

CAI International, Inc.  
Form DEF 14A  
April 27, 2010

## **SCHEDULE 14A**

**(Rule 14A-101)**

### **INFORMATION REQUIRED IN PROXY STATEMENT**

#### **SCHEDULE 14A INFORMATION**

#### **Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**CAI INTERNATIONAL, INC.**

(Name of Registrant as Specified In Its Charter)



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5. Total fee paid:

“ Fee paid previously with preliminary materials.

“ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid:

2. Form, Schedule or Registration Statement No.:

3. Filing Party:

4. Date Filed:

**CAI INTERNATIONAL, INC.**

**One Embarcadero Center**

**Suite 2101**

**San Francisco, CA 94111**

**(415) 788-0100**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**Time and Date**

10:00 a.m. Pacific Daylight Time on June 4, 2010.

**Place**

The offices of Perkins Coie LLP, located at 101 Jefferson Drive, Menlo Park, California 94025.

**Items of Business**

1. To elect two directors nominated by the Board of Directors to serve for the ensuing three years and until their successors are elected.
2. To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010.
3. To consider any other business that may properly come before the meeting.

**Adjournments and Postponements**

Any action on the items of business described above may be considered at the Annual Meeting at the time and on the date specified above or at any time and date to which the Annual Meeting may be properly adjourned and postponed.

The foregoing items of business are more fully described in the Proxy Statement accompanying this notice.

**Record Date**

Only stockholders of record at the close of business on April 14, 2010 are entitled to vote at the Annual Meeting or any postponement or adjournment of the meeting. As of that date, there were 17,917,176 shares of common stock outstanding. There were 29 registered stockholders on the record date. A list of stockholders of record will be maintained and open for examination by any of our stockholders, for any purpose relating to the Annual Meeting, during regular business hours at the address listed above for ten days prior to the meeting.

**Voting**

As owners of CAI, your vote is important. Whether or not you are able to attend the Annual Meeting in person, it is important that your shares be represented. Please read this proxy statement and submit your proxy or voting instructions as soon as possible. You may submit your proxy for the annual meeting by completing, signing, dating and returning your proxy card in the pre-addressed envelope provided, or by following the instructions on your voting instruction card. For specific instructions on how to vote your shares, please refer to the section entitled Questions and Answers About the Proxy Materials and the Annual Meeting beginning on page 1 of the proxy statement and the instructions on the proxy card or voting instruction card. You may attend the meeting in person even though you have sent in your proxy or voting instruction card.

This proxy statement is first being sent to stockholders on or about April 26, 2010.

On behalf of our Board of Directors, thank you for your participation in this important annual process.

By Order of the Board of Directors,

/s/ Victor Garcia  
Victor Garcia  
Senior Vice President and Chief Financial Officer

San Francisco, California

April 26, 2010

**Important Notice Regarding the Availability of Proxy Materials  
for the Annual Meeting of Stockholders to Be Held on June 4, 2010.  
This Proxy Statement and the 2009 Annual Report are available at:  
<http://investor.capps.com/annual-proxy.cfm>**

**CAI INTERNATIONAL, INC.**

**One Embarcadero Center, Suite 2101**

**San Francisco, California 94111**

**PROXY STATEMENT**

**For Annual Meeting of Stockholders**

**To Be Held on June 4, 2010**

**QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND THE ANNUAL MEETING**

***Q: Why am I receiving these materials?***

**A:** The Board of Directors of CAI International, Inc. is providing these proxy materials for you in connection with CAI's Annual Meeting of Stockholders, which will take place on Friday, June 4, 2010. As a stockholder, you are invited to attend the Annual Meeting and are entitled to and requested to vote on the items of business described in this proxy statement.

***Q: What is included in these materials?***

**A:** These materials include:

Our proxy statement for the Annual Meeting;

Our 2009 Annual Report to Stockholders, which includes our audited consolidated financial statements; and

The proxy card for the Annual Meeting.

***Q: What items will be voted on at the Annual Meeting?***

**A:** The items that will be voted on at the Annual Meeting are:

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1. The election of two directors nominated by the Board of Directors;
2. To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010; and
3. Any other business that may properly come before the Annual Meeting.

***Q: What are our Board of Directors' voting recommendations?***

**A:** Our Board recommends that you vote your shares FOR the nominees to the Board and FOR the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010.

***Q: Where will the Annual Meeting be held?***

**A:** The Annual Meeting will be held at the offices of Perkins Coie LLP located at 101 Jefferson Drive, Menlo Park, California 94025.

***Q: Where are CAI's principal executive offices located, and what is CAI's main telephone number?***

**A:** CAI's principal executive offices are located at One Embarcadero Center, Suite 2101, San Francisco, California 94111. CAI's main telephone number is (415) 788-0100.

