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

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934**

TRITON INTERNATIONAL LIMITED
(Exact Name of Registrant as Specified in Its Charter)

Bermuda
(State of Incorporation or Organization)

98-1276572
(I.R.S. Employer Identification No.)

**Victoria Place, 5th Floor
31 Victoria Street
Hamilton, HM 10 Bermuda**
(Address of Principal Executive Offices Including Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of Each Class
to be Registered**
**6.875% Series D Cumulative Redeemable Perpetual Preference Shares,
par value \$0.01 per share**

**Name of Each Exchange on Which
Each Class is to be Registered**
The New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box. ☒

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box. ☐

If this form relates to the registration of a call of securities concurrently with a Regulation A offering, check the following box. ☐

Securities Act registration statement file number to which this form relates:
333-220340

Securities to be registered pursuant to Section 12(g) of the Act:
None

Item 1. Description of Registrant's Securities to be Registered.

The class of securities to be registered hereby is the 6.875% Series D Cumulative Redeemable Perpetual Preference Shares, par value \$0.01 per share with a liquidation preference of \$25.00 per share (the "Series D Preference Shares"), of Triton International Limited (the "Registrant"). The descriptions of the terms of the Series D Preference Shares are incorporated herein by reference to the Registrant's prospectus supplement, dated January 16, 2020 (the "Prospectus Supplement") together with the accompanying prospectus, dated September 5, 2017 (the "Base Prospectus" and together with the Prospectus Supplement, the "Prospectus") relating to the offering of the Series D Preference Shares, which Prospectus forms a part of the Registrant's Registration Statement on Form S-3 (File No. 333-220340) filed with the Securities and Exchange Commission on September 5, 2017. Reference is made specifically to the section in the Base Prospectus captioned "Description of our Share Capital" and to the section in the Prospectus Supplement captioned "Description of Series D Preference Shares."

Item 2. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amended and Restated Bye-Laws of Triton International Limited, dated July 12, 2016 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed July 14, 2016).
3.2	Memorandum of Association of Triton International Limited, dated September 29, 2015 (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q, filed June 23, 2016).
4.1	Certificate of Designations of 6.875% Series D Cumulative Redeemable Perpetual Preference Shares (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed January 21, 2020).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

TRITON INTERNATIONAL LIMITED

Date: January 23, 2020

By: /s/ John Burns

Name: John Burns

Title: Chief Financial Officer