

**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

August 14, 2020

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 2400, San Francisco, California 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbols	Name of exchange on which registered
Common Stock, par value \$0.0001 per share	CAI	New York Stock Exchange
8.50% Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Stock, par value \$0.0001 per share	CAI-PA	New York Stock Exchange
8.50% Series B Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Stock, par value \$0.0001 per share	CAI-PB	New York Stock Exchange

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.

On August 14, 2020, CAI International, Inc. (“CAI”) entered into an agreement to sell substantially all of the assets of its logistics business to NFI, a fully integrated North American supply chain solutions provider, on a debt free, cash free basis. In connection with the sale, substantially all of CAI’s employees of the logistics business were hired by NFI. The sale consideration consisted primarily of payment for the estimated net working capital of CAI’s logistics business as of the closing date (subject to adjustment 180 days after closing). The transaction closed on August 14, 2020.

On August 17, 2020, CAI issued a press release announcing the sale of its logistics business. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	<u>Press Release issued by CAI International, Inc. dated August 17, 2020.</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.

Dated: August 17, 2020

CAI INTERNATIONAL, INC.

By: /s/ Timothy B. Page

Name: Timothy B. Page

Title: Interim President and Chief Executive Officer

CAI International, Inc. Announces Agreement to Sell its Logistics Business to NFI

SAN FRANCISCO--(BUSINESS WIRE)--August 17, 2020--CAI International, Inc. (“CAI” or the “Company”) (NYSE: CAI), announces the completion of an agreement to sell substantially all of the assets of its logistics business to NFI, on a debt free, cash free basis. In connection with the sale, substantially all of CAI’s employees of the logistics business were hired by NFI. The sale consideration consisted primarily of payment for the estimated net working capital of CAI’s logistics business as of the closing date, subject to adjustment 180 days after closing to reconcile to the actual net working capital as of the closing date.

Timothy Page, Interim President and Chief Executive Officer of CAI, commented, “The sale of our logistics business is a key step towards our goal of maximizing shareholder returns by focusing all of our resources on our core container leasing business.”

About CAI International, Inc.

CAI is one of the world’s leading transportation finance companies. As of June 30, 2020, CAI operated a worldwide fleet of approximately 1.7 million CEUs of containers. CAI operates through 22 offices located in 12 countries including the United States.

About NFI

NFI is a fully integrated North American supply chain solutions provider headquartered in Camden, N.J. Privately held by the Brown family since its inception in 1932, NFI generates more than \$2 billion in annual revenue and employs more than 13,000 associates. For more information about NFI, visit www.nfiindustries.com or call 1-877-NFI-3777.

Contacts

Tim Page, Interim President and Chief Executive Officer
(415) 788-0100
tpage@capps.com