

RSC Holdings Inc.
Form SC 13G/A
February 16, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

RSC HOLDINGS INC.

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

74972L 102

(CUSIP Number)

December 31, 2009

(Date of Event which Requires Filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

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).

1 NAME OF REPORTING PERSON

OHCP II RSC, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

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:

6 **-0-**
SHARED VOTING POWER

7 **23,910,939⁽¹⁾**
SOLE DISPOSITIVE POWER

8 **-0-**
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 (SEE INSTRUCTIONS)

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

23.12%⁽²⁾

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) See Item 4 below.

(2) Based on 103,412,561 shares outstanding.

1 NAME OF REPORTING PERSON

Oak Hill Capital Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

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:

6 **-0-**
SHARED VOTING POWER

7 **23,910,939⁽¹⁾**
SOLE DISPOSITIVE POWER

8 **-0-**
SHARED DISPOSITIVE POWER

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

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

23.12%⁽²⁾

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) See Item 4 below.

(2) Based on 103,412,561 shares outstanding.

1 NAME OF REPORTING PERSON

OHCP GenPar II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

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:

6 **-0-**
 SHARED VOTING POWER

7 **34,755,329⁽¹⁾**
 SOLE DISPOSITIVE POWER

8 **-0-**
 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 (SEE INSTRUCTIONS)

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

33.61%⁽²⁾

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) See Item 4 below.

(2) Based on 103,412,561 shares outstanding.

1 NAME OF REPORTING PERSON

OHCP MGP II, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

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:

6 **-0-**
SHARED VOTING POWER

7 **34,755,329⁽¹⁾**
SOLE DISPOSITIVE POWER

8 **-0-**
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 (SEE INSTRUCTIONS)

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

33.61%⁽²⁾

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) See Item 4 below.

(2) Based on 103,412,561 shares outstanding.

1 NAME OF REPORTING PERSON

OHCMP II RSC, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

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:

6 **-0-**
SHARED VOTING POWER

7 **2,155,540⁽¹⁾**
SOLE DISPOSITIVE POWER

8 **-0-**
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 (SEE INSTRUCTIONS)

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

2.08%⁽²⁾

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) See Item 4 below.

(2) Based on 103,412,561 shares outstanding.

1 NAME OF REPORTING PERSON

Oak Hill Capital Management Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

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Delaware

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BENEFICIALLY
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REPORTING
PERSON
WITH:

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SHARED VOTING POWER

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SOLE DISPOSITIVE POWER

8 **-0-**
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 (SEE INSTRUCTIONS)

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

2.08%⁽²⁾

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) See Item 4 below.

(2) Based on 103,412,561 shares outstanding.

1 NAME OF REPORTING PERSON

OHCP II RSC COI, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

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:

6 **-0-**
 SHARED VOTING POWER

7 **8,688,850⁽¹⁾**
 SOLE DISPOSITIVE POWER

8 **-0-**
 SHARED DISPOSITIVE POWER

8,688,850⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,688,850⁽¹⁾

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

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

8.40%⁽²⁾

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) See Item 4 below.

(2) Based on 103,412,561 shares outstanding.

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CUSIP No. 74972L 102
SCHEDULE 13G

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- ITEM 1.**
- (a) Name of Issuer: RSC Holdings Inc. (the "Issuer")
 - (b) Address of Issuer's Principal Executive Offices: 6929 E. Greenway Parkway
Scottsdale, AZ 85254

- ITEM 2.**
- (a) Name of Person Filing:

<u>Name of Person Filing</u>	<u>Address</u>	<u>Citizenship</u>
OHCP II RSC, LLC	201 Main Street, Suite 1620 Fort Worth, TX 76102	Delaware
Oak Hill Capital Partners II, L.P.	201 Main Street, Suite 1620 Fort Worth, TX 76102	Delaware
OHCP GenPar II, L.P.	201 Main Street, Suite 1620 Fort Worth, TX 76102	Delaware
OHCP MGP II, LLC	201 Main Street, Suite 1620 Fort Worth, TX 76102	Delaware
OHCMP II RSC, LLC	201 Main Street, Suite 1620 Fort Worth, TX 76102	Delaware
Oak Hill Capital Management Partners II, L.P.	201 Main Street, Suite 1620 Fort Worth, TX 76102	Delaware
OHCP II RSC COI, LLC	201 Main Street, Suite 1620 Fort Worth, TX 76102	Delaware

