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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Washburn John</u> _____ (Last) (First) (Middle) 1799 INNOVATION PT _____ (Street) FORT MILL SC 29715 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Sunbelt Rentals Holdings, Inc. [SUNB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner Officer (give title below) _____ Other (specify below) Chief Operating Officer
	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2026	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/27/2026		A		42,239	A	(1)(2)	42,239	D	
Common Stock	03/02/2026		A		31,367	A	(3)	73,606	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Deferred Stock Units	(4)	02/27/2026		A		3,762		(4)	(4)	Common Stock	3,762	(4)	3,762	D	

Explanation of Responses:

- Includes 32,567 shares of common stock of the Registrant acquired in exchange for ordinary shares of Ashtead Group plc ("Ashtead") beneficially owned by the Reporting Person, upon completion of the scheme of arrangement effected by Ashtead, the Registrant's predecessor, under Part 26 of the UK Companies Act 2006. The exchange ratio was one-to-one and no cash consideration was paid or received.
- Includes 9,672 restricted stock units, of which 1,822 will vest on June 20, 2026; 2,009 will vest on July 4, 2026; 1,822 will vest on June 20, 2027; 2,009 will vest on July 4, 2027; and 2,010 will vest on July 4, 2028. Each restricted stock unit represents a contractual right to receive one share of common stock of the Registrant.
- Represents performance stock units ("PSUs"), each representing a contractual right to receive one share of common stock of the registrant. The performance conditions of the PSUs were deemed satisfied on March 2, 2026, in connection with the Registrant's initial listing on the New York Stock Exchange and as further discussed in the Registrant's Registration Statement on Form 10/A filed on February 13, 2026. Of such PSUs, 8,437 will vest on June 19, 2026; 10,905 will vest on June 20, 2027; and 12,025 will vest on July 4, 2028.
- Represents deferred stock units which will vest on April 30, 2026. Each deferred stock unit is the economic equivalent of one share of the Registrant's common stock and is settled solely in cash.

/s/ Abbey MacDonald, Attorney-in-Fact 03/03/2026

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.