

RSC Holdings Inc.  
Form SC 13G/A  
February 14, 2011

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

RSC HOLDINGS INC.  
(Name of Issuer)

Common Stock, no par value  
(Title of Class of Securities)

74972L 102  
(CUSIP Number)

December 31, 2010  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

- |                                  |               |
|----------------------------------|---------------|
| <input type="radio"/>            | Rule 13d-1(b) |
| <input type="radio"/>            | Rule 13d-1(c) |
| <input checked="" type="radio"/> | Rule 13d-1(d) |

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 74972L  
102

SCHEDULE 13G

Page 2 of 15 Pages

1 NAME OF REPORTING PERSON

OHCP II RSC, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  x  
(b)  o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED  
BY EACH  
REPORTING  
PERSON  
WITH

-0-

6 SHARED VOTING POWER

23,910,939(1)

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

23,910,939(1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,910,939(1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

23.1%(2)

12 TYPE OF REPORTING PERSON

OO

(1) See Item 4 below.

(2) Based on 103,526,553 shares outstanding.



CUSIP No. 74972L  
102

SCHEDULE 13G

Page 3 of 15 Pages

1 NAME OF REPORTING PERSON

Oak Hill Capital Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES

-0-

BENEFICIALLY OWNED

6 SHARED VOTING POWER

23,910,939(1)

BY EACH REPORTING PERSON

7 SOLE DISPOSITIVE POWER

WITH

-0-

8 SHARED DISPOSITIVE POWER

23,910,939(1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,910,939(1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

23.1%(2)

12 TYPE OF REPORTING PERSON

PN

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(1) See Item 4 below.

(2) Based on 103,526,553 shares outstanding.



CUSIP No. 74972L  
102

SCHEDULE 13G

Page 4 of 15 Pages

1 NAME OF REPORTING PERSON

OHCP GenPar II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES

-0-

BENEFICIALLY OWNED

6 SHARED VOTING POWER

BY EACH

34,755,329(1)

REPORTING

7 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-

8 SHARED DISPOSITIVE POWER

34,755,329(1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

34,755,329(1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

33.6%(2)

12 TYPE OF REPORTING PERSON

PN

(1) See Item 4 below.

(2) Based on 103,526,553 shares outstanding.





CUSIP No. 74972L

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102 SCHEDULE 13G

1 NAME OF REPORTING PERSON

OHCP MGP II, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES

-0-

BENEFICIALLY OWNED

6 SHARED VOTING POWER

BY EACH

34,755,329(1)

REPORTING PERSON

7 SOLE DISPOSITIVE POWER

WITH

-0-

8 SHARED DISPOSITIVE POWER

34,755,329(1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

34,755,329(1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

33.6%(2)

12 TYPE OF REPORTING PERSON

OO

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(1) See Item 4 below.

(2) Based on 103,526,553 shares outstanding.



CUSIP No. 74972L  
102

SCHEDULE 13G

Page 6 of 15 Pages

1 NAME OF REPORTING PERSON

OHCMP II RSC, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES

-0-

BENEFICIALLY OWNED

6 SHARED VOTING POWER

BY EACH

2,155,540(1)

REPORTING PERSON

7 SOLE DISPOSITIVE POWER

WITH

-0-

8 SHARED DISPOSITIVE POWER

2,155,540(1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,155,540(1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.1%(2)

12 TYPE OF REPORTING PERSON

OO

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(1) See Item 4 below.

(2) Based on 103,526,553 shares outstanding.

