

CAI International, Inc.

Form 8-K

April 26, 2011

**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) **April 26, 2011**

**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.)

**Stuart Tower, 1 Market Plaza, Suite 900, San Francisco, California**    **94105**

(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))

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

On April 26, 2011, CAI International, Inc. issued a press release announcing its earnings for the first quarter ended March 31, 2011. A copy of the press release is furnished with this report as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

( c ) Exhibits

99.1 Press release issued by CAI International, Inc. dated April 26, 2011.

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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: **April 26, 2011**

**/s/Gary M. Sawka**

Gary M. Sawka

Interim Chief Financial Officer