

MCGRATH RENTCORP  
Form 11-K  
June 10, 2014  
Table of Contents

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

**FORM 11-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2013**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Commission File Number 0-13292**

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**McGRATH RENTCORP**

**EMPLOYEE STOCK OWNERSHIP AND 401(K) PLAN**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**McGRATH RENTCORP**

**5700 Las Positas Road**

**Livermore, California 94551-7800**

**Table of Contents**

TABLE OF CONTENTS

	Page
<b><u>Report of Independent Registered Public Accounting Firm</u></b>	1
<b>Financial Statements</b>	
<u>Statements of Net Assets Available for Benefits</u>	2
<u>Statement of Changes in Net Assets Available for Benefits</u>	3
<u>Notes to Financial Statements</u>	4
<b>Supplemental Schedules</b>	
<u>Schedule H, line 4a Schedule of Delinquent Participant Contributions</u>	18
<u>Schedule H, line 4i Schedule of Assets (Held at End of Year)</u>	19

**Table of Contents**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Plan Administrator of the

McGrath RentCorp Employee Stock Ownership and 401(k) Plan

We have audited the accompanying statements of net assets available for benefits of the McGrath RentCorp Employee Stock Ownership and 401(k) Plan (the Plan ) as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan s internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the McGrath RentCorp Employee Stock Ownership and 401(k) Plan as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the year ended December 31, 2013 in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of Delinquent Participant Contributions for the year ended December 31, 2013 and Assets (Held at End of Year) as of December 31, 2013 are presented for purposes of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan s management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

GRANT THORNTON LLP

Los Angeles, California

June 10, 2014

**Table of Contents**

**MCGRATH RENTCORP**  
**EMPLOYEE STOCK OWNERSHIP AND 401(k) PLAN**

**Statements of Net Assets Available for Benefits**

**December 31, 2013 and 2012**

	2013	2012
<b><u>Assets</u></b>		
Investments, at fair value:		
Mutual Funds	\$ 24,828,891	\$ 18,518,229
McGrath RentCorp Unitized Stock Fund	13,818,000	10,566,890
Collective Investment Trust	892,061	1,218,201
Brokerage Accounts	1,332,776	1,119,322
<b>Total Investments, at fair value</b>	<b>40,871,728</b>	<b>31,422,642</b>
Receivables:		
Employer Contributions	1,220,844	1,072,100
Notes Receivable from Participants	1,074,193	812,228
Dividends and Other	83,440	83,616
<b>Total Receivables</b>	<b>2,378,477</b>	<b>1,967,944</b>
<b>Total Assets</b>	<b>43,250,205</b>	<b>33,390,586</b>
<b><u>Liabilities</u></b>		
Accrued Expenses	20,121	24,889
<b>Total Liabilities</b>	<b>20,121</b>	<b>24,889</b>
<b>Net Assets Available for Benefits at Fair Value</b>	<b>43,230,084</b>	<b>33,365,697</b>
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(11,969)	(67,870)
<b>Net Assets Available for Benefits</b>	<b>\$ 43,218,115</b>	<b>\$ 33,297,827</b>

The accompanying notes are an integral part of these financial statements.

Table of Contents

**MCGRATH RENTCORP**  
**EMPLOYEE STOCK OWNERSHIP AND 401(k) PLAN**  
**Statement of Changes in Net Assets Available for Benefits**  
**For the Year Ended December 31, 2013**

**Additions to Net Assets**

Contributions:	
Participant Deferral Contributions	\$ 2,457,232
Employer Contributions	1,220,844
Participant Rollover Contributions	577,901
Total Contributions	4,255,977
Investment Income:	
Net Appreciation in Fair Value of Investments	7,545,597
Dividends	964,684
Total Investment Income	8,510,281
Interest Income on Participant Loans	37,756
Total additions to net assets	12,804,014
<b><u>Deductions from Net Assets</u></b>	
Benefits Paid to Participants	2,778,075
Administrative Fees	105,651
Total deductions from net assets	2,883,726
Net increase in Net Assets Available for Benefits	9,920,288
Net Assets Available for Benefits, at beginning of year	33,297,827
Net Assets Available for Benefits, at end of year	\$ 43,218,115

The accompanying notes are an integral part of these financial statements.

