

CAI International, Inc.

Form 8-K

March 01, 2011

**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) **March 1, 2011**

**CAI International, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**                      **001-33388**      **94-3109229**

(State or other jurisdiction      (Commission      (I.R.S. Employer  
of incorporation)              File Number)      Identification No.)

**Stuart Tower, 1 Market Plaza, Suite 900, San Francisco, California**      **94105**

(Address of principal executive offices)                                      (Zip Code)

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

(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))

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**Item 2.02 Results of Operations and Financial Condition.**

On March 1, 2011, CAI International, Inc. issued a press release announcing its results of operations for the quarter and year ended December 31, 2010. A copy of the press release is furnished with this report as Exhibit 99.1.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

( c ) Exhibits

99.1 Press release issued by CAI International, Inc. dated March 1, 2011.

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**SIGNATURES**

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

**CAI International, Inc.**

(Registrant)

Date: March 1, 2011

/s/Gary M. Sawka

Gary M. Sawka

Interim Chief Financial Officer