**Q:** *What information is contained in the proxy statement?*

**A:** The information included in the proxy statement relates to the proposals to be voted on at the Annual Meeting, the voting process, the compensation of directors and most highly paid executive officers, and certain other required information.

**Q:** *How may I obtain CAI's Annual Report on Form 10-K filed with the SEC?*

**A:** CAI's Annual Report on Form 10-K for the year ended December 31, 2009 is included in CAI's 2009 Annual Report to Stockholders. Stockholders may request an additional free copy of CAI's Annual Report on Form 10-K for the year ended December 31, 2009 from:  
**CAI International, Inc.**

**Attn: Investor Relations**

**One Embarcadero Center, Suite 2101**

**San Francisco, California 94111**

**Phone: (415) 788-0100**

**Fax: (415) 788-3430**

CAI will also furnish any exhibit to the Form 10-K if specifically requested. Copies of CAI's Annual Report on Form 10-K for the year ended December 31, 2009 are also available in the SEC Filings portion of the Investor Relations section of our website at [www.caiintl.com](http://www.caiintl.com) and in the SEC's EDGAR database on the SEC's website at [www.sec.gov](http://www.sec.gov).

**Q:** *What shares can I vote?*

**A:** Each share of CAI common stock issued and outstanding as of the close of business on April 14, 2010, the Record Date, is entitled to be voted on all items being voted upon at the Annual Meeting. You may vote all shares owned by you as of this time, including (1) shares held directly in your name as the stockholder of record, and (2) shares held for you as the beneficial owner through a broker, trustee or other nominee such as a bank. On the Record Date we had 17,917,176 shares of common stock issued and outstanding.

**Q:** *What is the difference between holding shares as a stockholder of record and as a beneficial owner?*

**A:** Most CAI stockholders hold their shares through a broker or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

**Stockholder of Record**

If your shares are registered directly in your name with CAI's transfer agent, Computershare Stockholder Services, Inc., you are considered, with respect to those shares, the stockholder of record, and these proxy materials are being sent directly to you by CAI. As the stockholder of record, you have the right with these proxy materials to grant your voting proxy directly to CAI or to vote in person at the meeting. CAI has enclosed or sent a proxy card for you to use in granting your voting proxy to CAI.

**Beneficial Owner**

If your shares are held in a brokerage account (in street name) or by another person on your behalf, you are considered the beneficial owner of those shares, and these proxy materials are being forwarded to you by your broker or other nominee together with a voting instruction card. As



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the beneficial owner, you have the right to direct your broker, trustee or nominee how to vote your shares, and you are also invited to attend the Annual Meeting.

Since a beneficial owner is not the stockholder of record, you may not vote your shares in person at the meeting unless you obtain a legal proxy from the broker, trustee or nominee that holds your shares, giving you the right to vote the shares at the meeting. Your broker, trustee or nominee has enclosed or provided voting instructions for you to use in directing the broker, trustee or nominee how to vote your shares.

**Q: *How can I attend the Annual Meeting?***

**A:** You are entitled to attend the Annual Meeting only if you were a CAI stockholder as of the close of business on April 14, 2010, or you hold a valid proxy for the Annual Meeting.

**Q: *How can I vote my shares in person at the Annual Meeting?***

**A:** Shares held in your name as the stockholder of record may be voted in person at the Annual Meeting. Shares held beneficially in street name may be voted in person only if you obtain a legal proxy from the broker, trustee or nominee that holds your shares giving you the right to vote the shares. *Even if you plan to attend the Annual Meeting, we recommend that you also submit your proxy or voting instructions as described below so that your vote will be counted if you later decide not to attend the meeting.*

**Q: *How can I vote my shares without attending the Annual Meeting?***

**A:** Whether you hold shares directly as the stockholder of record or beneficially in street name, you may direct how your shares are voted by proxy without attending the Annual Meeting. Stockholders of record of CAI common stock may submit proxies by completing, signing and dating their proxy cards and mailing them in the accompanying pre-addressed envelopes. CAI stockholders who are the beneficial owners of shares held in a brokerage account, or by another person on their behalf, may vote by mail by completing, signing and dating the voting instruction card provided by their broker, trustee or nominee and mailing it in the accompanying pre-addressed envelope.

**Q: *Can I change my vote?***

**A:** You may change your vote at any time prior to the vote at the Annual Meeting. If you are the stockholder of record, you may change your vote by submitting a new proxy bearing a later date (which automatically revokes the earlier proxy), by providing a written notice of revocation of your proxy to CAI's Secretary prior to your shares being voted or by attending the Annual Meeting and voting in person. Attendance at the meeting will not cause your previously granted proxy to be revoked unless you specifically so request. If you are the beneficial owner of shares held in a brokerage account, or that are held by another person on your behalf, you may change your vote by submitting new voting instructions to your broker, trustee or nominee as provided in the voting instruction card, or, if you have obtained a legal proxy from your broker or nominee giving you the right to vote your shares, by attending the meeting and voting in person.

