press and the noise level may get high. Focus on the three items above and don't get too focused on other issues.

Scott

Boilerplate omitted

Hertz Commences Exchange Offer for Dollar Thrifty

PARK RIDGE, NJ, May 24, 2011 (MARKETWIRE via COMTEX) -- Hertz Global Holdings, Inc. (NYSE: HTZ) ("Hertz") today announced that it has commenced the previously announced exchange offer for all outstanding shares of Dollar Thrifty Automotive Group, Inc. (NYSE: DTG) ("Dollar Thrifty"). Hertz is offering to exchange each share of Dollar Thrifty for \$57.60 in cash and 0.8546 shares of Hertz.

Hertz and Dollar Thrifty are continuing to cooperate to obtain antitrust regulatory clearance for the exchange offer.

Stockholder questions regarding the exchange offer or requests for exchange offer documents may be directed to Hertz's information agent for the exchange offer, Innisfree M&A Incorporated, toll-free at (877) 456-3507. Stockholder questions regarding the exchange offer may also be directed to Hertz's dealer manager for the exchange offer, Barclays Capital, toll-free at (888) 610-5877.

Barclays Capital, Lazard, Bank of America Merrill Lynch and Deutsche Bank Securities are acting as financial advisors to Hertz. Barclays Capital will serve as the dealer manager for the exchange offer. Cravath, Swaine & Moore LLP, Debevoise & Plimpton LLP and Jones Day are acting as legal advisors to Hertz. William Blair & Company is acting as a financial advisor to Hertz in connection with the sale of its Advantage brand.

About Hertz

Boilerplate omitted

EX-99.A.5 2 d82518exv99waw5.htm EX-99.A.5

Exhibit (a)(5)

**Press Release****FOR IMMEDIATE RELEASE****DOLLAR THRIFTY AUTOMOTIVE GROUP RECOMMENDS SHAREHOLDERS
TAKE NO ACTION REGARDING HERTZ EXCHANGE OFFER**

TULSA, Okla., June 6, 2011 — Dollar Thrifty Automotive Group, Inc. (NYSE: DTG) today announced that its Board of Directors unanimously recommends that Dollar Thrifty shareholders not tender their shares pursuant to Hertz Global Holdings, Inc.'s (NYSE: HTZ) offer to acquire all of the outstanding shares of common stock of Dollar Thrifty for a price of \$72.00 per Dollar Thrifty share, consisting of \$57.60 in cash and 0.8546 shares of Hertz common stock.

As previously announced, Dollar Thrifty has agreed to cooperate with Hertz in its efforts to pursue antitrust regulatory clearance of Hertz's proposed acquisition of Dollar Thrifty. Dollar Thrifty is also cooperating with Avis Budget Group, Inc. (NASDAQ: CAR) in connection with Avis Budget's efforts to pursue antitrust regulatory clearance of an acquisition of Dollar Thrifty.

"Given the uncertainty surrounding the length and outcome of the regulatory process as Hertz and Avis Budget work towards antitrust clearance, the Board is recommending that Dollar Thrifty shareholders take no action with respect to the Hertz exchange offer at this time. We will be monitoring the antitrust regulatory process and other circumstances carefully, and our Board will reconsider its recommendation if the situation warrants," said Scott L. Thompson, President and Chief Executive Officer.

J.P. Morgan Securities LLC and Goldman Sachs & Co. are acting as financial advisors to Dollar Thrifty and Cleary Gottlieb Steen & Hamilton LLP is acting as Dollar Thrifty's legal counsel.

Important Information for Investors and Stockholders

Boilerplate omitted

Hertz Extends Exchange Offer to Acquire Dollar Thrifty

PARK RIDGE, NJ, Jul 11, 2011 (MARKETWIRE via COMTEX) -- Hertz Global Holdings, Inc. (NYSE: HTZ) ("Hertz") today announced that it has extended the expiration date of its exchange offer for all outstanding shares of Dollar Thrifty Automotive Group, Inc. (NYSE: DTG) ("Dollar Thrifty") for \$57.60 in cash and 0.8546 shares of Hertz common stock. The exchange offer and withdrawal rights are now scheduled to expire at 12:00 midnight, New York City time, on August 5, 2011, unless further extended. The exchange offer was previously scheduled to expire at 12:00 midnight, New York City time, on July 8, 2011.

Except for the extension of the exchange offer expiration date, all other terms and conditions of the exchange offer remain unchanged. As of the close of business on July 8, 2011, approximately 1,011,661 shares of Dollar Thrifty common stock had been tendered into and not withdrawn from the exchange offer.

Stockholder questions regarding the exchange offer or requests for exchange offer documents may be directed to Hertz's information agent for the exchange offer, Innisfree M&A Incorporated, toll-free at (877) 456-3507. Stockholder questions regarding the exchange offer may also be directed to Hertz's dealer manager for the exchange offer, Barclays Capital, toll-free at (888) 610-5877.

Barclays Capital, Lazard, Bank of America Merrill Lynch and Deutsche Bank Securities are acting as financial advisors to Hertz. Barclays Capital is acting as the dealer manager for the exchange offer. Cravath, Swaine & Moore LLP, Debevoise & Plimpton LLP and Jones Day are acting as legal advisors to Hertz. William Blair & Company is acting as a financial advisor to Hertz in connection with the sale of its Advantage brand.

About Hertz

Boilerplate omitted

Hertz Files Hart-Scott-Rodino Notification

PARK RIDGE, NJ, Jul 14, 2011 (MARKETWIRE via COMTEX) -- Hertz Global Holdings, Inc. (NYSE: HTZ) ("Hertz") today announced that it has filed a Notification and Report Form with the federal antitrust authorities under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, relating to Hertz's exchange offer for all outstanding shares of Dollar Thrifty Automotive Group, Inc. (NYSE: DTG).

Barclays Capital, Lazard, Bank of America Merrill Lynch and Deutsche Bank Securities are acting as financial advisors to Hertz. Barclays Capital is acting as the dealer manager for the exchange offer. Cravath, Swaine & Moore LLP, Debevoise & Plimpton LLP and Jones Day are acting as legal advisors to Hertz. William Blair & Company is acting as a financial advisor to Hertz in connection with the sale of its Advantage brand.

About Hertz

Boilerplate omitted

Hertz Receives Request for Additional Information from FTC Regarding Proposed Acquisition of Dollar Thrifty

PARK RIDGE, N.J., Aug. 15, 2011 /PRNewswire via COMTEX/ -- Hertz Global Holdings, Inc. (NYSE: HTZ) ("Hertz") today announced that it has received a request for additional information ("Second Request") from the Federal Trade Commission ("FTC") relating to Hertz's proposed acquisition of Dollar Thrifty Automotive Group, Inc. (NYSE: DTG) ("Dollar Thrifty"). The Second Request was issued under notification requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended.

Hertz continues to cooperate with the FTC to obtain antitrust regulatory clearance for the proposed acquisition.

Barclays Capital, Lazard, Bank of America Merrill Lynch and Deutsche Bank Securities are acting as financial advisors to Hertz. Barclays Capital is acting as the dealer manager for the exchange offer. Cravath, Swaine & Moore LLP, Debevoise & Plimpton LLP and Jones Day are acting as legal advisors to Hertz. William Blair & Company is acting as a financial advisor to Hertz in connection with the sale of its Advantage brand.

Contact information:

Boilerplate omitted



Dollar Thrifty Sends Letter to Hertz and Avis Advising of Intent to Solicit Best and Final Proposals

August 21, 2011 03:55 PM Eastern Daylight Time

TULSA, Okla.--(BUSINESS WIRE)--Dollar Thrifty Automotive Group, Inc. (NYSE: DTG) today announced that it has sent a letter to Hertz Global Holdings, Inc. (NYSE: HTZ) and Avis Budget Group, Inc. (NASDAQ: CAR) advising them of Dollar Thrifty's intention to solicit for submission in early October 2011 best and final definitive proposals regarding a potential business combination with Dollar Thrifty.

Scott L. Thompson, President and CEO, said "Hertz and Avis have made substantial progress with respect to regulatory reviews and our Board has concluded that the time has come to determine if, and on what terms, a transaction can be achieved. Continuing uncertainty is in no one's best interest and both Hertz and Avis have the information they need to put forward their best and final offers."

Thompson added: "I continue to be very pleased with our operational and financial performance. We recently announced expectations for another record year, targeting corporate adjusted EBITDA of between \$270 and \$290 million, and we are positioned for continued strong performance in 2012. We are optimistic about our future but it's clear that bringing closure one way or another to the process with Hertz and Avis is in the best interests of our shareholders, the company and our employees."

The full text of the letter sent to Hertz and Avis follows:

August 21, 2011

Mr. Ronald L. Nelson
Chairman and Chief Executive Officer
Avis Budget Group, Inc.
6 Sylvan Way
Parsippany, New Jersey 07054

Mr. Mark P. Frissora
Chairman of the Board and Chief Executive Officer
Hertz Global Holdings, Inc.
225 Brae Boulevard
Park Ridge, New Jersey 07656

Dear Ron and Mark:

As you are aware, Dollar Thrifty has worked cooperatively with each of Avis Budget and Hertz for many months in an effort to obtain antitrust regulatory clearance for a possible business combination transaction. We understand that these efforts

have been fruitful, and believe that each of Avis Budget and Hertz is well positioned to complete the regulatory process in a manner that would permit a combination to be completed with limited economic impact. We appreciate the efforts made by each of your companies as well as your continued interest in Dollar Thrifty.

In light of the regulatory progress that has been made, we believe that it is time to ascertain whether a transaction can be accomplished with Avis Budget, Hertz or another party on terms that our Board of Directors determines are in the best interests of Dollar Thrifty and its shareholders. Accordingly, our Board has determined that it will solicit best and final definitive proposals for submission in early October. Based on the results of this process, we will consider what actions would be in the best interests of Dollar Thrifty and its shareholders. While the details of our process will be furnished separately by our financial advisors in the coming days, I wanted to provide each of you with advance notice in order to give your companies ample preparatory time in which to complete your regulatory efforts. As you can appreciate, in view of the unprecedented opportunity that each of Avis Budget and Hertz has had to assess and mitigate in advance the antitrust regulatory risks of a transaction with Dollar Thrifty, any proposal that requires our shareholders to assume any portion of such risk is unlikely to be acceptable to our Board or shareholders.