**Table of Contents**

**MCGRATH RENTCORP**  
**EMPLOYEE STOCK OWNERSHIP AND 401(k) PLAN**

**NOTES TO FINANCIAL STATEMENTS**

**December 31, 2013 and 2012**

**NOTE 1 DESCRIPTION OF THE PLAN**

The following description of the McGrath RentCorp Employee Stock Ownership and 401(k) Plan (the KSOP or Plan) provides only general information. Participants should refer to the KSOP agreement for a more complete description of the KSOP's provisions.

**General**

The KSOP is intended to qualify as an employee stock ownership plan as defined in Section 4975(e)(7) of the Internal Revenue Code (the Code), a stock bonus plan under Section 401(a) of the Code and a cash or deferred plan under Section 401(k) of the Code and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Prior to August 1, 2012, McGrath RentCorp (the Company) maintained two separate qualified plans, one of which was known as the McGrath RentCorp Employee Stock Ownership Plan (ESOP) and the other of which was known as the McGrath RentCorp 401(k) Plan (McGrath 401(k)). Effective August 1, 2012, the Company merged the McGrath 401(k) Plan and the 401(k) plan covering the employees of Enviroplex, Inc. (a wholly owned subsidiary of the Company) (Enviroplex 401(k)), into the ESOP, and renamed and restated the resulting plan, which is now the KSOP. The assets of these two 401(k) plans were transferred to the KSOP.

The Company created a trust to hold plan assets, effective August 1, 2012, and appointed Charles Schwab Bank as the Trustee of that trust. Schwab Retirement Plan Services serves as the record keeper to maintain the individual accounts of each of the Plan's participants.

The Plan documents provide for the ability to borrow, with a portion of the Company shares held by the Plan used as collateral. The Company's Board of Directors currently has no plans to undertake such a transaction.

Significant provisions and amendments to the Plan are summarized in these Notes to Financial Statements.

**Administration of the Plan**

The KSOP's assets are held by the Trustee of the KSOP. Company contributions are held by the Trustee, which invests cash received, interest and dividend income per the instruction from participants and makes distributions to participants. The Company is designated as the Plan Administrator within the meaning of ERISA.

**Table of Contents**

**MCGRATH RENTCORP**  
**EMPLOYEE STOCK OWNERSHIP AND 401(k) PLAN**  
**NOTES TO FINANCIAL STATEMENTS (Continued)**  
**December 31, 2013 and 2012**

**Eligibility**

Effective with the merger of the plans, all employees of the Company and any affiliate which had adopted the KSOP who were 21 years or older and had at least three months of eligibility service for elective deferral contribution were eligible to participate in the KSOP except:

those included in a unit of employees covered by a collective bargaining agreement, if retirement benefits were subject of a good faith bargaining agreement, and if the collective bargaining agreement does not provide for participation in the Plan,

any leased employee and

any employee who is a non-resident alien who receives no earned income which constitutes income from services provided in the United States.

**Contributions**

Eligible employees may elect to defer a percentage of his or her compensation, not to exceed the statutory limit. Employees who have completed a minimum of 1,000 hours and one year of service to the Company by January 1<sup>st</sup> and July 1<sup>st</sup> of any year are also entitled to a Safe Harbor matching contribution, as defined in the Code, from the Company equal to 100% of the employee's deferral into the KSOP, up to a maximum of 4% of the employee's eligible compensation. The Company may also make additional discretionary contributions, which, if made, are allocated based on the units held by each eligible participant. For this purpose, a participant is considered to have one unit for each \$1,000 of compensation during the plan year plus two units for each year of service. Highly compensated employees do not receive unit credit for any years of service. Trust income or loss is allocated based on the respective account balances of participants.

**Participant Accounts**

The KSOP is a defined contribution plan under which a separate individual account is established for each participant. Each participant's account is credited with the participant's elective 401k contribution, an allocation of the Company's contribution, earnings or losses related to the net assets in their accounts, and an allocation of forfeitures of terminated participant's unvested accounts.

