

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

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) | |
| Bharti Global Ltd | | Triton International Ltd [TRTN] | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| 53/54 GROSVENOR STREET, | | 5/7/2020 | | | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| LONDON, X0 W1K 3HU | | | | <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 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 | 5/7/2020 | | S | | 49,979 | D | \$30.0503 (2) | 8,130,611 | 1 (1) | See footnotes (1) (4)(5) |
| Common Shares | 5/8/2020 | | S | | 209,597 | D | \$30.4286 (2) | 7,921,014 | 1 (1) | See footnotes (1) (4)(5) |

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:

- Bharti Overseas Private Limited, a private limited company formed under the laws of India ("BOPL") is the sole shareholder of Bharti Global Limited, a private limited company formed under the laws of Jersey ("BGL", and together with BOPL, the "Reporting Persons"), which directly holds common shares ("Common Shares") of Triton International Limited, a Bermuda exempted company (the "Issuer"). Because of BOPL's relationship to BGL, BOPL may be deemed to beneficially own the Common Shares of the Issuer held directly by BGL.
- The reported price in Column 4 is a weighted average sale price. These Common Shares were sold in multiple transactions ranging from \$30.00 to \$30.24 per Common Share. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of Common Shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average sale price. These Common Shares were sold in multiple transactions ranging from \$30.15 to \$30.68 per Common Share. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of Common Shares sold at each separate price within the range set forth in this footnote.
- Pursuant to Rule 16a-1(a)(4) of the Exchange Act of 1934, as amended (the "Exchange Act"), BOPL herein states that this Form 4 shall not be deemed an admission that it is the beneficial owner of any of the Common Shares of the Issuer reported in this Form 4. BOPL disclaims beneficial ownership of the Common Shares of the Issuer, except to the extent of its pecuniary interest in such Common Shares.
- Information with respect to each Reporting Person is given solely by such Reporting Person, and neither of the Reporting Persons has responsibility for the accuracy or completeness of information supplied by another of the Reporting Persons.

Remarks:

6. 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 |
| Bharti Global Ltd 53/54 GROSVENOR STREET LONDON, X0 W1K 3HU | | X | | |
| Bharti Overseas Private Ltd BHARTI CRESCENT, 1, NELSON MANDELA MARG VASANT KUNJ, PHASE -2 NEW DELHI, K7 110070 | | X | | |

Signatures

/s/ SRIKANTH BALACHANDRAN, Authorized Signatory, Bharti Global Limited (6)

5/11/2020

--Signature of Reporting Person

Date

/s/ PUNEET TANDON, Authorized Signatory, Bharti Overseas Private Limited (6)

5/11/2020

--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 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.

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.