FORM 4	
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$\Box$ Check this box if no longer
subject to Section 16. Form 4 or
Form 5 obligations may
continue. See Instruction 1(b).

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

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# STATEMENT OF CHANGES IN 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 <sup>*</sup>	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Sondey Brian	Triton International Ltd [ TRTN ]	N. D					
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	_X_ Director 10% Owner   _X_ Officer (give title below) Other (specify below)					
C/O TAL INTERNATIONAL GROUP,	2/11/2019	Chairman & CEO					
INC., 100 MANHATTANVILLE ROAD							
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)					
PURCHASE, NY 10577		X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State) (Zip)							

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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1.Title of Security	2. Trans. Date	2A. Deemed	3. Trans. Co	de	4. Securitie	s Acquire	d (A)	5. Amount of Securities Beneficially Owned	6.	7. Nature
(Instr. 3)		Execution	(Instr. 8)		or Disposed of (D)			Following Reported Transaction(s)	Ownership	of Indirect
		Date, if any	(Instr. 3, 4 and 5)		(Instr. 3 and 4)	Form:	Beneficial			
						Direct (D)	Ownership			
									or Indirect	(Instr. 4)
						(A) or			(I) (Instr.	1
			Code	V	Amount	(D)	Price		4)	
Common Shares	2/11/2019		Α		50,646 ( <u>1</u> )	А	\$0	468,485	D	
			•							

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

											-						
1. Title of Derivate	2.	3. Trans.	3A. Deemed	4. Trans. (	Code	5. Number	of	6. Date Exer	cisable	7. Tit	le and Amount of	8. Price of	9. Number of	10.	11. Nature		
Security	Conversion	Date	Execution	(Instr. 8)		Derivative Securities		Derivative Securities		rities and Expiration Date		e Securities Underlying		Derivative	derivative	Ownership	of Indirect
(Instr. 3)	or Exercise		Date, if any			Acquired (A	A) or	-		Deriv	ative Security	Security	Securities	Form of	Beneficial		
	Price of					Disposed o	f (D)			(Instr	: 3 and 4)	(Instr. 5)	Beneficially	Derivative	Ownership		
	Derivative					(Instr. 3, 4 and 5)							Owned	Security:	(Instr. 4)		
	Security												Following	Direct (D)			
								<b>D</b> .	<b>-</b>				Reported	or Indirect			
								Date	Expiration	Title	Amount or Number of Shares		Transaction(s)	(I) (Instr.			
				Code	V	(A)	(D)	Exercisable	Date		Shares		(Instr. 4)	4)			

### **Explanation of Responses:**

(1) Mr. Sondey was granted 50,646 restricted shares on February 11, 2019.

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Sondey Brian C/O TAL INTERNATIONAL GROUP, INC. 100 MANHATTANVILLE ROAD PURCHASE, NY 10577	X		Chairman & CEO					

#### Signatures

Marc Pearlin as attorney-in-fact for Brian Sondey \*\*Signature of Reporting Person

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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 4(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).

2/13/2019

Date

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.