

# FORM 4

## 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 *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<b>Vestar/Triton Investments III, L.P.</b>	<b>Triton International Ltd [ TRTN ]</b>	<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	Officer (give title below) Other (specify below)
<b>C/O VESTAR CAPITAL PARTNERS LLC, 245 PARK AVENUE, 41ST FLOOR</b>	<b>4/25/2019</b>	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
<b>NEW YORK, NY 10167</b>		Form filed by One Reporting Person
(City) (State) (Zip)		<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	4/25/2019		A		4,615 (1)	A	\$0	10,702,305	D (2)(3)(4) (5)(6)(7)(8)	

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

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

#### Explanation of Responses:

- On April 25, 2019, 4,615 common shares (the "Common Shares") of Triton International Limited (the "Issuer") were issued to Vestar Capital Partners LLC ("VCP") for director services provided by Robert Rosner to the Issuer. Mr. Rosner is a director of the Issuer and the designee to the Board of Directors of the Issuer by the Vestar Reporting Persons (as defined herein).
- Shareholders of the Issuer include: (i) Vestar/Triton Investments III, L.P. ("Vestar Investments"), (ii) Vestar-Triton (Gibco) Limited ("Vestar Gibco") and (iii) VCP (solely with respect to 21,780 Common Shares). VCP, Vestar Investments and Vestar Gibco are collectively referred to as "Vestar Shareholders".
- Triton-Vestar Luxco S.a.r.L. ("Luxco") is the sole member of Vestar Gibco. Vestar/Triton Investments Holdings L.P. ("Vestar/Triton Holdings") is the sole member of Luxco. Vestar Capital Partners V, L.P. ("Vestar Capital V") is the general partner of Vestar/Triton Holdings. Vestar Associates V, L.P. ("Vestar Associates V") is the general partner of Vestar Capital V. Vestar Managers V Ltd. ("VMV") is the general partner of both Vestar Associates V and Vestar Investments and has voting and investment power over the securities held or controlled by each of Vestar Investments and Vestar Gibco.
- Daniel S. O'Connell (together with Vestar Investments, Vestar Gibco, Luxco, Vestar/Triton Holdings, Vestar Capital V, Vestar Associates V and VMV, the "Vestar Reporting Persons") is the sole director of VMV and as a result he may be deemed to share beneficial ownership of the securities held directly by the aforementioned Vestar entities. Mr. O'Connell is the sole beneficial owner of VCP and as a result he may be deemed to share beneficial ownership of the securities held by VCP.
- Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of the Vestar Reporting Persons, other than the Vestar Shareholders that are Vestar Reporting Persons, herein states that this Form 4 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 4. Each of Luxco, Vestar/Triton Holdings, Vestar Capital V, Vestar Associates V, VMV and Mr. O'Connell disclaims beneficial ownership of the Common Shares of the Issuer, except to the extent of its or his pecuniary interest in such Common Shares. Each Vestar Shareholder disclaims beneficial ownership of the Common Shares held by the other Vestar Shareholders, except to the extent of its pecuniary interest in such Common Shares.
- Information with respect to each of the Vestar Reporting Persons is given solely by such Vestar Reporting Persons, respectively, and none of the Vestar Reporting Persons has responsibility for the accuracy or completeness of information supplied by another of the Vestar Reporting Persons, respectively.
- Solely for the purposes of Section 16 of the Exchange Act, each of Vestar Investments, Vestar Gibco, Luxco, Vestar/Triton Holdings, Vestar Capital V, Vestar Associates V, and VMV 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 (Vestar), by and among the Issuer and the shareholders party thereto, dated as of November 9, 2015, as amended.

(8) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vestar/Triton Investments III, L.P. C/O VESTAR CAPITAL PARTNERS LLC 245 PARK AVENUE, 41ST FLOOR NEW YORK, NY 10167	X	X		
Vestar-Triton (Gibco) Ltd C/O VESTAR CAPITAL PARTNERS LLC 245 PARK AVENUE, 41ST FLOOR NEW YORK, NY 10167	X	X		
VESTAR CAPITAL PARTNERS LLC 245 PARK AVENUE, 41ST FLOOR NEW YORK, NY 10167	X	X		
Triton-Vestar Luxco S.a.r.L C/O VESTAR CAPITAL PARTNERS LLC 245 PARK AVENUE, 41ST FLOOR NEW YORK, NY 10167	X	X		
Vestar/Triton Investments Holdings L.P. C/O VESTAR CAPITAL PARTNERS LLC 245 PARK AVENUE, 41ST FLOOR NEW YORK, NY 10167	X	X		
Vestar Capital Partners V L P C/O VESTAR CAPITAL PARTNERS LLC 245 PARK AVENUE, 41ST FLOOR NEW YORK, NY 10167	X	X		
VESTAR ASSOCIATES V, L.P. C/O VESTAR CAPITAL PARTNERS LLC 245 PARK AVENUE, 41ST FLOOR NEW YORK, NY 10167	X	X		
VESTAR MANAGERS V LTD. C/O VESTAR CAPITAL PARTNERS LLC 245 PARK AVENUE, 41ST FLOOR NEW YORK, NY 10167	X	X		
O'CONNELL DANIEL S C/O VESTAR CAPITAL PARTNERS LLC 245 PARK AVENUE, 41ST FLOOR NEW YORK, NY 10167	X	X		

#### Signatures

VESTAR/TRITON INVESTMENTS III, L.P. By: /s/ STEVEN DELLA ROCCA Name: Steven Della Rocca Title: Attorney-in-fact	4/29/2019
**Signature of Reporting Person	Date
VESTAR-TRITON (GIBCO) LTD By: /s/ STEVEN DELLA ROCCA Name: Steven Della Rocca Title: Attorney-in-fact	4/29/2019
**Signature of Reporting Person	Date
VESTAR CAPITAL PARTNERS LLC By: /s/ STEVEN DELLA ROCCA Name: Steven Della Rocca Title: Attorney-in-fact	4/29/2019
**Signature of Reporting Person	Date
TRITON-VESTAR LUXCO S.a.r.L. By: /s/ STEVEN DELLA ROCCA Name: Steven Della Rocca Title: Attorney-in-fact	4/29/2019
**Signature of Reporting Person	Date
VESTAR/TRITON INVESTMENTS HOLDINGS L.P. By: /s/ STEVEN DELLA ROCCA Name: Steven Della Rocca Title: Attorney-in-fact	4/29/2019
**Signature of Reporting Person	Date
VESTAR CAPITAL PARTNERS V, L.P. By: /s/ STEVEN DELLA ROCCA Name: Steven Della Rocca Title: Attorney-in-fact	4/29/2019
**Signature of Reporting Person	Date
VESTAR ASSOCIATES V, L.P. By: /s/ STEVEN DELLA ROCCA Name: Steven Della Rocca Title: Attorney-in-fact	4/29/2019
**Signature of Reporting Person	Date
VESTAR MANAGERS V LTD. By: /s/ STEVEN DELLA ROCCA Name: Steven Della Rocca Title: Attorney-in-fact	4/29/2019
**Signature of Reporting Person	Date
DANIEL S. O'CONNELL By: /s/ STEVEN DELLA ROCCA Name: Steven Della Rocca Title: Attorney-in-fact	4/29/2019

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).

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

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