OHCP II RSC, LLC, Oak Hill Capital Partners II, L.P., OHCP GenPar II, L.P., OHCP MGP II, LLC, OHCMP II RSC, LLC, Oak Hill Capital Management Partners II, L.P. and OHCP II RSC COI, LLC have entered into a Joint Filing Agreement, dated February 16, 2010, a copy of which is filed as Exhibit 1 to this Amendment No. 2 to the Schedule 13G, pursuant to which such reporting persons have agreed to file this statement jointly in accordance with the provisions of 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

- (b) Address or Principal Business Office or, if None, Residence: See Item 2(a) above.
- (c) Citizenship: See Item 2(a) above.
- (d) Title of Class of Securities: Common Stock, no par value per share, of the Issuer ("Common Stock")
- (e) CUSIP Number: 74972L 102

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.240.13d-1(b) OR 240.13D-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o)

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- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)
 - (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c)
 - (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
 - (e) An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E)
 - (f) An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);
-

- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j) Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

N/A

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: See below.
- (b) Percent of class: See below.
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote: See below.
- (ii) Shared power to vote or to direct the vote: See below.
- (iii) Sole power to dispose or to direct the disposition of: See below.
- (iv) Shared power to dispose or to direct the disposition of : See below.

As of the date of this report, each of the Reporting Persons beneficially owned the number and percentage of issued and outstanding shares of common stock of the Issuer listed opposite its name:

<u>Reporting Person</u>	<u>Amount Beneficially Owned</u>	<u>Percent of Class^(a)</u>
OHCP II RSC, LLC	23,910,939	23.12%
Oak Hill Capital Partners II, L.P.	0 ^(b)	0%
OHCP GenPar II, L.P.	0 ^{(b)(c)(d)}	0%
OHCP MGP II, LLC	0 ^{(b)(c)(d)}	0%
OHCMP II RSC, LLC	2,155,540	2.08%
Oak Hill Capital Management Partners II, L.P.	0 ^(c)	0%
OHCP II RSC COI, LLC	8,688,850	8.40%

(a) Based on 103,412,561 shares outstanding.

(b) 23,910,939 shares held by OHCP II RSC, LLC, whose sole member is Oak Hill Capital Partners II, L.P., whose general partner is OHCP GenPar II, L.P., whose general partner is OHCP MGP II, LLC. Oak Hill Capital Partners II, L.P.,

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OHCP GenPar II, L.P. and OHCP MGP II, LLC expressly disclaim beneficial ownership of the shares held by OHCP II RSC, LLC, as well as the shares held by OHCMP II RSC, LLC and OHCP II RSC COI, LLC. J. Taylor Crandall, John Fant, Steve Gruber, Greg Kent, Kevin G. Levy, Denis J. Nayden, Ray Pinson and Mark A. Wolfson, as managers of OHCP MGP II, LLC, may be deemed to share beneficial ownership of the shares shown as beneficially owned by OHCP II RSC, LLC. Such persons expressly disclaim beneficial ownership of the shares held by OHCP II RSC, LLC, as well as the shares held by OHCMP II RSC, LLC and OHCP II RSC COI, LLC.

- (c) 2,155,540 shares held by OHCMP II RSC, LLC, whose managing member is Oak Hill Capital Management Partners II, L.P., whose general partner is OHCP GenPar II, L.P., whose general partner is OHCP MGP II, LLC. Oak Hill Capital Management Partners II, L.P., OHCP GenPar II, L.P. and OHCP MGP II, LLC expressly disclaim beneficial ownership of the shares held by OHCMP II RSC, LLC, as well as the shares held by OHCP II RSC, LLC and OHCP II RSC COI, LLC. J. Taylor Crandall, John Fant, Steve Gruber, Greg Kent, Kevin G. Levy, Denis J. Nayden, Ray Pinson and Mark A. Wolfson, as managers of OHCP MGP II, LLC, may be deemed to share beneficial ownership of the shares shown as beneficially owned by OHCMP II RSC, LLC. Such persons expressly disclaim beneficial ownership of the shares held by OHCMP II RSC, LLC, as well as the shares held by OHCP II RSC, LLC and OHCP II RSC COI, LLC.
- (d) 8,688,850 shares held by OHCP II RSC COI, LLC, whose managing member is OHCP GenPar II, L.P., whose general partner is OHCP MGP II, LLC. OHCP GenPar II, L.P. and OHCP MGP II, LLC expressly disclaim beneficial ownership of the shares held by OHCP II RSC COI, LLC, as well as the shares held by OHCP II RSC, LLC and OHCMP II RSC, LLC. J. Taylor Crandall, John Fant, Steve Gruber, Greg Kent, Kevin G. Levy, Denis J. Nayden, Ray Pinson and Mark A. Wolfson, as managers of OHCP MGP II, LLC, may be deemed to share beneficial ownership of the shares shown as beneficially owned by OHCP II RSC COI, LLC. Such persons expressly disclaim beneficial ownership of the shares held by OHCP II RSC COI, LLC, as well as the shares held by OHCP II RSC, LLC and OHCMP II RSC, LLC.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

