



Item 1.01. Entry into a Material Definitive Agreement.

On October 1, 2014, Container Applications Limited (“CAL”), a wholly owned subsidiary of CAI International, Inc. (the “Company”), entered into an Amended and Restated Term Loan Agreement (the “A&R Loan Agreement”) among CAL, as Borrower, the Company, as Guarantor, the lending institutions from time to time listed on Schedule 1 thereto (the “Lenders”), ING BANK N.V., as Administrative Agent and Physical Bookrunner, and ING BANK, branch of ING-DIBA AG, as Mandated Lead Arranger. The A&R Loan Agreement amends and restates the terms of that certain Term Loan Agreement dated December 20, 2010 among CAL, as Borrower, the Company, as Guarantor, and the financial institutions referred to therein, as amended (the “Prior Loan Agreement”).

Among other things, the A&R Loan Agreement refinances the Prior Loan Agreement, and reduces CAL’s borrowing rates from LIBOR plus 2.25% to LIBOR plus 1.6% (per annum) for Eurodollar loans. In addition, the A&R Loan Agreement increases the outstanding loan commitment from \$115.0 million to \$150.0 million, extends the maturity date to October 1, 2019 and revises certain of the covenants and restrictions under the Prior Loan Agreement to provide CAL with additional flexibility. Except as described above, the other terms of the A&R Loan Agreement are substantially the same as the Prior Loan Agreement.

The foregoing summary of the A&R Loan Agreement does not purport to be complete, and is subject to and is qualified in its entirety by the terms of the A&R Loan Agreement, which is attached hereto as Exhibit 99.1, and incorporated herein by reference.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information required by this item is included in Item 1.01 of this report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

99.1 Amended and Restated Term Loan Agreement, dated October 1, 2014, among Container Applications Limited, CAI International, Inc., the lending institutions from time to time listed on Schedule 1 thereto, ING Bank N.V. and ING Bank, branch of ING-DIBA AG.

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SIGNATURES

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.

CAI INTERNATIONAL, INC.

Dated: October 7, 2014 By: /s/ Timothy B. Page

Name: Timothy B. Page

Title: Chief Financial Officer

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EXHIBIT INDEX

Exhibit No. Description

Amended and Restated Term Loan Agreement, dated October 1, 2014, among Container Applications Limited, 99.1CAI International, Inc., the lending institutions from time to time listed on Schedule 1 thereto, ING Bank N.V. and ING Bank, branch of ING-DIBA AG.

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