**Vesting**



A participant receives one year of credited service for vesting purposes at the end of each Plan year in which he or she completes 1,000 hours of service, starting with their first hour of employment, and regardless of whether or not he or she completes twelve months of service during the first year. A participant's account balance is 100 percent vested upon death, disability, or normal retirement (age 65). A participant is always fully (100 percent) vested in his or her salary reduction contributions, employer Safe Harbor matching contributions, and rollover contributions, plus actual earnings thereon. In the event the

**Table of Contents**

**MCGRATH RENTCORP**  
**EMPLOYEE STOCK OWNERSHIP AND 401(k) PLAN**  
**NOTES TO FINANCIAL STATEMENTS (Continued)**  
**December 31, 2013 and 2012**

Company elects to make a discretionary non-elective contribution, the participant vests in his or her contributions over a six year graded vesting schedule as follows:

Years of Credited Service	Vesting Percentage
Less than 2 years	0%
2 years but less than 3 years	20%
3 years but less than 4 years	40%
4 years but less than 5 years	60%
5 years but less than 6 years	80%
6 or more years	100%

The vesting schedule will be accelerated and the Company's contributions and KSOP allocations will be modified if the KSOP becomes a top heavy plan under the Code.

**Forfeitures**

Any forfeited KSOP benefits are allocated in the same manner as the Company's contributions (toward matching contributions to the extent of the matching formula, and as discretionary contributions in excess of the matching formula) among the accounts of participants who remain employed throughout the year and have worked a minimum number of hours or whose employment has terminated due to death, disability or normal retirement during that year.

Forfeitures of common stock and cash with a value of \$25,079 were reallocated to participants in the year ended December 31, 2013.

**Notes Receivable from Participants**

Effective with the merger of the plans, participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000, or 50% of their account balance. Loan terms generally range from one to five years, but can be up to 15 years for the purchase of a principal residence. A participant may not have more than three loans outstanding at any time. The loans are secured by the balance in the participant's account. A participant's account is charged monthly interest on the outstanding loan balance. Principal and interest is paid ratably through payroll deductions. Participant loans are reflected in the accompanying statement of net assets available for benefits.

**Payment of Benefits**

In the event of a termination of service due to death, disability or retirement, benefits become payable. Benefits are normally paid in the form of a periodic distribution or, if the participant so elects, in a lump sum. For account balances

below \$5,000, a lump sum may be paid out without regard to the participant's election. Distributions are made in cash or, if the participant elects, in the form of Company common stock.

**Table of Contents**

**MCGRATH RENTCORP**  
**EMPLOYEE STOCK OWNERSHIP AND 401(k) PLAN**  
**NOTES TO FINANCIAL STATEMENTS (Continued)**  
**December 31, 2013 and 2012**

The Company has determined that cash dividends paid by the Company on shares of the Company's Common Stock held by the KSOPs McGrath RentCorp Unitized Stock Fund (the "Unitized Stock Fund") are to be paid out to the participants. The Company has the right to revoke this decision at any time. Benefits paid to participants during 2013 were \$2,778,075, which included \$222,423 of cash dividends paid by the Company on such common stock.

**Voting Rights**

Each participant is entitled to exercise voting rights attributable to the Company shares allocated to his or her account through his or her holdings in the Unitized Stock Fund and is notified by the Trustee prior to the time that such rights are to be exercised. The Trustee is required to vote any unallocated shares held by the KSOP and any allocated shares for which instructions have not been given by a participant in the same proportion as the shares for which voting instructions have been received, subject to the power, responsibility and obligation of the Administrator to direct the Trustee to act with respect to the voting of such shares in a different manner, if the Administrator determines that such action is consistent with and/or required by its fiduciary obligations under ERISA.

**Plan Termination**

Although the KSOP is intended to be permanent in nature, the Company may terminate the KSOP at its discretion, subject to the provisions of ERISA. If the KSOP is terminated, participants will become fully vested in their accounts.

**Diversification**

Each participant is permitted to direct any contributions made to their account be invested in investment options available under the Plan.

**Put Option**

For so long as the Company's shares are readily tradable on an established market, the Company shall not be required to provide the Participant or Beneficiary with an option to put the shares to the Company, in accordance with Section 409(h) of the Code.

**Table of Contents**

**MCGRATH RENTCORP**  
**EMPLOYEE STOCK OWNERSHIP AND 401(k) PLAN**  
**NOTES TO FINANCIAL STATEMENTS (Continued)**  
**December 31, 2013 and 2012**

**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Accounting**

The financial statements of the KSOP are prepared on the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared using the contract value basis for fully benefit-responsive investment contracts.

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of additions to and deductions from net assets available for benefits during the reporting period. Actual results could differ from those estimates.

**Risks and Uncertainties**

The Plan assets consist of various investments which are exposed to a number of risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for Plan benefits and the statement of changes in net assets available for Plan benefits.

