

MCGRATH RENTCORP  
Form 10-K/A  
March 18, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D. C. 20549**

**FORM 10-K/A**

**Amendment No. 1**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES**  
**EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2008

Commission file number 0-13292

**McGRATH RENTCORP**

(Exact name of registrant as specified in its Charter)

<b>California</b> (State or other jurisdiction	<b>94-2579843</b> (I.R.S. Employer
of incorporation or organization)	Identification No.)
<b>5700 Las Positas Road, Livermore, CA 94551-7800</b>	
(Address of principal executive offices)	
<b>Registrant's telephone number: (925) 606-9200</b>	

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

<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
<b>Common Stock</b>	<b>NASDAQ Global Select Market</b>

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

**None**

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark whether the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge in definitive proxy or information statements incorporated by reference in Part III of this form 10-K or any amendment to this Form 10-K.

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non accelerated filer. See the definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one).

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Aggregate market value of voting stock, held by nonaffiliates of the registrant as of June 30, 2008: \$543,583,491.

As of February 25, 2009, 23,708,618 shares of Registrant's Common Stock were outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

McGrath RentCorp's definitive proxy statement with respect to its Annual Shareholders Meeting to be held June 4, 2009 which will be filed with the Securities and Exchange Commission within 120 days after the end of its fiscal year, is incorporated by reference into Part III, Items 10, 11, 12, and 13.



**EXPLANATORY NOTE**

This Amendment No. 1 amends McGrath RentCorp's ( McGrath or the Company ) Annual Report on Form 10-K for the year ended December 31, 2008, which was filed with the Securities and Exchange Commission (the SEC ) on February 27, 2009 (the Original Filing ). McGrath is filing this Amendment No. 1 for the sole purpose of including amended Exhibits 32.1 and 32.2 which contain the Section 906 Certifications of our Chief Executive Officer and Chief Financial Officer, respectively. The Certifications included in Exhibits 32.1 and 32.2 to the Original Filing contained typographical errors inadvertently referring to the period ended December 31, 2007.

This Amendment No. 1 does not include the entire Form 10-K. Except as described above, this Amendment No. 1 does not amend any other information set forth in the Original Filing and the Company has not updated disclosures included therein to reflect any events that occurred subsequent to February 27, 2009.

As required by Rule 12b-15 under the Securities and Exchange Act of 1934, as amended, new certifications by our principal executive officer and principal financial officer pursuant to SEC Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, are filed as exhibits to this Amendment No. 1.

**PART IV**

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.**

(c) Exhibits

- 31.1 Certification of Chief Executive Officer pursuant to SEC Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer pursuant to SEC Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Chief Executive Officer pursuant to Section 1350 of Chapter 63 of Title 18 of the U.S. Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.\*
- 32.2 Certification of Chief Financial Officer pursuant to Section 1350 of Chapter 63 of Title 18 of the U.S. Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.\*

\* The certifications attached as Exhibits 32.1 and 32.2 that accompany this Amendment to the Annual Report on Form 10-K are not deemed filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of McGrath RentCorp under the Securities Act of 1933 or the Securities Exchange Act of 1934 whether made before or after the date of the Original Filing or this Amendment, irrespective of any general incorporation language contained in such filing.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 17, 2009

**MCGRATH RENTCORP**

by: /s/ Dennis C. Kakures  
DENNIS C. KAKURES  
Chief Executive Officer, President and Director  
(Principal Executive Officer)

McGRATH RENTCORP

INDEX TO EXHIBITS

<i>Number</i>	<i>Description</i>	<i>Method of Filing</i>
31.1	Certification of Chief Executive Officer pursuant to SEC Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith.
31.2	Certification of Chief Financial Officer pursuant to SEC Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith.
32.1	Certification of Chief Executive Officer pursuant to Section 1350 of Chapter 63 of Title 18 of the U.S. Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Furnished herewith.
32.2	Certification of Chief Financial Officer pursuant to Section 1350 of Chapter 63 of Title 18 of the U.S. Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Furnished herewith.