Please do not hesitate to let me know if there are any questions.

Very truly yours,

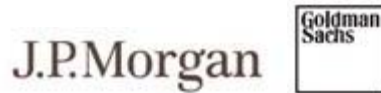
DOLLAR THRIFTY AUTOMOTIVE GROUP, INC.

Scott L. Thompson
President and Chief Executive Officer

J.P. Morgan Securities LLC and Goldman Sachs & Co. are acting as financial advisors to Dollar Thrifty and Cleary Gottlieb Steen & Hamilton LLP is acting as Dollar Thrifty's legal counsel.

Important Information for Investors and Stockholders

Boilerplate omitted



STRICTLY CONFIDENTIAL

Hertz Global Holdings, Inc.
225 Brae Boulevard
Park Ridge, NJ 07656
Attention: Mark P. Frissora

September 6, 2011

Dear Mark:

On behalf of Dollar Thrifty Automotive Group, Inc. (“Dollar Thrifty” or the “Company”), we would like to thank you for your continued interest in the Company. J.P. Morgan Securities LLC (“JPMorgan”) and Goldman, Sachs & Co. (“GS”) are pleased to confirm the timing and procedures for submitting a final written offer (“Offer”) for the acquisition of the Company. This letter sets out the form, content and procedures for submitting the Offer.

In the meantime and up to the date of submission of your Offer, the Company and its advisors will continue to assist you with your due diligence efforts. You will receive updates on the Company's financial and operating performance as and when available and reasonable access to its management team, if required.

Guidelines for submitting your Offer

Please submit your Offer in conformity with the following guidelines:

1. **Purchase price:** Your Offer should state the per share amount, in U.S. Dollars, that you would be prepared to pay for 100% of the equity of the Company (the “Purchase Price”). Your Offer should further include the key assumptions underlying the Offer.
2. **Form of Consideration:** Your Offer should specify the allocation of cash and stock consideration constituting the Purchase Price. For the stock consideration, please specify the stock consideration exchange ratio and the basis on which such exchange ratio was calculated. For the cash consideration, please specify the per share cash amount.
3. **Financing:** With respect to the cash component of the Purchase Price, the Offer should include the source(s) of financing (including any refinancing of existing indebtedness), commitment letter(s) securing funding, and the relevant contact information of such financing source(s). JPMorgan and GS will contact your financing source(s) to discuss the commitment letter(s) provided. The Offer must expressly confirm that it is not contingent on any financing requirements. Any commitment letter(s) or similar documentation from financial institutions should also clearly state if any further confirmatory due diligence is required. Any conditions should be clearly highlighted.

4. **Merger Agreement:** Representatives of Cleary Gottlieb Steen & Hamilton LLP (“Cleary”) will provide you with a draft Merger Agreement on Monday, September 26, 2011. Any comments should be in the form of a specific and detailed mark up of the Merger Agreement. Please do not provide any conceptual comments or non-specific edits to the Merger Agreement (e.g. “to be discussed” or “pending further due diligence”). Where appropriate, we request that you provide a brief written explanation of the rationale behind your suggested changes.

Representatives of Cleary, JPMorgan, and GS will be available to discuss the Merger Agreement with you prior to the bid date. Dollar Thrifty encourages you to avail yourselves of the opportunity to discuss questions or request clarifications regarding the Merger Agreement prior to October 10, 2011. In this regard, please contact Paul Shim or Matt Salerno of Cleary at 212-225-2000 or Jesse Acosta of JPMorgan at 212-622-0640 to arrange any such discussions.

5. **Due diligence:** The offer should indicate confirmation that you (and your financing source(s)) have completed all substantive due diligence.
6. **Necessary internal approvals:** The Offer should state that all required approvals, including the authorization of your company’s Board of Directors has been obtained prior to submitting your Offer. If any approvals have not been received prior to your submitting the Offer, it must clearly set forth each such approval or consent that must be obtained, the anticipated timing of receipt of such approval or consent, as well as any other facts or circumstances that you can reasonably foresee that might affect the timing or certainty of signing.
7. **Regulatory approvals:** Please delineate regulatory approvals requisite to consummation of the transaction and your expected timing for obtaining such approvals. Also please describe your organization's progress to date in obtaining regulatory approvals for the proposed transaction, your organization’s plan for completing the regulatory approval process, as well as the specific undertakings or actions, including divestitures, to which you are prepared to commit in order to obtain the necessary regulatory approvals. The expected certainty and timing to consummation of a transaction based on your organization’s commitment to obtaining regulatory approvals will be factors in evaluating an Offer.
8. **Timing and expedited timetable:** The Offer must state in writing that it constitutes an irrevocable and binding offer, and must be valid until October 31, 2011. Please also provide a detailed timeline and list of key events expected between signing and anticipated closing. If stock is used as part of the form of consideration, the timeline should afford the Company the opportunity to execute any confirmatory reverse due diligence.

The Offer should confirm that you are willing to commit the resources necessary to move on an expedited timetable after the submission of the proposal to finalize and execute the Merger Agreement and announce a transaction, if Dollar Thrifty chooses to proceed with a transaction and accept your proposal.

9. **Contact information and advisors:** Please provide detailed contact information for the person(s) that can be contacted at your institution to discuss your Offer. Please also include detailed contact information for your financial and legal advisors.
10. **Employees and Board of Directors:** Please include in your Offer your proposal regarding:
 - a. The composition of the combined company's board of directors post-transaction; and
 - b. Maintaining a substantial presence in the Tulsa, Oklahoma region and retaining Dollar Thrifty employees.
11. **Other:** You may include in your Offer any other information which you consider to be relevant to Dollar Thrifty in making its decision regarding your proposal.

Your Offer should be submitted no later than 5:00 PM EST on Monday, October 10, 2011. Please submit your Offer via hardcopy or email to Mark Pinsky and Bill Jacob at:

Mark Pinsky
10 South Dearborn, Floor 44
Chicago, IL 60603
mark.b.pinsky@jpmorgan.com

Bill Jacob
200 West Street, Floor 31
New York, NY 10282
bill.jacob@gs.com

The Board of Directors of the Company will meet to review your Offer. Based upon your Offer, the Board will decide whether to have further discussions between you and the Company regarding a potential transaction.

The Company reserves the right in its sole discretion to evaluate the terms and conditions of your Offer, to enter into or terminate any negotiations or agreements with any potential purchaser or purchasers at any time (regardless of whether the potential purchasers have previously received an invitation to deliver an Offer) and to reject any or all Offer(s) from potential purchasers for any reason whatsoever. None of the Company's officers, directors, shareholders, employees or representatives, including JPMorgan, GS and Cleary shall have any liability to any potential purchasers as a result of the rejection of any Offer, termination of negotiations or the acceptance of another Offer at any time.

An Offer will be considered formally accepted only when the Merger Agreement has been executed and delivered by Dollar Thrifty. Until such time, Dollar Thrifty will not have any obligations to any prospective purchaser, and following such time Dollar Thrifty's only obligations will be those set forth in the Merger Agreement. The submission of an Offer by you will constitute an agreement by you to be bound by the terms set forth therein.

All communications or inquiries relating to a possible transaction involving Dollar Thrifty should be directed exclusively to JPMorgan, GS or Dollar Thrifty's chief executive officer. You are not to communicate with the Board of Directors, any other members of management, employees, customers or suppliers of the Company on this matter other than as arranged through JPMorgan and GS.

If you have any questions regarding this process, please feel free to contact Mark Pinsky at 312-732-3300, Carsten Woehr at 212-622-5914 or Jeff Albee at 212-902-1000. On behalf of Dollar Thrifty, we appreciate your continued interest and we look forward to receiving and reviewing your Offer.

Yours sincerely,

/s/ MARK PINSKY

Mark Pinsky

Managing Director

312-732-3300

Timeline for submission of offer for Dollar Thrifty

September 2011							October 2011						
S	M	T	W	T	F	S	S	M	T	W	T	F	S
				1	2	3							1
4	5	6	7	8	9	10	2	3	4	5	6	7	8
11	12	13	14	15	16	17	9	10	11	12	13	14	15
18	19	20	21	22	23	24	16	17	18	19	20	21	22
25	26	27	28	29	30		23	24	25	26	27	28	29
							30	31					

Date	Event
Sep 6, 2011	Distribution of process letter
Sep 6 – Oct 10, 2011	Confirmatory due diligence timeframe
Sep 26, 2011	Clearly to distribute draft Merger Agreement
Oct 10, 2011	No later than 5:00pm EST – deadline for submission of offer

J.P.Morgan



8-K 1 d231592d8k.htm FORM 8-K

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): September 14, 2011 (September 14, 2011)

Avis Budget Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-10308
(Commission
File Number)

06-0918165
(IRS Employer
Identification Number)

6 Sylvan Way
Parsippany, NJ
(Address of Principal Executive Offices)

07054
(Zip Code)

(973) 496-4700
(Registrant's telephone number, including area code)

N/A
(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 (see General Instruction A.2. below):

- ☐ 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 7.01 Regulation FD Disclosure.

