

PACER INTERNATIONAL INC
Form 8-K
April 02, 2012

**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): 03/27/2012

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))
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Item 1.01. Entry into a Material Definitive Agreement

On March 27, 2012, Pacer International, Inc. ("Pacer") sold 101 railcars to BB&T Equipment Finance Corporation for a total sales price of \$11.5 million. These railcars were originally purchased in January 2012 from General Electric Railcar Services Corporation ("GERS") pursuant to the purchase option under the Rail Car Lease Agreement with GERS dated September 2001. Pacer used the proceeds from the railcar sale for general corporate purposes.

Item 8.01. Other Events

In connection with the sale of the 101 GERS railcars on March 27, 2012, Pacer entered into an 86-month operating lease to lease the 101 GERS railcars from BB&T Equipment Finance Corporation.

On March 30, 2012, Pacer terminated its lease for 198 railcars with Wells Fargo Bank, National Association ("Wells Fargo") in connection with the purchase of those railcars by The Huntington National Bank and entered into a 66-month operating lease for the railcars with The Huntington National Bank. Pacer's lease with Wells Fargo would have otherwise terminated in accordance with its terms on May 27, 2012.

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: April 02, 2012

By: /s/ John J. Hafferty

John J. Hafferty
Executive Vice President and Chief Financial Officer