

CAI International, Inc.

Form 8-K

April 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) **April 26, 2011**

CAI International, Inc.

(Exact name of registrant as specified in its charter)

Delaware **001-33388** **94-3109229**

(State or other jurisdiction (Commission (I.R.S. Employer
of incorporation) File Number) Identification No.)

Stuart Tower, 1 Market Plaza, Suite 900, San Francisco, California **94105**

(Address of principal executive offices) (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))

Item 2.02. Results of Operations and Financial Condition.

On April 26, 2011, CAI International, Inc. issued a press release announcing its earnings for the first quarter ended March 31, 2011. A copy of the press release is furnished with this report as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

99.1 Press release issued by CAI International, Inc. dated April 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.

(Registrant)

Date: **April 26, 2011**

/s/Gary M. Sawka

Gary M. Sawka

Interim Chief Financial Officer