

RSC Holdings Inc.
Form 8-K
October 28, 2008

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Item 2.02. Results of Operations and Financial Condition.

On October 28, 2008, RSC Holdings Inc., issued a press release announcing its results for the third quarter ended September 30, 2008, entitled RSC REPORTS 3Q08 RESULTS, REAFFIRMS FY08 EARNINGS OUTLOOK, BOOSTS CASH FLOW OUTLOOK. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 2.02 of this Current Report on Form 8-K, including the exhibit hereto, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information contained herein and in the accompanying exhibit shall not be incorporated by reference into any filing with the U.S. Securities and Exchange Commission made by RSC Holdings Inc., whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description |
|-----------------------|--|
| 99.1 | Press Release, dated October 28, 2008, entitled RSC REPORTS 3Q08 RESULTS, REAFFIRMS FY08 EARNINGS OUTLOOK, BOOSTS CASH FLOW OUTLOOK. |

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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 hereunto duly authorized.

RSC Holdings Inc.

Dated: October 28, 2008

By: /s/ Joseph M. Webb
Joseph M. Webb
Vice President and
Assistant Secretary

EXHIBIT INDEX

Exhibit Number

Description

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|------|--|
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