

CAI International, Inc.
Form 8-A12B
August 14, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

CAI International, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-3109229
(I.R.S. employer
identification no.)

Stuart Tower
1 Market Plaza, Suite 900

San Francisco, CA
(Address of principal executive offices)

94105
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|--|--|
| 8.50% Series B Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Stock, par value \$0.0001 per share | New York Stock Exchange |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

**Securities Act registration statement or Regulation A offering statement file number to which this form relates:
333-217915**

Securities to be registered pursuant to Section 12(g) of the Act: None.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

CAI International, Inc. (the Company) hereby incorporates by reference herein the description of its 8.50% Series B Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Stock, par value \$0.0001 per share (the Series B Preferred Stock), to be registered hereunder, set forth under the heading "Description of Series B Preferred Stock" in the Company's prospectus supplement, dated August 6, 2018, to the prospectus, dated June 2, 2017 (the Prospectus), constituting part of the Registration Statement on Form S-3 (File No. 333-217915) of the Company, filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the Securities Act), the related information under the heading "Description of Capital Stock" in the Prospectus, and any description included in a form of prospectus supplement subsequently filed by the Company under Rule 424(b) under the Securities Act.

Item 2. Exhibits.

The following exhibits are incorporated by reference in this Registration Statement.

Exhibit

| Exhibit No. | Description |
|-------------|--|
| 3.1 | <u>Amended and Restated Certificate of Incorporation of CAI International, Inc. (incorporated by reference to Exhibit 3.1 of the Company's Registration Statement on Form S-1, as amended, File No. 333-140496, filed on April 24, 2007).</u> |
| 3.2 | <u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of CAI International, Inc., dated June 4, 2018 (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K, filed on June 5, 2018).</u> |
| 3.3 | <u>Certificate of Designations of Rights and Preferences of 8.50% Series B Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Stock, dated August 10, 2018 (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K, filed on August 10, 2018).</u> |
| 3.4 | <u>Amended and Restated Bylaws of CAI International, Inc. (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K, filed on March 10, 2009).</u> |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: August 13, 2018

CAI INTERNATIONAL, INC.

By /s/ Timothy B. Page
Name: Timothy B. Page
Title: Chief Financial Officer