

RSC Holdings Inc.
Form SC 13G/A
January 27, 2011

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

RSC HOLDINGS INC.
(Name of Issuer)
Common Stock, no par value
(Title of Class of Securities)
74972L 102
(CUSIP Number)
January 25, 2011
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 74972L 102

1 NAMES OF REPORTING PERSONS
RSC Acquisition LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a) p
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 2,570,586 (1)

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 2,570,586 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,570,586 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.5% (2)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) See Item 4 below.

(2) Based on 103,526,553 shares outstanding.

CUSIP No. 74972L 102

1 NAMES OF REPORTING PERSONS
Ripplewood Partners II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 2,570,586 (1)

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 2,570,586 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,570,586 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.5% (2)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) See Item 4 below.

(2) Based on 103,526,553 shares outstanding.

CUSIP No. 74972L 102

1 NAMES OF REPORTING PERSONS
Ripplewood Partners II GP, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 2,570,586 (1)

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 2,570,586 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,570,586 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.5% (2)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) See Item 4 below.

(2) Based on 103,526,553 shares outstanding.

CUSIP No. 74972L 102

1 NAMES OF REPORTING PERSONS
RP II GP, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 3,761,108 (1)

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 3,761,108 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,761,108 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.6% (2)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) See Item 4 below.

(2) Based on 103,526,553 shares outstanding.

CUSIP No. 74972L 102

1 NAMES OF REPORTING PERSONS
RSC Acquisition II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a) p
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 1,190,522 (1)

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 1,190,522 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,190,522 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.1% (2)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) See Item 4 below.

(2) Based on 103,526,553 shares outstanding.

CUSIP No. 74972L 102

1 NAMES OF REPORTING PERSONS
Collins Family Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 3,761,108 (1)

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 3,761,108 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,761,108 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.6% (2)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) See Item 4 below.

(2) Based on 103,526,553 shares outstanding.

CUSIP No. 74972L 102

1 NAMES OF REPORTING PERSONS
Collins Family Partners, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 3,761,108 (1)

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 3,761,108 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,761,108 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.6% (2)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

(1) See Item 4 below.

(2) Based on 103,526,553 shares outstanding.

CUSIP No. 74972L 102

1 NAMES OF REPORTING PERSONS
Timothy Collins

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

5 SOLE VOTING POWER
NUMBER OF 3,761,108 (1)

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY -0-

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 3,761,108 (1)

8 SHARED DISPOSITIVE POWER
WITH: -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,761,108 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.6% (2)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) See Item 4 below.

(2) Based on 103,526,553 shares outstanding.

Amendment No. 3 to Schedule 13G

This Amendment No. 3 to Schedule 13G (this Schedule 13G/A) amends and supplements the Schedule 13G originally filed on February 14, 2008, as amended on February 13, 2009 and August 26, 2009 (the Schedule 13G) by RSC Acquisition LLC, Ripplewood Partners II, L.P., Ripplewood Partners II GP, L.P., RP II GP, LLC, RSC Acquisition II LLC, Collins Family Partners, L.P., Collins Family Partners, Inc. and Timothy Collins (each, a Reporting Person and collectively, the Reporting Persons). All capitalized terms used without definition in this Schedule 13G/A shall have the meanings set forth in the Schedule 13G.

This Schedule 13G/A amends the Schedule 13G as follows:

Item 4. Ownership.

Item 4 is amended and restated in its entirety as follows:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: See below.
- (b) Percent of class: See below.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: See below.
 - (ii) Shared power to vote or to direct the vote: See below.
 - (iii) Sole power to dispose or to direct the disposition of: See below.
 - (iv) Shared power to dispose or to direct the disposition of: See below.

