





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

On June 6, 2014, CAI International, Inc. (the “Company”) held its 2014 Annual Meeting of Stockholders (the “Annual Meeting”) in Palo Alto, California.

At the Annual Meeting, there were 21,412,082 shares represented to vote either in person or by proxy, or 96.3% of the outstanding shares entitled to vote, which represented a quorum. The final results of voting for each matter submitted to a vote of the stockholders at the Annual Meeting are as follows:

1. Victor Garcia, Gary Sawka and Marvin Dennis were elected as Class I directors of the Company, each to serve for a term of three years or until his respective successor has been duly elected and qualified. The voting for each director was as follows:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Victor Garcia	18,967,189	1,402,553	1,042,340
Gary Sawka	20,185,463	184,279	1,042,340
Marvin Dennis	20,185,463	184,279	1,042,340

2. KPMG LLP was ratified as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2014, by the following vote:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
20,412,801	993,480	5,801	—

3. The advisory resolution to approve the compensation of the Company’s named executive officers, as disclosed in the Company’s proxy statement for the Annual Meeting, was approved by the following vote:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
20,086,624	240,339	42,779	1,042,340

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: June 12, 2014    By:    /s/ Timothy B.  
Page  
Name: Timothy  
B. Page  
Title: Chief  
Financial Officer

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