

UNITED RENTALS INC /DE

Form S-8

November 02, 2009

**Table of Contents**

As filed with the Securities and Exchange Commission on November 2, 2009

Registration No. 333-\_\_\_\_\_

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

**FORM S-8  
REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933**

**UNITED RENTALS, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**

**06-1522496**

(State or other jurisdiction of incorporation  
or organization)

(I.R.S. Employer Identification Number)

**Five Greenwich Office Park, Greenwich, Connecticut 06831**  
(Address of Principal Executive Offices)

**United Rentals, Inc. 401(k) Investment Plan**  
(Full title of the plan)

**Jonathan M. Gottsegen, Esq.**  
**Senior Vice President, General Counsel and Corporate Secretary**  
**Five Greenwich Office Park**  
**Greenwich, Connecticut 06831**  
(Name and address of agent for service)

**(203) 622-3131**  
(Telephone number, including area code, of agent for service)

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 company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated Filer

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

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Share <sup>(1)</sup>	Proposed Maximum Aggregate Offering Price <sup>(1)</sup>	Amount of Registration Fee
Common Stock (par value \$0.01 per share) <sup>(2)</sup>	300,000 shares	\$9.58	\$2,874,000.00	\$160.37

- (1) Estimated in accordance with Rule 457(h)(1) under the Securities Act of 1933, as amended, (the Securities Act ) solely for the purposes of calculating the registration fee, on the basis of the average of the high and low selling prices per share of the Registrant s common stock on October 28, 2009, as reported by the New York Stock Exchange.
  - (2) Pursuant to Rule 416(c) under the Securities Act, this registration statement also covers an indeterminate number of interests to be offered or sold pursuant to the employee benefit plan described herein. In accordance with Rule 457(h)(2) under the Securities Act no separate fee calculation is made for plan interests.
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**Table of Contents**

EXPLANATORY STATEMENT IN CONNECTION WITH THE FILING  
OF A REGISTRATION STATEMENT ON FORM S-8  
FILED PURSUANT TO INSTRUCTION E OF FORM S-8

United Rentals, Inc. (the Registrant ) previously filed a registration statement on Form S-8 (File No. 333-39770) on June 21, 2000 (the Registration Statement ), registering, among other shares, 200,000 shares under the Registrant s 401(k) Investment Plan (the 401(k) Plan ). The contents of the Registration Statement are incorporated herein by reference. On August 22, 2002 the Registrant filed a registration statement on Form S-8 (File No. 333-98567) registering, among other shares, an additional 700,000 shares under the 401(k) Plan. In accordance with Instruction E of the general instructions to Form S-8, this registration statement is registering an additional 300,000 shares under the 401(k) Plan.

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**TABLE OF CONTENTS**

Item 8. Exhibits

SIGNATURES

EXHIBIT INDEX

EX-4.1

EX-23.1

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**Table of Contents**

Item 8. Exhibits.

Exhibit Number	Description
4.1	Amendment No. 1 to the United Rentals, Inc. 401(k) Investment Plan
23.1	Consent of Independent Registered Public Accounting Firm

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**Table of Contents****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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Greenwich, Connecticut, on November 2, 2009.

UNITED RENTALS, INC.

By: /s/ Jonathan M. Gottsegen  
 Name: Jonathan M. Gottsegen  
 Title: Senior Vice President, General  
 Counsel and Corporate Secretary

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below under the heading Signatures constitutes and appoints Jonathan M. Gottsegen, Esq. and William B. Plummer as his or her true and lawful attorney-in-fact, each acting alone, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or his or her substitute, acting alone, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signatures</b>	<b>Title</b>	<b>Date</b>
/s/ Michael J. Kneeland	Director and Chief Executive Officer	November 2, 2009
<b>Michael J. Kneeland</b>	(Principal Executive Officer)	
/s/ Jenne K. Britell	Chairman	November 2, 2009
<b>Jenne K. Britell</b>		
/s/ William B. Plummer	Chief Financial Officer (Principal Financial Officer)	November 2, 2009
<b>William B. Plummer</b>		
/s/ John J. Fahey	Controller (Principal Accounting Officer)	November 2, 2009
<b>John J. Fahey</b>		
/s/ José B. Alvarez	Director	October 28, 2009
<b>José B. Alvarez</b>		
/s/ Howard L. Clark, Jr.	Director	November 2, 2009
<b>Howard L. Clark, Jr.</b>		
/s/ Bobby J. Griffin	Director	November 2, 2009
<b>Bobby J. Griffin</b>		
/s/ Singleton B. McAllister	Director	November 2, 2009

**Singleton B. McAllister**

/s/ Brian D. McAuley

Director

November 2, 2009

**Brian D. McAuley**

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**Table of Contents**

<b>Signatures</b>	<b>Title</b>	<b>Date</b>
/s/ John S. McKinney	Director	November 2, 2009
<b>John S. McKinney</b> /s/ Jason D. Papastavrou	Director	October 29, 2009
<b>Jason D. Papastavrou</b> /s/ Filippo Passerini	Director	November 2, 2009
<b>Filippo Passerini</b> /s/ L. Keith Wimbush	Director	November 2, 2009
<b>L. Keith Wimbush</b>		

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**Table of Contents**

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