

Item 2.02. Results of Operations and Financial Condition.

On May 7, 2009, CAI International, Inc. issued a press release announcing its results of operations for the quarter ended March 31, 2009. A copy of the press release is furnished with this report as Exhibit 99.1.

The information in this Current Report on Form 8-K, including the attached exhibit, shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

Information to Be Included in the Report

(c) Exhibits

99.1 Press release issued by CAI International, Inc. dated May 7, 2009.

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: **May 7, 2009**

/s/ Victor M. Garcia

Victor M. Garcia

Senior Vice President and Chief Financial Officer