**Investment Valuation and Income Recognition**

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan Administrator determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians and insurance company. See Note 4 for discussion of fair value measurements.



Table of Contents

**MCGRATH RENTCORP**  
**EMPLOYEE STOCK OWNERSHIP AND 401(k) PLAN**  
**NOTES TO FINANCIAL STATEMENTS (Continued)**  
**December 31, 2013 and 2012**

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

**Notes Receivable from Participants**

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

**Payment of Benefits**

Benefits are recorded when paid.

**Administrative Expenses**

Investment and administrative costs charged by the Trustee totaling \$105,651 for 2013 were paid from participant's accounts. The Company pays all of the Plan's other administrative costs.

**NOTE 3 INVESTMENTS**

The fair value of individual investments that represents 5% or more of the Plan's net assets available for benefits were as follows:

	As of December 31,	
	2013	2012
McGrath RentCorp Unitized Stock Fund	\$ 13,818,000	\$ 10,566,890
T Rowe Price Retirement 2025	3,495,453	2,638,059
T Rowe Price Retirement 2030	3,185,843	2,396,802
T Rowe Price Retirement 2035	2,228,541	

Table of Contents

**MCGRATH RENTCORP**  
**EMPLOYEE STOCK OWNERSHIP AND 401(k) PLAN**  
**NOTES TO FINANCIAL STATEMENTS (Continued)**  
**December 31, 2013 and 2012**

**NOTE 4 FAIR VALUE MEASUREMENT**

During 2013, the Plan's investments, including gains and losses on investments sold, changed in value as follows:

Mutual Funds	\$ 3,631,112
McGrath RentCorp Unitized Stock Fund	3,800,341
Collective Investment Trust	35,241
Brokerage Accounts	78,903
<b>Net Appreciation in Fair Value of Investments</b>	<b>\$ 7,545,597</b>

Financial Accounting Standards Board ( FASB ) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value and establishes a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the KSOP has the ability to access.

Level 2 Inputs to the valuation methodology include:

Quoted prices for similar assets or liabilities in active markets;

Quoted prices for identical or similar assets or liabilities in inactive markets;

Inputs other than quoted prices that are observable for the asset or liability;



Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

**Table of Contents**

**MCGRATH RENTCORP**  
**EMPLOYEE STOCK OWNERSHIP AND 401(k) PLAN**  
**NOTES TO FINANCIAL STATEMENTS (Continued)**  
**December 31, 2013 and 2012**

The following is a description of the valuation methodologies used by the Plan for assets measured at fair value. There have been no changes to the methodologies used at December 31, 2013 and 2012.

**Mutual Funds**

Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are actively traded.

**McGrath RentCorp Unitized Stock Fund ( Fund )**

The Fund consists of the Company's common stock and short-term cash which provides liquidity for daily trading. The Company's common stock is valued at the quoted market price from a national securities exchange and the short-term cash investments are held in a money market mutual fund and are valued at fair value based on the Net Asset Value ( NAV ) per share. A market-based NAV per share is calculated on a periodic basis and is not guaranteed to always remain at \$1.00 per share. Shares can be redeemed on a same day basis but only directly from the Fund. Such transactions do not constitute an active market.

**Collective Investment Trust**

The Wilmington Trust Retirement and Institutional Services Company Collective Investment Trust III for MetLife Group Annuity Contract No. 25554 (the Contract ) is a common collective trust ( CCT ). The CCT primarily owns investment contracts that invest in conventional, synthetic and separate account investment contracts (collectively contracts ) issued by life insurance companies, banks and other financial institutions. The contracts are valued at contract value, which represents invested principal plus accrued interest thereon. In determining contract value, the fund manager considers such factors as the benefit responsiveness of the contracts, the ability of the parties to the contracts to perform in accordance with the terms of the contracts and the likelihood of default by the issuer of an investment security. In accordance with accounting principles generally accepted in the United States of America, the statement of net assets available for benefits present the Contract, which invests primarily in benefit-responsive investment contracts, at fair value as well as an additional line showing an adjustment of the fully benefit-responsive investment contracts from fair value to contract value. Contract value represents contributions made under the fund, plus earnings, less participant withdrawals. The fair value of the investments in the common/collective trust are determined by the investee's trustee based on the fair value of the underlying securities within the investment, which represent the NAV of shares held by the Plan at year end.