Attached as Exhibit 99.1 and incorporated by reference herein is an excerpt of certain information that Avis Budget Group, Inc. (the “Company”) intends to make available to certain prospective investors in connection with the financing of the Company’s planned acquisition of Avis Europe plc (“Avis Europe”). In addition to other matters, such information also includes the following disclosure:

New and/or Increased Financing Arrangements

Omitted

Potential Acquisition of Dollar Thrifty

In September 2010, we announced an offer to purchase Dollar Thrifty for a combination of \$45.79 in cash (which would include the proceeds of a pre-closing special dividend to be paid by Dollar Thrifty) and 0.6543 shares of our common stock per Dollar Thrifty share, or approximately \$1.5 billion in aggregate (based on the price of our common stock at the close of trading on the New York Stock Exchange on October 6, 2010). We and Dollar Thrifty agreed to cooperate with respect to our efforts to pursue antitrust clearance. Since our September 2010 offer, Hertz Global Holdings, Inc. (“Hertz”) launched an exchange offer to purchase Dollar Thrifty for a combination of cash and stock for \$72.00 per share (based on Hertz’s closing stock price on May 6, 2011), consisting of \$57.60 in cash and 0.8546 shares of Hertz. On August 21, 2011, Dollar Thrifty sent a letter to us and Hertz advising us of its intent to solicit best and final definitive proposals regarding a potential business combination with Dollar Thrifty. On September 7, 2011, Dollar Thrifty distributed a letter to us and Hertz specifying the timing and procedures for submitting final written offers for an acquisition of Dollar Thrifty by October 10, 2011. We have made significant progress toward obtaining U.S. regulatory clearance for the acquisition of DTG, and we believe that such regulatory clearance could be obtained. Nonetheless, we have decided not to pursue a transaction at

this time in light of current market conditions.

* * *

Other materials omitted

SC 14D9/A 1 form14d9a4.htm SC 14D9/A

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-9
SOLICITATION/RECOMMENDATION STATEMENT
UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 4)

DOLLAR THRIFTY AUTOMOTIVE GROUP, INC.
(Name of Subject Company)

DOLLAR THRIFTY AUTOMOTIVE GROUP, INC.
(Name of Person Filing Statement)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

256743105
(CUSIP Number of Class of Securities)

Vicki J. Vaniman, Esq.
Executive Vice President, General Counsel and Secretary
Dollar Thrifty Automotive Group, Inc.
5330 East 31st Street
Tulsa, Oklahoma 74135
(918) 660-7700

(Name, address and telephone number of person authorized to receive
notices and communications on behalf of the persons filing statement)

With copies to:
Paul J. Shim, Esq.
Matthew P. Salerno, Esq.
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, New York 10006
(212) 225-2000

£ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Introduction

This Amendment No. 4, which we refer to as the Amendment, amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9, which we refer to as the Statement, originally filed with the United States Securities and Exchange Commission, which we refer to as the SEC, by Dollar Thrifty Automotive Group, Inc., a Delaware corporation, which we refer to as DTG, on June 6, 2011, as amended by Amendment No. 1 on August 22, 2011, by Amendment No. 2 on September 7, 2011 and by Amendment No. 3 on September 27, 2011. The Statement relates to the exchange offer by HDTMS, Inc., a Delaware corporation and a wholly owned subsidiary of Hertz Global Holdings, Inc., a Delaware corporation, which entities we refer to, respectively, as the offeror and Hertz, as disclosed in the Tender Offer Statement on Schedule TO dated May 24, 2011 (as amended or supplemented from time to time) filed by the offeror with the SEC, to exchange each of the issued and outstanding shares of DTG common stock for (i) \$57.60 in cash, without interest and less any required withholding taxes, and (ii) 0.8546 shares of common stock, par value \$0.01 per share, of Hertz.

All information in the Statement is incorporated into this Amendment by reference, except that such information is hereby amended to the extent specifically provided herein.

This Amendment is being filed to reflect certain updates as reflected below.

ITEM 4. THE SOLICITATION OR RECOMMENDATION

Item 4 of the Statement is hereby amended and supplemented by adding the following language at the end of *Background of the Offer*:

On September 14, 2011, Avis Budget filed a Current Report on Form 8-K related to its pending acquisition of Avis Europe plc. In the Form 8-K, Avis Budget disclosed that it had determined not to pursue an acquisition of DTG at that time in light of then-existing market conditions.

On October 7, 2011, Mr. Frissora contacted Mr. Thompson by telephone to inform him that Hertz would not be submitting a proposal by the October 10, 2011 final bid date set forth in DTG's letters to Hertz and Avis of September 6, 2011. Mr. Frissora also reaffirmed Hertz's commitment to pursuing an acquisition of DTG and stated that its goal was to obtain antitrust regulatory clearance by the end of 2011.

As of the close of business on October 10, 2011, DTG had not received a proposal from any potential purchaser regarding a potential business combination transaction in response to its solicitation of proposals contemplated by its August 21, 2011 press release and the letters to Hertz and Avis Budget of September 6, 2011. As a result, the DTG board of directors determined formally to conclude the solicitation process and to cease all other activities related thereto.

On October 11, 2011, DTG issued a press release announcing the results of its solicitation process and the determination to conclude DTG's activities in connection therewith. The full text of the press release is filed as Exhibit (a)(9) hereto and is incorporated herein by reference.

ITEM 9. EXHIBITS

Item 9 of the Statement is hereby amended and supplemented by adding the following exhibit:

Exhibit

Number

Description

(a)(9)	Press release issued by DTG, dated October 11, 2011 (attached hereto).
--------	--

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DOLLAR THRIFTY AUTOMOTIVE GROUP, INC.
(Registrant)

October 11, 2011

By: /s/ H. CLIFFORD BUSTER III
H. Clifford Buster III
Senior Executive Vice President,
Chief Financial Officer and
Principal Financial Officer

EXHIBIT INDEX**Exhibit
Number****Description**

(a)(9)	Press release issued by DTG, dated October 11, 2011 (attached hereto).
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EX-99.A.9 2 exhibit99a9.htm EXHIBIT (A)(9)



Press Release

Exhibit (a)(9)

FOR IMMEDIATE RELEASE

DOLLAR THRIFTY ANNOUNCES COMPLETION OF SOLICITATION PROCESS

Company Reiterates Share Repurchase Plan and Preliminary Guidance for Third Quarter Results

TULSA, Okla., October 11, 2011 -- Dollar Thrifty Automotive Group, Inc. (NYSE: DTG) today announced that it has formally concluded its process to solicit definitive proposals regarding a potential business combination. On August 21, 2011, Dollar Thrifty issued a letter advising parties of the Company's intention to solicit for submission in early October 2011 best and final definitive proposals regarding a potential business combination. In its letter, Dollar Thrifty stated that any proposal that did not eliminate the antitrust regulatory risk of the transaction for its shareholders would not likely be acceptable. As of October 10, 2011, the Company had not received any proposals meeting this criterion. Consequently, Dollar Thrifty has terminated its solicitation process and will continue to execute its current stand-alone plan.

Scott L. Thompson, President and Chief Executive Officer, said, "The purpose of setting a deadline for submission of bids was to bring clarity to the next steps for the Company. As we said all along, continuing uncertainty is in no one's interest. While Hertz's May 2011 exchange offer remains outstanding and on October 7, 2011 Hertz's CEO called me personally to reaffirm their commitment to pursuing the acquisition of Dollar Thrifty, the fact remains that they have not made a proposal that addresses our Board's requirements. Having received no acceptable offer after conducting an unprecedentedly open process with clearly articulated requirements, it is time for us to move forward on a stand-alone basis."

Share Repurchase Plan Affirmed

Dollar Thrifty also confirmed today that it plans to commence its previously announced share repurchase program after its third quarter earnings call on November 1, 2011. Under the terms of the share repurchase program, the Company's Board of Directors has authorized the repurchase of up to \$400 million of DTG stock. The Company stated that it expects to complete share repurchases of up to \$100 million per quarter over the course of the next four quarters, and anticipates that purchases will be executed through accelerated stock buyback programs each quarter. The Company may also repurchase shares in privately negotiated transactions, pursuant to derivative instruments or other types of transactions and arrangements. The share repurchase program may be increased, suspended or discontinued at any time.

Earnings Outlook Reiterated

The Company also reiterated its preliminary expectations for earnings results for the third quarter of 2011. The Company expects rental revenue to increase by approximately 2 percent as compared to the third quarter of 2010. Corporate Adjusted EBITDA, excluding merger-related expenses, is expected to range from \$110 to \$120 million for the quarter, as compared to \$93.7 million for the third quarter of 2010. The Company noted that it expects gains from sales of risk vehicles to be approximately \$18 million in the third quarter of 2011, compared to approximately \$10 million of gains in the third quarter of 2010.

The Company noted that its previously announced guidance for the full year of 2011 for rental revenues and fleet costs, as well as its targeted range for Corporate Adjusted EBITDA, excluding merger related expenses, of \$270 to \$290 million, remain unchanged.

Mr. Thompson continued, "It is also important to emphasize that Dollar Thrifty is well positioned for these uncertain times, as rental car customers become even more value-focused. Our long established value brands combined with our low operating cost and solid balance sheet are serving us well. We are on track for another record year."

Dollar Thrifty to Announce Third Quarter 2011 Financial Results

The Company will announce third quarter 2011 financial results prior to market open on Tuesday, November 1, 2011.

A conference call to review the Company's third quarter 2011 results will be held at **8:00 a.m. CT on Tuesday, November 1, 2011**. Scott Thompson, President and Chief Executive Officer, will lead the call. Also participating will be Cliff Buster, Chief Financial Officer. A live audio webcast of the call will be available on the Company's website www.dtag.com. Domestic participants should call 888-946-7608 and use the passcode "Dollar Thrifty." The number for international participants is 630-395-0278. Please call in approximately 10 minutes prior to the beginning of the call.

A replay of the conference call will be made available one hour following its conclusion. To access the domestic audio replay, call 800-294-4406. The international replay number is 203-369-3231. The audio replay of the call will be available through November 15, 2011. It will also be available on the Investor Information page of the corporate website for one year.

J.P. Morgan Securities LLC and Goldman Sachs & Co. are acting as financial advisors to Dollar Thrifty and Cleary Gottlieb Steen & Hamilton LLP is acting as Dollar Thrifty's legal counsel. The Board will review and consider any changes to the Hertz offer or any other proposals that may be made by Hertz or others, in accordance with its fiduciary duties.

