
**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

June 1, 2018
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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 1, 2018, CAI International, Inc. (the "Company") held its 2018 Annual Meeting of Stockholders (the "Annual Meeting"), at which the Company's stockholders approved an amendment to the Company's Amended and Restated Certificate of Incorporation to increase the total number of authorized shares of preferred stock from 5,000,000 shares to 10,000,000 shares. In connection therewith, on June 4, 2018, the Company filed a Certificate of Amendment to the Amended and Restated Certificate of Incorporation (the "Certificate of Amendment") with the Secretary of State of the State of Delaware to increase the number of authorized shares of preferred stock to 10,000,000 shares.

The foregoing description of the Certificate of Amendment does not purport to be complete and is subject to, and is qualified in its entirety by reference to, the full text of the Certificate of Amendment, which is attached as Exhibit 3.1 to this Current Report on Form 8-K, and is incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On June 1, 2018, the Company held the Annual Meeting in Palo Alto, California. At the Annual Meeting, there were 18,199,818 shares represented to vote either in person or by proxy, or 88.8% of the outstanding shares entitled to vote, which represented a quorum. The final results of voting for each matter submitted to a vote of the stockholders at the Annual Meeting are as follows:

1. Kathryn G. Jackson and Andrew S. Ogawa were elected as Class II directors of the Company, each to serve for a term of three years or until her or his respective successor has been duly elected and qualified. The voting for each director was as follows:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Kathryn G. Jackson	16,085,379	55,247	2,059,192
Andrew S. Ogawa	15,767,424	373,202	2,059,192

2. KPMG LLP was ratified as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018 by the following vote:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
17,767,005	428,703	4,110	—

3. The advisory vote to approve the compensation of the Company's named executive officers was approved by the following vote:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
15,443,971	572,426	124,229	2,059,192

4. The amendment to the Company's Amended and Restated Certificate of Incorporation to increase the total number of authorized shares of preferred stock from 5,000,000 shares to 10,000,000 shares, was approved by the following vote:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
14,135,626	2,002,910	2,090	2,059,192

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of CAI International, Inc., dated June 4, 2018.

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: June 5, 2018

By: /s/ Timothy B. Page

Name: Timothy B. Page

Title: Chief Financial Officer

**CERTIFICATE OF AMENDMENT TO THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
CAI INTERNATIONAL, INC.**

CAI INTERNATIONAL, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

- 1. That by written consent in lieu of a meeting of the Board of Directors of CAI International, Inc., resolutions were duly adopted setting forth a proposed amendment to the Amended and Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and submitting said amendment at a meeting of the stockholders of said corporation for consideration thereof. That thereafter, pursuant to resolutions of its Board of Directors, the annual meeting of the stockholders of said corporation was duly called and held on June 1, 2018, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware and at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

- 2. That Section 1 of Article IV of the Amended and Restated Certificate of Incorporation of CAI International, Inc. is hereby amended and restated in full as follows:

"Section 1. *Authorization.* The Corporation shall be authorized to issue 94,000,000 shares of capital stock, of which 84,000,000 shares shall be shares of Common Stock, par value \$0.0001 per share ("Common Stock"), and 10,000,000 shares shall be shares of Preferred Stock, par value \$0.0001 per share ("Preferred Stock")."

- 3. That said amendment was duly adopted in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, CAI International, Inc. has caused this certificate to be signed on this 4th day of June, 2018.

CAI INTERNATIONAL, INC.

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