

AVIS BUDGET GROUP, INC.
Form SC 13G/A
February 14, 2014

**SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549**

**SCHEDULE
13G/A**

Under the
Securities
Exchange Act of
1934

(Amendment No.
1)*

Avis Budget
Group, Inc.
(Name of Issuer)

Common Stock
(Title of Class of
Securities)

053774105
(CUSIP Number)

December 31,
2013
(Date of event
which requires
filing of this
statement)

Check the
appropriate box
to designate the
rule pursuant to
which this

Schedule 13G/A
is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 10
Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

| | | |
|---|--|---|
| | | NAMES OF REPORTING PERSONS |
| 1 | | Blue Ridge Limited Partnership |
| | | CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP |
| 2 | | |
| | | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 3 | | |
| 4 | | New York |
| | | SOLE VOTING POWER |
| 5 | | |
| | | -0- SHARED VOTING POWER |
| 6 | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 4,313,700 |
| 7 | | SOLE DISPOSITIVE POWER |
| | | -0- SHARED DISPOSITIVE POWER |
| 8 | | |
| | | 4,313,700 |
| 9 | | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |

4,313,700

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

4.02%

TYPE OF

REPORTING

12

PERSON

PN

NAMES OF
REPORTING
PERSONS

1 Blue Ridge Offshore
Master Limited
Partnership

CHECK
THE
APPROPRIATE
2 BOX IF A
MEMBER (b) x
OF A
GROUP

3 SEC USE ONLY
CITIZENSHIP OR
PLACE OF
4 ORGANIZATION

Cayman Islands, BWI
SOLE
VOTING
5 POWER

NUMBER OF
SHARES **6** -0-
SHARED
VOTING
POWER

BENEFICIALLY
OWNED BY 2,336,300
EACH SOLE
REPORTING **7** DISPOSITIVE
PERSON WITH POWER

8 -0-
SHARED
DISPOSITIVE
POWER

9 2,336,300
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

2,336,300

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

2.18%

TYPE OF

REPORTING

12

PERSON

PN

| | |
|---|--|
| | NAMES OF REPORTING PERSONS |
| 1 | Blue Ridge Capital, L.L.C. |
| | CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP |
| 2 | |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | New York |
| | SOLE VOTING POWER |
| 5 | |
| | -0- SHARED VOTING POWER |
| 6 | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6,650,000 |
| 7 | SOLE DISPOSITIVE POWER |
| | -0- SHARED DISPOSITIVE POWER |
| 8 | |
| 9 | 6,650,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |

6,650,000

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

6.20%

TYPE OF

REPORTING

12

PERSON

OO

| | |
|----------|--|
| 1 | NAMES OF REPORTING PERSONS |
| | John A. Griffin |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| | United States |
| 5 | SOLE VOTING POWER |
| 6 | -0- SHARED VOTING POWER |
| 7 | 6,650,000 SOLE DISPOSITIVE POWER |
| 8 | -0- SHARED DISPOSITIVE POWER |
| 9 | 6,650,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 6,650,000 |

| | |
|-----------|---|
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS |
| 11 | REPRESENTED BY AMOUNT IN ROW (9) |
| 12 | 6.20% TYPE OF REPORTING PERSON IN |

Item 1(a). NAME OF ISSUER.

The name of the issuer is Avis Budget Group, Inc. (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Company's principal executive offices are located at 6 Sylvan Way, Parsippany, NJ 07054.

Item 2(a). NAME OF PERSON FILING:

This statement is filed by:

- (i) Blue Ridge Limited Partnership, a New York limited partnership ("BRLP"), with respect to the shares of Common Stock (as defined in Item 2(d) below) directly held by it;
- (ii) Blue Ridge Offshore Master Limited Partnership, a Cayman Islands exempted limited partnership ("BROMLP"), with respect to the shares of Common Stock directly held by it;

Blue Ridge Capital, L.L.C., a New York limited liability company ("BRC"), which serves as the Investment (iii) Manager to BRLP and BROMLP, with respect to the shares of Common Stock directly held by BRLP and BROMLP;

(iv) John A. Griffin with respect to the shares of Common Stock directly held by BRLP and BROMLP.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the business office of each of Mr. Griffin, BRLP and BRC is 660 Madison Avenue, 20th Floor, New York, NY 10065-8405. The address of the business office of BROMLP is P.O. Box 309GT, Uglan House, South Church Street, George Town, Grand Cayman, Cayman Islands.

Item 2(c). CITIZENSHIP:

BRLP is a limited partnership organized under the laws of the State of New York. BROMLP is an exempted limited partnership organized under the laws of the Cayman Islands. BRC is a limited liability company organized under the laws of the State of New York. Mr. Griffin is a United States citizen.

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, \$0.01 par value (the "Common Stock")

Item 2(e). CUSIP NUMBER:

053774105

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO §§ 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) "Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) "Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) "Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) "Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) "Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) "Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) "Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) "Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) "Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) "Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution
in accordance with Rule
13d-1(b)(1)(ii)(J), please
specify the type of institution:

Item 4. OWNERSHIP.

The percentages used herein are calculated based upon 107,211,461 shares of Common Stock issued and outstanding as of October 28, 2013, as reflected in the Company's Form 10-Q, filed on November 1, 2013.

A. BRLP

- (a) Amount beneficially owned: 4,313,700
- (b) Percent of class: 4.02%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 4,313,700
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition of: 4,313,700

B. BROMLP

- (a) Amount beneficially owned: 2,336,300
- (b) Percent of class: 2.18%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 2,336,300
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 2,336,300

C. BRC

- (a) Amount beneficially owned: 6,650,000
- (b) Percent of class: 6.20%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 6,650,000
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 6,650,000

D. John A. Griffin

- (a) Amount beneficially owned: 6,650,000
- (b) Percent of class: 6.20%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 6,650,000
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 6,650,000

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

Item 10. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2014

BLUE RIDGE
LIMITED
PARTNERSHIP

Blue Ridge Capital,
L.L.C., as its
By: Investment
Manager

By: /s/ John A. Griffin
Name John A. Griffin
Title Managing Member

BLUE RIDGE
OFFSHORE MASTER
LIMITED
PARTNERSHIP

Blue Ridge Capital,
L.L.C.,
By: as its Investment
Manager

By: /s/ John A. Griffin
Name John A. Griffin
Title Managing Member

BLUE RIDGE
CAPITAL, L.L.C.

By: /s/ John A. Griffin
Name John A. Griffin
Title Managing Member

JOHN A. GRIFFIN

/s/ John A. Griffin