Important Information for Investors and Stockholders

Boilerplate omitted

Hertz Withdraws its Exchange Offer to Acquire Dollar Thrifty Remains Interested in Acquiring Dollar Thrifty and Focused on Obtaining Antitrust Clearance

PARK RIDGE, N.J., Oct. 27, 2011 /PRNewswire via COMTEX/ --

Hertz Global Holdings, Inc. (NYSE: HTZ) ("Hertz") today announced that it is withdrawing its exchange offer for all outstanding shares of Dollar Thrifty Automotive Group, Inc. (NYSE: DTG) ("Dollar Thrifty"). Hertz decided to withdraw its exchange offer at this time in light of Dollar Thrifty's plan to commence its announced share repurchase program and current market conditions.

Hertz continues to believe that a merger with Dollar Thrifty is in the best interests of both companies. Hertz remains engaged with the FTC to secure antitrust clearance for the proposed transaction.

Once antitrust clearance has been obtained, Hertz will reassess the appropriate price and other terms of the proposed transaction based on Dollar Thrifty's share repurchase program, Dollar Thrifty's performance, Dollar Thrifty's outlook and prevailing market conditions at that time.

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About Hertz

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Hertz and Dollar Thrifty Announce Definitive Merger Agreement

Aug 26, 2012, 22:31 ET from Hertz Global Holdings, Inc.

PARK RIDGE, N.J., and TULSA, Okla., Aug. 26, 2012 /PRNewswire/ -- Hertz Global Holdings, Inc. (NYSE: HTZ) and Dollar Thrifty Automotive Group, Inc. (NYSE: DTG) today announced that they have entered into a definitive merger agreement under which Hertz would acquire Dollar Thrifty for \$87.50 per share in cash in a transaction valued at a corporate enterprise value of approximately \$2.3 billion.

The combination of Hertz and Dollar Thrifty will create a global, multi-brand rental car leader offering customers a full range of rental options through its strong premium and value brands. The boards of directors of both companies have unanimously approved the transaction.

Hertz also announced today that it has reached an agreement to sell the Advantage business to Franchise Services of North America ("FSNA") and Macquarie Capital. FSNA is an experienced rental car operator with subsidiaries including, among others, U-Save, Rent-a-Wreck, Practicar and X Press Rent-a-Car. The closing of that divestiture is conditioned upon, among other things, Hertz completing an acquisition of Dollar Thrifty.

Hertz Chairman and Chief Executive Officer, Mark P. Frissora said: "We are pleased to have finally reached an agreement with Dollar Thrifty after a lengthy – but worthwhile – pursuit. We have always believed that a combination with Dollar Thrifty is the best strategic option for both companies. The transaction provides Hertz instant scale with two new, well-established brands with airport concession infrastructure in the mid-tier value segment. We'll be a stronger global competitive player with a full range of rental options not only in the U.S. but in Europe and other markets given Dollar Thrifty's strong international presence. In addition, we look forward to moving efficiently and swiftly through the regulatory process having reached an agreement to divest our Advantage brand."

"Hertz has made a compelling offer to our stockholders that reflects the strength of our business and our team. Hertz is the logical partner for us with the resources to expand our value focused leisure brands in key car rental markets around the world," said Scott Thompson, President, CEO and Chairman of the Board of Dollar Thrifty. "After three years of merger-related activity and speculation, I am pleased that we have reached a win-win transaction for both Hertz and Dollar Thrifty."

The combination provides Hertz with multiple strategic options to address both corporate and leisure business in all three tiers of the car rental market. The combined company would have enhanced leadership positions in key markets around the world, with combined June 30, 2012 LTM sales of \$10.2 billion and EBITDA of approximately \$1.8 billion across approximately 10,000 locations globally. Moreover, the transaction creates significant growth opportunities, allowing Hertz to aggressively pursue mid-tier value and premium markets with dedicated brands, and compete even more effectively with its multi-brand peers.

The combination is expected to create significant synergy opportunities, including higher productivity and efficiency from shared assets, the elimination of duplicate functions and better deals from suppliers. The company anticipates at least \$160 million of annual cost synergies from the transaction, with additional sales growth opportunities.

The transaction has been structured as a two-step acquisition including a cash tender offer for all outstanding shares of Dollar Thrifty common stock followed by a cash merger in which Hertz would acquire any remaining outstanding shares of Dollar Thrifty common stock. The transaction is subject to the tender of at least a majority of the shares of Dollar Thrifty common stock, as well as other customary closing conditions. The successful completion of the transaction is also subject to regulatory clearance by the Federal Trade Commission. Hertz has remained closely engaged with the FTC to secure antitrust clearance for the proposed transaction and Dollar Thrifty will fully cooperate in the process.

Hertz and Dollar Thrifty will hold a conference call to discuss the transaction tomorrow, August 27, at 9:00 a.m. ET (8:00 a.m. CST). A live webcast of the call along with a slide presentation to be published on Sunday evening, August 26 will be available on Hertz's investor relations website www.hertz.com/investorrelations and Dollar Thrifty's website www.dtag.com. The conference call also can be accessed by dialing (800) 230-1059 or (612) 234-9959 for international callers. The access code is 258689.

Lazard, Barclays, Bank of America Merrill Lynch and Deutsche Bank are acting as financial advisors to Hertz. Barclays will serve as dealer manager for the tender offer. Barclays, Bank of America Merrill Lynch and Deutsche Bank will provide financing for the transaction. Cravath, Swaine & Moore LLP, Debevoise & Plimpton LLP and Jones Day are acting as legal advisors to Hertz.

J.P. Morgan and Goldman, Sachs & Co. are acting as financial advisors to Dollar Thrifty. Cleary Gottlieb Steen & Hamilton LLP is acting as legal advisor to Dollar Thrifty.

Hertz Contact information:

Boilerplate omitted

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO

Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1) of
the Securities Exchange Act of 1934

Dollar Thrifty Automotive Group, Inc.

(Name of Subject Company)

HDTMS, Inc.

(Offeror)

Hertz Global Holdings, Inc.

(Parent of Offeror)

(Names of Filing Persons)

COMMON STOCK, \$0.01 PAR VALUE
(Title of Class of Securities)

256743105
(Cusip Number of Class of Securities)

Jeffrey Zimmerman, Esq.
Senior Vice President, General Counsel and Corporate Secretary
Hertz Global Holdings, Inc.
225 Brae Boulevard
Park Ridge, New Jersey 07656-0713
(201) 307-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of Filing Persons)

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CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
N/A*	N/A*

* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of the tender offer.

- ☐ Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A
Form or Registration No.: N/A
Filing Party: N/A
Date Filed: N/A

- ☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- ☐ third-party tender offer subject to Rule 14d-1.
☐ issuer tender offer subject to Rule 13e-4.
☐ going-private transaction subject to Rule 13e-3.
☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer. ☐

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- ☐ Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
☐ Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

On August 27, 2012, Hertz Global Holdings, Inc. ("Hertz") and Dollar Thrifty Automotive Group, Inc. ("Dollar Thrifty") hosted a conference call relating to the proposed merger of Hertz and Dollar Thrifty. Below is a transcript of the conference call.

Operator

Welcome to the Hertz Global Holdings and Dollar Thrifty's joint conference call. The companies have asked me to remind you that certain statements made on this call contain forward-looking statements. Forward-looking statements are not guarantees of performance and by their nature are subject to inherent uncertainties. Actual results may differ materially from those expressed in forward-looking statements due to many factors.

These factors include among other matters those that each of the companies have noted in their joint press release regarding the acquisition issued yesterday and in their latest earnings releases and filings with the SEC. Any forward-looking information relayed on this call speaks only as of this date and the Company undertakes no obligation to update that information to reflect changed circumstances.

The tender offer has not yet commenced and this call is neither an offer to purchase nor a solicitation of an offer to sell shares of Dollar Thrifty's common stock. At the time of the tender offer is commenced, Hertz will file a tender offer statement and Dollar Thrifty will file a solicitation recommendation statement on Schedule 14D-9 with the SEC. Investors and stockholders of Dollar Thrifty are urged to read all documents carefully and in their entirety when they become available because they will contain important information about the proposed transaction.

These documents will be available for free at the SEC's website, sec.gov. Copies of Hertz filings with the SEC may be obtained from Hertz's website at Hertz.com/investorrelations or by directing a request to Hertz at 201-307-2100. Copies of Dollar Thrifty's filings with the SEC will be available free of charge on Dollar Thrifty's website at DTG.com or by contacting Dollar Thrifty's investor relations Department at 918-669-2119.

Additional information concerning these statements is contained in the Companies' joint press release regarding the acquisition issued yesterday and in the risk factors and forward-looking statements section of the Companies' respective 2011 Form 10-K and 2012 quarterly reports. Copies of these filings are available from the SEC, the Hertz's and Dollar Thrifty's websites, or the Companies' respective investor relations departments.

I would like to remind you that today's call is being recorded and is also being made available for replay starting at 12.30 p.m. Eastern today running through September 10, 2012.

I would now like to turn the call over to our host, Leslie Hunziker. Please go ahead.

Leslie Hunziker - Hertz Global Holdings, Inc. - SVP of IR

Good morning, everyone. By now I am sure you have all seen our press release announcing Hertz's offer to acquire Dollar Thrifty. This morning management will provide a brief overview of the acquisition terms and strategic rationale and we will then open up the call to your questions.

We have provided slides to accompany this conference call that can be accessed on our website at Hertz.com and on Dollar Thrifty's website at DTG.com.

On the call today for Hertz in Park Ridge, New Jersey is Mark Frissora, Chairman and CEO; Elyse Douglas, CFO; and Jeff Zimmerman, General Counsel and Corporate Secretary. In Tulsa, Oklahoma, we have from Dollar Thrifty we have Scott Thompson, Chairman and CEO; Cliff Buster, CFO, and Vicki Vaniman, General Counsel.

To begin, I will turn it over to Mark.

Mark Frissora - Hertz Global Holdings, Inc. - Chairman and CEO

Good morning, everyone, and thank you, Leslie. At last we are in the home stretch of closing on what will be important brand additions to our rental car business. It goes without saying that this is a transformational deal that will allow Hertz to benefit significantly from the growth prospects and operational efficiencies of a much larger business and a best-in-class operation.