**Table of Contents**

**MCGRATH RENTCORP**  
**EMPLOYEE STOCK OWNERSHIP AND 401(k) PLAN**  
**NOTES TO FINANCIAL STATEMENTS (Continued)**  
**December 31, 2013 and 2012**

**Brokerage Account**

A brokerage account allows an investor to buy or sell investments such as stocks, bonds, and mutual funds. The fair value of the brokerage account is the aggregation of the fair value of the underlying assets, all of which are actively traded.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012:

Assets at Fair Value as of December 31, 2013:

	Fair Value 12/31/2013	Fair Value Measurements Using:		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Mutual Funds:</b>				
Eagle Small Cap Growth	\$ 187,057	\$ 187,057		
Europacific Growth	1,153,870	1,153,870		
Harbor Capital Appreciation	1,091,341	1,091,341		
Harbor International Fund	803,808	803,808		
JP Morgan Midcap Value Institutional	629,308	629,308		
MFS Value Fund	920,901	920,901		
PIMCO Total Return Fund	1,488,221	1,488,221		
Prudential Jennison MCP Growth	805,291	805,291		
T Rowe Price Target-date Retirement Funds	14,263,611	14,263,611		
Vanguard Funds <sup>(1)</sup>	3,303,625	3,303,625		
Victory Small Co Opportunity	181,858	181,858		
<b>McGrath RentCorp Unitized Stock Fund:</b>				
McGrath RentCorp Common Stock	13,510,403	13,510,403		
Money Market Fund	307,597		\$ 307,597	
<b>Collective Investment Trust:</b>				
MetLife Group Annuity Contract	892,061		892,061	
<b>Brokerage Accounts:</b>				

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Schwab Money Market Fund	848,223	848,223		
Common Stock	307,068	307,068		
Mutual Funds	126,338	126,338		
Unit Investment Trusts	51,147	51,147		
Totals	\$ 40,871,728	\$ 39,672,070	\$ 1,199,658	\$

**Table of Contents**

**MCGRATH RENTCORP**  
**EMPLOYEE STOCK OWNERSHIP AND 401(k) PLAN**  
**NOTES TO FINANCIAL STATEMENTS (Continued)**  
**December 31, 2013 and 2012**

Assets at Fair Value as of December 31, 2012:

	Fair Value 12/31/2012	Fair Value Measurements Using:		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Mutual Funds:</b>				
Eagle Small Cap Growth	\$ 84,635	\$ 84,635		
Europacific Growth	1,085,888	1,085,888		
Harbor Capital Appreciation	743,780	743,780		
Harbor International Fund	656,592	656,592		
JP Morgan Midcap Value Institutional	381,857	381,857		
MFS Value	472,028	472,028		
PIMCO Total Return Fund	1,400,485	1,400,485		
Prudential Jennison MCP Growth	675,341	675,341		
T Rowe Price Target-date Retirement Funds	11,068,108	11,068,108		
Vanguard Funds <sup>(1)</sup>	1,848,549	1,848,549		
Victory Small Co Opportunity	100,966	100,966		
<b>McGrath RentCorp Unitized Stock Fund:</b>				
McGrath RentCorp Common Stock	10,283,571	10,283,571		
Money Market Fund	283,319		\$ 283,319	
<b>Collective Investment Trust:</b>				
MetLife Group Annuity Contract	1,218,201		1,218,201	
<b>Brokerage Accounts:</b>				
Schwab Money Market Fund	883,689	883,689		
Common Stock	124,628	124,628		
Mutual Funds	60,300	60,300		
Unit Investment Trusts	50,705	50,705		
<b>Totals</b>	<b>\$ 31,422,642</b>	<b>\$ 29,921,122</b>	<b>\$ 1,501,520</b>	<b>\$</b>

- (1) Vanguard funds include 500 index, mid cap, small cap, total bond market and total international stock funds.

Table of Contents

**MCGRATH RENTCORP**  
**EMPLOYEE STOCK OWNERSHIP AND 401(k) PLAN**  
**NOTES TO FINANCIAL STATEMENTS (Continued)**  
**December 31, 2013 and 2012**

The following table presents the Plan's investments with a reported NAV at December 31, 2013 and 2012:

	2013	2012
Collective Investment Trust:		
Fair Value	\$ 892,061	\$ 1,218,201
Unfunded Commitment		
Redemption Frequency (if currently eligible)	Daily	Daily
Redemption Notice Period	60 Day	60 Day

The Collective Investment Trust, through its investment in the group annuity contract, simulates the performance of a guaranteed investment contract through an issuer's guarantee of a specific interest rate and portfolio of financial instruments that are owned by the issuer, MetLife. The investment in the Collective Investment Trust at contract value amounted to \$880,092 and \$1,150,331 at December 31, 2013 and 2012, respectively.

