RSC Holdings Inc. Form 4 August 24, 2009

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **RSC** Acquisition II LLC

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

08/24/2009

RSC Holdings Inc. [RRR]

(Check all applicable)

(Last)

(City)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner _ Other (specify Officer (give title

C/O RIPPLEWOOD HOLDINGS L.L.C., ONE ROCKEFELLER PLAZA, 32ND FLOOR

(State)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

below)

NEW YORK, NY 10020

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative Secu	ırities Ac	equir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities A our Disposed of (Instr. 3, 4 and Amount	(A) or	A) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, no par value per share	08/24/2009		<u>J(1)</u>	12,938,960	D \$	60	2,587,612	D (2)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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$\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. orNumber of Derivative Securities Acquired	3	ate	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo
	Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)						Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
RSC Acquisition II LLC C/O RIPPLEWOOD HOLDINGS L.L.C. ONE ROCKEFELLER PLAZA, 32ND FLOOR NEW YORK, NY 10020		X				
RP II GP, LLC C/O RIPPLEWOOD HOLDINGS L.L.C. ONE ROCKEFELLER PLAZA, 32ND FLOOR NEW YORK, NY 10020		X				
Collins Family Partners, L.P. C/O RIPPLEWOOD HOLDINGS L.L.C. ONE ROCKEFELLER PLAZA, 32ND FLOOR NEW YORK, NY 10020		X				
Collins Family Partner Inc. C/O RIPPLEWOOD HOLDINGS L.L.C. ONE ROCKEFELLER PLAZA, 32ND FLOOR NEW YORK, NY 10020		X				
Signatures						
/s/ Kevin Groman, Attorney-in-Fact for the Report Persons	orting 08/24/2009					
**Signature of Reporting Person			Date			

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Reporting Owners 2

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- (1) The reported shares were disposed of without consideration in a pro rata distribution by RSC Acquisition II LLC.
 - RSC Acquisition II LLC is a limited liability company that is managed by RP II GP, LLC. The sole member of RP II GP, LLC is Collins Family Partners, L.P., which is managed by its general partner, Collins Family Partners, Inc. Timothy Collins, as the president and sole
- (2) shareholder of Collins Family Partners, Inc., may be deemed to share beneficial ownership of the shares shown as beneficially owned by RSC Acquisition II LLC. However, pursuant to Rule 16a-1(a)(4) promulgated under the Securities Exchange Act of 1934, as amended, Mr. Collins disclaims that he is the beneficial owner of such shares, except to the extent of his pecuniary interest in such shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.