**Q: *Who can help answer my questions?***

**A:** If you have any questions about the Annual Meeting or how to vote or revoke your proxy, you should contact:  
**CAI International, Inc.**

**Attn: Investor Relations**

**One Embarcadero Center, Suite 2101**

**San Francisco, California 94111**

**Fax: (415) 788-3430**

If you need additional copies of this proxy statement or voting materials, please contact CAI as described above.

**Q:** *Is my vote confidential?*

**A:** Proxy instructions, ballots and voting tabulations that identify individual stockholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within CAI or to third parties, except: (1) as necessary to meet applicable legal requirements, (2) to allow for the tabulation of votes and certification of the vote, and (3) to facilitate a successful proxy solicitation. Occasionally, stockholders provide written comments on their proxy cards, which are forwarded to CAI management.

**Q: *How many shares must be present or represented to conduct business at the Annual Meeting?***

**A:** The quorum requirement for holding the Annual Meeting and transacting business is that holders of a majority of shares of CAI common stock entitled to vote must be present in person or represented by proxy. Both abstentions and broker non-votes are counted for the purpose of determining the presence of a quorum.

**Q: *How are votes counted?***

**A:** In the election of directors, you may vote **FOR** all of the nominees or your vote may be **WITHHELD** with respect to one or more of the nominees.

For any other item of business, you may vote **FOR**, **AGAINST** or **ABSTAIN**. If you **ABSTAIN**, the abstention has the same effect as a vote **AGAINST**. If you provide specific instructions in your proxy card or voting instruction card with regard to a certain item, your shares will be voted as you instruct on such items. If you are a stockholder of record and you sign and return your proxy card, without giving specific instructions, your shares will be voted in accordance with the recommendations of the Board ( **FOR** CAI's nominee to the Board, **FOR** the proposal to ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010) and in the discretion of the proxy holders on any other matters that properly come before the meeting.

**Q: *What is the voting requirement to approve each of the proposals?***

**A:** Directors are elected by a plurality of the votes cast, provided that a majority of the shares of common stock are present or represented and entitled to vote at the Annual Meeting. The candidates who receive the greatest number of votes will be elected directors.

Abstentions are shares that abstain from voting on a particular matter. Under Delaware law, abstentions effectively count as being present for purposes of determining whether a quorum of shares is present at a meeting. Abstentions have no effect on Proposal No. 1, election of directors, since approval by a percentage of the shares present or outstanding is not required. Abstentions will have the same effect as a vote against Proposal No. 2.

Under the rules of the NYSE, if your broker holds your shares in its name (also known as **street name**), the broker is permitted to vote your shares on **discretionary** matters, even if it does not receive voting instructions from you. Prior to 2010, the election of directors was considered a routine matter for which brokers were permitted to vote your shares. Beginning this year, brokers are no longer permitted to vote your shares for the election of directors. Therefore, we urge you to give voting instructions to your broker on all voting items. Shares that are not permitted to be voted by your broker are called **broker non-votes**. Broker non-votes are not considered votes for or against a proposal and therefore will have no direct impact on any proposal.

**Q: *Is cumulative voting permitted for the election of directors?***

**A:** No. Each share of CAI's common stock outstanding as of the close of business on April 14, 2010 is entitled to one vote on each matter that may come before the Annual Meeting.

**Q: *What happens if additional matters are presented at the Annual Meeting?***

**A:** Other than the items of business described in this proxy statement, we are not aware of any other business to be acted upon at the Annual Meeting. If you grant a proxy, the persons named as proxy holders will have the discretion to vote your shares on any additional matters properly presented for a vote at the meeting. If for any reason one of our nominees is not available as a candidate for director, the persons named as proxy holders will vote your proxy for such other candidate as may be nominated by the Board, unless the Board chooses to reduce the number of directors serving on the Board.



**Q:** *Who will serve as inspector of elections?*

**A:** The inspector of elections will be Victor Garcia, Senior Vice President, Chief Financial Officer and Secretary of CAI.

**Q:** *What should I do if I receive more than one set of voting materials?*

**A:** You may receive more than one set of voting materials, including multiple copies of this proxy statement and multiple proxy cards or voting instruction cards. For example, if you hold your shares in more than one brokerage account, you may receive a separate voting instruction card for each brokerage account in which you hold shares. If you are a stockholder of record and your shares are registered in more than one name, you will receive more than one proxy card. Please complete, sign, date and return each CAI proxy card and voting instruction card that you receive.

**Q:** *How may I obtain a separate set of voting materials?*

**A:** If you share an address with another stockholder, you may receive only one set of proxy materials (including our annual report to stockholders and proxy statement) unless you have provided contrary instructions. If you wish to receive a separate set of proxy materials now or in the future, we will promptly deliver a separate copy of these materials to you upon written or oral request made to us:

**CAI International, Inc.**

**Attn: Investor Relations**

**One Embarcadero Center, Suite 2101**

**San Francisco, California 94111**

**Phone: (415) 788-0100**

**Fax: (415) 788-3430**

Similarly, if you share an address with another stockholder and have received multiple copies of our proxy materials, you may write to us at the above address or fax number to request delivery of a single copy of these materials.