Unrealized gains/(losses) from the collective investment trust are not included in the statement of changes in net assets available for benefits as the contract is recorded at contract value for purposes of the statement of net assets available for benefits.

#### **NOTE 5 COLLECTIVE INVESTMENT TRUST**

The Plan includes an investment option to participants in a CCT. The CCT invests in a group annuity contract ( GAC ) which includes underlying assets that are held in a trust owned by MetLife. The contract provides that participants execute Plan transactions at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals. The investment is stated at fair value as reported by MetLife and adjusted to contract value on the statement of assets available for benefits. The GAC's fair value equals the fluctuating value of the separate account of the assets backing the contract. The Plan's fair value of the investment equals the Plan's guaranteed value times the ratio of the GAC's guaranteed value to the GAC's fair value.

The crediting interest rate was 2.21% and 2.52% at December 31, 2013 and 2012, respectively. The average yield was (1.94%) for the year ended December 31, 2013. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise. MetLife will guarantee principal and accrued interest, based on crediting interest rates, for participant-initiated withdrawals as long as the contract remains active. Interest is credited to the contract at interest rates that reflect the performance of the underlying portfolio. MetLife will reset the rate quarterly, by amortizing the difference between the market value of the portfolio and the guaranteed value over the weighted average duration of the fund's investments.





**Table of Contents**

**MCGRATH RENTCORP**  
**EMPLOYEE STOCK OWNERSHIP AND 401(k) PLAN**  
**NOTES TO FINANCIAL STATEMENTS (Continued)**  
**December 31, 2013 and 2012**

Participants will receive the principal and accrued earnings credited to their accounts on withdrawal for allowed events. These events include transfers to other Plan investment options, and payments because of retirement, termination of employment, disability, death and in-service withdrawals as permitted by the Plan. Certain events, such as Plan termination or a Plan merger initiated by the Plan sponsor, may limit the ability of the Plan to transact at contract value. The Plan sponsor does not believe any events that may limit the ability of the Plan to transact at contract value are probable.

**NOTE 6 TAX STATUS**

The Plan filed the Application for Determination for Employee Benefit Plan with the Internal Revenue Service ( IRS ) on September 16, 2013. The Determination Letter has not yet been issued.

The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code, that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service and state taxing authorities. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan tax returns generally remain open for IRS audit for a period of three years from filing date.

**NOTE 7 PARTY-IN-INTEREST TRANSACTION**

The Unitized Stock Fund includes shares of common stock issued by the Company. During the year ended December 31, 2013, the Plan made purchases of \$924,952 and sales of \$1,492,673 of McGrath RentCorp common stock on behalf of KSOP participants.

Table of Contents

**MCGRATH RENTCORP**  
**EMPLOYEE STOCK OWNERSHIP AND 401(k) PLAN**  
**NOTES TO FINANCIAL STATEMENTS (Continued)**  
**December 31, 2013 and 2012**

The KSOP also has notes receivable from participants, which qualify as party in interest transactions.

Officers or employees of the Company perform certain administrative functions for the KSOP. No officer or employee receives compensation from the Plan.

**NOTE 8 RECONCILIATION TO FORM 5500**

The following is a reconciliation of the net assets available for benefits per the financial statements to Form 5500:

	As of December 31,	
	2013	2012
<b>Statements of net assets available for benefits:</b>		
Net assets available for benefits per the financial statements	\$ 43,218,115	\$ 33,297,827
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	11,969	67,870
Net assets available for benefits per Form 5500	\$ 43,230,084	\$ 33,365,697

The following is a reconciliation of the Plan's net investment income reported per the financial statements to the investment income per Form 5500 for the year ended December 31, 2013:

<b>Statement of changes in net assets available for benefits:</b>	
Net increase in net assets per the financial statements	\$ 9,920,288
Change in adjustment from contract value to fair value for fully benefit-responsive investment contracts	55,901
Net income per Form 5500	\$ 9,864,387

**NOTE 9 SUBSEQUENT EVENTS**

The Plan has evaluated all events or transactions that occurred through June 10, 2014, the date the financial statements were issued and determined that there are no matters requiring adjustment to or disclosure in the accompanying financial statements and related notes.



