

PACER INTERNATIONAL INC  
Form 8-K  
July 28, 2011

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**Form 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): 07/22/2011**

**Pacer International, Inc.**

(Exact name of registrant as specified in its charter)

**Commission File Number: 000-49828**

**Tennessee**  
(State or other jurisdiction of  
incorporation)

**62-0935669**  
(IRS Employer  
Identification No.)

**6805 Perimeter Drive**  
Dublin, OH 43016  
(Address of principal executive offices, including zip code)

**614-923-1400**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 2.01. Completion of Acquisition or Disposition of Assets**

On July 22, 2011, Pacer Stacktrain, Inc., a subsidiary of Pacer International, Inc., sold 243 intermodal railcars to GATX Corporation for \$29,160,000.

---

**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.

Pacer International, Inc.

Date: July 28, 2011

By: /s/ John J. Hafferty

---

John J. Hafferty  
Executive Vice President and Chief Financial Officer