



**Item 2.02 Results of Operations and Financial Condition.**

On May 4, 2010, CAI International, Inc. issued a press release announcing its earnings for the first quarter ended March 31, 2010. A copy of the press release is furnished with this report as Exhibit 99.1 and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits**

( c ) Exhibits

99.1 Press release issued by CAI International, Inc. dated May 4, 2010.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CAI International, Inc.**

(Registrant)

Date **May 4, 2010**

**/s/ Victor M. Garcia**

Victor M. Garcia

Senior Vice President and Chief Financial Officer