

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): March 15, 2023

TRITON INTERNATIONAL LIMITED

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Bermuda

(State or other jurisdiction of incorporation)

001-37827

(Commission File Number)

98-1276572

(IRS Employer Identification No.)

Victoria Place, 5th Floor, 31 Victoria Street Hamilton HM 10, Bermuda

(Address of Principal Executive Offices, including Zip Code)

Telephone: (441) 294-8033

(Registrant's Telephone Number, Including Area Code)

Not applicable

(Former name or former address, if changed since last report)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common shares, \$0.01 par value per share	TRTN	New York Stock Exchange
8.50% Series A Cumulative Redeemable Perpetual Preference Shares	TRTN PRA	New York Stock Exchange
8.00% Series B Cumulative Redeemable Perpetual Preference Shares	TRTN PRB	New York Stock Exchange
7.375% Series C Cumulative Redeemable Perpetual Preference Shares	TRTN PRC	New York Stock Exchange
6.875% Series D Cumulative Redeemable Perpetual Preference Shares	TRTN PRD	New York Stock Exchange
5.75% Series E Cumulative Redeemable Perpetual Preference Shares	TRTN PRE	New York Stock Exchange

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☒ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01. Other Events.

On March 15, 2023, Triton International Limited (the “Company”) issued a press release announcing that Terri A. Pizzuto has been nominated for election to the Company’s Board of Directors at its 2023 annual general meeting of shareholders to be held on April 27, 2023. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Important Additional Information and Where You Can Find It

The Company, its directors and certain of its executive officers may be deemed to be participants in the solicitation of proxies from the Company’s shareholders in connection with the matters to be considered at the Company’s 2023 annual general meeting of shareholders. The Company intends to file a proxy statement with the U.S. Securities and Exchange Commission (the “SEC”) in connection with such solicitation of proxies from shareholders. Shareholders are strongly encouraged to read the proxy statement and any other relevant documents filed with the SEC when available as such documents will contain important information. Shareholders will be able to obtain the proxy statement, when available, and other relevant documents to be filed by the Company with the SEC for no charge at the SEC’s website at www.sec.gov or at www.trtn.com.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
<u>99.1</u>	Press release issued by Triton International Limited dated March 15, 2023
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Triton International Limited

Date: March 15, 2023

By: /s/ Carla L. Heiss

Name: Carla L. Heiss

Title: Senior Vice President, General Counsel and Secretary

Triton International Nominates Terri A. Pizzuto to Board of Directors

HAMILTON, Bermuda--(BUSINESS WIRE)—March 15, 2023 - Triton International Limited (NYSE:TRTN) today announced that Terri A. Pizzuto has been nominated to join its Board of Directors. Ms. Pizzuto will be included as a nominee in Triton's 2023 proxy statement and, if elected by shareholders, will join the Board as an independent director after the Company's Annual General Meeting on April 27.

Ms. Pizzuto brings nearly four decades of executive financial experience, most recently serving as Executive Vice President, Chief Financial Officer and Treasurer of Hub Group, Inc., a publicly traded supply chain solutions provider that offers multi-modal transportation services throughout North America. Prior to her career at Hub Group, Ms. Pizzuto spent 22 years at Arthur Andersen, LLP, including as an Audit Partner. She also serves on the board of directors of The Shyft Group, Inc., a North American leader in specialty vehicle manufacturing, assembly, and upfit for the commercial, retail, and service specialty vehicle markets. Ms. Pizzuto received a B.S. in Accountancy from the University of Illinois Urbana-Champaign.

"We are excited about our plans to add Terri Pizzuto to Triton's Board of Directors," said Brian M. Sondey, Chairman and CEO of Triton. "Terri has extensive experience in finance and operations, and deep knowledge of the transportation and logistics industry. We look forward to Terri's perspectives and insights as we continue to drive continued value creation and position Triton for the future."

The nomination of Ms. Pizzuto reflects Triton's ongoing approach to Board refreshment and succession planning. Over the past several years, Triton has meaningfully advanced the diversity of the Board by recruiting new directors with exceptional qualifications and experiences who reflect diverse backgrounds and perspectives. Triton's 10 current Board members will all stand for re-election at the 2023 Annual General Meeting. Of the 11 candidates standing for election, which will include Ms. Pizzuto, nine are independent, and the slate of director nominees will include three women, two of whom identify as ethnically diverse. If elected, Ms. Pizzuto would serve on the Audit Committee of the Board.

About Triton International Limited

Triton International Limited is the world's largest lessor of intermodal freight containers. With a container fleet of over 7 million twenty-foot equivalent units ("TEU"), Triton's global operations include acquisition, leasing, re-leasing and subsequent sale of multiple types of intermodal containers and chassis.

Important Additional Information and Where You Can Find It

Triton, its directors and certain of its executive officers may be deemed to be participants in the solicitation of proxies from the Company's shareholders in connection with the matters to be considered at Triton's 2023 annual general meeting of shareholders. Triton intends to file a proxy statement with the U.S. Securities and Exchange Commission (the "SEC") in connection with such solicitation of proxies from shareholders. Shareholders are strongly encouraged to read the proxy statement and any other relevant documents to be filed with the SEC when available as such documents will contain important

information. Shareholders will be able to obtain the proxy statement, when available, and other relevant documents filed by Triton with the SEC for no charge at the SEC's website at www.sec.gov or at www.trtn.com.

Important Cautionary Information Regarding Forward-Looking Statements

Certain statements in this release, other than purely historical information, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements include, among others, statements relating to Triton's business and future performance; composition of the Board of Directors; the potential election of Ms. Pizzuto to the Board of Directors; and the expected benefits from the potential election of Ms. Pizzuto to the Board of Directors. Statements that include the words "expect," "intend," "plan," "seek," "believe," "project," "predict," "anticipate," "potential," "will," "may," "would" and similar statements of a future or forward-looking nature may be used to identify forward-looking statements. All forward-looking statements address matters that involve risks and uncertainties, many of which are beyond Triton's control. Accordingly, there are or will be important factors that could cause actual results to differ materially from those indicated in such statements and, therefore, you should not place undue reliance on any such statements. These factors include, without limitation, economic, business, competitive, market and regulatory conditions; risks related to management transitions; and other risks and uncertainties, including those set forth in the section entitled "Risk Factors" in our most recent annual report on Form 10-K filed with the SEC and subsequent filings with the SEC. Except to the extent required by applicable law, we undertake no obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future developments or otherwise.

Triton International Limited
Andrew Kohl
Vice President
Corporate Strategy & Investor Relations
914-697-2900

