

CAI International, Inc.  
Form 8-K  
May 02, 2018

**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**

**May 1, 2018**  
Date of Report (Date of earliest event reported)

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**CAI International, Inc.**  
(Exact name of registrant as specified in its charter)

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

**Steuart Tower, 1 Market Plaza, Suite 900, San Francisco, CA 94105**  
(Address of principal executive offices, including ZIP Code)

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

**N/A**  
(Former name or former address, if changed since last report)

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 1.01. Entry into a Material Definitive Agreement.**

On May 1, 2018, CAI International, Inc. (the “Company”) entered into a stock repurchase agreement (the “Stock Repurchase Agreement”) with an affiliate of Andrew S. Ogawa, a member of the Company’s Board of Directors (the “Board of Directors”), pursuant to which the Company is repurchasing 1,225,214 shares of its common stock from the affiliate of Mr. Ogawa at \$22.81 per share. The Stock Repurchase Agreement contains customary representations, warranties and covenants. As Mr. Ogawa is a related party, this transaction was reviewed and approved by the Audit Committee of the Board of Directors.

The foregoing description of the Stock Repurchase Agreement does not purport to be complete and is subject to, and is qualified in its entirety by reference to, the full text of the document which is attached hereto as Exhibit 10.1 to this Current Report on Form 8-K, and is incorporated herein by reference.

On May 1, 2018, the Company issued a press release to announce the purchase of the shares from the affiliate of Mr. Ogawa. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

Exhibit No.   Description

10.1   Stock Repurchase Agreement, dated May 1, 2018, between CAI International, Inc. and the Ogawa Family Trust dated 7/6/98.

99.1   Press Release dated May 1, 2018.

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**SIGNATURES**

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

**CAI INTERNATIONAL, INC.**

Dated: May 1, 2018 By/s/ Timothy B. Page

Name: Timothy B. Page

Title: Chief Financial Officer