

AVIS BUDGET GROUP, INC.  
Form 8-K  
November 05, 2009

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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): November 5, 2009 (November 5, 2009)

Avis Budget Group, Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation)

1-10308  
(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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 5, 2009, following approval by the Board of Directors of Avis Budget Group, Inc. (the “Company”), the Company amended and restated in their entirety the Company’s Amended and Restated By-Laws (as so amended and restated, the “Amended By-Laws”) principally to adopt a majority voting standard in uncontested director elections. The Amended By-Laws also reflect certain related changes, clarifications and corrections and became effective immediately upon adoption by the Board. The foregoing description of the Amended By-Laws is qualified in its entirety by reference to the Amended By-Laws, a copy of which is attached as Exhibit 3.2 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is filed as part of this report:

| Exhibit No. | Description   |
|-------------|---|
| 3.2         | Amended and Restated Bylaws of Avis Budget Group, Inc. (as of November 5, 2009) |

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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: /s/ Jean M. Sera  
Name: Jean M. Sera  
Title: Senior Vice President and Secretary

Date: November 5, 2009

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AVIS BUDGET GROUP, INC.  
CURRENT REPORT ON FORM 8-K  
Report Dated November 5, 2009 (November 5, 2009)

EXHIBIT INDEX

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