Let's start with the transaction highlights on slide 5. As you know by now, we are acquiring Dollar Thrifty for \$87.50 per share, all cash or a corporate enterprise value of \$2.3 billion. This represents a multiple of 7.8 times the midpoint of Dollar Thrifty's EBITDA guidance for 2012, which is \$298 million. This multiple equates to a roughly 40% premium to the current Hertz and Avis average multiple. Our offer has no financing contingency but is predicated on our obtaining antitrust clearance.

We expect the transaction to be accretive to our diluted net earnings per share in year one and EVA positive after synergies by the end of year two. This is in spite of the loss of about \$30 million of 2012 corporate EBITDA from the Advantage asset divestiture. Based on best guest estimates, we anticipate the deal closing sometime in the fourth quarter. I will walk you through the timing of the process in just a minute.

But before I do, I want to say that we are very pleased with the outcome of our recent negotiations with Dollar Thrifty and its Board and believe that the transaction terms and structure provide premium value for both Companies' shareholders. We are also excited to welcome Dollar Thrifty's employees to our team. We know our collaborative efforts will make the Hertz Dollar Thrifty combination the best among industry competitors. Would you agree, Scott?

Scott Thompson - Dollar Thrifty Automotive Group, Inc. - Chairman, President and CEO

I echo your thoughts about the transaction and the opportunities it affords the combined Company. I truly think the transaction is good for both Companies' shareholders and the industry as a whole.

Dollar Thrifty brings Hertz a highly profitable operation with solid leisure-focused customer base and a motivated workforce with years of experience in servicing value-focused customers. I believe Hertz will be able to swell the Company's product offerings and expand geographically in ways that would be difficult for Dollar Thrifty to do as a stand-alone company.

The Dollar Thrifty Board of Directors fully supports this transaction and the Company will aid Hertz as they finalize their regulatory process.

I will let Mark update you on the status of the FTC review.

Mark Frissora - Hertz Global Holdings, Inc. - Chairman and CEO

Thanks, Scott. Before I do that I want to acknowledge that it has been a long road getting to this point and the wait has not been an easy one for management, employees, or investors, so I want to thank everyone for their patience and understanding as we have continued to work through what has turned out to be a very complex extended FTC process.

On slide 7, we've outlined the status of the antitrust review. Basically we've signed a purchase agreement for the divestiture of our Advantage assets as well as certain DTG assets and associated airport concessions. We will continue to work with the FTC to reach a favorable conclusion and we hope the final steps in the FTC review will be swift.

On slide 8 is the estimated timeline to the transaction's closing. We will file our merger agreement with the SEC later today and soon thereafter launch the tender offer. We hope to have an FTC consent decree in about six weeks or so.

To be clear, we're not basing this on any definitive guidance from the FTC, but our lawyers believe this is a realistic assumption.

Finally, we expect to complete the tender offer by the end of October. Based on this schedule, we will start integration actions before year-end.

So why is this an important deal for Hertz? There are multiple opportunities and competitive advantages that we expect to capitalize on to make the Hertz brands the most formidable in the industry.

First and foremost starting on slide 9, the combination of the Hertz, Dollar and Thrifty businesses results in a \$10.2 billion Company with three distinct brands that complement each other in their respective customer segments. As you know, Hertz has a strong portfolio of businesses that individually and collectively have excellent growth profiles. Our management team has a wealth of experience and expertise. Our efficient and productive infrastructure is best in class and we have a vibrant winning culture.

The addition of Dollar Thrifty, one of the market leaders in renting cars to the price conscious leisure customer, strengthens each one of these value drivers and provides an exceptional platform for future growth. It gives us established value brands, longer average rental lengths, a broad location network, and a higher share of the leisure market. An increase leisure rentals as a percent of revenue will support our goal of reducing operating cyclicality due to the longer length of the transaction and the greater resiliency of the leisure traveler.

Another benefit to profit will be the fleet sharing, which will significantly increase our combined utilization especially on the weekends. Hertz's strong midweek peak, driven by corporate rentals, will be complemented by Dollar Thrifty's weekend leisure peak demand.

We have long been of the belief that having a distinct brand to specifically address the needs of different rental car customer groups is imperative to winning in this industry. One brand can't be all things to all customers. It blurs the value proposition and confuses the pricing structure. Our goal of becoming a multibrand rental car leader will be achieved by maintaining Hertz's premium service and vehicle standards for corporate and leisure customers at pricing reflective of those attributes.

The Dollar brand will continue to address leisure customers in the mid-tier value segment domestically and Thrifty will compete in the fastest-growing Spartan leisure segment against the deep value competitors. Thrifty will also help us build out our value proposition in Europe already having no (inaudible) brand presence in Australia, South Africa, and across Britain through a strong franchise network which you can see on slide 10.

We plan to combine our corporate owned Advantage locations, of which there just 36 across Europe today, under the Thrifty moniker, to provide international customers a great value which as you can imagine is highly sought after in a tough economic environment.

Moving to slide 11, if you look at the profiles of both companies, it is apparent that the added scale that comes with this transaction will allow us to capture meaningful cost synergies. We have proven that we have the discipline and experience to transform the business at every level. This transaction is expected to create significant efficiencies and cost savings for us on top of what is already a position of strength.

On slide 12, we have identified at least \$160 million of annual run rate cost synergies and we are confident in our ability to achieve that number at a minimum over 24 months.

The components of the synergies are pretty straightforward. Of course there will be some redundant operations between the two companies. Those types of things make up other efficiencies in the pie chart but the more significant synergies will come from fleet efficiencies as we combine and share the fleets for better utilization, purchasing power, and lower depreciation and fleet interest expense. Integrating our industry-leading IT systems including our latest virtual kiosk and smart car innovations will be our second greatest cost-saving opportunity and non-fleet procurement expenses will represent another large piece of the efficiency potential.

In addition to the cost synergies, there are other opportunities that we haven't baked into the analysis yet. For example, sales growth opportunities like expanding the Thrifty brand in Europe that I mentioned and sharing our currently exclusive travel partnerships would represent real upside.

Moving to slide 13. In terms of the capital structure, we are committed to maintaining a strong balance sheet. We are clearly becoming a larger and stronger Company and including run rate cost synergies, our pro forma corporate debt to EBITDA leverage ratio is only expected to increase by about 2/10 of a turn. This transaction does not deter us in any way for our ultimate goal of becoming investment-grade.

We will use the combined Dollar Thrifty and Hertz cash on hand along with new borrowings to fund the acquisition. We secured a \$1.95 billion bridge loan and expect permanent financing to come from a combination of long-term bonds and a term loan financing. We will assume Dollar Thrifty's existing fleet debt and over time bring their fleet financing under the Hertz ABS program.

While we expect to be put on credit watch initially, we have no indication that the all-cash transaction will result in a credit rating downgrade.

Now that you have heard all the details you can see why we are genuinely excited about the prospects for this combined business. And we're entering this transaction from the position of strength, creating financial value for our shareholders and delivering strategic value to our business. We've chosen an exceptional company to partner with and timing by all accounts is ideal.

So with that, let's open up the call for questions, operator.

QUESTION AND ANSWER

Operator

(Operator Instructions). Brian Johnson, Barclays.

Brian Johnson - *Barclays Capital - Analyst*

Good morning, Mark and Scott. A couple just drill down questions. In terms of the \$30 million you guided to, is that inclusive of both the foregone Advantage earnings as well as the carveouts in any existing Hertz sites that you need to do?

Elyse Douglas - *Hertz Global Holdings, Inc. - EVP and CFO*

This is Elyse. Yes, it is all inclusive, Brian.

Mark Frissora - *Hertz Global Holdings, Inc. - Chairman and CEO*

No, no, no. It is only the \$30 million is the Advantage EBITDA is what it is. That's what the \$30 million of what we referenced in the script, all right?

Operator

Chris Agnew, MKM partners.

Chris Agnew - *MKM Partners - Analyst*

Thank you very much. Good morning and congratulations. I was just wondering how much cash do you estimate you will be able to free up from DTG's vehicle financing subsidiaries because of how you collateralized your vehicle finance subs and any other advantages you may have? And then are there any timing issues with your ability to do that?

Mark Frissora - *Hertz Global Holdings, Inc. - Chairman and CEO*

(multiple speakers) Go ahead.

Elyse Douglas - *Hertz Global Holdings, Inc. - EVP and CFO*

This is Elyse. There isn't the ability -- they have some cash collateral in lieu of letters of credit, which is an opportunity right now. However, we believe that the cash collateral is more cost-effective, but that's always an opportunity. And no, there would be no problems if we chose to do that.

Mark Frissora - *Hertz Global Holdings, Inc. - Chairman and CEO*

Yes, there's no timing issues.

Operator

Adam Jonas, Morgan Stanley.

Unidentified Participant

Good morning, everyone. This is EJ in for Adam. Congratulations on the announcement. My question is related to the outlook on the cap structure going forward. Given that your intention is to get back to investment grade, could you rule out the possibility assuming the right market conditions and share price of doing an equity raise to assist on the integration or pay down some of that new debt?

Elyse Douglas - *Hertz Global Holdings, Inc. - EVP and CFO*

There's always the possibility but we really don't have any plans to do that right now. We believe the debt markets are in great shape and we plan on financing this in the debt markets right now.

Operator

Michael Millman, Millman Research.

Michael Millman - *Millman Research Associates - Analyst*

Thank you. Could you quantify or at least roughly quantify the impact of having a classic brand standalone and also the European opportunities or at least the international opportunities?

Mark Frissora - *Hertz Global Holdings, Inc. - Chairman and CEO*

Are you talking about revenue opportunity?

Michael Millman - *Millman Research Associates - Analyst*

Revenue opportunities, yes.

Mark Frissora - *Hertz Global Holdings, Inc. - Chairman and CEO*

No, we haven't quantified that yet, Michael, and we probably won't be doing so for awhile. We need to look at the plans and need to understand from an integration standpoint where we would have great connections to put together with Dollar Thrifty. And once we have studied that a little bit more and more thoroughly we will be able to talk to you about any revenue upside we see.

Operator

Rich Kwas, Wells Fargo Securities.

