

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.

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