

ENTEGRIS INC
Form 8-K
February 21, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTIONS 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) February 15, 2008

ENTEGRIS, INC.

(Exact name of registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

000-30789
(Commission File Number)

41-1941551
(I.R.S. Employer Identification No.)

3500 Lyman Boulevard, Chaska, MN
(Address of principal executive offices)

55318
(Zip Code)

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(952) 556-3131

(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:

- .. 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))

Items 1.01 and 8.01. Entry into a Material Definitive Agreement and Other Events

On February 15, 2008, Entegris, Inc. (the Company) entered into a Credit Agreement with Wells Fargo Bank, National Association, as agent, and certain other banks party thereto (collectively, the Banks). The agreement provides for a \$230 million revolving credit facility (the Facility) for a period of five years, with an uncommitted option to expand the facility by up to \$20 million provided that no default or event of default has occurred or is continuing at such time.

We generally may elect that the loans comprising each borrowing bear interest at a rate per annum equal to (a) the Base Rate equal to the higher of the Prime Rate then in effect and the Federal Funds Rate then in effect, plus 0.50% or (b) a LIBOR rate plus a LIBOR Margin ranging from 1.00% to 1.50% depending on leverage.

Voluntary prepayments and commitment reductions are permitted, in whole or in part, in minimum amounts without prepayment or penalty, other than customary breakage costs with respect to LIBOR borrowings.

The Facility is guaranteed by our material direct and indirect subsidiaries which are treated as domestic for tax purposes. In addition, the Facility is secured by a pledge of 65% of the stock owned by a domestic company of each material subsidiary which is treated as foreign for tax purposes.

The Facility requires that we comply on a quarterly basis with certain financial covenants, including leverage and interest coverage ratio covenants. In addition, the Facility includes negative covenants, subject to exceptions, restricting or limiting our ability and the ability of our subsidiaries to, among other things:

sell assets;

alter the business we conduct;

engage in mergers, acquisitions and other business combinations;

declare dividends or redeem or repurchase capital stock;

incur, assume or permit to exist additional indebtedness or guarantees;

make loans and investments;

incur liens; and

enter into transactions with affiliates.

The Facility also contains customary representations and warranties, affirmative covenants and events of default, including payment defaults, breach of representations and warranties, covenant defaults, certain events of bankruptcy, certain events under ERISA, material judgments, and change in control. If such an event of default occurs, the lenders under the Facility would be entitled to take various actions, including the acceleration of amounts due under the Facility and all actions permitted to be taken by an unsecured creditor.

Item 1.02 Termination of a Material Definitive Agreement

The Facility replaces our Credit Agreement, dated as of June 8, 2007 (as amended, the 2007 Facility) among Entegris Inc. and Wells Fargo Bank, National Association, as agent, and certain other banks party thereto, which was terminated on February 15, 2008.

The 2007 Facility provided a \$60 million revolving facility and a \$25 million term loan which included customary covenants, representations and warranties, events of default, breach of representations and warranties, covenant defaults, certain events of bankruptcy, certain events under ERISA, material judgments, and change in control.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant

See Item 1.01.

SIGNATURE

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 thereunto duly authorized.

ENTEGRIS, INC.

Dated: February 21, 2008

By /s/ Peter W. Walcott

Peter W. Walcott,

Senior Vice President & General Counsel

3

B>

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☒

3

SEC USE ONLY

4

SOURCE OF FUNDS

OO

5

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7

SOLE VOTING POWER

0

8

SHARED VOTING POWER

0

9

SOLE DISPOSITIVE POWER

0

10

SHARED DISPOSITIVE POWER

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14

TYPE OF REPORTING PERSON

PN

CUSIP No. 42805T 10 5

13D

Page 3 of 21 Pages

1 NAMES OF REPORTING PERSONS**Carlyle Holdings II GP L.L.C.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☐ (b) ☒**3** SEC USE ONLY**4** SOURCE OF FUNDS**OO****5** Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐**6** CITIZENSHIP OR PLACE OF ORGANIZATION**Delaware****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**0****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

OO (Delaware limited liability company)

1 NAMES OF REPORTING PERSONS**Carlyle Holdings II L.P.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☐ (b) ☒**3** SEC USE ONLY**4** SOURCE OF FUNDS**OO****5** Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐**6** CITIZENSHIP OR PLACE OF ORGANIZATION**Québec****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**0****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

PN (Québec société en commandite)

CUSIP No. 42805T 10 5

13D

Page 5 of 21 Pages

1 NAMES OF REPORTING PERSONS**TC Group Cayman Investment Holdings, L.P.****2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**(a) ☐ (b) ☒**3 SEC USE ONLY****4 SOURCE OF FUNDS****OO****5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐****6 CITIZENSHIP OR PLACE OF ORGANIZATION****Cayman Islands****7** ☐ SOLE VOTING POWER**NUMBER OF****SHARES** **0****BENEFICIALLY** **8** ☐ SHARED VOTING POWER**OWNED BY****EACH** **0****9** ☐ SOLE DISPOSITIVE POWER**REPORTING****PERSON** **0****WITH** **10** ☐ SHARED DISPOSITIVE POWER**0****11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

