

RSC Holdings Inc.
Form 3
May 22, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â RSC Acquisition II LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O RIPPLEWOOD HOLDINGS L.L.C.,Â ONE ROCKEFELLER PLAZA, 32ND FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10020</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/22/2007</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>RSC Holdings Inc. [RRR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	17,117,528	D ⁽¹⁾	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	(Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)
		Title			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RSC Acquisition II LLC C/O RIPPLEWOOD HOLDINGS L.L.C. ONE ROCKEFELLER PLAZA, 32ND FLOOR NEW YORK, NY 10020	^	^ X	^	^
RP II GP, LLC C/O RIPPLEWOOD HOLDINGS L.L.C. ONE ROCKEFELLER PLAZA, 32ND FLOOR NEW YORK, NY 10020	^	^ X	^	^
Collins Family Partners, L.P. C/O RIPPLEWOOD HOLDINGS L.L.C. ONE ROCKEFELLER PLAZA, 32ND FLOOR NEW YORK, NY 10020	^	^ X	^	^
Collins Family Partner Inc. C/O RIPPLEWOOD HOLDINGS L.L.C. ONE ROCKEFELLER PLAZA, 32ND FLOOR NEW YORK, NY 10020	^	^ X	^	^

Signatures

/s/ Kevin Groman 05/22/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Reporting Person is a limited liability company who is managed by RP II GP, LLC. The sole member of RP II GP, LLC is Collins Family Partners, L.P, who 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. Mr. Collins disclaims such beneficial ownership

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.