

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIESFiled 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 *			2. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol	
Warburg Pincus (Ganymede-II) Private Equity X, L.P.			7/12/2016		Triton International Ltd [TRTN]	
(Last) (First) (Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
C/O WARBURG PINCUS LLC, 450 LEXINGTON AVENUE			<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)			
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
NEW YORK, NY 10017					<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)						

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	19693972	D (1) (2) (3) (4) (5) (6) (7) (8) (9) (10)	

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) On July 12, 2016, TAL International Group, Inc., a Delaware corporation ("TAL"), Triton International Limited, a Bermuda exempted company (the "Issuer"), Triton Container International Limited, a Bermuda exempted company ("Triton"), Ocean Delaware Sub, Inc., a Delaware corporation and direct wholly owned subsidiary of the Issuer ("Delaware Merger Sub"), and Ocean Bermuda Sub Limited, a Bermuda exempted company and direct wholly owned subsidiary of the Issuer ("Bermuda Merger Sub"), completed the transactions contemplated by the Transaction Agreement, dated as of November 9, 2015, by and among TAL, the Issuer, Triton, Delaware Merger Sub and Bermuda Merger Sub.
- (2) The shareholders of the Issuer are (i) Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X Partners"), (ii) Warburg Pincus (Callisto-II) Private Equity X, L.P., a Delaware limited partnership ("WP Callisto-II"), (iii) Warburg Pincus (Europa-II) Private Equity X, L.P., a Delaware limited partnership ("WP Europa-II"), and (iv) Warburg Pincus (Ganymede-II) Private Equity X, L.P., a Delaware limited partnership ("WP Ganymede-II", and together with WP X Partners, WP Callisto-II and WP Europa-II, the "WP Shareholders").
- (3) Warburg Pincus (Europa) X LLC, a Delaware limited liability company ("WP Europa"), is the general partner of WP Europa II. Warburg Pincus (Ganymede) X LLC, a Delaware limited liability company ("WP Ganymede") is the general partner of WP Ganymede II. Warburg Pincus X, L.P., a Delaware limited partnership ("WP X LP"), is (i) the general partner of WP X Partners and WP Callisto-II, and (ii) the sole member of WP Europa and WP Ganymede. Warburg Pincus X GP L.P., a Delaware limited partnership ("WP X GP"), is the general partner of WP X LP. WPP GP LLC, a Delaware limited liability company ("WPP GP"), is the general partner of WP X GP. Warburg Pincus Partners, L.P., a Delaware limited partnership ("WP Partners"), is the managing member of WPP GP. Warburg Pincus Partners GP LLC, a Delaware limited liability company ("WPP GP LLC") is the general partner of WP Partners.
- (4) Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WPP GP LLC. Warburg Pincus LLC, a New York limited liability company ("WP LLC", and together with the WP Shareholders, WP Europa, WP Ganymede, WP X LP, WP X GP, WPP GP, WP Partners, WPP GP LLC and, WP, the "Warburg Pincus Entities"), is the manager of the WP Shareholders.

