

AVIS BUDGET GROUP, INC.
Form 8-K
March 27, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): **March 27, 2009 (March 26, 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
No.)

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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- 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 March 26, 2009, the Board of Directors (the "Board") of Avis Budget Group, Inc. (the "Company") approved the amendment and restatement in their entirety of the Company's Amended and Restated By-Laws (as so amended and restated, the "Amended By-Laws"). The Amended By-Laws provide for a change to Section 5 of Article II to modify the required vote for stockholder approval of proposals from the standard set forth in the previous Amended and Restated By-Laws to the default standard set forth in the General Corporation Law of the State of Delaware.

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 exhibits are filed as part of this report:

Exhibit No. Description

3.2 Amended and Restated Bylaws of Avis Budget Group, Inc. (as of March 26, 2009)

SIGNATURE

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 hereunto duly authorized.

**AVIS BUDGET GROUP,
INC.**

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

Date: March 27, 2009

EXHIBIT INDEX

Exhibit No. Description

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