

RSC Holdings Inc.  
Form 8-K  
November 03, 2009

**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): November 2, 2009**

**RSC HOLDINGS INC.  
RSC HOLDINGS III, LLC  
RSC EQUIPMENT RENTAL, INC.**

*(Exact name of registrant as specified in its charter)*

<b>DELAWARE</b>	<b>001-33485</b>	<b>22-1669012</b>
<b>DELAWARE</b>	<b>333-144625-01</b>	<b>41-2218971</b>
<b>ARIZONA</b>	<b>333-144625</b>	<b>86-0933835</b>
<i>(State of incorporation)</i>	<i>(Commission File Number)</i>	<i>(IRS Employer Identification No.)</i>

**6929 E. Greenway Parkway,  
Suite 200  
Scottsdale, Arizona**  
*(Address of principal executive offices)*

**85254**  
*(Zip Code)*

**(480) 905-3300**  
*(Registrant's telephone number)*

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:

- 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))

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following exhibit is filed with this report:

Exhibit 99.1 Press Release RSC Equipment Rental, Inc. Announces Pricing of \$200 million, 10-Year Senior Notes, dated November 2, 2009

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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.**  
**RSC Holdings III, LLC**  
**RSC Equipment Rental, Inc.**

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

Date: November 2, 2009