

UNITED RENTALS INC /DE  
Form 8-K  
September 14, 2016

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

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Date of Report (Date of earliest event reported): September 8, 2016**

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

<b>Delaware</b>	<b>001-14387</b>	<b>06-1522496</b>
<b>Delaware</b>	<b>001-13663</b>	<b>86-0933835</b>
<b>(State or other Jurisdiction of Incorporation)</b>	<b>(Commission File Number)</b>	<b>(IRS Employer Identification No.)</b>

**100 First Stamford Place, Suite 700**  
**Stamford, Connecticut**  
**(Address of Principal Executive Offices)**

**06902**  
**(Zip Code)**

**Registrant's telephone number, including area code: (203) 618-7255**

**(Former name or former address if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On September 8, 2016, the Board of Directors of United Rentals, Inc. (the Corporation ) approved amendments to the Corporation s By-laws, effective immediately, to implement proxy access and make certain other conforming and related changes. New Section 3.10 of the By-Laws permits a stockholder, or a group of up to 20 stockholders, owning at least 3% of the Corporation s outstanding common stock continuously for at least three years to nominate and include in the Corporation s proxy materials director nominees constituting up to the greater of (i) 20% of the Board or (ii) two directors, provided that the stockholders and the nominees satisfy the requirements specified in the By-laws.

The foregoing description of the Corporation s By-laws is qualified in all respects by reference to the text of the By-laws, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

3.1 By-laws of United Rentals, Inc., as amended.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 14, 2016

UNITED RENTALS, INC.

By: /s/ Craig Pintoff  
Name: Craig Pintoff  
Title: Senior Vice President and General  
Counsel

UNITED RENTALS (NORTH  
AMERICA), INC.

By: /s/ Craig Pintoff  
Name: Craig Pintoff  
Title: Senior Vice President and General  
Counsel

**EXHIBIT INDEX**

**Exhibit No.**

3.1 By-laws of United Rentals, Inc., as amended.

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