

RSC Holdings Inc.  
Form S-8 POS  
April 30, 2012

As filed with the Securities and Exchange Commission on April 30, 2012

Registration No. 333-143175

Registration No. 333-151516

---

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

FORM S-8

POST-EFFECTIVE AMENDMENT NO. 1 TO REGISTRATION STATEMENT NO. 333-143175

POST-EFFECTIVE AMENDMENT NO. 1 TO REGISTRATION STATEMENT NO. 333-151516

RSC Holdings Inc.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

22-1669012  
(IRS Employer Identification Number)

6929 E. Greenway  
Scottsdale, Arizona 85254  
(Address of principal executive offices and zip code)

RSC Holdings Inc.  
Amended and Restated Stock Incentive Plan  
(Full title of the plan)

Kevin J. Groman, Esq.

Senior Vice President, General Counsel and Corporate Secretary

RSC Holdings Inc.  
6929 E. Greenway  
Scottsdale, AZ 85254  
(480) 905-3300

(Name, address and telephone number, including area code, of agent for service)

With copies to:

Andrew D. Soussloff, Esq.  
Francis J. Aquila, Esq.  
Sullivan & Cromwell LLP  
125 Broad Street  
New York, New York 10004  
Phone: (212) 558-4000

Jonathan M. Gottsegen, Esq.  
Senior Vice President,  
General Counsel and  
Corporate Secretary  
Five Greenwich Office Park  
Greenwich, Connecticut 06831  
(203) 622-3131

Robert B. Schumer, Esq.  
Ariel J. Deckelbaum, Esq.  
Paul, Weiss, Rifkind,  
Wharton & Garrison LLP  
1285 Avenue of the Americas  
New York, New York 10019  
Phone: (212) 373-3000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting

Edgar Filing: RSC Holdings Inc. - Form S-8 POS

company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated Filer   
Smaller reporting company

---

---

---

DEREGISTRATION OF SECURITIES; EXPLANATORY NOTE

This Post-Effective Amendment (this “Post-Effective Amendment”) relates to the following Registration Statements of RSC Holdings Inc. (the “Company” or “RSC”) on Form S-8 (collectively, the “Registration Statements”):

- Registration Statement No. 333-143175, registering 7,382,943 shares of the Company’s common stock, no par value (“RSC Common Stock”), under the RSC Holdings Inc. Amended and Restated Stock Incentive Plan (the “Stock Incentive Plan”); and
- Registration Statement No. 333-151516, registering 3,600,000 shares of Company common stock under the Stock Incentive Plan.

Pursuant to the Agreement and Plan of Merger, dated as of December 15, 2011 (the “Merger Agreement”), by and between United Rentals, Inc. (“United Rentals”) and the Company, the Company will merge with and into United Rentals on April 30, 2012 (the “Effective Time”). In accordance with the Merger Agreement, at the Effective Time, United Rentals will assume each outstanding option to purchase shares of RSC Common Stock granted under the Stock Incentive Plan (the “Options”) and each outstanding restricted stock unit award covering RSC Common Stock granted under the Stock Incentive Plan (other than restricted stock unit awards held by non-employee directors) (the “Restricted Stock Unit Awards”). As a result of this assumption, at the Effective Time, the Options will be converted to options to purchase shares of United Rentals common stock, and the Restricted Stock Unit Awards will be converted to awards of restricted stock units to be settled in shares of United Rentals common stock.

As a result of the Merger, the Company has terminated any and all offerings of securities pursuant to the Registration Statements. Accordingly, the Company hereby terminates the effectiveness of each Registration Statement and, in accordance with an undertaking made by the Company in Part II of each Registration Statement to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance but remain unsold at the termination of the offering, removes from registration any and all securities registered but unsold under the Registration Statements as of the date hereof.

---

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in Scottsdale, Arizona, on this 30th day of April, 2012.

RSC HOLDINGS INC.

By: /s/ Kevin J. Groman  
Kevin J. Groman  
Senior Vice President, General Counsel  
and Corporate Secretary

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment to the Registration Statements has been signed as of this 30th day of April, 2012 by the following persons in the capacities indicated.

Signature	Title
/s/ Erik Olsson Erik Olsson	President and Chief Executive Officer, and Director (Principal Executive Officer)
/s/ Patricia Chiodo Patricia Chiodo	Senior Vice President and Chief Financial Officer (Principal Financial and Principal Accounting Officer)
/s/ Denis J. Nayden Denis J. Nayden	Chairman of the Board, Director
/s/ David T. Brown David T. Brown	Director
/s/ J. Taylor Crandall J. Taylor Crandall	Director
/s/ Edward Dardani Edward Dardani	Director
/s/ Pierre E. Leroy Pierre E. Leroy	Director

/s/ James H. Ozanne  
James H. Ozanne

Director

/s/ Donald C. Roof  
Donald C. Roof

Director

---