

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the
Investment Company Act of 1940

| | | |
|--|--|--|
| 1. Name and Address of Reporting Person * COULTER DAVID A (Last) (First) (Middle) C/O TAL INTERNATIONAL GROUP, INC., 100 MANHATTANVILLE ROAD (Street) PURCHASE, NY 10577 (City) (State) (Zip) | 2. Date of Event Requiring Statement (MM/DD/YYYY) 7/12/2016 | 3. Issuer Name and Ticker or Trading Symbol Triton International Ltd [TRTN] |
| 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| 5. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|---|--|--|
| Common Shares | 10971 (1) | D (2) | |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 4) | 2. Date Exercisable and Expiration Date (MM/DD/YYYY) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|-------------------------------|--|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

Explanation of Responses:

- (1) Mr. Coulter's 13,738 shares of Triton Container International Limited ("Triton") were exchanged for 10,971 shares of Issuer pursuant to the Transaction Agreement dated November 9, 2015 between Triton, Issuer, TAL International Group, Inc. ("TAL"), Ocean Bermuda Sub Limited ("Bermuda Sub"), and Ocean Delaware Sub, Inc. ("Delaware Sub") in which Bermuda Sub merged with and into Triton with Triton surviving the merger as a wholly owned subsidiary of Issuer and Delaware Sub merged with and into TAL with TAL surviving the merger as a wholly owned subsidiary of Issuer.
- (2) Mr. Coulter is a director of the Issuer. Mr. Coulter is a Special Limited Partner of Warburg Pincus LLC, a New York limited liability company ("WP LLC"). Certain affiliates of WP LLC have filed or will file a separate Form 3 reporting securities of the Issuer that may be deemed to beneficially own.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| COULTER DAVID A C/O TAL INTERNATIONAL GROUP, INC. 100 MANHATTANVILLE ROAD PURCHASE, NY 10577 | X | | | |

Signatures

Marc Pearlman as attorney-in-fact for David A. Coulter

7/12/2016

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.