PN (Cayman Islands exempt limited partnership)

CUSIP No. 42805T 10 5

13D

Page 6 of 21 Pages

1 NAMES OF REPORTING PERSONS**2 TC Group Cayman Investment Holdings Sub L.P.**
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☐ (b) ☒**3 SEC USE ONLY****4 SOURCE OF FUNDS****5 OO**
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐**6 CITIZENSHIP OR PLACE OF ORGANIZATION****Cayman Islands****7** SOLE VOTING POWER**NUMBER OF****SHARES** **0****BENEFICIALLY** **8** SHARED VOTING POWER**OWNED BY****EACH** **0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON** **0****WITH** **10** SHARED DISPOSITIVE POWER**11** **0**
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

PN (Cayman Islands exempt limited partnership)

CUSIP No. 42805T 10 5

13D

Page 7 of 21 Pages

1 NAMES OF REPORTING PERSONS**TC Group IV, L.L.C.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☐ (b) ☒**3** SEC USE ONLY**4** SOURCE OF FUNDS**OO****5** Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐**6** CITIZENSHIP OR PLACE OF ORGANIZATION**Delaware****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**0****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

OO (Delaware limited liability company)

CUSIP No. 42805T 10 5

13D

Page 8 of 21 Pages

1 NAMES OF REPORTING PERSONS**TC Group IV, L.P.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☐ (b) ☒**3** SEC USE ONLY**4** SOURCE OF FUNDS**OO****5** Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐**6** CITIZENSHIP OR PLACE OF ORGANIZATION**Delaware****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**0****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 42805T 10 5

13D

Page 9 of 21 Pages

1 NAMES OF REPORTING PERSONS**Carlyle Partners IV, L.P.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☐ (b) ☒**3** SEC USE ONLY**4** SOURCE OF FUNDS**OO****5** Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐**6** CITIZENSHIP OR PLACE OF ORGANIZATION**Delaware****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**0****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS**CP IV Coinvestment, L.P.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☐ (b) ☒**3** SEC USE ONLY**4** SOURCE OF FUNDS**OO****5** Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐**6** CITIZENSHIP OR PLACE OF ORGANIZATION**Delaware****7** SOLE VOTING POWER**NUMBER OF****SHARES** **0****BENEFICIALLY** **8** SHARED VOTING POWER**OWNED BY****EACH** **0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON** **0****WITH** **10** SHARED DISPOSITIVE POWER**0****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS**CEP II Managing GP Holdings, Ltd.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☐ (b) ☒**3** SEC USE ONLY**4** SOURCE OF FUNDS**OO****5** Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐**6** CITIZENSHIP OR PLACE OF ORGANIZATION**Cayman Islands****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**0****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

OO (Cayman Islands Exempt Company)

CUSIP No. 42805T 10 5

13D

Page 12 of 21 Pages

1 NAMES OF REPORTING PERSONS**CEP II Managing GP, L.P.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☐ (b) ☒**3** SEC USE ONLY**4** SOURCE OF FUNDS**OO****5** Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐**6** CITIZENSHIP OR PLACE OF ORGANIZATION**Alberta****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**0****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 42805T 10 5

13D

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1 NAMES OF REPORTING PERSONS**CEP II U.S. Investments, L.P.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☐ (b) ☒**3** SEC USE ONLY**4** SOURCE OF FUNDS**OO****5** Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐**6** CITIZENSHIP OR PLACE OF ORGANIZATION**Delaware****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**0****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 42805T 10 5

13D

Page 14 of 21 Pages

1 NAMES OF REPORTING PERSONS**Carlyle Europe Partners II, L.P.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☐ (b) ☒**3** SEC USE ONLY**4** SOURCE OF FUNDS**OO****5** Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐**6** CITIZENSHIP OR PLACE OF ORGANIZATION**England****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**0****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 42805T 10 5

13D

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1 NAMES OF REPORTING PERSONS**CEP II Participations S.à r.l. SICAR****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☐ (b) ☒**3** SEC USE ONLY**4** SOURCE OF FUNDS**OO****5** Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐**6** CITIZENSHIP OR PLACE OF ORGANIZATION**Luxembourg****7** SOLE VOTING POWER**NUMBER OF****SHARES** **0****BENEFICIALLY** **8** SHARED VOTING POWER**OWNED BY****EACH** **0****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON** **0****WITH** **10** SHARED DISPOSITIVE POWER**0****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

OO (Luxembourg Limited Liability Company)

Explanatory Note

This Amendment No. 4 to Schedule 13D (this Amendment No. 4) amends and supplements the Schedule 13D originally filed with the United States Securities and Exchange Commission (the SEC) on June 8, 2009, as previously amended (as so amended, the Statement).

