

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Morris David B</u> <hr/> (Last) (First) (Middle) <u>STEUART TOWER</u> <u>1 MARKET PLAZA, SUITE 2400</u> <hr/> (Street) <u>SAN FRANCISCO CA 94105</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/11/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>CAI International, Inc. [CAI]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) _____ <u>Chief Accounting Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) _____
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	10,220 ⁽¹⁾	D	
Series A Fixed to Floating Rate Redeemable Preferred Stock	1,947	D	
Series B Fixed to Floating Rate Redeemable Preferred Stock	2,937	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

1. Includes 6,923 shares of restricted stock or restricted stock units ("RSUs") granted under the issuer's equity incentive plans. The unvested shares or RSUs vest as follows: (i) 750 shares vest on March 1, 2021, (ii) 1,194 shares vest in two equal annual installments on March 1, 2021 and March 1, 2022, (iii) 1,574 shares vest in three equal annual installments on March 1, 2021, March 1, 2022 and March 1, 2023, (iv) 1,412 shares vest in three equal annual installments on February 13, 2022, February 13, 2023, February 13, 2024, and (v) 1,993 shares vest in four equal annual installments on February 11, 2022, February 11, 2023, February 11, 2024 and February 11, 2025. Each RSU represents the contingent right to receive one share of the issuer's common stock.

/s/ David Morris

02/22/2021

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.