**Q:** *Who will bear the cost of soliciting votes for the Annual Meeting?*

**A:** CAI is making this solicitation and will pay the entire cost of preparing, assembling, printing, mailing and distributing these proxy materials and soliciting votes. In addition to mailing these proxy materials, proxies or votes may be solicited in person, by telephone or by electronic communication by our directors, officers and employees, who will not receive any additional compensation for such solicitation activities. Upon request, we will reimburse brokerage houses and other custodians, nominees and fiduciaries for forwarding proxy and solicitation materials to stockholders.

**Q:** *Where can I find the voting results of the Annual Meeting?*

**A:** We intend to announce preliminary voting results at the Annual Meeting and publish final results in a Current Report on Form 8-K, which we expect to file with the Securities and Exchange Commission, or SEC, within four business days following the Annual Meeting.

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**Q:** *What is the deadline to propose actions for consideration at next year's Annual Meeting of Stockholders or to nominate individuals to serve as directors?*

**A:** You may submit proposals, including director nominations, for consideration at future stockholder meetings.

**Stockholder Proposals:** For a stockholder proposal to be considered for inclusion in CAI's proxy statement for the Annual Meeting next year, the written proposal must be received by CAI's Secretary at our principal executive offices no later than December 28, 2010. If the date of next year's Annual Meeting is moved more

than 30 days before or after the anniversary date of this year's Annual Meeting, the deadline for inclusion of proposals in CAI's proxy statement is instead a reasonable time before we begin to print and mail our proxy materials. Such proposals must also comply with our bylaws provisions regarding business to be brought before a stockholder meeting and SEC regulations regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Proposals should be addressed to:

**CAI International, Inc.**

**Attn: Victor Garcia**

**One Embarcadero Center, Suite 2101**

**San Francisco, California 94111**

**Fax: (415) 788-3430**

For a stockholder proposal that is not intended to be included in CAI's proxy statement as described above, the stockholder must deliver a proxy statement and form of proxy to holders of a sufficient number of shares of CAI common stock to approve that proposal, provide the information required by CAI's bylaws and give timely notice to CAI's Secretary in accordance with CAI's bylaws, which, in general, require that the notice be received by CAI's Secretary:

not earlier than the close of business on February 4, 2011; and

not later than the close of business on March 8, 2011.

**Nomination of Director Candidates:** You may propose director candidates for consideration by the Board's Nominating and Corporate Governance Committee. Any such recommendations should include the nominee's name and qualifications for Board membership and should be directed to the Chair of CAI's Nominating and Corporate Governance Committee by fax or mail addressed to:

**CAI International, Inc.**

**Attn: Chair of the Nominating and Corporate Governance Committee**

**One Embarcadero Center, Suite 2101**

**San Francisco, California 94111**

**Fax: (415) 788-3430**

In addition, CAI's bylaws permit stockholders to nominate directors for election at an annual stockholder meeting. To nominate a director, the stockholder must deliver to CAI's Secretary timely notice in accordance with CAI's bylaws, which require that the notice be received by CAI's Secretary within the time period described above under Stockholder Proposals. Pursuant to CAI's bylaws, the notice must include, among other things, the information that would be required in a proxy statement or other filings required to be made in connection with soliciting proxies for the election of that nominee in a contested election pursuant to Section 14 of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, disclosure of specified compensatory and other material relationships between the stockholder proponent and its affiliates, on the one hand, and the director nominees and their affiliates, on the other hand, disclosure of all ownership interests in the Company held by the stockholder proponent, including, among other things, all ownership interests, hedges, economic incentives and rights to vote any shares of any security of the Company, in light of increased use by investors of derivative instruments that are not reflected in an investor's beneficial ownership of the Company's securities, and a completed director questionnaire provided by each nominee for election or reelection to the Board. The notice should be addressed to CAI's Secretary as follows:

**CAI International, Inc.**

**Attn: Victor Garcia**



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**One Embarcadero Center, Suite 2101**

**San Francisco, California 94111**

**Fax: (415) 788-3430**

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**Copy of Bylaw Provisions:** If you wish to make a proposal or nominate a director, you are advised to review CAI's bylaws regarding the requirements that must be satisfied in order for a stockholder proposal or director nomination to be considered at an Annual Meeting. You may contact CAI's Secretary as indicated above for a copy of the relevant bylaw provisions regarding the requirements for making stockholder proposals and nominating director candidates.

