

AVIS BUDGET GROUP, INC.  
Form 8-K  
May 26, 2016

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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): May 26, 2016 (May 20, 2016)

Avis Budget Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-10308 06-0918165

(Commission

(State or Other Jurisdiction of Incorporation) File (IRS Employer Identification Number)  
Number)

6 Sylvan Way

Parsippany, NJ

07054

(Address of Principal Executive Offices)

(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))

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Item 1.01 Entry into a Material Definitive Agreement.

On May 20, 2016, subsidiaries of Avis Budget Group, Inc. (the “Company”), Avis Budget Holdings, LLC and Avis Budget Car Rental, LLC, entered into an amendment to the Company's principal corporate credit facility. The amendment provides for, among other things, a three-year extension of the maturity date of \$825 million of the term loan borrowings issued under the facility.

The foregoing description of the amendment to the Company's corporate credit facility is a summary and is qualified in its entirety by the terms and provisions of the amendment, a copy of which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

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

The information described above under Item 1.01 of this report is incorporated into this Item 2.03 by reference.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

At the 2016 Annual Meeting of Stockholders of the Company, held on May 25, 2016 in Wilmington, Delaware (the “2016 Annual Meeting”), the stockholders of the Company approved an amendment and restatement to the Avis Budget Group, Inc. Amended and Restated Equity and Incentive Plan, effective as of May 25, 2016. The amendment and restatement (i) increases the number of shares authorized for issuance under the plan by 1.6 million shares; (ii) adds as criteria on which performance goals may be based, including EBITDA margin and pretax income margin; and (iii) re-approves the material terms of the performance goals under the plan for purposes of preserving the ability to grant awards to covered executives under the plan that are intended to qualify as performance-based compensation that is deductible under Section 162(m) of the Internal Revenue Code until 2021.

The foregoing description of the amendment and restatement is qualified in its entirety by reference to the full text of the Amended and Restated Equity and Incentive Plan, filed as Exhibit 10.2 and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the 2016 Annual Meeting, the following matters were submitted to a vote of stockholders and the voting results were as follows:

Election of Directors: The thirteen nominees named in the Company’s 2016 proxy statement were elected to serve a (1) one-year term expiring in 2017 and until their successors are duly elected and qualified, based upon the following votes:

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| Director Nominee   | Votes For  | Votes Against | Abstain | Broker Non-Votes |
|--------------------|------------|---------------|---------|------------------|
| Ronald L. Nelson   | 73,823,328 | 735,550       | 30,576  | 7,533,215        |
| Alun Cathcart      | 74,302,692 | 242,703       | 44,059  | 7,533,215        |
| Brian J. Choi      | 74,281,558 | 206,971       | 100,925 | 7,533,215        |
| Mary C. Choksi     | 74,298,512 | 221,923       | 69,019  | 7,533,215        |
| Leonard S. Coleman | 73,992,552 | 516,749       | 80,153  | 7,533,215        |
| Larry D. De Shon   | 74,231,192 | 306,013       | 52,249  | 7,533,215        |
| Jeffrey H. Fox     | 74,286,863 | 217,061       | 85,530  | 7,533,215        |
| John D. Hardy, Jr. | 74,319,602 | 183,305       | 86,547  | 7,533,215        |
| Lynn Krominga      | 74,258,480 | 245,240       | 85,734  | 7,533,215        |
| Eduardo G. Mestre  | 74,289,055 | 217,554       | 82,845  | 7,533,215        |
| F. Robert Salerno  | 74,314,782 | 235,625       | 39,047  | 7,533,215        |
| Stender E. Sweeney | 74,292,926 | 250,400       | 46,128  | 7,533,215        |
| Sanoke Viswanathan | 74,105,691 | 405,005       | 78,758  | 7,533,215        |

(2) Ratification of Appointment of Independent Registered Accounting Firm: The appointment of Deloitte & Touche LLP to serve as the Company's independent registered accounting firm for fiscal year 2016 was ratified as follows:

| Votes For  | Votes Against | Abstain |
|------------|---------------|---------|
| 81,191,663 | 858,185       | 72,821  |

Advisory Approval of the Compensation of our Named Executive Officers: The proposal to approve, on an advisory basis, the compensation of the Company's named executive officers, as described in the Company's 2016 proxy statement, was approved by the following votes:

| Votes For  | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 73,591,022 | 920,634       | 77,798  | 7,533,215        |

Approval of the Avis Budget Group, Inc. Amended and Restated Equity and Incentive Plan. The Company's stockholders approved the Avis Budget Group, Inc. Amended and Restated Equity and Incentive Plan, as disclosed in the Company's 2016 proxy statement, by the following votes:

| Votes For  | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 72,966,795 | 1,561,113     | 61,546  | 7,533,215        |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are filed as part of this report:

| Exhibit<br>No. | Description                                                                                                                                                                                                                                                                                                                                                         |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10.1           | First Amendment, dated as of May 20, 2016, to the Third Amended and Restated Credit Agreement dated as of October 3, 2014, among Avis Budget Holdings, LLC, Avis Budget Car Rental, LLC, the subsidiary borrowers from time to time parties thereto, JPMorgan Chase Bank, N.A., as administrative agent, and the several lenders from time to time parties thereto. |
| 10.2           | Avis Budget Group, Inc. Amended and Restated Equity and Incentive Plan (Incorporated by reference to Annex A to the Company's Definitive Proxy Statement on Schedule 14A dated March 29, 2016).                                                                                                                                                                     |

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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 hereto duly authorized.

AVIS BUDGET GROUP, INC.

~~By~~ Jean M. Sera

~~Name~~ M. Sera

~~Title~~ Senior Vice President and Corporate Secretary

Date: May 26, 2016

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AVIS BUDGET GROUP, INC.  
CURRENT REPORT ON FORM 8-K  
Report Dated May 26, 2016 (May 20, 2016)

EXHIBIT INDEX

| Exhibit<br>No. | Description                                                                                                                                                                                                                                                                                                                                                         |
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