As of the date of this report, each of the Reporting Persons beneficially owned the number and percentage of issued and outstanding shares of common stock of RSC Holdings Inc. listed opposite its name:

| Reporting Person | Amount Beneficially Owned | Percent of Class^(a) |
|---------------------------------|----------------------------------|---------------------------------------|
| RSC Acquisition LLC | 2,570,586 | 2.5% |
| Ripplewood Partners II, L.P. | 0(b) | 0% |
| Ripplewood Partners II GP, L.P. | 0(b) | 0% |
| RP II GP, LLC | 0(b)(c) | 0% |
| RSC Acquisition II LLC | 1,190,522 | 1.1% |
| Collins Family Partners, L.P. | 0(b)(c) | 0% |
| Collins Family Partners, Inc. | 0(b)(c) | 0% |
| Timothy Collins | 0(b)(c) | 0% |

(a) Based on 103,526,553 shares outstanding.

(b) Excludes 2,570,586 shares held by RSC Acquisition LLC, whose sole member is Ripplewood Partners II, L.P., whose general partner is Ripplewood Partners II GP, L.P., whose general partner is RP II GP, LLC. Ripplewood Partners II, L.P., Ripplewood Partners II GP, L.P. and RP II GP, LLC expressly disclaim beneficial ownership of the shares held by RSC Acquisition LLC, as well as the shares held by RSC Acquisition II 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 shareholder of Collins Family Partners, Inc., may be deemed to share beneficial ownership of the shares shown as beneficially owned by RSC Acquisition LLC. Collins Family Partners, L.P., Collins Family Partners, Inc. and Mr. Collins expressly disclaim beneficial

ownership of the shares held by RSC Acquisition LLC, as well as the shares held by RSC Acquisition II LLC.

- (c) Excludes 1,190,522 shares held by RSC Acquisition II LLC, which 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 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. RP II GP, LLC, Collins Family Partners, L.P., Collins Family Partners, Inc. and Mr. Collins expressly disclaim beneficial ownership of the shares held by RSC Acquisition II LLC, as well as the shares held by RSC Acquisition LLC.
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Item 5. Ownership of Five Percent or Less of a Class.

Item 5 is amended and restated in its entirety as follows:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: .

See Item 4 and Item 9.

Item 9. Notice of Dissolution of Group.

Item 9 is amended and restated in its entirety as follows:

The Ripplewood Funds hold, in the aggregate, 3,761,108 shares of common stock of the Issuer. Pursuant to Section 5.3 of Amendment No. 1 to the Stockholders Agreement, dated as of August 24, 2009, the Ripplewood Funds are no longer a party to the Stockholders Agreement because the Ripplewood Funds hold less than 4,000,000 shares. See Item 4 and Item 5.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: January 26, 2011

RSC ACQUISITION LLC

By: Ripplewood Partners II, L.P., its Sole Member

By: Ripplewood Partners II GP, L.P., its General Partner

By: RP II GP, LLC, its General Partner

By: /s/ Christopher P. Minnetian

Name: Christopher P. Minnetian

Title: Secretary

RSC ACQUISITION II LLC

By: RP II GP, LLC, its Manager

By: /s/ Christopher P. Minnetian

Name: Christopher P. Minnetian

Title: Secretary

RIPPLEWOOD PARTNERS II, L.P.

By: Ripplewood Partners II GP, L.P., its General Partner

By: RP II GP, LLC, its General Partner

By: /s/ Christopher P. Minnetian

Name: Christopher P. Minnetian

Title: Secretary

RIPPLEWOOD PARTNERS GP, L.P.

By: RP II GP, LLC, its General Partner

By: /s/ Christopher P. Minnetian

Name: Christopher P. Minnetian

Title: Secretary

RP II GP, LLC

By: /s/ Christopher P. Minnetian

Name: Christopher P. Minnetian

Title: Secretary

COLLINS FAMILY PARTNERS, L.P.

By: Collins Family Partners, Inc., its General Partner

By: /s/ Christopher P. Minnetian
Name: Christopher P. Minnetian
Title: Secretary

COLLINS FAMILY PARTNERS, INC.

By: /s/ Christopher P. Minnetian
Name: Christopher P. Minnetian
Title: Secretary

TIMOTHY COLLINS

By: /s/ Timothy Collins
Name: Timothy Collins