**Q:** *How may I communicate with CAI's Board or the independent directors on CAI's Board?*

**A:** You may submit any communication intended for CAI's Board or the independent directors by directing the communication by mail or fax addressed to:

**CAI International, Inc.**

**Attn: Chairman of the Board**

**One Embarcadero Center, Suite 2101**

**San Francisco, California 94111**

**Fax: (415) 788-3430**

**PROPOSAL NO. 1 ELECTION OF DIRECTORS**

Our Board currently consists of five directors and is divided into three classes: Class I, Class II and Class III. At the Annual Meeting, two Class III directors will be elected to serve for a term of three years and until their successors are elected and qualified, or until the death, resignation or removal of the directors.

Masaaki (John) Nishibori and Gary Sawka have been nominated for election as Class III directors at this Annual Meeting. Proxies will be voted for the election of Mr. Nishibori and Mr. Sawka unless the authority to vote for Mr. Nishibori and Mr. Sawka are withheld. Mr. Nishibori and Mr. Sawka have indicated that they are able and willing to serve if elected. If, however, Mr. Nishibori or Mr. Sawka is unable or declines to serve as a director at the time of the Annual Meeting, the proxies will be voted for any nominee who is designated by the current Board to fill the vacancy. If Mr. Nishibori or Mr. Sawka should be unable or unavailable to serve prior to the election, the Board may recommend another nominee, and Masaaki (John) Nishibori and Victor Garcia, in their capacity as proxy holders, will vote the proxies for the nominee.

There are also three continuing directors. Marvin Dennis is serving as a Class I director until our 2011 annual meeting of stockholders. Hiromitsu Ogawa and William Liebeck are serving as Class II directors until our 2012 annual meeting of stockholders.

There are no arrangements or understandings between any director or executive officer and any other person pursuant to which he or she is or was to be selected as a director or officer of CAI. There are no family relationships among our executive officers and directors.

If you sign your proxy card or voting instruction card, but do not give instructions with respect to the voting of directors, your shares will be voted FOR the person nominated by the Board. If you wish to give specific instructions with respect to voting for directors, you may do so by following the instructions on your proxy card or voting instruction card.

	<b>Age</b>	<b>Director since</b>
<i>Continuing Class I Directors</i>		
<b>Marvin Dennis</b>	72	2007

Marvin Dennis currently serves as the President of Dennis & Company, a financial consulting company he founded in 1996. From 1974 to 1996, Mr. Dennis served as Chief Financial Officer of Trans Ocean Ltd., a maritime container lessor company he co-founded. Mr. Dennis holds a B.S. from the University of Illinois, a J.D. from DePaul University and a M.B.A. from Harvard University. Mr. Dennis brings extensive and deep industry knowledge to the Board, and his experience as financial consultant and Chief Financial Officer of Trans Ocean Ltd. is invaluable with respect to financial and accounting issues.

*Continuing Class II Directors*

<b>Hiromitsu Ogawa</b>	69	1989
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Hiromitsu Ogawa is our founder, Chairman of the Board of Directors of the Company and holder of 41.26% of our common stock. Mr. Ogawa voluntarily resigned from his position as Executive Chairman in June 2009. He is also a partner of Quest Venture Partners since 2008. From 1989 to November 2006, he served as our Chief Executive Officer. Prior to starting our company in 1989, he was with ITEL Containers International Corp., a lessor of cargo containers for use exclusively in international shipping, for 12 years as Vice President of Marketing for Japan/Korea. Earlier in his career, he also held the position of Executive Managing Director of Heublein Japan Co. Ltd., a food and beverage manufacturing and distribution company. He was also Sales Promotion Manager with Coca-Cola Japan Co. Ltd., a manufacturer and seller of soft drinks and related operations. Mr. Ogawa graduated from Kyoto University of Foreign Studies with a B.A. As our founder, largest stockholder and former Chief Executive Officer, Mr. Ogawa has intimate knowledge of the Company and industry which gives him unique insights into the Company's operations, strategic goals, and challenges.

	Age	Director since
<b>William Liebeck</b>	54	2007

William Liebeck is a director and chairman of the Board's Compensation Committee. He is currently a Partner at Crane Street Capital, LLC, a private equity firm, where he is Chief Executive Officer. From the periods 1988 to 1995, 1997 to 2005 and 2007 to 2009, Mr. Liebeck was a Partner at three private equity firms, Equivest Partners, Thoma Cressey Equity Partners and Englefield Capital, LLC, respectively. He also served on the Board of Directors at LECG Corporation (NASDAQ: XPRT), an expert services firm, until December 2009. Mr. Liebeck holds a B.A. from the University of California at Berkeley and an M.B.A. from Stanford University. Mr. Liebeck's extensive knowledge of the capital markets, strategic planning and mergers and acquisitions from his private equity background provides invaluable expertise to our Board in matters regarding the Company's capital requirements and strategic direction.

