
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D. C. 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): February 25, 2014

McGRATH RENTCORP

(Exact name of registrant as specified in its Charter)

California

(State or other jurisdiction of incorporation)

0-13292

(Commission File Number)

94-2579843

(I.R.S. Employee Identification No.)

5700 Las Positas Road, Livermore, CA 94551-7800

(Address of principal executive offices)

(925) 606-9200

(Registrant's Telephone Number, Including Area Code)

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 (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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 25, 2014, the board of directors (the “Board”) of McGrath RentCorp (the “Company”) appointed Elizabeth (Liz) Fetter as a member of the Company’s Board. In connection with Ms. Fetter’s appointment to the Board, the Board amended the amended and restated bylaws of the Company (the “Bylaws”) to increase the size of the Board as described below in Item 5.03. The Board further appointed Ms. Fetter to the audit committee and compensation committee of the Board. Ms. Fetter will be eligible to receive the standard compensation paid to non-employee directors in the form of a grant of restricted stock units with a fair value of \$76,192, which is a pro-rated amount based on Ms. Fetter’s date of appointment.

Ms. Fetter served as a member of the board of directors of Symmetricom, Inc., a provider of timekeeping technologies, instruments, and solutions, beginning in 2000 and was appointed as president and chief executive officer of Symmetricom in April 2013. She served in these capacities until Symmetricom’s acquisition by Microsemi Corporation in November 2013. She previously served as president and chief executive officer of NxGen Modular LLC, a provider of modular buildings and assemblies, in 2011 and 2012. In 2007, Ms. Fetter was the president, chief executive officer, and a director of Jacent Technologies, a privately held supplier of on-demand ordering solutions for the restaurant industry. Ms. Fetter served on the boards of Quantum Corporation, a data storage company, from 2005 until August 2013 and Ikanos Corporation, a provider of broadband solutions, from June 2008 to August 2009. She has held the position of chair of the board of trustees of Alliant International University, where she served as a trustee from 2004 to February 2013. Ms. Fetter holds an Advanced Professional Director Certification from the American College of Corporate Directors, a public company director education and credentialing organization.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 25, 2014, the Board amended Section 3.2 of the Company’s Bylaws to increase the number of members of the Board from seven to eight.

A copy of the amendment to the Bylaws is attached hereto as Exhibit 3.3.

Item 7.01 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 26, 2014, the Company issued a press release announcing that on February 25, 2014, it appointed Ms. Fetter to the Board as described in Item 5.02 above. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Pursuant to General Instruction B.2 of Form 8-K, the information in this Item 7.01 of Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise be subject to the liabilities of that section, nor is it incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

3.3 Amendment to the Amended and Restated Bylaws, dated as of February 25, 2014.

99.1 Press Release, dated February 26, 2014.

SIGNATURE

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.

McGRATH RENTCORP

Dated: March 3, 2014

By: /s/ Randle F. Rose

Randle F. Rose

Senior Vice President, Chief Administrative Officer and Secretary

CERTIFICATE OF AMENDMENT OF BYLAWS
OF
MCGRATH RENTCORP
a California corporation

Date: February 25, 2014

The undersigned, Randle Rose, certifies that:

1. He is the Secretary of McGrath RentCorp, a California corporation.
2. Effective February 25, 2014, Section 3.2 of the Bylaws of the Corporation was amended as follows:

“Number of Directors. The authorized number of directors shall be not less than five (5) or more than nine (9). The exact number of directors shall be eight (8) until changed, within the limits specified above, by a Bylaw amending this Section 3.2 duly adopted by the Board of Directors or the shareholders. The indefinite number of directors may be changed, or a definite number fixed without provision for an indefinite number, by an amendment to this Bylaw duly adopted by the vote or written consent of a majority of the outstanding shares entitled to vote.”

Executed on this 25th day of February 2014.