ITEM 4. Purpose of Transaction

Item 4 of the Statement is amended by inserting the following information:

On May 9, 2013, Carlyle Partners IV, L.P., CP IV Coinvestment, L.P., CEP II U.S. Investments, L.P. and CEP II Participations S.à r.l. SICAR sold 17,419,399 Shares, 703,512 Shares, 2,125,603 Shares and 83,358 Shares, respectively, in each case to Goldman, Sachs & Co. and J.P. Morgan Securities LLC (together, the Underwriters) at a price of \$24.715 per Share, in a registered offering (the May 2013 Secondary Offering) pursuant to an Underwriting Agreement, dated as of May 6, 2013 (the May 2013 Underwriting Agreement), by and among the CD&R Hertz Funds (as defined in the Statement), the Carlyle Hertz Funds (as defined in the Statement), Merrill Lynch Ventures L.P. 2001, CMC-Hertz Partners, L.P. and the Underwriters.

Under the May 2013 Underwriting Agreement, the Issuer, the CD&R Hertz Funds, the Carlyle Hertz Funds, Merrill Lynch Ventures L.P. 2001 and CMC-Hertz Partners, L.P. have agreed with the Underwriters, subject to certain exceptions, not to dispose of or hedge any Shares or securities convertible into or exchangeable for Shares during the period from May 6, 2013 continuing through and including the date 45 days after May 6, 2013, except with the prior written consent of the Underwriters (such period, the restricted period). The restricted period will be automatically extended if: (1) during the last 17 days of the restricted period the Issuer issues an earnings release or announces material news or a material event; or (2) prior to the expiration of the restricted period, the Issuer announces that it will release earnings results during the 15-day period following the last day of the restricted period, in which case the restrictions described above will continue to apply until the expiration of the 18-day period beginning on the issuance of the earnings release or the announcement of the material news or material event, as applicable, unless Goldman, Sachs & Co. waives, in writing, such extension.

The foregoing description of the May 2013 Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the May 2013 Underwriting Agreement, which is filed as Exhibit 10 hereto and is incorporated herein by reference.

In connection with the May 2013 Secondary Offering, the Issuer entered into a termination letter agreement with the CD&R Hertz Funds, the Carlyle Hertz Funds, the Merrill Lynch Hertz Funds and CMC-Hertz Partners, L.P. (the Termination Letter), pursuant to which, effective as of May 9, 2013, the Stockholders Agreement and the Registration Rights Agreement (each as defined in the Statement) were terminated, except that certain indemnification obligations set forth in the Registration Rights Agreement survived termination. As a result of the termination of the Stockholders Agreement, the CD&R Hertz Funds, the Carlyle Hertz Funds and the Merrill Lynch Hertz Funds no longer have the right to designate nominees to the Issuer's Board of Directors under such agreement, and the directors currently serving on the Issuer's Board of Directors that were designated by them are no longer Investor Nominees for purposes of the Stockholders Agreement.

As a result of the foregoing, the CD&R Hertz Funds and the Carlyle Hertz Funds may no longer be deemed to be members of a group exercising voting and investment control over the Shares, and, therefore, ceased to be the beneficial owners of more than five percent of the Issuer's Shares.

The foregoing description of the Termination Letter does not purport to be complete and is qualified in its entirety by reference to the Termination Letter, which is filed as Exhibit 11 hereto and is incorporated herein by reference.

Except as described in this Item 4 of this Statement, the Reporting Persons have no present plans or proposals that relate to or would result in any of the actions required to be reported herein.

ITEM 5. Interest in Securities of the Issuer

5(a) (b) Item 5(a) and (b) of the Statement are amended and restated in their entirety by inserting the following information:

As of the date hereof (and after giving effect to the sale of the Shares in the Secondary Offering), none of the Reporting Persons beneficially owns any Shares, and none of the Reporting Persons has or shares the power to vote or to direct the vote, or the power to dispose or direct the disposition of, any Shares.

As noted in Item 2. Identity and Background, the CD&R Hertz Funds and the Merrill Lynch Hertz Funds are not included as Reporting Persons in this Schedule 13D, and the Carlyle Hertz Funds expressly disclaim beneficial ownership of all Shares held by such funds.

5(c) Item 5(c) of the Statement is amended by inserting the following information:
The information set forth in Item 4 above is hereby incorporated by reference.

5(e) Item 5(e) of the Statement is amended by inserting the following information:
On May 9, 2013, following the transactions reported herein, each of the Reporting Persons ceased to be the beneficial owner of more than five percent of the Shares.

