

[] 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

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

## 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. I	2. Issuer Name <b>and</b> Ticker or Trading Symbol							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Burns John					Tr	Triton International Ltd [ TRTN ]								, incubic)	100/			
(Last)	(First	) (M	iddle)		3. I	3. Date of Earliest Transaction (MM/DD/YYYY)						)		Director 10% Owner X Officer (give title below) Other (specify below)				
C/O TRITON CONTAINER						1/1/2021							SVP and CFO	)				
INTERNATIONAL, INC, 100 MANHATTANVILLE ROAD																		
(Street)					4. I	4. If Amendment, Date Original Filed (MM/DD/YYYY)							Y) 6. Individual o	6. Individual or Joint/Group Filing (Check Applicable Line)				
PURCHASE, NY 10577 (City) (State) (Zip)												_X _ Form filed by	_X_Form filed by One Reporting PersonForm filed by More than One Reporting Person					
			Table 1	I - No	n-Der	ivati	ive Seci	ırities Ac	quir	ed, Dis	sposed o	f, or I	Beneficially Owne	ed				
1. Title of Security (Instr. 3) 2. Trans.				2A. Deemed Execution Date, if any		3. Trans. Co (Instr. 8)	de 4. Securitie or Dispose (Instr. 3, 4		osed of (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Form:	7. Nature of Indirect Beneficial Ownership				
								Code	V	Amoun	(A) or (D)	Price				or Indirect (I) (Instr. 4)	(Instr. 4)	
Common Shares 1/1/202				021	A 6053 (1) A \$0 72688					D								
Common Shares 1/1/2021				021			F		5286 <u>(2</u>	D	\$48.51		67402					
	Tab	ole II - De	rivative	Secu	rities ]	Bene	eficially	Owned (	e.g.,	puts,	calls, wa	rrant	s, options, conver	tible secu	urities)			
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Trans. Date	3A. Deer Execution Date, if a	ion (Instr.		Acquire Dispose		re Securities (A) or		6. Date Exercisable and Expiration Date			and Amount of ies Underlying tive Security 3 and 4)	Derivative Security	derivative Securities Beneficially Owned	Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Security				Code	v	(A)	(D)	Date Exer	cisable	Expiration Date		Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)		

#### **Explanation of Responses:**

- (1) Represents common shares that vested on January 1, 2021, pursuant to performance-based share award granted on February 1, 2018.
- (2) Withholding of common shares for the purposes of the payment of tax liability incident to the vesting and settlement of performance-based and time-based share awards.

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Burns John							
C/O TRITON CONTAINER INTERNATIONAL, INC			SVP and CFO				
100 MANHATTANVILLE ROAD			SVF and CFO				
PURCHASE, NY 10577							

#### **Signatures**

/s/Carla Heiss as attorney-in-fact for John Burns	1/5/2021
**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

