

DOLLAR THRIFTY AUTOMOTIVE GROUP INC  
Form SC TO-T/A  
October 22, 2012

---

---

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

SCHEDULE TO

Amendment No. 11  
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)

Copies to:

Scott A. Barshay, Esq.  
Minh Van Ngo, Esq.  
Cravath, Swaine & Moore LLP

John M. Allen, Jr., Esq.  
Debevoise &  
Plimpton LLP

825 Eighth Avenue  
New York, New York 10019  
(212) 474-1000

919 Third Avenue  
New York, New York 10022  
(212) 909-6000

CALCULATION OF FILING FEE

| Transaction Valuation* | Amount of Filing Fee** |
|------------------------|------------------------|
| \$2,440,545,012.50     | \$279,686.46           |

---

\* Estimated for purposes of calculating the filing fee only. This amount is determined by multiplying 27,891,943 shares of Dollar Thrifty Automotive Group, Inc. common stock (representing the shares of common stock outstanding as of August 30, 2012) by \$87.50 per share, which is the offer price.

\*\* The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #3 for fiscal year 2012, issued September 29, 2011, by multiplying the transaction value by 0.00011460.

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            | \$279,686.46                                |
| Previously Paid:  |   |
| Form or           | Schedule TO                                 |
| Registration No.: |   |
| Filing Party:     | Hertz Global Holdings, Inc. and HDTMS, Inc. |
| Date Filed:       | September 10, 2012                          |

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)

This Amendment No. 11 to the Tender Offer Statement on Schedule TO (this “Amendment”) is filed by Hertz Global Holdings, Inc., a Delaware corporation (“Hertz”), and HDTMS, Inc., a Delaware corporation and an indirect wholly owned subsidiary of Hertz (“Offeror”). This Amendment amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on September 10, 2012 (together with any amendments and supplements thereto, the “Schedule TO”), and relates to the offer by Offeror to purchase each of the outstanding shares of common stock, par value \$0.01 per share, of Dollar Thrifty Automotive Group, Inc., a Delaware corporation, for \$87.50 in cash, without interest and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated September 10, 2012 (the “Offer to Purchase”) and the related Letter of Transmittal, copies of which are respectively set forth as Exhibits (a)(1)(A) and (a)(1)(B) hereto.

Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Offer to Purchase.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

| Exhibit<br>Number | Description of Exhibit   |
|-------------------|--|
| (a)(5)(Q)         | Communication by Scott L. Thompson to Employees of Dollar Thrifty Automotive Group, Inc. containing updated Frequently Asked Questions on the Proposed Acquisition by Hertz Global Holdings, Inc., dated October 22, 2012. |

---

SIGNATURE

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.

Dated: October 22, 2012

HDTMS, INC.

By: /s/ J. Jeffrey Zimmerman  
Name: J. Jeffrey Zimmerman  
Title: Vice President and  
Secretary

HERTZ GLOBAL HOLDINGS, INC.

By: /s/ J. Jeffrey Zimmerman  
Name: J. Jeffrey Zimmerman  
Title: Senior Vice President,  
General Counsel and  
Secretary

---

EXHIBIT INDEX

| Exhibit<br>Number | Description of Exhibit  |
|-------------------|---|
| (a)(5)(Q)         | Communication by Scott L. Thompson to Employees of Dollar Thrifty Automotive Group, Inc. containing updated Frequently Asked Questions on the Proposed Acquisition by Hertz Global Holdings, Inc., dated October 22, 2012.* |

\* Filed herewith