

CACI INTERNATIONAL INC /DE/  
Form 8-K  
February 21, 2012  
**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) February 21, 2012

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**CAI International, Inc.**

(Exact name of registrant as specified in its charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| <b>Delaware</b>                                   | <b>001-33388</b>         | <b>94-3109229</b>                    |
| (State or other jurisdiction<br>of incorporation) | (Commission File Number) | (IRS Employer Identification<br>No.) |

**Steuart Tower, 1 Market Plaza, Suite 900**

|   |              |
|---|--------------|
| <b>San Francisco, California</b>        | <b>94105</b> |
| (Address of principal executive office) | (Zip Code)   |

Registrant's telephone number, including area code: **(415) 788-0100**

(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 2.02. Results of Operations and Financial Condition.**

On February 21, 2012 the Registrant issued a press release to announce its earnings for the fourth quarter and year ended December 31, 2011. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

Exhibit 99.1. Press release dated February 21, 2012.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CAI International, Inc.**  
(Registrant)

**February 21, 2012**    **/s/ Timothy B. Page**  
(Date)                    Timothy B. Page  
*Senior Vice President and Chief Financial Officer*