UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT
Pursuant to Section 13 OR 15(d)
of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 1, 2026

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

Delaware	**001-43081**	**33-3657151**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

1799 Innovation Pt **Fort Mill, SC**	**29715**
(Address of principal executive offices)	**(Zip Code)**

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

(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))

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. ☐

Explanatory Note

This Current Report on Form 8-K/A (this "**Amendment**") amends the Current Report on Form 8-K of Sunbelt Rentals Holdings, Inc., a Delaware corporation (the "**Company**" or "**Sunbelt**") filed with the U.S. Securities and Exchange Commission on September 2, 2026 (the "**Original Form 8-K**"). The Original Form 8-K reported the final voting results of the Company's 2026 Annual Meeting of Stockholders held on September 1, 2026 (the "**Annual Meeting**"). The sole purpose of this Amendment is to disclose the Company's decision regarding whether stockholder votes to approve the compensation of its named executive officers required by Section 14A(a)(1) of the Securities Exchange Act of 1934, as amended, and Rule 14a-21(a) promulgated thereunder (the "**Say-on-Pay Vote**") should be held every one, two or three years (the "**Say-on-Frequency Proposal**"). No other changes have been made to the Original Form 8-K.

Item 5.07 Submission of Matters to a Vote of Security Holders.

As previously reported on the Original Form 8-K, in an advisory vote held at the Annual Meeting on the Say-on-Frequency Proposal, approximately 98.8% of the votes were cast in favor of conducting future advisory Say-on-Pay Votes on an annual basis. In light of these results, and consistent with the recommendation of the Sunbelt Board of Directors, the Company will continue to conduct future Say-on-Pay Votes on an annual basis, until the next required stockholder advisory vote regarding the frequency of such votes, which is required to occur no later than the Company's Annual Meeting of Stockholders in 2032.

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.

Sunbelt Rentals Holdings, Inc.

Date: October 23, 2026

By: /s/ Lynne Fuller-Andrews
Name: Lynne Fuller-Andrews
Title: Executive Vice President, General Counsel and Corporate Secretary