

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K/A

Current report filing [amend]

Filing Date: **1998-07-22** | Period of Report: **1998-06-19**
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FILER

BUDGET GROUP INC

CIK: **922471** | IRS No.: **593227576** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **8-K/A** | Act: **34** | File No.: **000-23962** | Film No.: **98669910**
SIC: **7510** Auto rental & leasing (no drivers)

Mailing Address
*125 BASIN STREET
DAYTONA BEACH FL 32114*

Business Address
*125 BASIN ST STE 210
DAYTONA BEACH FL 32114
9042387035*

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A
(Amendment No. 2)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) June 19, 1998
-----Budget Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware	0-78274	59-3227576
-----	-----	-----
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
125 Basin Street, Suite 210, Daytona Beach, FL		32114
-----	-----	-----
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code: (904) 238-7035
-----Former name or former address, if changed since last report: N/A

This document consists of 5 pages.

The Exhibit Index is at page 3.

EXPLANATORY NOTE

This Amendment No. 2 on Form 8-K/A to the Current Report on Form 8-K (June 19, 1998) of Budget Group, Inc. (the "Registrant" or the "Company") amends and restates in its entirety Item 7(a) to file the financial information required by Items 7(a), and amends Item 7(c) to include additional exhibits required by Item 7(c).

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(a) Financial Information of the Business Acquired.

The financial information of Ryder TRS, Inc. is incorporated herein by reference from (i) the financial statements included in the Registrant's Registration Statement on Form S-4 (File No. 333-49679) filed on April 8, 1998, as amended April 27, 1998, and (ii) the quarterly report on Form 10-Q for Ryder TRS, Inc. for the period ended March 31, 1998.

(c) Exhibits

23.1 - Consent of PricewaterhouseCoopers LLP
 23.2 - Consent of KPMG Peat Marwick LLP

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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.

BUDGET GROUP, INC.
 (Registrant)

Date: July 22, 1998

By: /s/ ROBERT L. APRATI

 Robert L. Aprati

Executive Vice President, General
Counsel and Secretary

[PRICEWATERHOUSECOOPERS LETTERHEAD]

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in Amendment No. 2 on Form 8-K/A to the Current Report on Form 8-K of Budget Group, Inc. of our report dated March 5, 1998, on our audits of the consolidated financials statements of Ryder TRS, Inc. and Subsidiaries from Budget Group, Inc.'s Registration Statement on Form S-4 (SEC File No. 333-49679) filed on April 8, 1998, as amended April 27, 1998.

/s/ PricewaterhouseCoopers LLP

Denver, Colorado
July 20, 1998

[KPMG Peat Marwick LLP Letterhead]

The Board of Directors
Budget Group, Inc.:

We consent to the incorporation by reference in the following registration statements of Budget Group, Inc. of our report dated December 20, 1996, with respect to the combined balance sheet of Ryder Consumer Truck Rental (a division of Ryder Truck Rental, Inc., a wholly owned subsidiary of Ryder System, Inc.) as of October 16, 1996, and the related combined statements of earnings and changes in Ryder investment and cash flows for the period from January 1, 1996 to October 16, 1996, which report appears in Budget Group, Inc.'s Registration Statement on Form S-4 (SEC File No. 333-49679) dated April 27, 1998, and is incorporated by reference in the Form 8-K/A (Amendment No. 2) of Budget Group, Inc. dated July 22, 1998;

- Registration Statement on Form S-8 filed with the Securities and Exchange Commission on May 30, 1996, File No. 333-04757.
- Registration Statement on Form S-3 filed with the Securities and Exchange Commission on November 26, 1997, as amended by Amendment No. 1 to Form S-3 filed with the Securities and Exchange Commission on January 7, 1998, File 333-41093.
- Registration Statement on Form S-8 filed with the Securities and Exchange Commission on February 27, 1998, File No. 333-47079.
- Registration Statement on Form S-8 filed with the Securities and Exchange Commission on April 9, 1998, File No. 333-49819.
- Registration Statement on Form S-3 filed with the Securities and Exchange Commission on July 2, 1998, File No. 333-58477.
- Registration Statement on Form S-8 filed with the Securities and Exchange Commission on July 14, 1998, File No. 33-59049.

/s/ KPMG Peat Marwick LLP

Miami, Florida
July 16, 1998