- (5) In addition to the WP Shareholders, ICIL Triton Holdings, L.P., a Bermuda exempted limited partnership ("ICIL-Triton"), is also a shareholder of the Issuer. WP Triton Manager Ltd., a Bermuda exempted company ("WP Triton Manager"), is the general partner of ICIL Triton.
- (6) Charles R. Kaye and Joseph P. Landy (Messrs. Kaye and Landy, together with the Warburg Pincus Entities, the "Warburg Pincus Reporting Persons") are each a (i) Managing General Partner of WP and (ii) Managing Member and Co-Chief Executive Officer of WP LLC, and may be deemed to control the Warburg Pincus Entities and be the beneficial owners of the Common Shares held by the WP Shareholders.
- (7) Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of the Warburg Pincus Reporting Persons, other than the WP Shareholders, herein states that this Form 3 shall not be deemed an admission that it or he is the beneficial owner of any of the Common Shares of the Issuer reported in this Form 3. Each of WP Triton Manager, WP Europa, WP Ganymede, WP X LP, WP X GP, WPP GP, WP Partners, WPP GP LLC, WP, WP LLC and Messrs. Kaye and Landy disclaims beneficial ownership of the Common Shares of the Issuer, except to the extent of its or his pecuniary interest in such Common Shares.
- (8) Information with respect to each of the Warburg Pincus Reporting Persons, ICIL-Triton and WP Triton Manager is given solely by such Warburg Pincus Reporting Persons, ICIL-Triton and WP Triton Manager, respectively, and none of the Warburg Pincus Reporting Persons, ICIL-Triton or WP Triton Manager has responsibility for the accuracy or completeness of information supplied by another of the Warburg Pincus Reporting Persons, ICIL-Triton or WP Triton Manager, respectively.
- (9) Solely for the purposes of Section 16 of the Exchange Act, each of the WP Shareholders, WP Europa, WP Ganymede, WP X LP, WP X GP, WPP GP, WP Partners, WPP GP LLC, WP, ICIL-Triton and WP Triton Manager may be deemed a director-by-deputization by virtue of their contractual right to appoint a director to the board of directors of the Issuer, pursuant to that certain Sponsor Shareholders Agreement (Warburg Pincus), by and among the Issuer and the shareholders party thereto, dated as of November 9, 2015, as amended.
- (10) Because no more than 10 reporting persons can file any one Form 3 through the Securities and Exchange Commission's EDGAR system, Warburg Pincus (Europa-II) Private Equity X, L.P., Warburg Pincus Partners GP LLC, Warburg Pincus (Callisto-II) Private Equity X, L.P., Warburg Pincus X Partners, L.P., Warburg Pincus (Europa) X LLC, Warburg Pincus (Ganymede) X LLC, Warburg Pincus X, L.P., Warburg Pincus X GP L.P., WPP GP LLC and Warburg Pincus Partners, L.P. have made a separate Form 3 filing.

Remarks:

- (11) The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Warburg Pincus (Ganymede-II) Private Equity X, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
ICIL Triton Holdings, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
WP Triton Manager Ltd. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
KAYE CHARLES R C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus X, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Landy Joseph P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		

Signatures

See Exhibit 99.1 (11)

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.

Signatures of Reporting Persons

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this Form 3 is true, complete and correct.

July 12, 2016

WARBURG PINCUS (GANYMEDE-II) PRIVATE EQUITY X, L.P. .

By: Warburg Pincus (Ganymede) X LLC
Its: General Partner

By: Warburg Pincus X, L.P.
Its: Sole Member

By: Warburg Pincus X GP L.P.
Its: General Partner

By: WPP GP LLC
Its: General Partner

By: Warburg Pincus Partners, L.P.
Its: Managing Member

By: Warburg Pincus Partners GP LLC
Its: General Partner

By: Warburg Pincus & Co.
Its: Managing Member

By: /s/ Robert B. Knauss

Name: Robert B. Knauss
Title: Partner

WARBURG PINCUS & CO.

By: /s/ Robert B. Knauss

Name: Robert B. Knauss
Title: Partner

WARBURG PINCUS LLC

By: /s/ Robert B. Knauss

Name: Robert B. Knauss
Title: Managing Director

ICIL TRITON HOLDINGS, L.P.

By: WP Triton Manager Ltd.
Its: General Partner

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Director

WP TRITON MANAGER LTD.

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Director

CHARLES R. KAYE

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Attorney-in-fact***

JOSEPH P. LANDY

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Attorney-in-fact***

***The Power of Attorney given by each of Mr. Kaye and Mr. Landy was previously filed with the U.S. Securities and Exchange Commission on July 12, 2016 as an exhibit to a beneficial ownership report on Schedule 13D filed by Warburg Pincus LLC with respect to WEX Inc. and is hereby incorporated by reference.