

RSC Holdings Inc.  
Form S-8  
May 23, 2007

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As filed with the Securities and Exchange Commission on May 22, 2007

Registration No. 333-

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

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

**RSC HOLDINGS INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>7359</b> (Primary Standard Industrial Classification Code Number) <b>6929 E. Greenway</b> <b>Scottsdale, AZ 85254</b> <b>(480) 905-3300</b>	<b>22-1669012</b> (I.R.S. Employer Identification Number)
(Address, including ZIP Code, and telephone number, including area code, of registrant's principal executive offices)		

**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, including ZIP Code, and telephone number, including area code, of agent for service)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to Be Registered</b>	<b>Amount to Be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee (2)</b>
Common Stock, no par value	7,382,943	\$22.00	\$162,424,746	\$4,986.44

(1) The number of shares being registered represents the shares issuable under the RSC Holdings Inc.

Amended and Restated Stock Incentive Plan and, pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's Common Stock that became issuable under the applicable plan by reason of any stock dividend, stock split, recapitalization or other similar transaction.

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**Part I**

**Information Required in the Section 10(a) Prospectus**

All information required by Part I to be contained in the prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the Securities Act ).

**Part II**

**Information Required in the Registration Statement**

**Item 3. Incorporation of Certain Documents by Reference.**

The following document was previously filed with the Securities and Exchange Commission (the Commission ) by RSC Holdings Inc. (the Company ) and is incorporated herein by reference:

The Company s Registration Statement filed on Form S-1 (File. No. 333-140644) on February 13, 2007, as thereafter amended.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 after the date of this Registration Statement, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and shall be deemed to be a part hereof from the respective dates of filing of such documents.

**Item 4. Description of Securities.**

Not applicable.

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**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

The Company's certificate of incorporation will provide that no director will be personally liable to the Company or the Company's stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that this limitation on or exemption from liability is not permitted by the Delaware General Corporation Law and any amendments to that law.

The principal effect of the limitation on liability provision is that a stockholder will be unable to prosecute an action for monetary damages against a director unless the stockholder can demonstrate a basis for liability for which indemnification is not available under the Delaware General Corporation Law. This provision, however, does not eliminate or limit director liability arising in connection with causes of action brought under the federal securities laws. The Company's certificate of incorporation will not eliminate our directors' duty of care. The inclusion of this provision in the Company's certificate of incorporation may, however, discourage or deter stockholders or management from bringing a lawsuit against directors for a breach of their fiduciary duties, even though such an action, if successful, might otherwise have benefited us and our stockholders. This provision should not affect the availability of equitable remedies such as injunction or rescission based upon a director's breach of the duty of care.

The Company's certificate of incorporation provides that the Company is required to indemnify and advance expenses to its directors to the fullest extent permitted by law, except in the case of a proceeding instituted by the director without the approval of the Company's Board of Directors.

The Company's by-laws provide that the Company is required to indemnify its directors and officers, to the fullest extent permitted by law, for all judgments, fines, settlements, legal fees and other expenses incurred in connection with pending or threatened legal proceedings because of the director's or officer's position with us or another entity that the director or officer serves at our request, subject to various conditions, and to advance funds to our directors and officers to enable them to defend against such proceedings. To receive indemnification, the director or officer must have been successful in the legal proceeding or have acted in good faith and in what was reasonably believed to be a lawful manner in our best interest and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Prior to the completion of this offering, the Company expects to enter into an indemnification agreement with each of our directors and certain of our officers. The indemnification agreement will provide our directors and certain of our officers with contractual rights to the indemnification and expense advancement rights provided under the Company's by-laws, as well as contractual rights to additional indemnification as provided in the indemnification agreement.

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**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

The Exhibits accompanying this Registration Statement are listed on the accompanying Exhibit Index.

**Item 9. Undertakings.**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high and of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement; *provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

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(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.



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**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 the City of Scottsdale, State of Arizona, on May 22, 2007.

RSC HOLDINGS INC.

By: /s/ Kevin Groman

**Name:** Kevin Groman

**Title:** Senior Vice President, General  
Counsel and Corporate Secretary

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>Signature</b>	<b>Title</b>	<b>Date</b>
*	Chief Executive Officer, President	May 22, 2007
Erik Olsson	and Director ( Principal Executive Officer )	
*	Chief Financial Officer	May 22, 2007
Keith Sawottke	( Principal Financial and Principal Accounting Officer )	
*	Chairman of the Board, Director	May 22, 2007
Denis Nayden		
*	Director	May 22, 2007
Mark Cohen		
*	Director	May 22, 2007
Timothy Collins		
*	Director	May 22, 2007
Edward Dardani		

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
*	Director	May 22, 2007
Douglas Kaden		
*	Director	May 22, 2007
Christopher Minnetian		
*	Director	May 22, 2007
John R. Monsky		
*	Director	May 22, 2007
James Ozanne		
*	Director	May 22, 2007
Scott Spielvogel		
*	Director	May 22, 2007
Don Wagner		

\*By: /s/ Kevin Groman  
Kevin Groman  
Attorney in Fact

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**INDEX TO EXHIBITS TO REGISTRATION STATEMENT ON FORM S-8**

**Exhibits**

- 4.1 Amended and Restated Certificate of Incorporation of RSC Holdings Inc. Incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (No. 333-140644) (the S-1 Registration Statement).
- 4.2 Form of By-laws of RSC Holdings Inc. incorporated by reference to Exhibit 3.2 to the S-1 Registration Statement.
- 4.3 Form of certificate for the Common Stock of RSC Holdings Inc., no par value, incorporated by reference to Exhibit 4.8 to the S-1 Registration Statement.
- 5.1 Opinion of Debevoise and Plimpton LLP.
- 23.1 Consent of KPMG LLP.
- 23.2 Consent of Debevoise and Plimpton LLP (included in Exhibit 5.1).
- 24.1 Power of Attorney.
- 99.1 RSC Holdings Inc. Amended and Restated Stock Incentive Plan incorporated by reference to Exhibit 10.1 to the S-1 Registration Statement.