

RSC Holdings Inc.  
Form 8-K  
July 31, 2008

**Table of Contents**

**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): July 31, 2008**

**RSC Holdings Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**                                      **001-33485**                                      **22-1669012**  
(State or other Jurisdiction of              (Commission File Number)                                      (IRS Employer Identification No.)  
Incorporation)

**6929 E. Greenway Parkway, Suite 200**  
**Scottsdale, Arizona**                                      **85254**  
(Address of Principal Executive Offices)                                      (Zip Code)  
Registrant's telephone number, including area code: **(480) 905-3300**

**N/A**  
(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))

**TABLE OF CONTENTS**

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

SIGNATURES

EXHIBIT INDEX

Exhibit 99.1

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**Table of Contents**

**Item 2.02. Results of Operations and Financial Condition.**

On July 31, 2008, RSC Holdings Inc., issued a press release announcing its results for the second quarter ended June 30, 2008, entitled RSC REPORTS 2Q08 RESULTS AND UPDATES FY08 OUTLOOK. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 2.02 of this Current Report on Form 8-K, including the exhibit hereto, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information contained herein and in the accompanying exhibit shall not be incorporated by reference into any filing with the U.S. Securities and Exchange Commission made by RSC Holdings Inc., whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release, dated July 31, 2008, entitled RSC REPORTS 2Q08 RESULTS AND UPDATES FY08 OUTLOOK.

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**Table of Contents**

**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.

**RSC Holdings Inc.**

Dated: July 31, 2008

By: /s/ Kevin J. Groman  
Kevin J. Groman  
Senior Vice President, General Counsel,  
and  
Corporate Secretary

**EXHIBIT INDEX**

**Exhibit Number**

**Description**

99.1	Press Release, dated July 31, 2008, entitled RSC REPORTS 2Q08 RESULTS AND UPDATES FY08 OUTLOOK.
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