Rich Kwas - *Wells Fargo Securities - Analyst*

Good morning, everyone. Congrats. Just asking about franchising initiative on your end, Mark. Does this transaction maybe improve the prospects for franchising adding Dollar and the Thrifty brands in? Do you think it helps your case in terms of doing more of that sort of franchising over the next couple of years? And kind of what your thoughts on that, it would be appreciated.

Mark Frissora - *Hertz Global Holdings, Inc. - Chairman and CEO*

The answer to your question, Rich, is yes, it does help us in terms of the way we think about franchising and help our ability to talk about our franchise model to multiple business parties that would be interested. Yes, so it certainly doesn't do anything but enhance our efforts in that area. That's the best way I can answer it right now.

Operator

John Healy, Northcoast Research.

John Healy - *Northcoast Research - Analyst*

Thanks and congratulations to both management teams. I wanted to ask about the timing of the synergies. I know you put a 24-month target out there but do you have any thoughts about realistically could be accomplish in year one? And then the follow-up was I might've missed it but did you quantify what the terms were for the Advantage sale? Thank you.

Mark Frissora - *Hertz Global Holdings, Inc. - Chairman and CEO*

No, I think all he said was that the Advantage deal was going to be an operating loss for us. We reviewed that to a book loss for us. That was done in the -- yes but we did that in the Q, didn't we? So it was identified in the Q and then in terms of Advantage numbers, we just said it's about \$30 million of EBITDA as an impact.

In terms of identifying again any future synergies or opportunities beyond what we have said in this call, we have to work with the team and get the FTC approval and then at that point in time we will be able to talk about more details with regards to revenue or cost synergies.

Operator

Fred Lowrance, Avondale Partners.

Fred Lowrance - *Avondale Partners - Analyst*

Thank you, just a quick question again on synergies. The \$160 million estimate that you've given us this morning is down about \$20 million from the last number that you put out there publicly. So could one of you, whether it's Mark or Scott, just maybe talk about what has been done to capture that \$20 million of synergy difference over the last two years?

Mark Frissora - Hertz Global Holdings, Inc. - Chairman and CEO

There's been a lot of market condition changes. A lot of time has elapsed over the last couple of years. Dollar Thrifty has done a really good job of figuring out if you will what operating efficiencies they had themselves internally and they have improved their corporate EBITDA margins from 15.3% in 2010 to 18.6% as of LTM ended 6-30-2012.

So given this fact pattern and in our continued diligence of the Company, we believed \$160 million is an appropriate estimate at this point in time. So again, we haven't spent a lot of time together, so there may be more but this is -- we feel comfortable talking about the \$160 million right now.

Operator

Doug Karson, Bank of America.

Doug Karson - BofA Merrill Lynch - Analyst

Great, guys. Thank you and congratulations on the transaction. A quick question on the financing. I know you had mentioned a bridge loan that would then get termed out with some bonds. Can you give us an update of how this impacts your existing term loan?

Elyse Douglas - Hertz Global Holdings, Inc. - EVP and CFO

Yes, we have the ability to increase the term loan amount. There is a most-favored-nation clause with respect to pricing so we would stay within the guidelines there. So right now given where we see the high-yield market, the majority of the financing we see being done in bonds but there would be a piece as the term loan within those restrictions. Does that answer your question?

Mark Frissora - Hertz Global Holdings, Inc. - Chairman and CEO

Okay, Operator, next question?

Operator

Speakers, with that, I would like to turn it back over to you.

Mark Frissora - Hertz Global Holdings, Inc. - Chairman and CEO

Okay, great. Well, thanks. I want to thank everyone for listening in on the call and again having the patience for this great transaction to be consummated. We are hopeful again that we will have a swift approval through the FTC process and look forward to talking more about this deal as milestones unfold. Thanks, everyone.

Hertz to Acquire Dollar Thrifty



August 27, 2012

Forward-Looking Statements

This communication contains “forward-looking statements”. Examples of forward-looking statements include information concerning Hertz’s and Dollar Thrifty’s respective outlooks, anticipated revenues and results of operations, as well as any other statement that does not directly relate to any historical or current fact. These forward-looking statements often include words such as “believe,” “expect,” “project,” “anticipate,” “intend,” “plan,” “estimate,” “seek,” “will,” “may,” “would,” “should,” “could,” “forecasts” or similar expressions. These statements are based on certain assumptions that each of Hertz and Dollar Thrifty have made in light of their experience in the industry as well as their perceptions of historical trends, current conditions, expected future developments and other factors that Hertz and Dollar Thrifty believe are appropriate in these circumstances. We believe these judgments are reasonable, but you should understand that these statements are not guarantees of performance or results, and our actual results could differ materially from those expressed in the forward-looking statements due to a variety of important factors, both positive and negative.

Among other items, such factors could include: Hertz’s ability to obtain regulatory approval for and to consummate an acquisition of Dollar Thrifty; the risk that expected synergies, operational efficiencies and cost savings from a Dollar Thrifty acquisition may not be fully realized or realized within the expected time frame; the risk that unexpected costs will be incurred in connection with the proposed Dollar Thrifty transaction; the retention of certain key employees of Dollar Thrifty may be difficult; and the operational and profitability impact of divestitures required to be undertaken to secure regulatory approval for an acquisition of Dollar Thrifty. Additional information concerning these and other factors can be found in Hertz’s filings and Dollar Thrifty’s filings with the Securities and Exchange Commission, including Hertz’s and Dollar Thrifty’s most recent Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.

Hertz and Dollar Thrifty therefore caution you against relying on these forward-looking statements. All forward-looking statements attributable to Hertz, Dollar Thrifty or persons acting on their behalf are expressly qualified in their entirety by the foregoing cautionary statements. All such statements speak only as of the date made, and Hertz and Dollar Thrifty undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Additional Information About the Merger and Where to Find It

The tender offer described herein has not yet commenced, and this communication is neither an offer to purchase nor a solicitation of an offer to sell shares of Dollar Thrifty's common stock. At the time the tender offer is commenced, Hertz will file a tender offer statement and Dollar Thrifty will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the United States Securities and Exchange Commission (the "SEC"). Investors and security holders of Dollar Thrifty are strongly advised to read the tender offer documents that will be filed with the SEC, because they will contain important information that Dollar Thrifty's stockholders should consider before tendering their shares. These documents will be available for free at the SEC's web site (<http://www.sec.gov>). Copies of Hertz's filings with the SEC may be obtained at the SEC's web site (<http://www.sec.gov>) or by directing a request to Hertz at (201) 307-2100. Copies of Dollar Thrifty's filings with the SEC will be available free of charge on Dollar Thrifty's website at www.dtag.com or by contacting Dollar Thrifty's Investor Relations Department at 918-669-2119.

Today's Agenda

- Transaction Terms & Structure
 - Mark Frissora, Chairman and CEO
- Comments from Scott Thompson
 - Chairman & CEO Dollar Thrifty
- FTC Status
- Transaction Timeline
- Strategic & Financial Rationale
 - Mark Frissora
- Questions & Answers Session
 - Mark Frissora & Scott Thompson



Transaction Terms & Structure

Purchase Price

- \$87.50 per share purchase price (all cash)
- Equity Value of \$2.6 billion
- Corporate Enterprise Value of \$2.3 billion
- 2012E EV/Corp EBITDA multiple of 7.8x⁽¹⁾
 - Represents ~40% premium to the avg. of current Hertz & Avis multiples
- LTM 6/30/12 pro forma Hertz leverage 3.4x with cost synergies (3.2x standalone)⁽²⁾

Deal Structure

- 100% cash consideration
- No financing contingency – fully committed financing in place
- Tender offer
- Transaction close expected in Q4:12

Key Conditions

- Antitrust clearance
 - Hertz has reached a definitive agreement to divest Advantage
- Requires more than 50% of Dollar Thrifty's outstanding shares be tendered

Transaction Benefits

- Unanimously approved by the Boards of both companies
- Premium value in cash to DTG shareholders
- Highly attractive transaction for HTZ owners – EPS accretion & positive EVA
 - Including impact of Advantage divestiture (~\$30 million of Corp. EBITDA)

1. Based on mid-point of DTG 2012E Corp. EBITDA guidance of \$285 million to \$310 million

2. Reflects LTM 6/30/12 Total Corporate Debt / Corporate EBITDA and run-rate cost synergies of \$160 million

Win-Win Transaction

- Attractive transaction for both sides
- Best combination of industry brands



- DTG to support FTC order completion

Status of FTC Process

- Closely engaged with FTC staff to secure antitrust clearance
- Signed definitive purchase agreement
 - Will divest Advantage and certain additional assets and DTG airport concessions
- Expect to make swift progress getting proposed settlement before Commission for consideration
 - Now have DTG's full cooperation getting FTC's approval
- Given the extensive divestitures agreed upon, favorable outcome at Commission is anticipated

