

CAI International, Inc.

Form 8-K

May 08, 2009

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

Date of Report (Date of earliest event reported) **May 7, 2009**

CAI International, Inc.

(Exact name of registrant as specified in its charter)

Delaware **001-33388** **94-3109229**

(State or other jurisdiction (Commission (I.R.S. Employer

of incorporation) File Number) Identification No.)

One Embarcadero Center, Suite 2101, San Francisco, California **94111**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(415) 788-0100**

(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))

Item 2.02. Results of Operations and Financial Condition.

On May 7, 2009, CAI International, Inc. issued a press release announcing its results of operations for the quarter ended March 31, 2009. A copy of the press release is furnished with this report as Exhibit 99.1.

The information in this Current Report on Form 8-K, including the attached exhibit, shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

Information to Be Included in the Report

(c) Exhibits

99.1 Press release issued by CAI International, Inc. dated May 7, 2009.

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 7, 2009**

/s/ Victor M. Garcia

Victor M. Garcia

Senior Vice President and Chief Financial Officer