

Edgar Filing: UNITED RENTALS INC /DE - Form SC 13G

UNITED RENTALS INC /DE  
Form SC 13G  
May 07, 2007

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

-----  
SCHEDULE 13G

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

UNITED RENTALS, INC.

-----  
(Name of Issuer)

Common Stock, par value \$.01 per share

-----  
(Title of Class of Securities)

911363109

-----  
(CUSIP Number)

April 26, 2007

-----  
(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).

Continued on following pages  
Page 1 of 10 Pages  
Exhibit Index: Page 9

Edgar Filing: UNITED RENTALS INC /DE - Form SC 13G

SCHEDULE 13G

CUSIP No.: 911363109

Page 2 of 10 Pages

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

GLENVIEW CAPITAL MANAGEMENT, LLC

2. Check the Appropriate Box if a Member of a Group

(a) [ ]

(b) [ ]

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power	None
	6. Shared Voting Power	5,171,681

7. Sole Dispositive Power	None
---------------------------	------

8. Shared Dispositive Power	5,171,681
-----------------------------	-----------

9. Aggregate Amount Beneficially Owned by Each Reporting Person

5,171,681

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

|\_ |

11. Percent of Class Represented by Amount in Row (9)

6.33% based on 81,663,125 shares outstanding as of April 24, 2007.

12. Type of Reporting Person:

Edgar Filing: UNITED RENTALS INC /DE - Form SC 13G

00

SCHEDULE 13G

CUSIP No.: 911363109

Page 3 of 10 Pages

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

GLENVIEW CAPITAL GP, LLC

2. Check the Appropriate Box if a Member of a Group

(a) [ ]

(b) [ ]

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power	None
	6. Shared Voting Power	4,974,281
	7. Sole Dispositive Power	None
	8. Shared Dispositive Power	4,974,281

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,974,281

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

[X]

11. Percent of Class Represented by Amount in Row (9)

6.09% based on 81,663,125 shares outstanding as of April 24, 2007.

Edgar Filing: UNITED RENTALS INC /DE - Form SC 13G

12. Type of Reporting Person:

00

SCHEDULE 13G

CUSIP No.: 911363109

Page 4 of 10 Pages

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

LAWRENCE M. ROBBINS

2. Check the Appropriate Box if a Member of a Group

(a) [ ]

(b) [ ]

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power	None
	6. Shared Voting Power	5,171,681
	7. Sole Dispositive Power	None
	8. Shared Dispositive Power	5,171,681

9. Aggregate Amount Beneficially Owned by Each Reporting Person

5,171,681

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

6.33% based on 81,663,125 shares outstanding as of April 24, 2007.

.....  
12. Type of Reporting Person:

IA

Page 5 of 10 Pages

Item 1(a). Name of Issuer:

United Rentals, Inc. (the "Issuer").

Item 1(b). Address of Issuer's Principal Executive Offices:

Five Greenwich Office Park, Greenwich, Connecticut 06831

Item 2(a). Name of Person Filing

This Statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- i) Glenview Capital Management, LLC ("Glenview Capital Management");
- ii) Glenview Capital GP, LLC ("Glenview Capital GP"); and
- iii) Lawrence M. Robbins ("Mr. Robbins").

This Statement relates to Shares (as defined herein) held for the accounts of Glenview Capital Partners, L.P., a Delaware limited partnership ("Glenview Capital Partners"), Glenview Institutional Partners, L.P., a Delaware limited partnership ("Glenview Institutional Partners"), Glenview Capital Master Fund, Ltd., a Cayman Islands exempted company ("Glenview Capital Master Fund"), Glenview Offshore Opportunity Master Fund, Ltd., a Cayman Islands exempted company ("Glenview Offshore Opportunity Master Fund"), Glenview Capital Opportunity Fund, L.P., a Delaware limited partnership ("Glenview Capital Opportunity Fund"), GCM Little Arbor Master Fund, Ltd., a Cayman Islands exempted company ("GCM Little Arbor Master Fund"); GCM Little Arbor Institutional Partners, L.P., a Delaware limited partnership ("GCM Little Arbor Institutional Partners"), GCM Little Arbor Partners, L.P., a Delaware limited partnership ("GCM Little Arbor Partners") and GCM Opportunity Fund, L.P., a Delaware limited partnership ("GCM Opportunity Fund").

Glenview Capital Management serves as investment manager to each of Glenview Capital Partners, Glenview Institutional Partners, Glenview Capital Master Fund, Glenview Offshore Opportunity Master Fund, Glenview Capital Opportunity Fund, GCM Little Arbor Master Fund, GCM Little Arbor Institutional Partners, GCM Little Arbor Partners and GCM Opportunity Fund. In such capacity, Glenview Capital Management may be deemed to have voting and dispositive power over the Shares held for the accounts of each of Glenview Capital Partners, Glenview Institutional Partners, Glenview Capital Master Fund, Glenview Offshore Opportunity Master Fund, Glenview Capital Opportunity Fund, GCM Little Arbor Master Fund, GCM Little Arbor Institutional Partners, GCM Little Arbor Partners and GCM Opportunity Master Fund. Glenview Capital GP is the general partner of Glenview Capital Partners, Glenview Institutional Partners, GCM Little Arbor Institutional Partners and GCM Little Arbor Partners. Glenview Capital GP also serves as the sponsor of the Glenview Capital Master Fund and the GCM Little Arbor Master Fund. In such capacities, Glenview Capital GP may be deemed to have voting and dispositive power over the Shares held for the accounts of each Glenview Capital Partners, Glenview Institutional Partners, Glenview Capital

## Edgar Filing: UNITED RENTALS INC /DE - Form SC 13G

Master Fund, GCM Little Arbor Master Fund, GCM Little Arbor Institutional Partners and GCM Little Arbor Partners. Mr. Robbins is the Chief Executive Officer of Glenview Capital Management and Glenview Capital GP.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of Glenview Capital Management, Glenview Capital GP, and Mr. Robbins is 767 Fifth Avenue, 44th Floor, New York, New York 10153.

