

CAI International, Inc.  
Form 8-K  
April 10, 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**

April 9, 2009

Date of Report (Date of earliest event reported)

**CAI International, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
  
of Incorporation)

**001-33388**  
(Commission  
  
File No.)

**94-3109229**  
(IRS Employer  
  
Identification No.)

**One Embarcadero Center, Suite 2101, San Francisco, CA**  
(Address of principal executive offices)

**(415) 788-0100**

**94111**  
(Zip Code)

(Registrant's telephone number, including area code)

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:

## Edgar Filing: CAI International, Inc. - Form 8-K

- .. Written communication 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 1.02 Termination of a Material Definitive Agreement**

On April 9, 2009, Mr. Hiromitsu Ogawa, the founder and Executive Chairman of CAI International, Inc. (the **Company** ), announced his intention to retire from his position as an executive officer of the Company effective with, and conditioned upon, his reelection to the Board of Directors at the Company's Annual Meeting of Stockholders on June 5, 2009. In connection with such retirement Mr. Ogawa will terminate the Amended and Restated Employment Agreement dated as of December 31, 2008 between him and the Company. Mr. Ogawa intends to remain actively involved with the Company as the Chairman of the Board of Directors.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

The disclosure under Item 1.02 above is incorporated herein by reference.

**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: April 10, 2009

By: /s/ Victor M. Garcia  
Name: Victor M. Garcia  
Title: Senior Vice President and Chief Financial Officer