N/A

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

See Item 4 above.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Each of OHCP II RSC, LLC, OHCMP II RSC, LLC and OHCP II RSC COI, LLC (collectively, the "Oak Hill Funds") is a party to an Amended and Restated Stockholders Agreement, dated as of May 29, 2007 (as amended, the "Stockholders Agreement"), among RSC Acquisition LLC, RSC Acquisition II LLC (collectively, the "Ripplewood Funds"), Atlas Copco Finance S.à.r.l. ("ACF"), the Issuer and certain members of the Issuer's management. Subject to certain conditions, the Stockholders Agreement requires the parties to vote their shares of Common Stock for directors that are designated in accordance with the provisions of the Stockholders Agreement and places certain restrictions on transfers by the parties thereto. On August 24, 2009, the parties to the Stockholders Agreement entered into an amendment (the "Amendment") to the Stockholders Agreement to, among other things, remove certain transfer restrictions and make various changes to the board composition provisions of the Stockholders Agreement, as more fully described in the Issuer's Current Report on Form 8-K, dated August 24, 2009. In connection with the Amendment, the Ripplewood Funds distributed to their indirect limited partners 26,580,514 shares of Common Stock. As a result of that distribution, the aggregate number of shares of Common Stock beneficially owned collectively by the Oak Hill Funds, the Ripplewood Funds and ACF is approximately 53,746,719, which represents approximately 51.97% of the outstanding common stock of the Issuer. The stock ownership reported for each of the Oak Hill Funds and the other reporting persons does not include any shares owned by other parties to the Stockholders Agreement. Each of the Oak Hill Funds and the other reporting persons disclaims beneficial ownership of any shares of Common Stock owned by the other parties to the Stockholders Agreement.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

N/A

ITEM 10. CERTIFICATIONS.

N/A

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

OHCP II RSC, LLC

By: Oak Hill Capital Partners II, L.P.
its Sole Member

By: OHCP GenPar II, L.P.
its General Partner

By: OHCP MGP II, LLC
its General Partner

Date: February 16, 2010

By: /s/ John R. Monsky
Name: John R. Monsky
Title: Vice President

OAK HILL CAPITAL PARTNERS II, L.P.

By: OHCP GenPar II, L.P.
its General Partner

By: OHCP MGP II, LLC
its General Partner

Date: February 16, 2010

By: /s/ John R. Monsky
Name: John R. Monsky
Title: Vice President

OHCP GENPAR II, L.P.

By: OHCP MGP II, LLC
its General Partner

Date: February 16, 2010

By: /s/ John R. Monsky
Name: John R. Monsky
Title: Vice President

OHCP MGP II, LLC

Date: February 16, 2010

By: /s/ John R. Monsky
Name: John R. Monsky
Title: Vice President

OHCMP II RSC, LLC

By: Oak Hill Capital Management Partners II, L.P.
its Managing Member

By: OHCP GenPar II, L.P.
its General Partner

By: OHCP MGP II, LLC
its General Partner

Date: February 16, 2010

By: /s/ John R. Monsky
Name: John R. Monsky
Title: Vice President

**OAK HILL CAPITAL MANAGEMENT
PARTNERS II, L.P.**

By: OHCP GenPar II, L.P.
its General Partner

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By: OHCP MGP II, LLC
its General Partner

Date: February 16, 2010

By: /s/ John R. Monsky
Name: John R. Monsky
Title: Vice President

OHCP II RSC COI, LLC

By: OHCP GenPar II, L.P.
its Managing Member

By: OHCP MGP II, LLC
its General Partner

Date: February 16, 2010

By: /s/ John R. Monsky
Name: John R. Monsky
Title: Vice President