Page 6 of 10 Pages

Item 2(c). Citizenship:

i) Glenview Capital Management is a Delaware limited liability company;

ii) Glenview Capital GP is a Delaware limited liability company; and

iii) Mr. Robbins is a citizen of the United States of America.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$.01 per share (the "Shares")

Item 2(e). CUSIP Number:

911363109

Item 3. If This Statement is Filed Pursuant to ss.ss.240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

This Item 3 is not applicable.

Item 4. Ownership:

Item 4(a) Amount Beneficially Owned:

As of May 4, 2007, each of Glenview Capital Management and Mr. Robbins may be deemed to be the beneficial owner of 5,171,681 Shares. This amount consists of: (A) 250,700 Shares held for the account of Glenview Capital Partners; (B) 3,064,381 Shares held for the account of Glenview Capital Master Fund; (C) 1,295,300 Shares held for the account of Glenview Institutional Partners; (D) 305,000 Shares held for the account of the GCM Little Arbor Master Fund; (E) 57,340 Shares held for the account of GCM Little Arbor Institutional Partners; (F) 121,390 Shares held for the account of Glenview Capital Opportunity Fund; (G) 69,910 Shares held for the account of Glenview Offshore Opportunity Master Fund, (H) 1,560 Shares held for the account of GCM Little Arbor Partners and (I) 6,100 Shares held for the account of GCM Opportunity Fund.

As of May 4, 2007, Glenview Capital GP may be deemed to be the beneficial owner of 4,974,281 Shares. This amount consists of: (A) 250,700 Shares held for the account of Glenview Capital Partners; (B) 3,064,381 Shares held for the account of Glenview Capital Master Fund; (C) 1,295,300 Shares held for the account of Glenview Institutional Partners; (D) 305,000 Shares held for the account of the GCM Little Arbor Master Fund; (E) 57,340 Shares held for the account of GCM Little Arbor Institutional Partners; and (F) 1,560 Shares held for the account of GCM Little Arbor Partners.

## Edgar Filing: UNITED RENTALS INC /DE - Form SC 13G

Item 4(b) Percent of Class:

The number of Shares of which each of Glenview Capital Management and Mr. Robbins may be deemed to be the beneficial owner constitutes approximately 6.33% of the total number of Shares outstanding (based upon information provided by the Issuer in its most recently-filed quarterly report filed on Form 10-Q, there were 81,663,125 shares outstanding as of April 24, 2007).

The number of Shares of which Glenview Capital GP may be deemed to be the beneficial owner constitutes approximately 6.09% of the total number of Shares outstanding (based upon information provided by the Issuer in its most recently-filed quarterly report on Form 10-Q, there were 81,663,125 shares outstanding as of April 24, 2007).

Item 4(c) Number of Shares of which such person has:

Glenview Capital Management and Mr. Robbins:  
-----

(i) Sole power to vote or direct the vote:	0
(ii) Shared power to vote or direct the vote:	5,171,681
(iii) Sole power to dispose or direct the disposition of:	0
(iv) Shared power to dispose or direct the disposition of:	5,171,681

Glenview Capital GP:  
-----

(i) Sole power to vote or direct the vote:	0
(ii) Shared power to vote or direct the vote:	4,974,281
(iii) Sole power to dispose or direct the disposition of:	0
(iv) Shared power to dispose or direct the disposition of:	4,974,281

Page 7 of 10 Pages

Item 5. Ownership of Five Percent or Less of a Class:

This Item 5 is not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

This Item 6 is not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

See disclosure in Item 2 hereof.

Item 8. Identification and Classification of Members of the Group:

Edgar Filing: UNITED RENTALS INC /DE - Form SC 13G

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

Item 10. Certification:

By signing below each of the Reporting Persons certifies that, to the best of their knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 8 of 10 Pages

SIGNATURE

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

Date: May 7, 2007

GLENVIEW CAPITAL MANAGEMENT, LLC

By:

/s/ Lawrence M. Robbins  
-----

Name: Lawrence M. Robbins  
Title: Chief Executive Officer

Date: May 7, 2007

GLENVIEW CAPITAL GP, LLC

By:

/s/ Lawrence M. Robbins  
-----

Name: Lawrence M. Robbins  
Title: Chief Executive Officer

Date: May 7, 2007

LAWRENCE M. ROBBINS

/s/ Lawrence M. Robbins  
-----

Page 9 of 10 Pages

EXHIBIT INDEX

Ex.  
---

Page No.  
-----



Edgar Filing: UNITED RENTALS INC /DE - Form SC 13G

A Joint Filing Agreement, dated May 7, 2007 by  
and among Glenview Capital Management, LLC,  
Glenview Capital GP, LLC and Lawrence M. Robbins.... 10

Page 10 of 10 Pages

EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to the Common Stock of United Rentals, Inc. dated as of May 7, 2007 is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Date: May 7, 2007

GLENVIEW CAPITAL MANAGEMENT, LLC

By:

/s/ Lawrence M. Robbins  
-----

Name: Lawrence M. Robbins

Title: Chief Executive Officer

Date: May 7, 2007

GLENVIEW CAPITAL GP, LLC

By:

/s/ Lawrence M. Robbins  
-----

Name: Lawrence M. Robbins

Title: Chief Executive Officer

Date: May 7, 2007

LAWRENCE M. ROBBINS

/s/ Lawrence M. Robbins  
-----