PACER INTERNATIONAL INC Form 8-K April 26, 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) April 26, 2012

PACER INTERNATIONAL, INC.

 $(Exact\ name\ of\ registrant\ as\ specified\ in\ its\ charter)$

Commission file number 000-49828

Tennessee (State or other jurisdiction

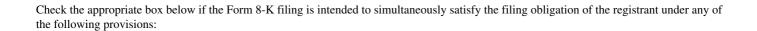
62-0935669 (I.R.S. employer

of incorporation) identification no.)

6805 Perimeter Drive

Dublin, OH 43016

Telephone Number (614) 923-1400



- " 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 2.02. Results of Operations and Financial Condition

On April 26, 2012, Pacer International, Inc. issued a press release announcing its first quarter 2012 results. The press release is attached hereto as Exhibit 99.1.

The information set forth under this Item 2.02. Results of Operations and Financial Condition, 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.

ITEM 9.01. Financial Statements and Exhibits

- (d) Exhibits
 - 99.1 Press Release of Pacer International, Inc. dated April 26, 2012 (furnished pursuant to Item 2.02).

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: April 26, 2012

By: \(\frac{\sl_s}{\sl_0 \text{bn J. Hafferty}} \)

Executive Vice President and Chief

Financial Officer

INDEX TO EXHIBITS

EXHIBIT NUMBER

99.1 Press Release of Pacer International, Inc. April 26, 2012 (furnished pursuant to Item 2.02).