

**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**

**April 2, 2018**

Date of Report (Date of earliest event reported)

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**CAI International, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-33388**  
(Commission File Number)

**94-3109229**  
(IRS 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))

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.

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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.**

*Retirement of Marvin Dennis*

On April 2, 2018, Marvin Dennis notified the Board of Directors (“Board”) of CAI International, Inc. (the “Company”) of his decision to retire from the Board effective as of the date of the Company’s 2018 Annual Meeting of Stockholders. As a result of his retirement, Mr. Dennis will not stand for re-election to the Board at the 2018 Annual Meeting of Stockholders, which the Company anticipates will be held on June 1, 2018. Mr. Dennis is retiring for personal reasons and not due to any disagreement with the Company, including with respect to any matter relating to the Company’s operations, policies or practices.

*Appointments of Andrew S. Ogawa and John H. Williford*

On April 5, 2018, upon recommendation by the Nominating and Corporate Governance Committee (the “Nominating Committee”), and pursuant to the Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws of the Company, the size of the Board was increased to from seven to eight directors.

In connection with the increase in the size of the Board and the existing vacancy on the Board, on April 5, 2018, the Board appointed Andrew S. Ogawa to serve as a Class II director on the Board and appointed John H. Williford to serve as a Class III director on the Board. The Board also appointed Mr. Ogawa to serve on the Nominating Committee and appointed Mr. Williford to serve on the Audit Committee, the Compensation Committee and the Nominating Committee. The Board has determined that each of Mr. Ogawa and Mr. Williford is “independent” pursuant to the listing standards of the New York Stock Exchange.

As compensation for their service on the Board, each of Mr. Ogawa and Mr. Williford will receive the Company’s standard cash compensation for non-employee directors and a grant of restricted stock with a value of \$125,000 vesting over a one year period, in each case prorated based on the partial year of service on the Board. There are no understandings or arrangements with any person pursuant to which either Mr. Ogawa or Mr. Williford were selected as directors, and neither Mr. Ogawa nor Mr. Williford are party to any related party transaction required to be reported pursuant to Item 404(a) of Regulation S-K.

**Item 7.01. Regulation FD Disclosure.**

On April 5, 2018, the Company issued a press release announcing the changes to the Board. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release dated April 5, 2018.</a>

**SIGNATURE**

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

**CAI INTERNATIONAL, INC**

Dated: April 5, 2018

By: /s/ Timothy B. Page

Name: Timothy B. Page

Title: Chief Financial Officer

## CAI International, Inc. Announces New Appointments to the Board of Directors and the Retirement of a Director

SAN FRANCISCO--(BUSINESS WIRE)--April 5, 2018--CAI International, Inc. (CAI or the Company) (NYSE:CAI), one of the world's leading transportation finance and logistics companies, today announced that the Board of Directors has appointed Mr. Andrew S. Ogawa and Mr. John H. Williford to the Board of Directors of CAI, effective immediately. Mr. Ogawa has also been appointed to serve on the Company's Nominating and Corporate Governance Committee. Mr. Williford has also been appointed to the Company's Audit, Compensation, and Nominating and Corporate Governance Committees. The Company also announced today that Mr. Marvin Dennis, a director of CAI, has declared his intention to retire from the Board of Directors at the end of his current term, which occurs at the upcoming Annual Meeting of Stockholders to be held on June 1, 2018.

Mr. Ogawa co-founded and is a Managing Partner in Quest Venture Partners, an investment management company focused on early stage investments in the technology industry. Prior to founding Quest Venture Partners in 2008, Mr. Ogawa was a Manager for Daimler AG, an international automotive company, involved in various capacities related to corporate strategy and procurement. He holds dual BAs in Economics and East Asian Studies from the University of California at Santa Barbara, as well as an MBA in International Management from Thunderbird, American Graduate School of International Management. He currently serves as a Member of the Board of Directors for Tripping Inc. and GameOn Inc.

Mr. Williford served as the President, Global Supply Chain Solutions of Ryder System, Inc. from 2008 to 2015. He is also the founder of Golden Gate Logistics, LLC and served as its President and CEO from 2006 to 2008. Prior to forming Golden Gate Logistics, LLC, Mr. Williford founded Menlo Logistics, a logistics services provider, where he served as President and CEO from 1992 to 2001. Mr. Williford also served as President and CEO of Menlo Worldwide from 2001 to 2005, a group which included Menlo Logistics and Menlo Forwarding (formerly Emory Worldwide), a global air and ocean freight forwarder. Mr. Williford earned a bachelor's degree from Hamilton College and an MBA from the University of California at Berkeley. He has served on the Board of Advisors for the Haas Business School at UC Berkeley, the Board of Directors for the National Association of Manufacturers, and on the Transportation Advisory Board for the National Defense Transportation Association.

David Remington, CAI's Chairman of the Board, commented, "I am pleased to have Mr. Ogawa and Mr. Williford as directors of CAI. Each of them has extensive business experience in the transportation and logistics fields. I believe their careers show that they have the judgment and experience that will serve CAI and its shareholders in guiding the Company to grow its business and shareholder value. At the same time, I would like to thank Mr. Dennis for his 11 years of service to the Board of Directors that commenced on the date the Company completed its initial public offering. Mr. Dennis's consulting background and executive management experience as the CFO and co-founder of Trans Ocean Ltd, a container leasing company, provided CAI with valuable ongoing strategic advice and counsel. We wish him well in his retirement from the Board at the end of his term."

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**About CAI International, Inc.**

CAI is one of the world's leading transportation finance and logistics companies. As of December 31, 2017, CAI operated a worldwide fleet of approximately 1.3 million CEUs of containers and owned a fleet of 7,172 railcars that it leases within North America. CAI operates through 23 offices located in 14 countries including the United States.

CONTACT:  
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