

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 12, 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, 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))

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 2.05. Costs Associated with Exit or Disposal Activities.

In connection with the announcement of the termination of its formal strategic alternatives review process, the Board of Directors (the "Board") of CAI International, Inc. (the "Company") determined and committed to a plan to fully exit the Company's rail and logistics businesses by sale, transfer or shut-down, and the Company will focus solely on the container leasing business. The Company may incur sale, transfer, or shut-down charges related to the exit of the rail and logistics businesses, including potential non-cash impairment charges, employee-related costs, legal and deal structuring expenses, and other cash and non-cash charges. Although the Company cannot provide a reasonable estimate at this time of the amount of these charges or the required cash expenditures, or the net proceeds from any sale, these non-cash charges, cash expenditures, and net proceeds could be significant.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 12, 2020, in connection with the announcement of the termination of its formal strategic alternatives review process, the Board decided to terminate Victor M. Garcia as President and Chief Executive Officer of the Company, effective immediately. On June 14, 2020, Mr. Garcia resigned from the Board. The Board has commenced an active search process for a permanent replacement for its Chief Executive Officer.

On June 12, 2020, the Board promoted Timothy B. Page to Executive Vice President, and Interim President and Chief Executive Officer of the Company, and on June 14, 2020, following the resignation of Mr. Garcia from the Board, the Board appointed Mr. Page to the Board as a Class I director, each effective immediately. Mr. Page will continue to perform his duties as Chief Financial Officer of the Company in connection with this new role. As an officer of the Company and not an independent director under New York Stock Exchange listing standards, Mr. Page will not initially serve on any committees of the Board.

In connection with his promotion, the Board increased Mr. Page's base salary to \$550,000 and awarded a \$200,000 cash retention bonus, payable in two equal installments in certain time periods following the hiring of a permanent Chief Executive Officer. The Board also granted Mr. Page restricted stock units with a value of \$200,000 of common stock of the Company. The restricted stock units will vest upon the earlier of (i) 12 months from the grant date, or (i) the hiring of a permanent chief financial officer (only after the hiring of a permanent chief executive officer). Mr. Page will continue to be eligible for a target annual incentive bonus at 50% of base salary, and will generally continue with the same other benefits applicable to executive officers of the Company.

Item 7.01. Regulation FD Disclosure.

On June 15, 2020, the Company issued a press release announcing the termination of its formal strategic alternatives review process, management changes and its intention to initiate a regular future cash dividend. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit No.	Description
99.1	Press Release issued by CAI International, Inc., dated June 15, 2020.

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 15, 2020

By: /s/ Timothy B. Page

Name: Timothy B. Page

Title: Executive Vice President, and Interim President and Chief
Executive Officer

CAI International, Inc. Announces Termination of Strategic Process, Initiation of Regular Dividends and Management Change

SAN FRANCISCO – June 15, 2020 – CAI International, Inc. ("CAI" or the "Company") (NYSE: CAI) announces the termination of its formal strategic alternatives review process. As a result of the strategic process, the Company and its Board of Directors ("Board") believe that the Company can best maximize shareholder value by focusing on its profitable core container business and that current market conditions are not conducive to a transaction beneficial to shareholders.

The Company previously announced on December 16, 2019 that it was involved in a comprehensive effort to identify, examine and consider strategic alternatives available to it, with the objective of maximizing shareholder value. In connection with this process, CAI retained a financial advisor, Centerview Partners, to assist CAI in conducting an extensive and thorough strategic review that included a broad marketing effort to solicit interest in a sale of the Company. During the strategic review process the Company received multiple expressions of interest regarding a sale of all or a portion of the Company. However, given the current market volatility and instability, which was cited by a number of bidders, none of the expressions of interest were determined to be in the best interest of the Company's shareholders, as the Board concluded that all of the expressions of interest undervalued the Company based upon its assets, operations and prospects for growth.

The Company and the Board are committed to exiting the rail and logistics businesses, enabling the Company to focus solely on the container leasing business. Based on CAI's current substantial free cash flow generation and the Board's confidence in the Company's future growth and profitable operations as a pure play container leasing business, the Board has approved the initiation of regular cash dividends on its common stock at the rate of \$0.25 per share per quarter, equivalent to \$1.00 per share annually. The Board intends to commence paying regular quarterly dividends in the third quarter of 2020, with a declaration of the first dividends coincident with the Company's second quarter earnings release.

CAI also announces a change in leadership. On June 12, 2020, Timothy Page, the Company's Chief Financial Officer, was appointed Executive Vice President and Interim President and Chief Executive Officer to succeed Victor Garcia. On June 14, 2020, Mr. Garcia submitted his resignation as a member of the Company's Board, and Mr. Page was subsequently appointed by the Board to fill the vacated seat until the next annual meeting, at which time the Board has recommended to the shareholders that Mr. Page be elected to the Board. The Company is in the process of an active search for a permanent CEO.

David Remington, CAI's Board Chair commented: "We are grateful to Victor for his many contributions to CAI. Since 2011 he has led CAI as President and CEO. On behalf of the Board, I thank Victor for his many years of service and contributions and wish him well in the future."

About CAI International, Inc.

CAI is one of the world's leading transportation finance companies. As of March 31, 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.

Forward-Looking Statements

This press release contains forward-looking statements regarding future events and the future performance of CAI, including but not limited to: management's business outlook, the intended sale of the rail and logistics businesses, and the initiation of future cash dividends. These statements and others herein are forward-looking statements within the meaning of the safe harbor provisions of Section 21E of the Securities Exchange Act of 1934, as amended, and involve risks and uncertainties that could cause actual results of operations and other performance measures to differ materially from current expectations including, but not limited to: utilization rates, expected economic conditions, expected growth of international trade, availability of credit on commercially favorable terms or at all, customer demand, container investment levels, container prices, lease rates, increased competition, volatility in exchange rates, growth in world trade and world container trade, the ability of CAI to convert letters of intent with its customers to binding contracts, potential to sell CAI's securities to the public and others.

CAI refers you to the documents that it has filed with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended December 31, 2019, its Quarterly Reports on Form 10-Q and its Current Reports on Form 8-K. These documents contain additional important factors that could cause actual results to differ from current expectations and from forward-looking statements contained in this press release. Furthermore, CAI is under no obligation to (and expressly disclaims any such obligation to) update or alter any of the forward-looking statements contained in this press release whether as a result of new information, future events or otherwise, unless required by law.

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