

FORM 4

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

OMB APPROVAL
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[X] Check this box if no longer
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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 * Vestar/Triton Investments III, L.P. (Last) (First) (Middle) C/O VESTAR CAPITAL PARTNERS LLC, 245 PARK AVENUE, 41ST FLOOR (Street) NEW YORK, NY 10167 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Triton International Ltd [TRTN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) 10/1/2020		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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)
			CodeV	Amount(A) or (D)Price			
Common Shares	10/1/2020		S	10706982 (1) D \$37.62	0 (2)	D (3)(4)(5)(6)(7)(8)(9)	

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)
				CodeV	(A)(D)	Date ExercisableExpiration Date	TitleAmount or Number of Shares				

Explanation of Responses:

- (1) Represents common shares (the "Common Shares") of Triton International Limited (the "Issuer") sold in an underwritten offering.
- (2) Due to a typographical error, the number of Common Shares of the Issuer beneficially owned by the Vestar Reporting Persons (as defined below) following the transaction reported on the Form 4 filed with the U.S. Securities and Exchange Commission on April 23, 2020 (the "Prior Form 4") was incorrectly reported as 10,706,984. The Vestar Reporting Persons beneficially owned 10,706,982 Common Shares of the Issuer following the transaction reported on the Prior Form 4.
- (3) The Common Shares reported herein were held directly as follows: (i) 200,924 Common Shares by Vestar/Triton Investments III, L.P. ("Vestar Investments"); (ii) 10,479,601 Common Shares by Vestar-Triton (Gibco) Limited ("Vestar Gibco"); and (iii) 26,457 Common Shares by Vestar Capital Partners LLC ("VCP"). VCP, Vestar Investments and Vestar Gibco are collectively referred to as "Vestar Shareholders".
- (4) 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 had voting and investment power over the securities held or controlled by each of Vestar Investments and Vestar Gibco.
- (5) 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 have been deemed to have shared beneficial ownership of the securities formerly held directly by the aforementioned Vestar entities. Mr. O'Connell is the sole beneficial owner of VCP and as a result he may have been deemed to have shared beneficial ownership of the securities held by VCP.
- (6) 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.
- (7) 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.

- (8) 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 have been 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 (the "Shareholders Agreement"). The Shareholders Agreement automatically terminated as a result of the transaction described herein.
- (9) 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 C/O 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., /s/ DANIEL S. O'CONNELL, Attorney-in-fact

10/5/2020

--Signature of Reporting Person

Date

VESTAR-TRITON (GIBCO) LTD, /s/ DANIEL S. O'CONNELL, Attorney-in-fact

10/5/2020

--Signature of Reporting Person

Date

VESTAR CAPITAL PARTNERS LLC, /s/ BRENDAN J. SPILLANE, Managing Director, Chief Financial Officer

10/5/2020

--Signature of Reporting Person

Date

Triton-Vestar Luxco S.a.r.L., /s/ DANIEL S. O'CONNELL, Attorney-in-fact

10/5/2020

--Signature of Reporting Person

Date

Vestar/Triton Investments Holdings L.P., /s/ DANIEL S. O'CONNELL, Attorney-in-fact

10/5/2020

--Signature of Reporting Person

Date

Vestar Capital Partners V L P, /s/ DANIEL S. O'CONNELL, Attorney-in-fact

10/5/2020

--Signature of Reporting Person

Date

VESTAR ASSOCIATES V, L.P., /s/ DANIEL S. O'CONNELL, Attorney-in-fact

10/5/2020

—^{**}Signature of Reporting Person

Date

VESTAR MANAGERS V LTD., /s/ DANIEL S. O'CONNELL, Attorney-in-fact

10/5/2020

—^{**}Signature of Reporting Person

Date

DANIEL S. O'CONNELL, /s/ DANIEL S. O'CONNELL

10/5/2020

—^{**}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.

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