INTERPOOL INC Form 8-K/A July 31, 2001 _____

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

FORM 8-K/A

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

APRIL 3, 2001 (JANUARY 26, 2001) Date of Report (Date of earliest event reported)

> INTERPOOL, INC _____

(Exact Name of Registrant as Specified in Charter)

DELAWARE

1-11862

(State or other jurisdiction (Commission File Number) (IRS Employer of Incorporation)

13-3467669

Identification No.)

211 COLLEGE ROAD EAST, PRINCETON, NEW JERSEY _____

(Address of Principal Executive Offices)

08540 _____

(Zip Code)

(609) 452-8900

Registrant's telephone number, including area code

NOT APPLICABLE

(Former Name or Former Address, if Changed Since Last Report)

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

On April 3, 2001, Interpool, Inc,, (the "Registrant") filed a report on Form 8K reporting the sale of approximately 50,000 intermodal trailers and domestic rail containers and related assets to Transport International Pool, Inc., a subsidiary of General Electric Capital Corporation in accordance with the Asset Purchase Agreement, dated January 26, 2001, as amended on March 30, 2001. The transaction was valued at approximately \$345.8 million, consisting of approximately \$287.3 million in cash and assumption of approximately \$58.5 million of indebtedness of Registrant.

In Items 7 (a) and (b) the report further stated that certain financial statements and pro forma financial information would be filed subsequently by amendment. Thereafter the Registrant was advised that said financial information was not required to be filed separately because the affect of the transaction was reflected in the Interpool, Inc. December 31, 2000 financial results.

(c) Exhibits. NONE

SIGNATURE

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.

Dated: July 31, 2001

INTERPOOL, INC.

By: /s/ Raoul Witteveen

Name: Raoul J. Witteveen Title: President
