

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

December 20, 2017
Date of Report (Date of earliest event reported)

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

Delaware
(State or other jurisdiction
of incorporation)

001-33388
(Commission File Number)

94-3109229
(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)

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.

Item 8.01. Other Events.

CAI International, Inc. (the “Company”) is saddened to report the passing of Hiromitsu Ogawa, the Company’s founder and Chairman of the Board, on December 20, 2017. Additional information regarding any changes to the Company’s Board of Directors as a result of Mr. Ogawa’s passing will be announced at a later date. A copy of the press release issued by the Company on December 21, 2017 announcing the passing of Hiromitsu Ogawa is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit No.	Description
<u>99.1</u>	<u>Press Release dated December 21, 2017.</u>

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: December 21, 2017

By: /s/ Timothy B. Page
Name: Timothy B. Page
Title: Chief Financial Officer

CAI International, Inc. Announces the Passing of Its Founder and Chairman, Hiromitsu Ogawa

SAN FRANCISCO--(BUSINESS WIRE)--December 21, 2017--CAI International, Inc. (CAI) (NYSE: CAI) today regretfully announced the passing of its founder and Chairman, Hiromitsu ("Hiro") Ogawa on December 20, 2017. Mr. Ogawa founded CAI in 1989 and has acted as its Chairman since the initial public offering in 2007, at which time he resigned his executive role as Chief Executive Officer.

Victor Garcia, CAI's President and Chief Executive Officer, said, "It is with the deepest regret that I am announcing the passing of Hiromitsu Ogawa. Hiro founded CAI by utilizing all of his personal resources and from early on had the vision to make CAI into one of the largest container leasing companies in the world. His entrepreneurial spirit and commitment to serving customers is ingrained in the culture of the company. We will be forever grateful to Hiro for his instrumental role in CAI's vision and success. He is an eternal friend and mentor to all of us at CAI."

While CAI will greatly miss Mr. Ogawa and his presence at the company, the Board of Directors has been planning for a succession to Mr. Ogawa's roles as Chairman and member of the Board of Directors. CAI will be announcing the new Chairman at a later date.

About CAI International, Inc.

CAI is one of the world's leading transportation finance and logistics companies. As of September 30, 2017, CAI operated a worldwide fleet of approximately 1.3 million CEUs of containers, and owned a fleet of 6,795 railcars that it leases within North America. CAI operates through 24 offices located in 14 countries including the United States.

CONTACT:
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