SEC Form 4

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
|---|---|
| OMB Number: | 3235-0287 |
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☐ 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*
Washburn John

(Last) (First) (Middle)
1799 INNOVATION PT

(Street)
FORT MILL SC 29715

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Sunbelt Rentals Holdings, Inc. [ SUNB ]

3. Date of Earliest Transaction (Month/Day/Year)
06/19/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Director
10% Owner
X Officer (give title below)
Other (specify below)
Chief Operating Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

### 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 | 06/19/2026 | | F | | 3,827[(1)] | D | $86.06 | 69,869[(2)] | D | |
| Common Stock | 06/20/2026 | | F | | 827[(3)] | D | $86.06 | 69,042 | 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 | Amount or Number of Shares | | | | |

**Explanation of Responses:**

1. Represents shares withheld upon the vesting of performance stock units ("PSUs") to pay tax withholding obligations. The performance condition of the then-outstanding PSUs was deemed satisfied on March 2, 2026, in connection with the Registrant's initial listing on the New York Stock Exchange, and those PSUs were reported in Table I of the Reporting Person's Form 4 filed on March 3, 2026.
2. Due to an administrative error, the Reporting Person's aggregate beneficial ownership of Common Stock as reported in the "Amount of Securities Beneficially Owned Following Reported Transaction(s)" column in Table I of his Form 4 filed on March 3, 2026, was understated by 90 shares, and should have been 42,329 shares and 73,696 shares following the reported transactions, instead of 42,239 shares and 73,606 shares. The aggregate beneficial ownership reported in Table I above reflects the correction of this error.
3. Represents shares withheld upon the vesting of restricted stock units to pay tax withholding obligations.

/s/ Gerald W. Clanton, Attorney-in-Fact 06/23/2026

** 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.**

**LIMITED POWER OF ATTORNEY**

Know all by these present, that the undersigned (the "Filer") hereby constitutes and appoints each of Lynne Fuller-Andrews and Gerald Clanton, and with full power of substitution, as the Filer's true and lawful attorney-in-fact to:

(1) obtain from the U.S. Securities and Exchange Commission (the "SEC") the codes, numbers and passphrases required to make electronic filings with the SEC (the "Filing Codes"), including to execute, acknowledge and deliver a uniform application for EDGAR access codes (Form ID) and related documentation, and to take any and all other actions deemed by any such attorney-in-fact and agent to be necessary or advisable in order to facilitate the ability of the Filer to make filings with the SEC;

(2) serve as account administrators to act on the Filer's behalf to manage the Filer's EDGAR account as needed or requested by the Filer, including (i) appointing, removing and replacing account administrators, technical administrators, account users, and delegated entities; (ii) securely maintaining information relevant to the ability to access the Filer's EDGAR account; (iii) maintaining accurate and current information on EDGAR concerning the Filer's account; (iv) performing the Filer's annual confirmation on EDGAR pursuant to Rule 10(d)(4) of Regulation S-T only if specifically requested in writing to do so by the Filer; and (v) taking any other actions contemplated by Rule 10 of Regulation S-T;

(3) execute for and on behalf of the Filer, in connection with the Filer's beneficial ownership of, or participation in a group with respect to, securities beneficially owned, directly or indirectly, of Sunbelt Rentals Holdings, Inc., a corporation organized under the General Corporation Law of the State of Delaware (the "Company"), forms and documents related specifically to Section 13 and Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (the "Exchange Act");

(4) do and perform any and all acts for and on behalf of the Filer which may be necessary or desirable to complete and execute any such forms and documents related specifically to Section 13 and Section 16 of the Exchange Act, complete and execute any amendment or amendments thereto, and timely file such form and documents with the SEC and any stock exchange or similar authority; and

(5) take any other lawful action of any type whatsoever in connection with the foregoing which, in the opinion of any such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the Filer, it being understood that the documents executed by any such attorney-in-fact on behalf of the Filer pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in any such attorney-in-fact's discretion.

This Limited Power of Attorney shall remain in full force and effect until the Filer is no longer required to make filings under Section 13 and Section 16 of the Exchange Act with respect to the Company's securities, unless earlier revoked by the Filer in a writing delivered to the foregoing attorneys-in-fact.

**The Filer further hereby revokes any and all previously granted Powers of Attorney previously signed thereby relating to the powers granted herein.**

This Limited Power of Attorney is executed as of the date set forth below.

Date: April 29, 2026

/s/ John Washburn
John Washburn