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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 24, 2011 (~~May 20, 2011~~).

**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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On May 20, 2011, Avis Budget Group, Inc. (the "Company") held its Annual Meeting of Stockholders in Wilmington, Delaware. The following matters were submitted to a vote of stockholders and the voting results were as follows:

- (1) *Election of Directors*: The nine nominees named in the Company's 2011 proxy statement were elected to serve a one-year term expiring in 2012 and until their successors are duly elected and qualified, based upon the following votes:

| Director Nominee   | Votes For  | Votes Against | Abstain | Broker Non-Votes |
|--------------------|------------|---------------|---------|------------------|
| Ronald L. Nelson   | 81,716,897 | 1,485,586     | 69,924  | 16,173,819       |
| Mary C. Choksi     | 81,676,846 | 1,478,163     | 117,398 | 16,173,819       |
| Leonard S. Coleman | 68,889,374 | 14,269,482    | 113,551 | 16,173,819       |
| Martin L. Edelman  | 80,673,530 | 2,502,564     | 96,313  | 16,173,819       |
| John D. Hardy, Jr. | 81,370,145 | 1,781,433     | 120,829 | 16,173,819       |
| Lynn Krominga      | 80,524,838 | 2,620,175     | 127,394 | 16,173,819       |
| Eduardo G. Mestre  | 82,713,868 | 449,116       | 109,423 | 16,173,819       |
| F. Robert Salerno  | 82,404,515 | 821,331       | 46,561  | 16,173,819       |
| Stender E. Sweeney | 81,743,799 | 1,411,687     | 116,921 | 16,173,819       |

- (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 2011 was ratified as follows:

| Votes For  | Votes Against | Abstain |
|------------|---------------|---------|
| 97,010,050 | 2,243,374     | 192,802 |

- (3) *Advisory Vote on Executive Compensation*: The Company's shareholders approved, on a non-binding advisory basis, the compensation of the Company's named executive officers, as described in the Company's 2011 proxy statement, by the votes set forth in the table below:

| Votes For  | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 79,338,065 | 3,817,714     | 117,168 | 16,173,819       |

- (4) *Advisory Vote on the Frequency of the Advisory Vote on Executive Compensation*: A majority of the Company's shareholders recommended, on a non-binding advisory basis, to hold an advisory vote on executive compensation on an annual basis, by the votes set forth in the table below:

| One-Year Frequency Vote | Two-Year Frequency Vote | Three-Year Frequency Vote | Abstain | Broker Non-Votes |
|-------------------------|-------------------------|---------------------------|---------|------------------|
| 73,924,366              | 153,255                 | 9,065,764                 | 129,022 | 16,173,819       |

Based on these results, and consistent with the Company's recommendation, the Company's Board of Directors has adopted a policy to hold an advisory vote on the compensation of the Company's named executive officers on an annual basis (*i.e.* every year), until the next advisory vote on the frequency of stockholder votes on the compensation of the Company's named executive officers.

**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: May 24, 2011