

UNITED RENTALS INC /DE  
Form S-4MEF  
April 25, 2012

As filed with the Securities and Exchange Commission on April 25, 2012

Registration No. 333-

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

**FORM S-4**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**UNITED RENTALS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**7359**  
(Primary Standard Industrial  
Classification Code Number)  
Five Greenwich Office Park

**06-1522496**  
(I.R.S. Employer  
Identification Number)

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Greenwich, Connecticut 06831

(203) 622-3131

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Jonathan M. Gottsegen, Esq.**

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

**Five Greenwich Office Park**

**Greenwich, Connecticut 06831**

**(203) 622-3131**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

*Copies to:*

**Kevin J. Groman, Esq.**

**Senior Vice President, General**

**Counsel and Corporate**

**Secretary**

**Robert B. Schumer, Esq.**

**Ariel J. Deckelbaum, Esq.**

**Paul, Weiss, Rifkind, Wharton & Garrison  
LLP**

**1285 Avenue of the Americas**

**New York, New York 10019**

**Phone: (212) 373-3000**

**Andrew D. Sousloff, Esq.**

**Francis J. Aquila, Esq.**

**Sullivan & Cromwell LLP  
125 Broad Street  
New York, New York 10004  
Phone: (212) 558-4000**

**RSC Holdings Inc.  
6929 East Greenway Parkway  
Scottsdale, Arizona 85254  
Phone: (480) 905-3300**

**Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this registration statement becomes effective and upon completion of the merger described in the joint proxy statement/prospectus.**

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box: "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  Registration No. 333-179039

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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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. (Check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

### CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.01 par value per share	41,745 shares <sup>(1)</sup>	N/A	\$1,858,500 <sup>(2)</sup>	\$212.98 <sup>(3)</sup>

(1) Represents the maximum number of additional shares of common stock, par value \$0.01 per share ( URI common stock ), of United Rentals, Inc. ( URI ) estimated to be issued upon the completion of the merger of RSC Holdings Inc. with and into United Rentals, Inc. (the merger ) based on the product of (x) 150,000 (the number of shares of common stock, no par value ( RSC common stock ), of RSC Holdings Inc. issued after March 22, 2012 that are expected to be exchanged in connection with the merger) and (y) an exchange ratio of 0.2783 (which represents the fraction of a share of URI common stock to be issued for each share of RSC common stock). The registrant has previously registered 29,895,926 shares of URI common stock pursuant to the registration statement on Form S-4 (Registration No. 333-179039), which was declared effective on March 23, 2012.

(2) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act and calculated in accordance with Rule 457(f)(1), Rule 457(f)(3) and Rule 457(c) of the Securities Act, based on the market value of the shares of RSC common stock issued after March 22, 2012 that are expected to be exchanged in connection with the merger, as established by the average of the high and low sales prices of RSC common stock on the New York Stock Exchange on April 24, 2012 of \$23.19, *minus* \$1,620,000 (the estimated amount of cash to be paid in the merger by the registrant to the holders of such shares of RSC common stock).

(3) Calculated in accordance with Section 6(b) of the Securities Act and SEC Fee Advisory #3 for Fiscal Year 2012 at a rate equal to 0.00011460 *multiplied by* the proposed maximum aggregate offering price.

**This registration statement will become effective automatically upon filing with the Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended.**

**EXPLANATORY NOTE**

This registration statement is being filed with the Securities and Exchange Commission pursuant to General Instruction K of Form S-4 and Rule 462(b) of the Securities Act of 1933, as amended, for the sole purpose of registering an additional 41,745 shares of common stock, \$0.01 par value per share ( URI common stock ), of United Rentals, Inc. ( URI ) for issuance in connection with the merger of RSC Holdings Inc. ( RSC ) with and into URI. URI has previously registered 29,895,926 shares of URI common stock by means of a currently effective registration statement on Form S-4 (Registration No. 333-179039). The number of shares originally registered represented the maximum number of shares of URI common stock estimated to be issuable in connection with the merger, based on the number of shares of RSC common stock outstanding, or reserved for issuance under restricted stock unit awards issued to non-employee members of the RSC board of directors, as of March 22, 2012, and the exchange of shares of RSC common stock for URI common stock pursuant to an exchange ratio of 0.2783 set forth in the Agreement and Plan of Merger, dated as of December 15, 2011, by and between URI and RSC. The number of shares of URI common stock issuable upon the completion of the merger is now estimated to be higher than originally anticipated due to additional exercises of options on RSC common stock since March 22, 2012. Thus, URI is registering an additional 41,745 shares of URI common stock.

**INCORPORATION OF DOCUMENTS BY REFERENCE**

This registration statement incorporates by reference the contents of the Registration Statement on Form S-4, Registration No. 333-179039, including all amendments, supplements and exhibits thereto and all information incorporated or deemed to be incorporated by reference therein. Additional opinions and consents required to be filed with this Registration Statement are listed on the Index to Exhibits attached to and filed with this registration statement.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 21. Exhibits and Financial Statement Schedules**

**(a) Exhibits.**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
5.1	Opinion of Sullivan & Cromwell LLP, as to the legality of the securities being issued
23.1	Consent of Ernst & Young LLP
23.2	Consent of KPMG LLP
23.3	Consent of Sullivan & Cromwell LLP (contained in Exhibit 5.1)
24.1*	Power of Attorney of Registrant's Board of Directors (incorporated herein by reference to Exhibit 24.1 of the registrant's registration statement on Form S-4 (Registration No. 333-179039))
99.1	Consent of Barclays Capital Inc.
99.2	Consent of Goldman Sachs & Co.
99.3	Consent of Morgan Stanley & Co. LLC
99.4	Consent of Centerview Partners LLC

\* Previously filed.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Greenwich, State of Connecticut, on April 25, 2012.

**UNITED RENTALS, INC.**

By: /s/ Jonathan M. Gottsegen  
Name: Jonathan M. Gottsegen

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 on the 25th day of April, 2012.

Signatures		Title(s)
	*	Director and Chief Executive Officer (Principal Executive Officer)
Michael J. Kneeland		
	*	Chairman of the Board of Directors
Jenne K. Britell		
	*	Chief Financial Officer (Principal Financial Officer)
William B. Plummer		
	*	Controller (Chief Accounting Officer)
John J. Fahey		
	*	Director
José B. Alvarez		
	*	Director
Howard L. Clark, Jr.		
	*	Director
Bobby J. Griffin		

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\* Director

Singleton B. McAllister

\* Director

Brian D. McAuley

\* Director

John S. McKinney

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Signatures		Title(s)
	*	Director
Jason D. Papastavrou		
	*	Director
Filippo Passerini		
	*	Director
Keith Wimbush		
*By /s/ Jonathan M. Gottsegen Jonathan M. Gottsegen		Attorney-in-fact



**EXHIBIT INDEX**

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