

RIPPLEWOOD PARTNERS II LP

Form 4

January 26, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)

01/25/2011

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 ____X____ Other (specify
below) 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, no par value per share	01/25/2011		S		478,426	D	\$ 11.6007 (1) (2)
					2,570,586	D (3)	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

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

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

See Remarks

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

01/26/2011

__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 \$11.60 per share to \$11.82 per share.
- (2) 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.
- (3)

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.

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