

DOLLAR THRIFTY AUTOMOTIVE GROUP INC
Form 425
September 30, 2010

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

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) do not approve 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.

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

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 includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on Avis Budget's current expectations and they include, among others, statements regarding expected synergies and benefits of a potential combination of Avis Budget and Dollar Thrifty. There is no assurance that Avis Budget will enter into a merger agreement with Dollar Thrifty or that the potential transaction will be consummated, and there are a number of risks and uncertainties that could cause actual results to differ materially from the forward-looking statements made herein. These risks and uncertainties include the timing to consummate the potential transaction between Avis Budget and Dollar Thrifty and the ability and timing to obtain required regulatory approvals and financing, Avis Budget's ability to realize the synergies contemplated by the potential transaction, Dollar Thrifty's ability to remove certain lock-up provisions from its existing merger agreement with Hertz Global Holdings, Inc., Avis Budget's ability to promptly and effectively integrate the businesses of Dollar Thrifty and Avis Budget, those risks and uncertainties discussed in the "Risk Factors" section of Avis Budget's Annual Report on Form 10-K for the fiscal year ended December 31, 2009 and Quarterly Reports for the quarterly periods ended March 31, 2010 and June 30, 2010, and other factors discussed in Avis Budget's filings with the SEC. Investors and security holders are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this press release. Avis Budget does not undertake any obligation to update its forward-looking statements to reflect events or circumstances after the date of this press release.

Additional Information and Where to Find It

This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. This press release relates to a potential transaction involving Dollar Thrifty Automotive Group, Inc. ("Dollar Thrifty") which may become the subject of a registration statement and/or proxy statement filed with the Securities and Exchange Commission (the "SEC"). This material is not a substitute for the prospectus/proxy statement Avis Budget Group, Inc. ("Avis Budget") may file with the SEC regarding the potential transaction or for any other document which Avis Budget may file with the SEC and may send to Avis Budget or Dollar Thrifty stockholders in connection with the potential transaction. INVESTORS AND SECURITY HOLDERS OF AVIS BUDGET AND DOLLAR THRIFTY ARE URGED TO READ ANY SUCH DOCUMENTS FILED WITH THE SEC CAREFULLY IN

THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE POTENTIAL TRANSACTION.

Investors and security holders will be able to obtain free copies of any documents filed with the SEC by Avis Budget through the web site maintained by the SEC at www.sec.gov. Free copies of any such documents can also be obtained by directing a request to Avis Budget Group, Inc., Investor Relations, 6 Sylvan Way, Parsippany, NJ 07054.

Avis Budget and its directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the potential transaction. Information regarding Avis Budget's directors and executive officers is available in its Annual Report on Form 10-K for the year ended December 31, 2009, which was filed with the SEC on February 24, 2010, and its proxy statement for its 2010 Annual Meeting of Shareholders, which was filed with the SEC on April 1, 2010. Other information regarding the participants in a proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in a proxy statement filed in connection with the potential transaction.

###

Media Contacts:

John Barrows

Joele Frank, Wilkinson Brimmer Katcher

973.496.7865

Joele Frank / Andrew Siegel / Ed Trissel

PR@avisbudget.com

212.355.4449

Investor Contacts:

Neal Goldner

MacKenzie Partners

973.496.5086

Dan Burch / Charlie Koons

IR@avisbudget.com

212.929.5748 / 212.929.5708