

UNITED RENTALS INC /DE
Form 8-K
October 18, 2017

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): October 18, 2017

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 | 86-0933835 |
| (State or other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

100 First Stamford Place, Suite 700
Stamford, Connecticut 06902
(Address of Principal Executive Offices) (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter):

Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02. Results of Operations and Financial Condition.

On October 18, 2017, United Rentals, Inc. issued a press release reporting its results of operations for the quarter ended September 30, 2017. A copy of the press release is being furnished with this report as Exhibit 99.1.

Item 7.01. Regulation FD Disclosure.

Certain information concerning our business, financial results and 2017 outlook that the Company expects to use at certain investor meetings and presentations can be accessed currently on the Company's website, www.unitedrentals.com. Such information will be maintained on the Company's website for at least the period of its use at such meetings and presentations or until superseded by more current information.

The presentation includes certain financial measures - free cash flow, earnings before interest, taxes, depreciation and amortization ("EBITDA"), adjusted EBITDA and adjusted earnings per share ("adjusted EPS") - that are "non-GAAP financial measures" as defined under the rules of the Securities and Exchange Commission. Free cash flow represents net cash provided by operating activities, less purchases of rental and non-rental equipment plus proceeds from sales of rental and non-rental equipment and excess tax benefits from share-based payment arrangements. EBITDA represents the sum of net income, provision for income taxes, interest expense, net, depreciation of rental equipment and non-rental depreciation and amortization. Adjusted EBITDA represents EBITDA plus the sum of the merger related costs, restructuring charge, stock compensation expense, net, and the impact of the fair value mark-up of acquired RSC and NES fleet. Adjusted EPS represents EPS plus the sum of the merger related costs, restructuring charge, the impact of the fair value mark-up of acquired RSC and NES fleet, the impact on depreciation related to acquired RSC and NES fleet and property and equipment, the impact on interest expense related to fair value adjustment of acquired RSC indebtedness, merger related intangible asset amortization, the asset impairment charge and the loss on repurchase/redemption of debt securities and amendment of ABL facility.

The presentation includes reconciliations of these non-GAAP financial measures to their nearest generally accepted accounting principles financial measures. The Company believes that: (i) free cash flow provides useful additional information concerning cash flow available to meet future debt service obligations and working capital requirements; (ii) EBITDA and adjusted EBITDA provide useful information about operating performance and period-over-period growth, and help investors gain an understanding of the factors and trends affecting our ongoing cash earnings, from which capital investments are made and debt is serviced; and (iii) adjusted EPS provides useful information concerning future profitability. However, none of these measures should be considered as alternatives to net income, cash flows from operating activities or earnings per share under GAAP as indicators of operating performance or liquidity.

Item 8.01. Other Events.

On October 18, 2017, the Company announced that it will resume its pre-existing \$1 billion share repurchase program (the "Program"). The Program commenced in November 2015 and was paused in October 2016 as the Company evaluated potential acquisition opportunities. The Company has already completed \$627 million of repurchases under the Program, and intends to complete the remaining \$373 million in 2018.

Item 9.01. Financial Statements and Exhibits.

99.1 Press Release of United Rentals, Inc.

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: October 18, 2017

UNITED RENTALS, INC.

By: /S/ Craig A. Pintoff
Name: Craig A. Pintoff
Title: Executive Vice President, Chief Administrative and
Legal Officer

UNITED RENTALS (NORTH AMERICA), INC.

By: /S/ Craig A. Pintoff
Name: Craig A. Pintoff
Title: Executive Vice President, Chief Administrative and
Legal Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|----------------|--|
| 99.1 | <u>Press Release of United Rentals, Inc.</u> |