/s/ Randle F. Rose

Randle F. Rose
Secretary

PRESS RELEASE

5700 Las Positas Road
Livermore
California 94551
925 606 9200



FOR INFORMATION CONTACT:

Dennis Kakures
Chief Executive Officer
925 606 9200

FOR RELEASE February 26, 2014

**McGrath RentCorp Founder & Chairman Emeritus
Robert P. McGrath to Retire from Board,
Elizabeth (Liz) Fetter Elected to Board**

LIVERMORE, CA – February 26, 2014 – McGrath RentCorp (NASDAQ: MGRC) (the “Company”), a diversified business to business rental company, today announced that Robert P. McGrath the Company’s founder and Chairman Emeritus will retire from its Board of Directors at the Company’s 2014 Annual Meeting of Shareholders.

Mr. McGrath started the Company in 1979 and served as its Chairman & Chief Executive Officer until April, 2003 when he stepped down as CEO. He continued to serve as Chairman of the Board of Directors until June, 2009 when he transitioned to his current board member role as Chairman Emeritus. During his tenure as CEO, McGrath built one of the most successful publicly traded rental businesses on Wall Street. Under Mr. McGrath’s leadership as CEO, the Company was recognized five times as one of the “Top 200 Best Small Public Companies” by Forbes Magazine. Further, Mr. McGrath was responsible for having initiated an increasing annual dividend to shareholders beginning in 1992 that has now stretched to 22 consecutive years.

“Bob has been a remarkable business and equity value builder,” said Ron Zech, Chairman of the Board of McGrath RentCorp. “His deep understanding of rental businesses, passion for serving customers’ needs, and operational efficiencies acumen have been at the core of McGrath RentCorp’s financial success. Bob was also very focused on management succession planning and building a quality team of high-integrity and deeply committed leaders to the Company. Today, that management team is led by Dennis Kakures, the current CEO, a 31 year Company veteran, who continues to build this culture. The Board and I are grateful for Bob’s leadership over the years.”

The Company also today announced Elizabeth (Liz) Fetter has been elected to the Company’s Board of Directors. The election brings the Board membership currently to eight directors. Ms. Fetter will also serve on the Board’s Audit and Compensation Committees.

“We are very pleased to welcome Liz to our Board,” said Ron Zech. “Liz’s 15 years of public and private company board service and past CEO experience at multiple firms will be a valuable complement to McGrath RentCorp’s Board.”

Ms. Fetter most recently served as a member of the Board of Directors of Symmetricom, Inc. (NASDAQ: SYMM), a provider of timing and synchronization technologies, instruments and solutions, and Quantum Corporation (NYSE: QTM), a data protection and data management software company. She has also served as CEO at five different companies including Symmetricom, Inc., QRS Corporation, a retail supply chain management / SaaS software company and NorthPoint Communications, a data transmission services provider.

Ms. Fetter holds a Bachelor of Arts in Communications from Penn State University, Master of Science in Industrial Administration from Carnegie Mellon University (Tepper & Heinz Schools), and holds an advanced Director Certification.

ABOUT MCGRATH RENTCORP

Founded in 1979, McGrath RentCorp is a diversified business-to-business rental company. The Company’s Mobile Modular division rents and sells modular buildings to fulfill customers’ temporary and permanent classroom and office space needs in California, Texas, Florida, and the Mid-Atlantic from Washington D.C. to Georgia. The Company’s TRS-RenTelco division rents and sells electronic test equipment and is one of the leading rental providers of general purpose and communications test equipment in the Americas. The Company’s New Jersey based Adler Tank Rentals subsidiary rents and sells containment solutions for hazardous and nonhazardous liquids and solids with operations today serving key markets throughout the United States. In 2008, the Company entered the portable storage container rental business in California under the trade name Mobile Modular Portable Storage, and has since expanded this business into Texas, Florida and New Jersey. For more information on McGrath RentCorp and its operating units, please visit our websites:

Corporate – www.mgrc.com

Tanks and Boxes – www.AdlerTankRentals.com

Modular Buildings – www.MobileModularRents.com

Portable Storage – www.MobileModularRents-PortableStorage.com

Electronic Test Equipment – www.TRS-RenTelco.com

School Facilities Manufacturing – www.Enviroplex.com