

PACER INTERNATIONAL INC  
Form 8-K  
June 10, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported) June 10, 2004

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**PACER INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

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Commission file number 000-49828

Tennessee  
(State or other jurisdiction  
of incorporation)

62-0935669  
(I.R.S. employer  
identification no.)

**2300 Clayton Road, Suite 1200**

**Concord, CA 94520**

**Telephone Number (877) 917-2237**

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**ITEM 9. Regulation FD Disclosure**

On June 10, 2004, Pacer International, Inc. issued a press release adjusting its second quarter 2004 earnings estimate. The press release is attached hereto as Exhibit 99.1.

The information set forth under Item 9. Regulation FD Disclosure, including the Exhibit attached hereto, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing, except as otherwise expressly stated in such filing.

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.

A Tennessee Corporation

Dated: June 10, 2004

By: /s/ Lawrence C. Yarberry

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Executive Vice President and Chief Financial Officer

**INDEX TO EXHIBITS**

**EXHIBIT**

**NUMBER**

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99.1            Press Release of Pacer International, Inc. dated June 10, 2004.