
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): July 6, 2026

Sunbelt Rentals Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-43081
(Commission
File Number)

36-3657151
(IRS Employer
Identification No.)

**1799 Innovation Pt
Fort Mill, SC**
(Address of principal executive offices)

29715
(Zip Code)

Registrant's telephone number, including area code: 803-578-5800

n/a
(Former name or former address, if changed since last report.)

Check the appropriate box below if this 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	SUNB	New York Stock Exchange

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 ☐

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 8.01. Other Events.

On July 6, 2026, Sunbelt Rentals Holdings, Inc., a Delaware corporation (the “**Company**”), issued a press release announcing that, subject to market and other conditions, it intends to offer two series of benchmark-sized, senior notes for sale to eligible purchasers in a private offering (the “**Notes Offering**”). A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

On July 7, 2026, the Company also issued a press release announcing the pricing of \$450,000,000 aggregate principal amount of the Company’s 4.950% Senior Notes due 2030 (the “2030 Notes”) and \$750,000,000 aggregate principal amount of the Company’s 5.650% Senior Notes due 2036 (the “2036 Notes” and, together with the 2030 Notes, the “Notes”). A copy of the press release is attached hereto as Exhibit 99.2 and incorporated herein by reference.

The Company intends to use the net proceeds from the Notes Offering for general corporate purposes, which may include, among other things, the repayment, refinancing or redemption of the Company’s and its subsidiaries’ existing indebtedness (including amounts under the Company’s existing credit facility), funding capital expenditures, working capital and other business opportunities.

Item 9.01. Financial Statements and Exhibits.

d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated July 6, 2026.
99.2	Press Release dated July 7, 2026.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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

Date: July 7, 2026

Sunbelt Rentals Holdings, Inc.

By: /s/ Brendan C. Horgan

Name: Brendan C. Horgan

Title: Director; Chief Executive Officer



Sunbelt Announces Launch of Private Offering of Senior Notes

July 6, 2026

Fort Mill, SC. —(BUSINESSWIRE)— Sunbelt Rentals Holdings, Inc. (NYSE: SUNB, LSE: SUNB) (“the company”), a leader in the equipment rental industry, today announced that, subject to market and other conditions, it intends to offer two series of benchmark-sized, senior notes (collectively, the “Notes”) for sale to eligible purchasers in a private offering (the “Notes Offering”).

The Company intends to use the net proceeds from the Notes Offering for general corporate purposes, which may include, among other things, the repayment, refinancing or redemption of the Company’s and its subsidiaries’ existing indebtedness (including amounts under the Company’s existing credit facility), funding capital expenditures, working capital and other business opportunities.

The Notes to be offered have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws; and, unless so registered, the Notes may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. The Notes are being offered and sold only to persons reasonably believed to be qualified institutional buyers in accordance with Rule 144A under the Securities Act and outside the United States to non-U.S. persons in accordance with Regulation S under the Securities Act.

This announcement shall not constitute an offer to sell or a solicitation of an offer to buy any of the Notes, nor shall there be any sale of the Notes in any jurisdiction in which such offer, solicitation or sale of these securities would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Forward Looking Statements

Statements made in this announcement that describe the Company’s intentions, expectations, beliefs or predictions may be forward-looking within the meaning of securities laws. Forward-looking statements include statements preceded by, followed by or including the words “believes,” “expects,” “anticipates,” “plans,” “estimates,” “projects,” “forecasts,” or similar expressions. Examples of forward-looking statements in this announcement are statements about the Notes Offering and the use of proceeds therefrom. The Company cautions that, by their nature, forward-looking statements

involve risk and uncertainty and the Company's actual results could differ materially from those expressed or implied in such statements. The forward-looking statements speak only as of the date hereof. The Company does not intend, and the Company disclaims any obligation, to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.

About Sunbelt Rentals Holdings, Inc.

Sunbelt Rentals Holdings, Inc., operating primarily as Sunbelt Rentals, is a leading global provider of rental equipment and services based in Fort Mill, South Carolina. Our passionate, customer-centric team of 26,000 employees combines execution-focused resolve with Sunbelt Rentals' innovative array of rental solutions across a vast network of over 1,600 locations and with a fleet of assets exceeding \$19 billion. Sunbelt Rentals is committed to delivering unrivaled quality and support for its customers across an increasingly diverse array of industries, project types and end markets, including construction, live events, maintenance and countless emerging applications ranging from small-scale developments to mega projects.

Investor Contact

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(212) 371-5999

**Sunbelt Rentals Announces Pricing of \$450 million Senior Notes due 2030 and \$750 million Senior Notes due 2036**

July 7, 2026

Fort Mill, SC. — (BUSINESSWIRE) — Further to yesterday’s announcement regarding the launch of a potential notes offering, Sunbelt Rentals Holdings, Inc. (NYSE: SUNB; LSE: SUNB) (the “Company”) today announced the pricing of the offering of \$450,000,000 aggregate principal amount of the Company’s 4.950% Senior Notes due 2030 (the “2030 Notes”) and \$750,000,000 aggregate principal amount of the Company’s 5.650% Senior Notes due 2036 (the “2036 Notes” and, together with the 2030 Notes, the “Notes”) (the “Notes Offering”). The 2030 Notes and the 2036 Notes were issued at an issue price of 99.627% and 99.048%, respectively, of the principal amount of such Notes. The Notes will be fully and unconditionally guaranteed on a senior unsecured basis by certain of the Company’s direct and indirect subsidiaries. The Notes Offering is expected to close on July 14, 2026, subject to customary closing conditions.

The Company intends to use the net proceeds from the Notes Offering for general corporate purposes, which may include, among other things, the repayment, refinancing or redemption of the Company’s and its subsidiaries’ existing indebtedness (including amounts under the Company’s existing credit facility), funding capital expenditures, working capital and other business opportunities.

The Notes to be offered have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws; and, unless so registered, the Notes may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. The Notes are being offered and sold only to persons reasonably believed to be qualified institutional buyers in accordance with Rule 144A under the Securities Act and outside the United States to non-U.S. persons in accordance with Regulation S under the Securities Act.

In the United Kingdom, this announcement is for distribution only to, and is only directed at, qualified persons (as defined in paragraph 15 of Schedule 1 of the Public Offers and Admissions to Trading Regulations 2024) who (i) are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “Financial Promotion Order”); (ii) are high net worth entities or other persons falling within Article

49(2)(a) to (d) of the Financial Promotion Order or (iii) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any Notes may lawfully be communicated or caused to be communicated (all such persons being referred to as “relevant persons”). This announcement is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this announcement relates is available only to relevant persons and will be engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on this announcement or any of its contents.

This announcement shall not constitute an offer to sell or a solicitation of an offer to buy any of the Notes, nor shall there be any sale of the Notes in any jurisdiction in which such offer, solicitation or sale of these securities would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Forward Looking Statements

Statements made in this announcement that describe the Company’s intentions, expectations, beliefs or predictions may be forward-looking within the meaning of securities laws. Forward-looking statements include statements preceded by, followed by or including the words “believes,” “expects,” “anticipates,” “plans,” “estimates,” “projects,” “forecasts,” or similar expressions. Examples of forward-looking statements in this announcement are statements about the Notes Offering and the use of proceeds therefrom. The Company cautions that, by their nature, forward-looking statements involve risk and uncertainty and the Company’s actual results could differ materially from those expressed or implied in such statements. The forward-looking statements speak only as of the date hereof. The Company does not intend, and the Company disclaims any obligation, to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.

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