

CAI International, Inc.  
Form 8-K  
March 13, 2014

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

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FORM 8-K

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CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

March 5, 2014  
Date of Report (Date of earliest event reported)

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CAI International, Inc.  
(Exact name of registrant as specified in charter)

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Delaware 001-33388 94-3109229  
(State or other jurisdiction of incorporation) (Commission File Number) (I. R. S. Employer Identification No.)

Steuart Tower, 1 Market Plaza, Suite 900, San Francisco, CA 94105  
(Address of principal executive offices, including ZIP Code)

Registrant's telephone number, including area code: (415) 788-0100

N/A  
(Former name or former address, if changed since last report)

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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))



Item 8.01. Other Events.

On March 5, 2014 CAI International, Inc. (the "Company") adopted a pre-arranged stock trading plan for the purpose of repurchasing up to 1.3 million shares of the Company's common stock in accordance with guidelines specified under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, and the Company's policies regarding stock transactions (the "10b5-1 Plan"). This plan has been established in accordance with, and as a part of, the Company's current share repurchase program authorized by the Board of Directors and announced by press release dated February 27, 2014. The 10b5-1 Plan will cover the repurchase of shares of the Company's common stock commencing no earlier than March 17, 2014 and expiring no later than May 1, 2014. Repurchases are subject to SEC regulations as well as certain price, market volume and timing requirements specified in the 10b5-1 Plan. There can be no assurance as to the number of shares of the Company's common stock, if any, that will be repurchased under the 10b5-1 Plan, or the specific pricing thereof.

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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.

CAI INTERNATIONAL, INC.

Dated: March 12, 2014 By: /s/ Timothy B. Page

Name: Timothy B. Page

Title: Chief Financial Officer

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