**Table of Contents**

**SUPPLEMENTAL SCHEDULES**

17

**Table of Contents**

**MCGRATH RENTCORP, INC. 401(k) PLAN**

**Plan Sponsor EIN 94-2579843**

**Plan Number 001**

**Schedule H, line 4a Schedule of Delinquent Participant Contributions**

**For the year ended December 31, 2013**

(a) Participant	(b)	(c)	(d)	(e)
Contributions				
Transferred				
Late				
to Plan		Contributions		Total Fully Corrected
(Includes	Contributions Not	Corrected Outside	Contributions Pending	Under VFCP and PTE
Loan	Corrected	VFCP	Correction in VFCP	2002-51
Payments)				
\$ 1,868	\$	\$	\$ 1,868	\$

**Table of Contents****MCGRATH RENTCORP****EMPLOYEE STOCK OWNERSHIP AND 401(k) PLAN****EIN 94-2579843****Plan Number 001****Schedule H, line 4i Schedule of Assets (Held at End of Year)****December 31, 2013**

(a)	(b)	(c)	(e)
	Identity of issuer, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Current Value
*	McGrath RentCorp	Common 339,406 shares	13,510,403
	State Street Global Advisers	Money Market Fund	307,597
	Eagle Asset Management	Eagle Small Cap Growth	187,057
	Europacific Growth Fund	International Growth Class R6 Shares	1,153,870
	Harbor Funds	Harbor Capital Appreciation	1,091,341
	Harbor Funds	Harbor International Fund	803,808
	JP Morgan Fleming Mutual Fund Group	JP Morgan Midcap Value Institutional	629,308
	MFS Series Trust Fund	MFS Value Fund Class R4 Shares	920,901
	PIMCO Investment	PIMCO Total Return Fund	1,488,221
	Prudential	Prudential Jennison MCP Growth	805,291
	T Rowe Price	T Rowe Price Retirement Fund 2005	42,224
	T Rowe Price	T Rowe Price Retirement Fund 2010	294,603
	T Rowe Price	T Rowe Price Retirement Fund 2015	833,133
	T Rowe Price	T Rowe Price Retirement Fund 2020	1,481,913
	T Rowe Price	T Rowe Price Retirement Fund 2025	3,495,453
	T Rowe Price	T Rowe Price Retirement Fund 2030	3,185,843
	T Rowe Price	T Rowe Price Retirement Fund 2035	2,228,541
	T Rowe Price	T Rowe Price Retirement Fund 2040	2,060,748
	T Rowe Price	T Rowe Price Retirement Fund 2045	471,413
	T Rowe Price	T Rowe Price Retirement Fund 2050	112,632
	T Rowe Price	T Rowe Price Retirement Fund 2055	37,498
	T Rowe Price	T Rowe Price Retirement Income	19,610
	Vanguard	Vanguard 500 Index Signal	2,079,109
	Vanguard	Vanguard Mid Cap Index Signal	164,569
	Vanguard	Vanguard Small Cap Index Signal	611,113
	Vanguard	Vanguard Total BD Market Index Signal	386,149
	Vanguard	Vanguard Total Int 1 Stock Index Signal	62,685
	Victory Capital Management	Victory Small Co Opportunity	181,858
	Metlife	Metlife Group Annuity Contract	892,061

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Brokerage Account	Schwab Money Market Fund	848,223
Brokerage Account	Common Stock	307,068
Brokerage Account	Mutual Funds	126,338
Brokerage Account	Unit Investment Trusts	51,147
* Notes Receivable from Participants	Interest rates ranging from 3.25% to 9.75% per annum with terms of up to 15years.	1,074,193
	Total	\$ 41,945,921

\* A party-in-interest as defined by ERISA

Column (d), Cost, has been omitted as all investments are participant directed.

**Table of Contents**

**Exhibit  
Number**

**Exhibit Title**

11                    Consent of Independent Registered Public Accounting Firm  
**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the plan administrator of the McGrath RentCorp Employee Stock Ownership and 401(k) Plan has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: June 10, 2014

**McGrath RentCorp**

**Employee Stock Ownership and 401(k) plan**

By: /s/ Kay Dashner  
Kay Dashner

Vice President, Human Resources and Plan  
Administrator