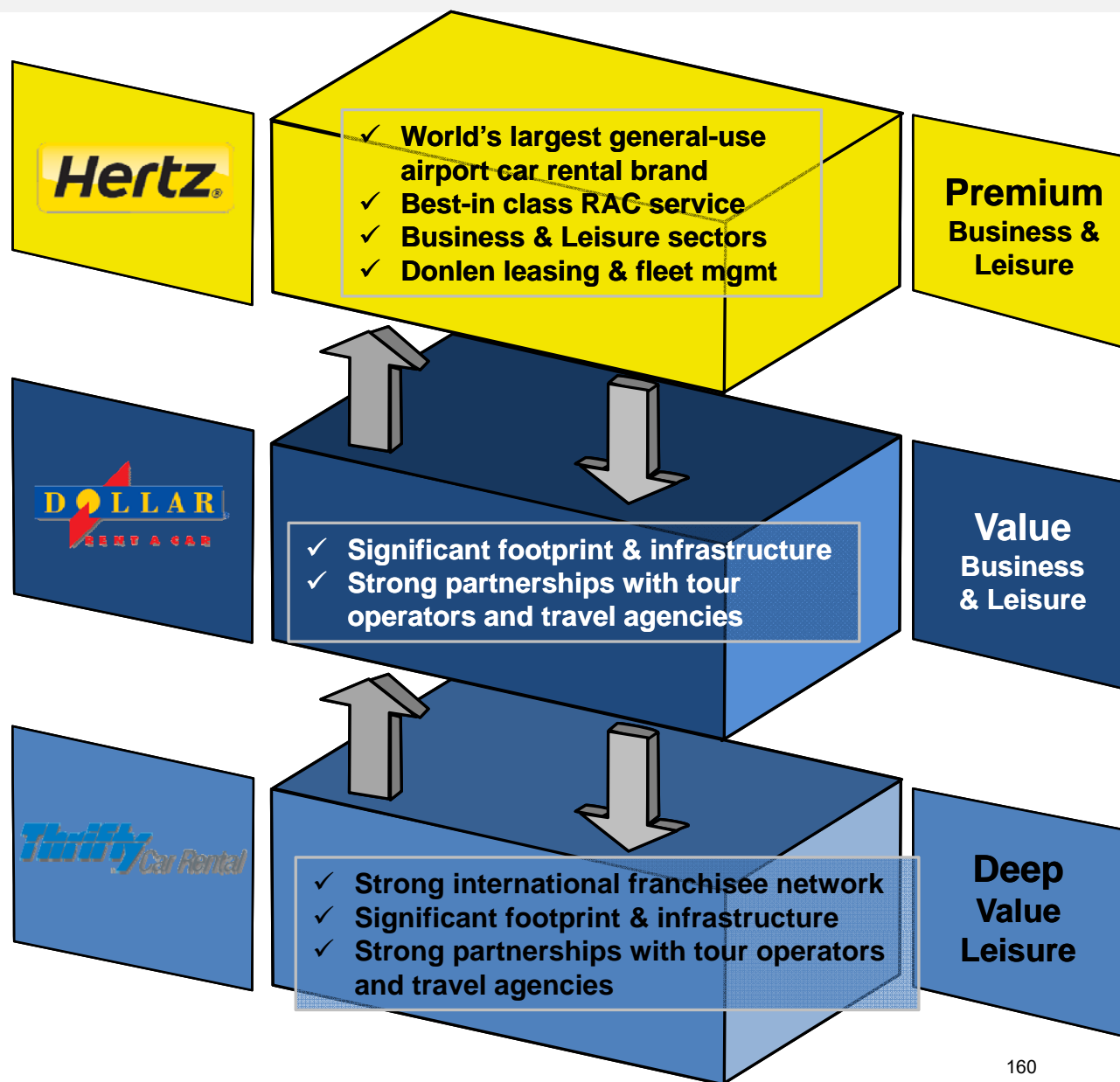
Anticipated Timeline

Key Events	Expected Completion
File tender offer materials with the SEC and launch tender offer	Early September
Receive FTC clearance for the transaction ¹	Mid-October
Complete tender offer and purchase Dollar Thrifty shares	Mid-to-late October
Complete short-form merger	Mid-to-late October

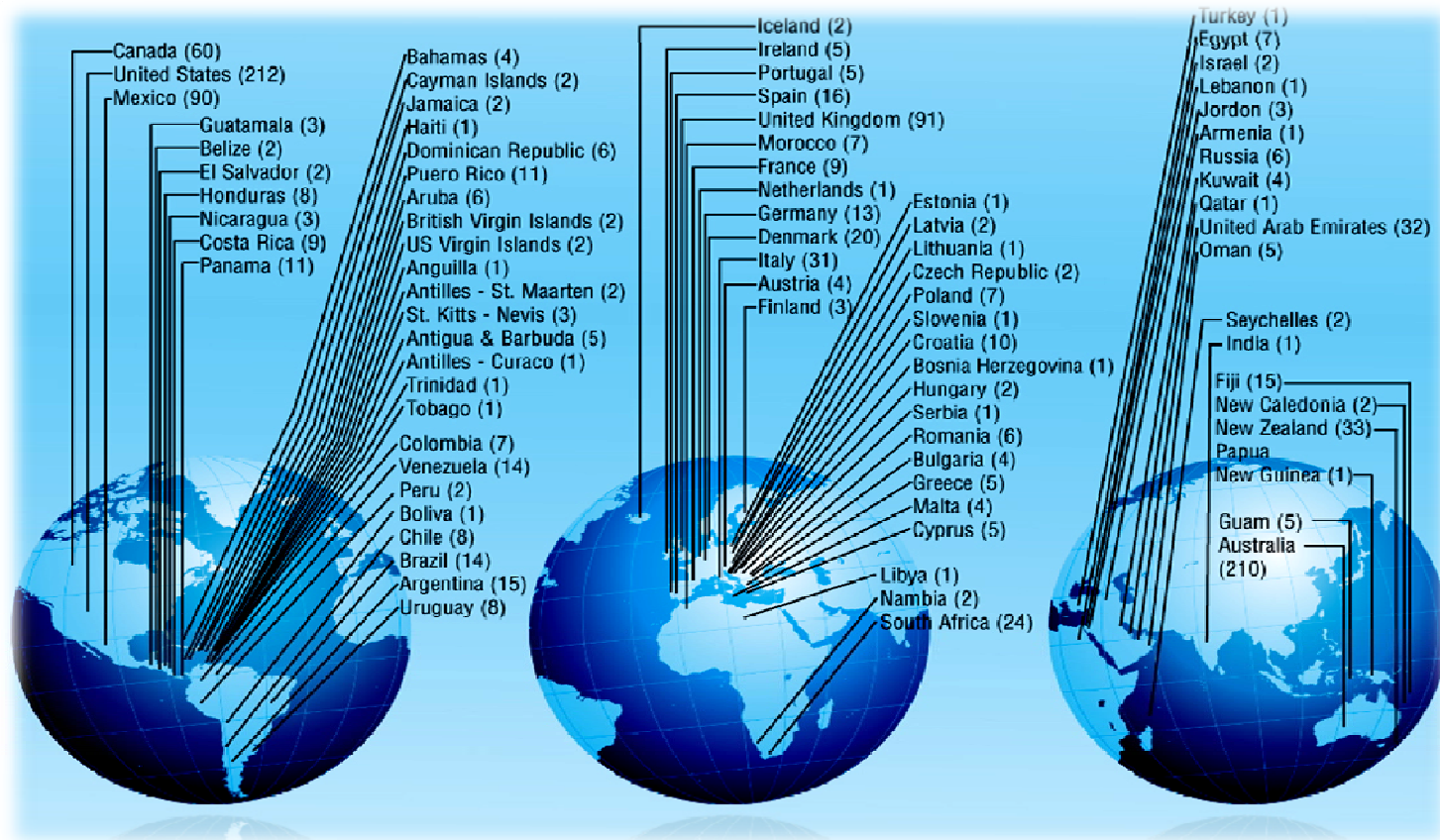
¹ We do not have a specific timeline in place with the FTC, but believe this is a realistic expectation

A Multi-Brand Rental Car Leader

- Two leading car rental companies
 - Best strategic fit
- Three distinct brands
 - Covering the entire market
- Complementary market positions
- Scale advantage
 - \$10.2B LTM 6/30/12 Sales
 - \$1.8B LTM 6/30/12 Corp. EBITDA



Dollar Thrifty – A Growing International Presence



- Global service capabilities exist through an ever-expanding international franchise network
- Serves value-conscious travelers in over 80 countries since 1950
- Plan to convert Advantage locations in Europe to Thrifty brand

Worldwide By the Numbers...

2011



*Dollar Thrifty
Automotive Group, Inc.*

Corporate Revenue	\$7.1B	\$1.5B (60% Dollar/40% Thrifty)
Franchise Revenue	\$3.7B	\$700M
Avg. Corp. Fleet Units	615,600	107,154
Top 3 OEM Suppliers	GM, Nissan, Toyota	Ford, Chrysler, GM
Rental Car Locations	8,500	280
Employees	23,900	5,900
Markets Served	Premium Commercial, Premium Leisure, Insurance Replacement, Commercial Leasing, Monthly/Hourly car rental	Mid-tier Value Leisure
U.S. Airport Market Share	26%	11%



Strategic Benefits and Synergies

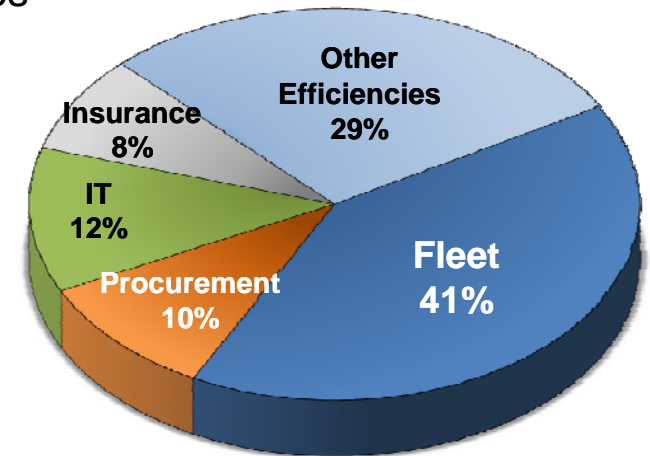
Strategic Benefits

- Multiple strategic options to address corporate and leisure business
- Instant scale in mid-tier value segment: known brand, airport infrastructure
- U.S. airport leisure business as % of HTZ WW RAC revenue to significantly increase
- Leverage Thrifty's global brand strength by expanding internationally
- Faster and more certain strategy than growing Advantage organically

Significant Synergy Potential

- At least \$160 mm total annual run-rate cost synergies + sales growth opportunities
 - Higher productivity & efficiency from shared assets
 - Eliminate duplicate functions
 - Economies of scale
 - Integrate Lean/Six Sigma culture
 - Expand value brand in EU
 - Extend travel partnerships

Identified Cost Synergies



Expect 100% of Cost Synergies Achieved Over 24 Months

Financing Plan for Transaction

- Committed to maintaining a strong, flexible balance sheet

	LTM June 30, 2012	
	Hertz Standalone	Hertz Pro Forma
Total Corp. Debt / Corp. EBITDA	3.2x	3.7x
Total Corp. Debt / Corp. EBITDA (w/ cost synergies)		3.4x
Total Debt / Gross EBITDA	3.6x	4.0x
Total Debt / Gross EBITDA (w/ cost synergies)		3.8x