*Class III Director Nominees*

<b>Masaaki (John) Nishibori</b>	65	1993
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Masaaki (John) Nishibori has been our President and Chief Executive Officer since November 2006 and has served as a member of our board of directors since 1993. Mr. Nishibori was our Senior Vice President and Chief Financial Officer from 1993 to November 2006. From 1973 to 1993, Mr. Nishibori was a commercial banker for The First National Bank of Boston. While with The First National Bank of Boston, Mr. Nishibori served as chief executive officer of Bank of Boston, Italy, Boston Finanziaria, S.p.A and Boston Leasing Italia, S.p.A. and later as Senior Credit Officer of the Specialized Finance Department. From 1970 to 1973, Mr. Nishibori was a management consultant at Arthur D. Little, Inc., an international management consulting firm in Cambridge, Massachusetts. Mr. Nishibori is a graduate of Hitotsubashi University and holds an M.B.A. from Columbia University. In addition to his institutional knowledge from his long tenure of service to the Company and his position as the executive leader of our Company, Mr. Nishibori's significant financial expertise, including extensive experience with capital markets and commercial financing transactions, is invaluable to the Board.

<b>Gary Sawka</b>	63	2007
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Gary M. Sawka has been Senior Vice President, Finance and Chief Financial Officer of Questcor Pharmaceuticals, Inc. (NASDAQ: QCOR), a specialty pharmaceuticals company, since September 2008. From February 2007 to April 2008, he served as Chief Financial Officer and Designated Responsible Individual for Tripath Technology, Inc., a former NASDAQ-listed fabless semiconductor company, during its Chapter 11 reorganization and its reverse merger. From August 2006 to February 2007, he served as a consulting Chief Financial Officer to Tripath Technology, Inc. From 2002 to 2006, Mr. Sawka worked as a financial consultant for several NASDAQ-listed companies. From 2000 to 2001, he served as Executive Vice President and Chief Financial Officer of ePlanning Securities, a national, representative-owned, independent FINRA Broker / Dealer. During the period from 1984 to 2002, Mr. Sawka served as Vice President and Chief Financial Officer of Tvia, Inc. (OTC: TVIA.PK), a fabless semiconductor company, PrimeSource Corporation, an international container leasing company specializing in high service leases, and Itel Containers International Corporation, at the time, the world's largest international container leasing company. Mr. Sawka has an MBA from Harvard University Graduate School of Business Administration and a BS in Accounting from the University of Southern California. Mr. Sawka's extensive management and consulting experience with public companies and with Itel Containers, another international container leasing company, brings valuable financial, operational, governance and strategic expertise to our Board.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS**

**A VOTE FOR THE ELECTION OF THE NOMINEES TO THE BOARD OF DIRECTORS**

**CORPORATE GOVERNANCE PRINCIPLES AND BOARD MATTERS**

CAI is committed to sound corporate governance principles. Such principles are essential to running CAI's business efficiently and to maintaining CAI's integrity in the marketplace. CAI's Corporate Governance Guidelines and Code of Business Conduct and Ethics are available in the Documents and Charters portion of the Investor Relations section of our website at [www.caiintl.com](http://www.caiintl.com). CAI's Code of Business Conduct and Ethics applies to all contractors, consultants and service providers of CAI. A copy of CAI's Corporate Governance Guidelines and Code of Business Conduct and Ethics will be provided to any stockholder who requests it from us at the following address:

**CAI International, Inc.**

**Attn: Investor Relations**

**One Embarcadero Center, Suite 2101**

**San Francisco, California 94111**

**Phone: (415) 788-0100**

**Fax: (415) 788-3430**

**Board Independence**

The Board has determined that none of our current directors, except Hiromitsu Ogawa, the Chairman of our Board of Directors, and Masaaki (John) Nishibori, our President and Chief Executive Officer, has a material relationship with CAI (either directly, through a family member or as a partner, officer or stockholder of any organization that has a relationship with CAI), and each director, other than Mr. Ogawa and Mr. Nishibori, is independent within the meaning of CAI's director independence standards, which reflect exactly the New York Stock Exchange director independence standards. These independence standards are available in the Documents and Charters portion of the Investor Relations section of our website at [www.caiintl.com](http://www.caiintl.com) and a copy of such standards will be provided to any stockholder who requests it from us at the following address:

**CAI International, Inc.**

**Attn: Investor Relations**

**One Embarcadero Center, Suite 2101**

**San Francisco, California 94111**

**Phone: (415) 788-0100**

**Fax: (415) 788-3430**

The Board will annually appoint a Presiding Non-Management Director from among the independent directors. The Presiding Non-Management Director will serve as a focal point and facilitator to assist the independent directors in fulfilling their responsibilities. Mr. Marvin Dennis is currently appointed as our Presiding Non-Management Director. The process by which the Board selects the Presiding Non-Management Director is described under the Documents and Charters portion of the Investor Relations section of our website at [www.caiintl.com](http://www.caiintl.com).

