

[] 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

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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)					
Sondey Bria	n			ı	Trito	n Inter	nationa	ıl L	td ['	TRTN]							
(Last) (First) (Middle)					3. Date of Earliest Transaction (MM/DD/YYYY)							Director10% Owner X Officer (give title below) Other (specify below)					
C/O TRITON CONTAINER					2/9/2021							Chairman, C		v)0	ner (speerry	ociow)	
INTERNAT MANHATT.																	
	(Stre	eet)		•	4. If Aı	nendme	nt, Date O	rigir	nal Fil	ed (MM/D	D/YY	YY)	6. Individual o	or Joint/G	roup Filing	(Check Appl	icable Line)
PURCHASE, NY 10577 (City) (State) (Zip)												X_Form filed by One Reporting Person Form filed by More than One Reporting Person					
			Table	I - Non-I	Derivat	ive Secu	ırities Ac	quir	ed, D	isposed o	f, or	Ber	neficially Owne	ed			
1.Title of Security (Instr. 3) 2. Trans. I			2. Trans. Da	Date 2A. Deemed Execution Date, if any		3. Trans. Co (Instr. 8)	or Dispos		urities Acquiposed of (D 3, 4 and 5)	d of (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			Ownership of Indirect Beneficia	Beneficial	
							Code	V	Amo	(A) o unt (D)	r Pri	ice				Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Shares				2/9/2021			A		41358	<u>(1)</u> A	\$0	0	5	509999		D	
	Tak	ole II - De	rivative	Securiti	es Ben	eficially	Owned (e.g.,	puts,	calls, wa	ırran	ıts, o	options, conver	tible secu	ırities)		
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Trans. Date	3A. Deer Execution Date, if a	n (Instr.	ns. Code 8)		e Securities (A) or of (D)	6. Date Exercisable and Expiration Date				Underlying Security	Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned	Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Security			Coo	le V	(A)	(D)	Date Exer	cisable	Expiration Date	Title	Ame	nount or Number of		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect) (I) (Instr. 4)	

Explanation of Responses:

(1) The reporting person was granted 41,358 restricted shares that fully vest on January 10, 2024.

Reporting Owners

Reporting Owners							
Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Sondey Brian							
C/O TRITON CONTAINER INTERNATIONAL, INC			Chairman, CEO				
100 MANHATTANVILLE ROAD			Chairman, CEO				
PURCHASE, NY 10577							

Signatures

/s/Carla Heiss as attorney-in-fact for Brian Sondey

**Signature of Reporting Person

2/11/2021

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.