

CAI International, Inc.  
Form 10-Q/A  
September 21, 2009  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 10-Q/A**  
**Amendment No. 1**

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the quarterly period ended June 30, 2009**

**OR**

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number: 001-33388**

**CAI International, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**94-3109229**  
(I.R.S. Employer  
Identification No.)

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**One Embarcadero Center, Suite 2101**

**San Francisco, California**  
(Address of principal executive offices)

**94111**  
(Zip Code)

**415-788-0100**

(Registrant's telephone number, including area code)

**None**

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

**Common**  
Common Stock, \$.0001 par value per share

**July 31, 2009**  
17,917,417 shares

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**EXPLANATORY NOTE**

CAI International, Inc. filed its Quarterly Report on Form 10-Q for the quarter period ended June 30, 2009 with the Securities and Exchange Commission on August 7, 2009 (the Original Filing ). Amendment No. 1 on Form 10-Q/A is hereby filed for the following purposes:

- a.) to attach as Exhibit 10.1 to the Original Filing the Chairman of the Board Compensation Agreement dated as of June 5, 2009, entered into by and between CAI International, Inc., and Hiromitsu Ogawa, which was inadvertently omitted from the Original Filing; and
  - b.) to amend the introductory language in paragraph four of the Certifications filed as Exhibits 31.1 and 31.2 and add a statement that management is responsible for establishing and maintaining internal control over financial reporting (as defined in Exchange Act Rules 13a- 15(f) and 15d- 15(f)) which was unintentionally omitted from the Original Filing.
- Except as described above, there were no other changes made to the Original Filing.

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**CAI INTERNATIONAL, INC.**

**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, thereunto duly authorized.

**CAI International, Inc.**

(Registrant)

September 18, 2009

/s/ MASAAKI (JOHN) NISHIBORI  
Masaaki (John) Nishibori

President and Chief Executive Officer

(Principal Executive Officer)

September 18, 2009

/s/ VICTOR M. GARCIA  
Victor M. Garcia

Senior Vice President and Chief Financial Officer

(Principal Financial and Accounting Officer)