**Board Structure and Committee Composition**

Mr. Ogawa serves as the Chairman of the Board and Mr. Nishibori serves as both the Chief Executive Officer and a director of the Company. The Company believes that having a separate Chairman and Chief Executive Officer is appropriate given the current characteristics of the Company's management. Mr. Ogawa, as founder and previous Chief Executive Officer, is intimately familiar with the Company's business and industry, and most capable of effectively identifying strategic priorities, leading Board discussions and defining the Company's strategic objectives. Mr. Nishibori, as the Chief Executive Officer, is the individual selected by the Board to manage the Company on a day-to-day basis, and his direct involvement in the Company's operations allows him to provide valuable insights with respect to strategic planning and the operational requirements to



meet the Company's short- and long-term objectives. The Company's independent directors bring experience, oversight and expertise from outside the company and industry.

Two of our five directors will stand for re-election. Our Board of Directors has the authority to appoint committees to perform certain management and administrative functions. The CAI Board has the following three standing committees: (1) Audit, (2) Compensation, and (3) Nominating and Corporate Governance. The membership and the function of each of the committees are described below. Each of the committees operates under a written charter adopted by the Board. During fiscal 2009, the Board held eight meetings and acted by written consent on four occasions. Each director attended at least 75% of all Board and applicable committee meetings. Non-management directors meet in executive session on a regular basis, generally at each scheduled Board meeting. Directors are encouraged to attend Annual Meetings of CAI stockholders.

Name of Director	Audit	Compensation	Nominating and Corporate Governance
<b>Nonemployee Directors:</b>			
Hiromitsu Ogawa, Chairman			
Marvin Dennis	X*	X	X
William Liebeck	X	X*	X
Gary Sawka	X	X	X*

**Employee Director:**

Masaaki (John) Nishibori, Chief Executive Officer

X = Committee member

\* = Chair

**Audit Committee.** The functions of the Audit Committee include oversight of the integrity of our financial statements, performance of our internal audit services function, our compliance with legal and regulatory requirements, the implementation and effectiveness of our disclosure controls and procedures, the annual independent audit of our financial statements, and the evaluation of the performance, qualifications and independence of our independent auditors. Our Audit Committee is directly responsible for the appointment, retention, compensation, evaluation, termination and oversight of the work of any independent auditor engaged for the purpose of issuing an audit report or related work, as well as pre-approving all non-audit services. The purpose and responsibilities of our Audit Committee are set forth in the Audit Committee Charter approved by our Board on April 23, 2007. All of the directors serving on our Audit Committee, Mr. Dennis, Mr. Liebeck and Mr. Sawka, qualify as independent, as such term is defined in Section 10A(m) under the Securities Exchange Act of 1934, as amended, Rule 10A-3 promulgated thereunder, and in Section 303A.02 of the New York Stock Exchange Manual. Mr. Dennis, Mr. Liebeck and Mr. Sawka each have accounting or related financial management expertise as required by the NYSE's requirements and qualify as audit committee financial experts, as defined in Regulation S-K, as promulgated by the Securities and Exchange Commission. During fiscal 2009, the Audit Committee held nine meetings.

The report of the Audit Committee is included on page 27 of this proxy statement. The charter of the Audit Committee is available in the Documents and Charters portion of the Investors section of our website at [www.caiintl.com](http://www.caiintl.com) and a copy of such charter will be provided to any stockholder of the Company who requests it from us at the following address:

**CAI International, Inc.**

**Attn: Investor Relations**

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*Compensation Committee.* The Compensation Committee has overall responsibility for evaluating and approving our executive officer incentive compensation, benefit, severance, equity-based or other compensation plans, policies and programs. The Compensation Committee determines the compensation for the Chief Executive Officer and recommends to the Board of Directors for its approval compensation levels for our directors and other executive officers, and such other senior employees as the Compensation Committee may determine. The Compensation Committee is also responsible for producing a report for inclusion in our proxy statement. In addition, the Compensation Committee assists the Board of Directors in discharging the responsibility of the Board of Directors for settler functions relating to the Company's compensation and benefits programs generally. The purpose and responsibilities of our Compensation Committee are set forth in the Compensation Committee Charter approved by our Board on April 23, 2007. All of the directors serving on our Compensation Committee qualify as independent, as such term is defined in Section 303A.02 of the NYSE Manual. During fiscal 2009, the Compensation Committee held two meetings.

The Compensation Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Compensation Committee. Additionally, the Compensation Committee shall have the sole authority and responsibility to engage and terminate any outside consultant to assist in evaluating and determining appropriate compensation levels for the Chief Executive Officer or other members of management and to approve the terms of any such engagement and the fees of any such consultant. In January 2009 our Compensation Committee engaged Pearl Meyer & Partners to review our executive compensation policies and levels and to assist the Committee in setting compensation for our executives in 2009. In considering director compensation and perquisites, the Compensation Committee may request that management report to the Compensation Committee periodically on the status of the Board of Director's compensation and perquisites in relation to other similarly situated companies.

