



**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.

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**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