

CAI International, Inc.  
Form 8-K  
February 27, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) February 27, 2014

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**CAI International, Inc.**

(Exact name of registrant as specified in its charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| <b>Delaware</b>                                   | <b>001-33388</b>         | <b>94-3109229</b>                    |
| (State or other jurisdiction<br>of incorporation) | (Commission File Number) | (IRS Employer Identification<br>No.) |

**Stuart Tower, 1 Market Plaza, Suite 900**

|   |              |
|---|--------------|
| <b>San Francisco, California</b>        | <b>94105</b> |
| (Address of principal executive office) | (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 7.01. Regulation FD Disclosure.**

On February 27, 2014, CAI International, Inc. (CAI) issued a press release announcing that its Board of Directors has approved a stock repurchase program, authorizing CAI to repurchase up to one million five hundred thousand shares of its outstanding common stock. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press release issued by CAI International, Inc. dated February 27, 2014.

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**SIGNATURE**

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

**CAI International, Inc.**  
(Registrant)

**February 27, 2014**    **/s/ Timothy B. Page**  
(Date)                    Timothy B. Page  
   *Chief Financial Officer*