Mr. Ogawa, our former chief executive officer, and Mr. Nishibori, our current chief executive officer, participate in all discussions and decisions regarding salaries and incentive compensation for all of our executive officers, except during discussions regarding their own salary and incentive compensation. While the Compensation Committee looks to Mr. Ogawa and Mr. Nishibori to make recommendations with respect to specific compensation decisions for the executive officers other than the Chief Executive Officer, all decisions regarding the compensation of our executive officers are made solely by the Board of Directors upon the recommendation of the Compensation Committee.

The report of the Compensation Committee is included beginning on page 26 of this proxy statement. The charter of the Compensation Committee is available in the Documents and Charters portion of the Investors section of our website at [www.caiintl.com](http://www.caiintl.com) and a copy of such charter will be provided to any stockholder of the Company who requests it from us at the following address:

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*Nominating and Corporate Governance Committee.* The Nominating and Corporate Governance Committee assists our Board in promoting our best interests and the best interests of our stockholders through the implementation of sound corporate governance principles and practices. In furtherance of this purpose, the Nominating and Corporate Governance Committee identifies individuals qualified to become directors and recommends to our Board the director nominees for the next annual meeting of stockholders. It also reviews the structure and composition of our Board committees on a regular basis and makes any recommendations the committee members may deem appropriate from time to time concerning any recommended changes in the composition of our Board and its committees. The Nominating and Corporate Governance Committee also

recommends to our Board the corporate governance guidelines and standards regarding the independence of outside directors applicable to CAI and reviews such guidelines and standards and the provisions of the Nominating and Corporate Governance Committee Charter on a regular basis to confirm that such guidelines, standards and charter remain consistent with sound corporate governance practices and with any legal or regulatory requirements of The New York Stock Exchange. The Nominating and Corporate Governance Committee also monitors our Board of Directors and our compliance with any commitments made to our regulators or otherwise regarding changes in corporate governance practices and leads our Board of Directors in its annual review of our Board of Directors' performance.

The purpose and responsibilities of our Nominating and Corporate Governance Committee are set forth in the Nominating and Corporate Governance Committee Charter approved by our Board on April 23, 2007. All of the directors serving on our Nominating and Corporate Governance Committee qualify as independent, as such term is defined in Section 303A.02 of the NYSE Manual. During fiscal 2009, the Nominating and Corporate Governance Committee held two meetings.

The Nominating and Corporate Governance Committee's charter is available in the Documents and Charters portion of the Investors section of our website at [www.caiintl.com](http://www.caiintl.com) and a copy of such charter will be provided to any stockholder of the Company who requests it from us at the following address:

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Our Board of Directors may establish other committees from time to time to facilitate the management of our business and affairs.

*Consideration of Nominees.* The Nominating and Corporate Governance Committee utilizes a variety of methods for identifying nominees for director. Candidates may come to the attention of the Nominating and Corporate Governance Committee through current Board members, professional search firms, stockholders or other persons.

In evaluating candidates, the Nominating and Corporate Governance Committee seeks to achieve a balance of strength of character, judgment, business experience, specific areas of expertise, factors relating to the composition of the Board (including its size and structure) and diversity on the Board. Directors are expected to attend all or substantially all Board meetings and meetings of the Committees of the Board on which they serve. Directors are also expected to spend the necessary time to discharge their responsibilities and to ensure that other existing or future commitments do not materially interfere with their responsibilities as members of the Board.

*Stockholder Nominees.* The Nominating and Corporate Governance Committee will consider properly submitted stockholder nominations for candidates for membership on the Board. Any stockholder nominations proposed for consideration by the Nominating and Corporate Governance Committee should include the nominee's name and qualifications for Board membership and should be addressed to:

**CAI International, Inc.**

**Attn: Chair of the Nominating and Corporate Governance Committee**

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In addition, CAI's bylaws permit stockholders to nominate directors for consideration at an annual stockholder meeting. For a description of the process for nominating directors in accordance with CAI's bylaws, see Questions and Answers about the Proxy Materials and the Annual Meeting What is the deadline to propose actions for consideration at next year's Annual Meeting of Stockholders or to nominate individuals to serve as directors? on page 5.

#### **The Board's Role in Risk Oversight**

One of the Board's primary responsibilities under the Company's Corporate Governance Guidelines is reviewing the Company's strategic plans and objectives, including the principal risk exposures of the Company. The Audit Committee is also responsible for evaluating enterprise risk issues and discusses the Company's major risk exposures, whether financial, operating or otherwise, with management, the head of internal audit (or the internal audit service providers), and the independent auditors. The Board addresses at least annually, the principal current and future risk exposures of the Company. The Board receives regular reports from members of senior management on areas of material risk to the Company, including operational, financial, legal and regulatory, and strategic and reputation risks.