- Financing to come from DTG and Hertz cash on hand plus new borrowings
 - \$1.95 billion financing commitment in place
 - Permanent acquisition financing anticipated to be mix of incremental term loan and long-term bonds
- Assuming Dollar Thrifty's ABS fleet debt
- Hertz expects to be on credit watch initially, but does not anticipate credit rating downgrade
- Management remains committed to reducing leverage over time and obtaining investment grade rating

Q&A

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-9
SOLICITATION/RECOMMENDATION STATEMENT
UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934

DOLLAR THRIFTY AUTOMOTIVE GROUP, INC.
(Name of Subject Company)

DOLLAR THRIFTY AUTOMOTIVE GROUP, INC.
(Name of Person Filing Statement)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

256743105
(CUSIP Number of Class of Securities)

Vicki J. Vaniman, Esq.
Executive Vice President, General Counsel and Secretary
Dollar Thrifty Automotive Group, Inc.
5330 East 31st Street
Tulsa, Oklahoma 74135
(918) 660-7700

(Name, address and telephone number of person authorized to receive
notices and communications on behalf of the persons filing statement)

With copies to:
Paul J. Shim, Esq.
Matthew P. Salerno, Esq.
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, New York 10006
(212) 225-2000

x Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

On August 26, 2012, the following communications were sent to management of Dollar Thrifty Automotive Group, Inc. ("Dollar Thrifty") to assist in their communications with employees regarding the entry by Dollar Thrifty, Hertz Global Holdings, Inc. and HDTMS, Inc. into an Agreement and Plan of Merger, dated August 26, 2012.

DTAG Messaging Points – For Internal Use Only – Field Version

- This has been a long process over the past few years, and although we were not for sale, we have entertained discussions not only with Hertz, but also more recently with AvisBudget in order to ensure we had explored all options that would be in the best long-term interest of Dollar Thrifty.
 - We have been on an incredible journey as a standalone company, and have performed very well over the past few years. Our performance and a strong business model are what have attracted Hertz to Dollar Thrifty as an acquisition target to expand their presence into the leisure markets. Their offer was compelling, and our Board of Directors believes that a combination with Hertz is in the best interests of our shareholders and has accepted the offer in accordance with its fiduciary duties. The combination of Hertz and Dollar Thrifty is compelling for both companies over the long-term, providing the following benefits:
 - o Hertz receives access to our worldwide rental network and our strong presence in leisure markets
 - o Dollar Thrifty receives access to more resources, including greater technology, and a broader base of revenues that will allow us to grow much more rapidly than as a stand-alone company. I assure you, it is Hertz's intention to grow our brands in the years ahead.
 - o Hertz will be able to use the Dollar Thrifty brands to grow its presence in the leisure segment in Europe and other international markets.
 - o Hertz has been increasing resources in technology, people and infrastructure, which I have been assured will continue in the years ahead.
 - Together the two companies will compete even more effectively against all other rental companies, including the other multi-brand rental companies, and serve every segment of the U.S. market.
 - We will continue to operate as a stand-alone company while the Federal Trade Commission completes its antitrust review. We do not know how long that process will last, but we believe Hertz expects to complete the acquisition this year.
 - The transaction still has several key milestones that must be reached before it can be closed. Those include the approval of the transaction by the FTC, the acceptance of the Hertz offer by our shareholders and the disposition of the Advantage brand by Hertz.
 - Hertz will decide how the companies and the various functional areas will be integrated. While integration will not begin prior to closing, there will likely be Hertz representatives on site in advance of the closing to begin evaluating and understanding our processes and procedures, in order to best determine how they should combine the companies after closing.
 - Hertz is committed to a fair process with decisions based on who is best for a particular role, not just whether you work for Hertz or Dollar Thrifty.
 - Our management team is committed to doing everything we can to keep us growing and strong throughout the months ahead and providing support so the transition process is as smooth and seamless as possible.
-
-

DTAG Messaging Points – For Internal Use Only – Tulsa Version

- This has been a long process over the past few years, and although we were not for sale, we have entertained discussions not only with Hertz, but also more recently with AvisBudget in order to ensure we had explored all options that would be in the best long-term interest of Dollar Thrifty.
- We have been on an incredible journey as a standalone company and have performed very well over the past few years. Our performance and a strong business model are what have attracted Hertz to Dollar Thrifty as an acquisition target to expand their presence into the leisure markets. Their offer was compelling, and our Board of Directors believes that a combination with Hertz is in the best interests of our shareholders and has accepted the offer in accordance with its fiduciary duties. The combination of Hertz and Dollar Thrifty is compelling for both companies over the long-term, providing the following benefits:
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 - o Hertz will be able to use the Dollar Thrifty brands to grow its presence in the leisure segment in Europe and other international markets.
 - o Hertz has been increasing resources in technology, people and infrastructure, which I have been assured will continue in the years ahead.
- Together the two companies will compete even more effectively against all other rental companies, including the other multi-brand rental companies, and serve every segment of the U.S. market.
- We will continue to operate as a stand-alone company while the Federal Trade Commission completes its antitrust review. We do not know how long that process will last, but we believe Hertz expects to complete the acquisition this year.
- The transaction still has several key milestones that must be reached before it can be closed. Those include the approval of the transaction by the FTC, the acceptance of the Hertz offer by our shareholders and the disposition of the Advantage brand by Hertz.
- In conjunction with the merger agreement, Hertz has committed to retaining all of the employees in the Tulsa workforce for a 4-month period. Additionally, the agreement provides for severance payments in accordance with DTAG's historical severance policy for any employee who is terminated at the end of that four month period.
- Hertz will decide how the companies and the various functional areas will be integrated. While integration will not begin prior to closing, there will likely be Hertz representatives on site in advance of the closing to begin evaluating and understanding our processes and procedures, in order to best determine how they should combine the companies after closing.
- Hertz is committed to a fair process with decisions based on who is best for a particular role, not just whether you work for Hertz or Dollar Thrifty.
- Our management team is committed to doing everything we can to keep us growing and strong throughout the months ahead and providing support so the transition process is as smooth and seamless as possible.

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(Name of Person Filing Statement)

Common Stock, par value \$0.01 per share
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One Liberty Plaza
New York, New York 10006
(212) 225-2000

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On August 26, 2012, the following communication was sent on behalf of Scott L. Thompson, Chief Executive Officer and President of Dollar Thrifty Automotive Group, Inc. ("Dollar Thrifty") to employees of Dollar Thrifty.

Earlier today, we announced that we entered into a definitive merger agreement, under which Hertz will acquire Dollar Thrifty in an all-cash transaction valued at approximately \$2.6 billion.

When we started this journey in October 2008, the Company was on the brink of bankruptcy, owing over a hundred different lenders around \$2 billion. In fact, we lost \$347 million in 2008, the NYSE wanted to delist the Company, and our share price was under a dollar. Our lenders wanted to liquidate the Company and move on – which would have meant 100 percent job loss and no severance payment for employees, at a time when the U.S. economy was at its worst. So the organization made changes. Our employees, partners, shareholders, lenders, licensees and customers embraced the changes, and we began to travel a path of Company and individual success.

Hertz's offer to purchase the Company at \$87.50 per share is a 72 percent increase in price from the offer rejected by shareholders in 2010, and a vast multiple of the \$2.00 per share offer made for the Company in December 2008.

The Board has determined that the Hertz offer is compelling and in the best interest of our shareholders. Accordingly, the Board has decided to accept the offer in accordance with its fiduciary duty to our shareholders.

This transaction will create a global, multi-brand car rental leader that will provide an outstanding long-term opportunity to be part of a larger, worldwide company. Combined, we can offer our joint customer base a full range of rental options through our broad line-up of market-leading products and brands. By joining forces with Hertz, we will have access to greater resources to expand our value-focused leisure brands in key car rental markets around the world. I believe that our brands will continue to thrive and that we will be able to serve our customers even better after the transaction closes.

Based on current information, the transaction is expected to close later this year. **Please remember, however, that the proposed transaction is not a completed deal, as it is still subject to antitrust regulatory clearance and the tender by holders of a majority of our shares to Hertz pursuant to its \$87.50 per share offer. As we have seen in the past, anything can happen.**

I know you have a lot of questions. Over the next few weeks HR will try to answer them. Here is what I know. Hertz's plans include expansion of our Brands domestically and internationally. Hertz will need the majority of the workforce to support our over \$1.5 billion worldwide revenue base, but I expect there will be a workforce reduction as they integrate the companies. It took Enterprise several years to fully integrate Alamo National, and we all know how long it took for Dollar and Thrifty to become one company. We have been assured by Hertz that all of our people will be considered for positions. Our agreement with Hertz includes protection of your current compensation and benefits for a period of time, including severance for those who are not retained. **I am sure that Hertz will want the best people in this very competitive industry.** We have no information on Hertz's plans for the Tulsa operations, but my guess is that Hertz will benchmark the cost of functions in Tulsa against its Oklahoma City operations in determining where functions are located over the long term.

Individual success during situations full of change requires flexibility, patience and a positive attitude. Despite the looming distraction, it's of paramount importance that we continue taking care of our customers and working together, **just as we have always done.** As usual, we will try to inform you in as timely a manner as possible as we learn more.

I know that this has been a long (and sometimes arduous) process, and I would like to emphasize that today's announcement is the direct result of Hertz's recognition of the value of our strong brands and loyal customers, consistently strong financial performance and future prospects. I thank you for your continued support and for your many contributions – you are the driving force behind Dollar Thrifty's success.

Scott

Considering this is a significant development for our industry, we expect that the announcement will attract attention from the media. As a matter of corporate policy, we ask that if you receive any media or investor inquiries, please refer them to Anna Bootenhoff at (918) 669-2236 or Anna.Bootenhoff@dtag.com.

If you have questions, please send them to: employee.questions@dtag.com.

Additional Information

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