

CAI International, Inc.  
Form 8-K  
September 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)      September 26, 2011

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

Delaware  
(State or other jurisdiction  
of incorporation)

001-33388  
(Commission  
File Number)

94-3109229  
(I.R.S. Employer  
Identification No.)

Steuart Tower, 1 Market Plaza, Suite 900, San Francisco,  
California  
(Address of principal executive offices)

94105  
(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 240.13a-4(c))
- 
-



Item 7.01. Regulation FD Disclosure .

On September 26, 2011, 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 shares of its outstanding common stock. A copy of the September 26, 2011 press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

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

---

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.

/s/ Timothy B. Page  
Timothy B. Page  
Chief Financial Officer

Date September 26, 2011

---