

UNITED RENTALS INC /DE
Form 8-K
November 26, 2007

**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): **November 19, 2007**

**UNITED RENTALS, INC.
UNITED RENTALS (NORTH AMERICA), INC.**
(Exact Name of Registrant as Specified in Its Charter)

Delaware
Delaware
(State or Other Jurisdiction of
Incorporation)

001-14387
001-13663
(Commission
File Number)

06-1522496
06-1493538
(IRS Employer
Identification No.)

Five Greenwich Office Park
Greenwich, CT
(Address of Principal Executive Offices)
Registrant's Telephone Number, Including Area Code: **(203) 622-3131**

06831
(Zip Code)

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 (*see* General Instruction A.2. below):

- 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))
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Item 8.01. Other Events

Attached hereto as Exhibit 99.1 and incorporated herein by reference is a copy of a press release issued by United Rentals, Inc. (the Company) on November 26, 2007 announcing the revised pricing for the previously announced debt tender offers and consent solicitations (collectively, the Offers) being made by United Rentals (North America), Inc., the Company s wholly owned subsidiary (URNA), for certain of URNA s outstanding debt securities. The terms and conditions of the Offers are described in the Offer to Purchase and Consent Solicitation Statement and related Consent and Letter of Transmittal, dated October 16, 2007. The Offers are being made in connection with the Agreement and Plan of Merger, dated as of July 22, 2007 (the Merger Agreement), by and among RAM Holdings, Inc., RAM Acquisition Corp. (collectively, RAM) and the Company.

As previously disclosed, the Company commenced litigation against the RAM entities, which litigation was commenced through the filing of a complaint in the Court of Chancery of the State of Delaware on November 19, 2007 (the complaint), seeking specific performance of RAM s obligation to consummate the previously announced merger in accordance with the terms of the Merger Agreement. The debt and equity commitment letters that are referred to in the complaint, and which were received by RAM Holdings, Inc. in connection with its entrance into the Merger Agreement and were described in the Company s Proxy Statement dated and filed with the Securities and Exchange Commission on September 19, 2007, are attached hereto as Exhibits 99.2 and 99.3, respectively.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit No. Description

| | |
|--------------|---|
| Exhibit 99.1 | Press Release, dated November 26, 2007, of United Rentals, Inc. |
| Exhibit 99.2 | Debt Commitment Letter, dated July 22, 2007, by and among RAM Holdings, Inc. and the lenders party thereto (without Annexes other than Annex IV). |
| Exhibit 99.3 | Equity Commitment Letter, dated July 22, 2007, by and between RAM Holdings, Inc. and Cerberus Capital Management, L.P. |

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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: November 26, 2007

UNITED RENTALS, INC.

By: /s/ Roger E. Schwed

Name: Roger E. Schwed

Title: General Counsel

UNITED RENTALS (NORTH AMERICA), INC.

By: /s/ Roger E. Schwed

Name: Roger E. Schwed

Title: General Counsel

EXHIBIT INDEX

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