

RSC Holdings Inc.
Form 3/A
May 24, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â OHCMP II RSC, LLC

(Last) (First) (Middle)

C/O OAK HILL CAPITAL
MANAGEMENT, LLC, Â 65 E.
55TH STREET, 36TH FLOOR

(Street)

NEW YORK, Â NY Â 10020

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/22/2007

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original
Filed(Month/Day/Year)
05/23/2007

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

2,376,411

D (1) Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OHCMP II RSC, LLC C/O OAK HILL CAPITAL MANAGEMENT, LLC 65 E. 55TH STREET, 36TH FLOOR NEW YORK, NY 10020	^	^ X	^	^
Oak Hill Capital Management Partners II L P C/O OAK HILL CAPITAL MANAGEMENT, LLC 65 E. 55TH STREET, 36TH FLOOR NEW YORK, NY 10022	^	^ X	^	^
OHCP GenPar II, L.P. C/O OAK HILL CAPITAL MANAGEMENT LLC 65 E. 55TH STREET, 36TH FLOOR NEW YORK, NY 10022	^	^ X	^	^
OHCP MGP II, LLC C/O OAK HILL CAPITAL MANAGEMENT LLC 65 E. 55TH STREET, 36TH FLOOR NEW YORK, NY 10022	^	^ X	^	^

Signatures

/s/ Kevin
Groman

05/24/2007

Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The Reporting Person is a limited liability company whose sole 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. J. Taylor Crandall, John Fant, Steve Gruber, Greg Kent, (1) 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 disclaim such beneficial ownership.

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.