ITEM 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 of the Statement is amended and restated in its entirety by inserting the following information:

The information set forth in Item 4 above is hereby incorporated by reference in response to Item 6.

ITEM 7. Materials to be Filed as Exhibits

Exhibit Number	Description
1	Joint Filing Agreement, dated December 18, 2012, by and among the Reporting Persons (incorporated by reference to Exhibit 1 to Amendment No. 2 to the Schedule 13D, dated December 18, 2012 filed by Hertz Global Holdings, Inc.).
10	Underwriting Agreement, dated as of May 6, 2013, by and among Hertz Global Holdings, Inc., Clayton, Dubilier & Rice Fund VII, L.P., CDR CCMG Co-Investor L.P., CD&R Parallel Fund VII, L.P., Carlyle Partners IV, L.P., CEP II U.S. Investments, L.P., CP IV Coinvestment, L.P., CEP II Participations S.à r.l. SICAR, Merrill Lynch Ventures L.P. 2001, CMC-Hertz Partners, L.P., and Goldman, Sachs & Co. and J.P. Morgan Securities LLC, as underwriters (incorporated by reference to Exhibit 1.1 to the Current Report on Form 8-K, dated May 10, 2013 filed by Hertz Global Holdings, Inc.).
11	Letter of Termination of Stockholders Agreement and Registration Rights Agreement, dated May 6, 2013, among Clayton, Dubilier & Rice Fund VII, L.P., CDR CCMG Co-Investor L.P., CD&R Parallel Fund VII, L.P., Carlyle Partners IV, L.P., CEP II U.S. Investments, L.P., CP IV Coinvestment, L.P., CEP II Participations S.à r.l. SICAR, ML Global Private Equity Fund, L.P., Merrill Lynch Ventures L.P. 2001, ML Hertz Co-Investor, L.P., CMC-Hertz Partners, L.P. and Hertz Global Holdings, Inc.

Signature

After reasonable 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.

Date: May 17, 2013

CARLYLE GROUP MANAGEMENT L.L.C.

by: /s/ Jeremy W. Anderson, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

THE CARLYLE GROUP L.P.

by: Carlyle Group Management L.L.C.,
its general partner

by: /s/ Jeremy W. Anderson, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

CARLYLE HOLDINGS II GP L.L.C.

by: The Carlyle Group L.P., its managing member
by: Carlyle Group Management L.L.C.,
its general partner

by: /s/ Jeremy W. Anderson, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

CARLYLE HOLDINGS II L.P.

by: /s/ Jeremy W. Anderson, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P.

by: Carlyle Holdings II L.P., its general partner

by: /s/ Jeremy W. Anderson, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

TC GROUP CAYMAN INVESTMENT HOLDINGS SUB L.P.

by: TC Group Cayman Investment Holdings, L.P.,
its general partner
by: Carlyle Holdings II L.P., its general partner

by: /s/ Jeremy W. Anderson, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

TC GROUP IV, L.L.C.

by: /s/ Jeremy W. Anderson
Name: Jeremy W. Anderson
Title: Authorized Person

TC GROUP IV, L.P.

by TC Group IV, L.L.C., its general partner

by: /s/ Jeremy W. Anderson
Name: Jeremy W. Anderson
Title: Authorized Person

CARLYLE PARTNERS IV, L.P.

by: TC Group IV, L.P., its general partner
by TC Group IV, L.L.C., its general partner

by: /s/ Jeremy W. Anderson
Name: Jeremy W. Anderson
Title: Authorized Person

CP IV COINVESTMENT, L.P.

by: TC Group IV, L.P., its general partner
by TC Group IV, L.L.C., its general partner

by: /s/ Jeremy W. Anderson
Name: Jeremy W. Anderson
Title: Authorized Person

CEP II MANAGING GP HOLDINGS, LTD.

by: /s/ Jeremy W. Anderson
Name: Jeremy W. Anderson
Title: Authorized Person

CEP II MANAGING GP, L.P.

by: CEP II Managing GP Holdings, Ltd., its general partner

by: /s/ Jeremy W. Anderson
Name: Jeremy W. Anderson
Title: Authorized Person

CEP II U.S. INVESTMENTS, L.P.

by: CEP II Managing GP, L.P., its general partner

by: CEP II Managing GP Holdings, Ltd., its general partner

by: /s/ Jeremy W. Anderson

Name: Jeremy W. Anderson

Title: Authorized Person

CARLYLE EUROPE PARTNERS II, L.P.

by: CEP II Managing GP, L.P., its general partner

by: CEP II Managing GP Holdings, Ltd., its General Partner

by: /s/ Jeremy W. Anderson

Name: Jeremy W. Anderson

Title: Authorized Person

CEP II PARTICIPATIONS S.À R.L. SICAR

by: /s/ Jeremy W. Anderson

Name: Jeremy W. Anderson

Title: Authorized Person