

RIPPLEWOOD PARTNERS II LP
Form 4
April 28, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person *
RSC Acquisition LLC

(Last) (First) (Middle)

C/O RIPPLEWOOD HOLDINGS L.L.C., ONE ROCKEFELLER PLAZA, 32ND FLOOR

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RSC Holdings Inc. [RRR]

3. Date of Earliest Transaction (Month/Day/Year)
04/26/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, no par value per share | 04/26/2010 | | S | | 237,184 | D | \$ 9.4136 (1) (4) |
| Common Stock, no par value per share | 04/27/2010 | | S | | 135,599 | D | \$ 9.185 (2) (4) |
| Common Stock, no par value | 04/28/2010 | | S | | 84,074 | D | \$ 9.1205 (3) (4) |

per share

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

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

RSC Acquisition LLC
C/O RIPPLEWOOD HOLDINGS L.L.C.
ONE ROCKEFELLER PLAZA, 32ND FLOOR
NEW YORK, NY 10020

See Remarks

RIPPLEWOOD PARTNERS II LP
C/O RIPPLEWOOD HOLDINGS L.L.C.
ONE ROCKEFELLER PLAZA, 32ND FLOOR
NEW YORK, NY 10020

See Remarks

Ripplewood Partners II GP, L.P.
C/O RIPPLEWOOD HOLDINGS L.L.C.
ONE ROCKEFELLER PLAZA, 32ND FLOOR
NEW YORK, NY 10020

See Remarks

RP II GP, LLC
C/O RIPPLEWOOD HOLDINGS L.L.C.
ONE ROCKEFELLER PLAZA, 32ND FLOOR
NEW YORK, NY 10020

See Remarks

See Remarks

Collins Family Partners, L.P.
C/O RIPPLEWOOD HOLDINGS L.L.C.
ONE ROCKEFELLER PLAZA, 32ND FLOOR
NEW YORK, NY 10020

Collins Family Partner Inc.
C/O RIPPLEWOOD HOLDINGS L.L.C.
ONE ROCKEFELLER PLAZA, 32ND FLOOR
NEW YORK, NY 10020

See Remarks

Signatures

RSC ACQUISITION LLC, By: Ripplewood Partners II, L.P., its sole Member, By:
Ripplewood Partners II GP, L.P., its General Partner, By: RP II GP, LLC, its General Partner,
By: /s/ Christopher P. Minnetian, Secretary

04/28/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from \$9.30 per share to \$9.62 per share.
- (2) Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from \$9.05 per share to \$9.37 per share.
- (3) Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from \$9.10 per share to \$9.21 per share.
- (4) The reporting person will provide to the Securities and Exchange Commission staff, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares purchased or sold at each separate price.

- RSC Acquisition LLC is a limited liability company whose sole member is Ripplewood Partners II, L.P., whose general partner is Ripplewood Partners II GP, L.P., whose general partner is RP II GP, LLC, whose sole member is Collins Family Partners, L.P., which 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 LLC. However, pursuant to Rule 16a-1(a)(4) promulgated under the Securities Exchange Act of 1934, as amended, Mr. Collins disclaims that he is the beneficial owner of such shares, except to the extent of his pecuniary interest in such shares.
- (5)

Remarks:

Party to stockholders agreement

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.