

SeaCube Container Leasing Ltd.

Form 8-K

May 23, 2012

**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): May 23, 2012 (May 23, 2012)**

**SeaCube Container Leasing Ltd.**

(Exact name of registrant as specified in its charter)

|  |                          |                                   |
|--|--------------------------|-----------------------------------|
| Bermuda  | 001-34931                | 98-0655416                        |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

|  |            |
|--|------------|
| 1 Maynard Drive                          |            |
| Park Ridge, New Jersey                   | 07656      |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code (201) 391-0800

(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 (see General Instruction A.2. below):

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))

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**Item 5.07 Submission of Matters to a Vote of Security Holders**

- a) On May 23, 2012, SeaCube Container Leasing Ltd. (the “Company”) held its Annual General Meeting of Shareholders (“AGM”).
- b) As indicated below, the shareholders elected all of the Company’s nominees for director and ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2012, including authorizing the directors of the Company, acting by the Audit Committee, to determine the independent registered public accounting firm’s fees for 2012 and ratifying the determination made by the directors of the Company, acting by the Audit Committee, of the independent registered public accounting firm’s fees for 2011.
- 1) Election of Directors.

|                     | <b>FOR</b> | <b>WITHHELD</b> | <b>BROKER<br/>NON-VOTES</b> |
|---------------------|------------|-----------------|-----------------------------|
| Jonathan G. Atkeson | 15,476,230 | 461,131         | 2,375,433                   |
| Donald P. Hamm      | 14,951,496 | 985,865         | 2,375,433                   |
| Martin Tuchman      | 15,753,457 | 183,904         | 2,375,433                   |

2) Ratification of the Appointment of Ernst & Young LLP

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> |
|------------|----------------|----------------|
| 18,296,507 | 11,575         | 4,712          |

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SIGNATURE

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.

SEACUBE CONTAINER LEASING LTD.  
(Registrant)

By: /s/ Stephen P. Bishop  
Stephen P. Bishop  
Chief Operating Officer and Chief Financial Officer

Date: May 23, 2012