

CAI International, Inc.  
Form 8-A12B  
March 28, 2007

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**CAI INTERNATIONAL, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

**94-3298884**

(State of Incorporation or Organization)

(I.R.S. Employer Identification No.)

**One Embarcadero Center**

**Suite 2101**

**San Francisco, CA**

**94111**

(Address of Principal Executive Offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.                     x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.                     ..

Securities Act registration statement file number to which this form relates: **333-140496**

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class

Name of Each Exchange on Which

to be so Registered

Each Class is to be Registered

**Common stock, par value \$0.0001 per share**

**New York Stock Exchange**

Securities to be registered pursuant to Section 12(g) of the Act: **None**



**Item 1. Description of Registrant's Securities to be Registered**

The description of the common stock to be registered hereunder set forth under the heading "Description of Capital Stock," in the prospectus constituting part of the Registrant's Registration Statement on Form S-1 (File No. 333-140496), originally filed with the Securities and Exchange Commission on February 7, 2007, as amended, is incorporated by reference in response to this item.

**Item 2. Exhibits**

The following exhibits are filed as a part of this registration statement:

<b>Exhibit No.</b>	<b>Description</b>
3.1*	Amended and Restated Certificate of Incorporation of CAI International, Inc.
3.2*	Amended and Restated Bylaws of CAI International, Inc.
4.1*	Form of Common Stock Certificate.

\* Incorporated by reference to the exhibit of the same number in the Registration Statement on Form S-1 (File No. 333-140496), originally filed with the Securities and Exchange Commission on February 7, 2007, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

CAI INTERNATIONAL, INC.

/s/ MASAOKI NISHIBORI

Masaaki Nishibori  
President and Chief Executive Officer

Dated: March 28, 2007

**EXHIBIT INDEX**

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3.1*	Amended and Restated Certificate of Incorporation of CAI International, Inc.
3.2*	Amended and Restated Bylaws of CAI International, Inc.
4.4*	Form of Common Stock Certificate.

\* Incorporated by reference to the exhibit of the same number in the Registration Statement on Form S-1 (File No. 333-140496), originally filed with the Securities and Exchange Commission on February 7, 2007, as amended.