

UNITED RENTALS NORTH AMERICA INC
Form 8-K
May 13, 2011

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 11, 2011

**UNITED RENTALS, INC.
UNITED RENTALS (NORTH AMERICA), INC.
(Exact name of registrant as specified in its charter)**

| | | |
|---|--------------------------|-----------------------------------|
| Delaware | 001-14387 | 06-1522496 |
| Delaware | 001-13663 | 06-1493538 |
| (State or other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

**Five Greenwich Office Park
Greenwich, Connecticut**

| | |
|--|----------------------------|
| (Address of Principal Executive Offices) | 06831 (Zip Code) |
|--|----------------------------|

Registrant's telephone number, including area code: **(203) 622-3131**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 11, 2011, United Rentals, Inc. held its annual meeting of stockholders at which the stockholders voted: (i) upon the election of Jenne K. Britell, José B. Alvarez, Howard L. Clark, Jr., Bobby J. Griffin, Michael J. Kneeland, Singleton B. McAllister, Brian D. McAuley, John S. McKinney, Jason D. Papastavrou, Filippo Passerini and Keith Wimbush to the Company's Board of Directors for one-year terms; (ii) upon the ratification of the appointment of Ernst & Young LLP as the Company's independent auditors for the fiscal year ending December 31, 2011; (iii) on an advisory (non-binding) basis to approve the compensation of the Company's named executive officers; and (iv) on an advisory (non-binding) basis on whether an advisory vote on executive compensation should be held every one, two or three years.

The stockholders elected all eleven directors, approved the ratification of the appointment of Ernst & Young LLP, approved (on a non-binding basis) the compensation of the Company's named executive officers and voted (on a non-binding basis) in favor of holding of an advisory vote on executive compensation every year.

The final voting results for each of the matters submitted to a vote of stockholders at the 2011 annual meeting are set forth below:

Proposal 1. Election of Directors.

| Nominee | For | Against | Abstain | Broker Non-Votes |
|-------------------------|------------|----------------|----------------|-------------------------|
| Jenne K. Britell | 46,134,682 | 1,187,845 | 9,813 | 4,891,764 |
| José B. Alvarez | 46,202,132 | 1,120,424 | 9,785 | 4,891,763 |
| Howard L. Clark, Jr. | 45,986,896 | 1,333,252 | 12,193 | 4,891,763 |
| Bobby J. Griffin | 46,199,370 | 1,120,873 | 12,098 | 4,891,763 |
| Michael J. Kneeland | 46,197,578 | 1,127,171 | 7,591 | 4,891,764 |
| Singleton B. McAllister | 46,171,696 | 1,149,036 | 11,609 | 4,891,763 |
| Brian D. McAuley | 46,107,437 | 1,178,936 | 45,968 | 4,891,763 |
| John S. McKinney | 46,005,314 | 1,314,815 | 12,212 | 4,891,763 |
| Jason D. Papastavrou | 46,198,454 | 1,121,675 | 12,212 | 4,891,763 |
| Filippo Passerini | 46,202,926 | 1,117,202 | 12,213 | 4,891,763 |
| Keith Wimbush | 46,154,717 | 1,166,096 | 11,528 | 4,891,763 |

Proposal 2. Ratification of the appointment of Ernst & Young LLP as the Company's independent auditors for the fiscal year ending December 31, 2011.

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 51,916,937 | 210,482 | 96,685 | * |

* Not applicable.

Proposal 3. Advisory Vote on Executive Compensation.

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 46,199,792 | 473,777 | 658,772 | 4,891,763 |

Proposal 4. Advisory Vote on the Frequency of Future Executive Compensation Votes.

| Every 1 Year | Every 2 Years | Every 3 Years | Abstain | Broker Non-Votes |
|---------------------|----------------------|----------------------|----------------|-------------------------|
| 41,700,155 | 72,585 | 4,877,688 | 681,913 | 4,891,763 |

As disclosed above, a substantial majority of the votes cast on Proposal 4 voted, on an advisory basis, to hold an advisory stockholder vote on executive compensation every year. In view of these voting results and in accordance with the Board of Directors' recommendation, the Board of Directors has determined that advisory votes on executive compensation will be submitted to stockholders on an annual basis until the next required advisory vote on the

frequency of stockholder votes on executive compensation.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 13, 2011

UNITED RENTALS, INC.

By: /s/ Jonathan M. Gottsegen

Name: Jonathan M. Gottsegen

Title: Senior Vice President, General
Counsel
and Corporate Secretary

UNITED RENTALS (NORTH AMERICA), INC.

By: /s/ Jonathan M. Gottsegen

Name: Jonathan M. Gottsegen

Title: Senior Vice President, General
Counsel
and Corporate Secretary