

AVIS BUDGET GROUP, INC.

FORM 8-K (Current report filing)

Filed 12/15/16 for the Period Ending 12/12/16

Address	6 SYLVAN WAY PARSIPPANY, NJ 07054
Telephone	973-496-4700
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Industry	Passenger Transportation, Ground & Sea
Sector	Industrials
Fiscal Year	12/31

**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): **December 15, 2016 (December 12, 2016)**

Avis Budget Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-10308

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

On December 12, 2016, Avis Budget Group, Inc. (the “Company”) entered into an amendment (the “Amendment”) to its agreement with Ronald L. Nelson, the Company’s Executive Chairman of the Board, dated April 17, 2014, as amended on March 28, 2016 (the “Current Agreement”). The Amendment revises the Current Agreement to extend the period of employment to December 31, 2017 and to provide that Mr. Nelson’s compensation for 2017, including base salary and incentive compensation, will be determined by the Compensation Committee of the Board of Directors of the Company, provided that Mr. Nelson’s base salary will not be less than \$500,000. The foregoing description of the Amendment is qualified in its entirety by reference to the Amendment, which is filed as Exhibit 10.1 and incorporated herein by reference.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibits are filed as part of this report:

Exhibit No.	Description
10.1	Amendment, dated December 12, 2016, to the Employment Agreement between Avis Budget Group, Inc. and Ronald L. Nelson dated April 17, 2014, as amended on March 28, 2016.

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: /s/ Bryon L. Koepke
Name: Bryon L. Koepke
Title: Senior Vice President and Chief Securities
Officer

Date: December 15, 2016

AVIS BUDGET GROUP, INC.
CURRENT REPORT ON FORM 8-K
Report Dated December 15, 2016 (December 12, 2016)

EXHIBIT INDEX

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AVIS BUDGET GROUP, INC.
6 Sylvan Way
Parsippany, New Jersey 07054

December 12, 2016

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

Re. Amendment No. 2 to Employment Agreement (this "Amendment")

Dear Ron:

Reference is made to your employment agreement with Avis Budget Group, Inc. (the "Company") on April 17, 2014 (as amended through the date hereof, the "Agreement"), which provides that the Period of Employment (as defined in the Agreement) shall end on December 31, 2016. The Company now wishes to amend the Agreement to extend the Period of Employment. If the provisions of this Amendment (as set forth below) are acceptable to you, please sign and date one copy of this Amendment in the space provided at the end of this letter and return the same to Jean Sera, Senior Vice President and Corporate Secretary of Avis Budget Group, Inc., for the Company's records.

AMENDMENT

- (I) Section III of the Agreement shall be amended by deleting the reference to "December 31, 2016" therein and replacing such reference with "December 31, 2017"; and
- (II) Clause (a) of Section IV of the Agreement shall be amended to add the following new clause (iii):

“(iii) Subject to the provisions of Section IV(a)(ii) hereof, for 2017, the Executive's Base Salary shall be determined by the Committee in its sole discretion; provided such Base Salary shall not be less than \$500,000, per annum.
- (III) Clause (e) of Section IV of the Agreement shall be amended in its entirety as follows:
 - (e) Long-Term and Other Incentive Awards. During the Period of Employment, the Executive shall be eligible for long-term and other incentive awards as determined by the Committee in its sole discretion.

* * * * *

Except as specifically modified herein, the Agreement will remain in full force and effect in accordance with all of the terms and conditions thereof.

Very truly yours,

AVIS BUDGET GROUP, INC.

By: /s/ Ned Linnen

Name: Ned Linnen

Title: EVP & CHRO

AGREED AND ACCEPTED:

/s/ Ronald L. Nelson

Ronald L. Nelson

Date: December 12, 2016

Signature Page to Amendment to Employment Agreement