

FORM 4

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

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

OMB APPROVAL
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| | | |
|--|---|--|
| 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) |
| Baker Malcolm | Triton International Ltd [TRTN] | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| C/O TRITON CONTAINER INTERNATIONAL, INC, 100 MANHATTANVILLE ROAD | 9/28/2023 | |
| (Street) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| PURCHASE, NY 10577 | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) (State) (Zip) | | <input type="checkbox"/> Form filed by More than One Reporting Person |

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 | 9/28/2023 | | D(1) | 55,643(1)D(1)(2) | 0 | D | |

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) Disposed of in accordance with the terms of the Agreement and Plan of Merger, dated as of April 11, 2023 (the "Merger Agreement"), by and among the Issuer, Brookfield Infrastructure Corporation ("BIPC"), Thanos Holdings Limited ("Parent") and Thanos MergerSub Limited ("Merger Sub"), pursuant to which, at 8:00 a.m. EST on September 28, 2023, the effective time of the Merger (the "Effective Time"), among other things, Merger Sub merged with and into the Issuer, with the Issuer continuing as a subsidiary of Parent (the "Merger").
- (2) Pursuant to the Merger Agreement, at the Effective Time, each issued and outstanding Common Share (other than Excluded Shares (as defined in the Merger Agreement)) was cancelled and converted automatically into, at the election of the shareholder as provided in and subject to Section 3.2 of the Merger Agreement, the right to receive either (i) the specified mixture of both cash and shares of class A exchangeable subordinate voting shares of BIPC ("BIPC Shares") equal to \$68.50 per Common Share in cash and 0.3895 BIPC Shares, (ii) \$83.16, or (iii) 2.21 BIPC Shares. No fractional BIPC shares were issued in connection with the Merger and the holders of Common Shares received cash in lieu of any fractional BIPC Shares resulting from the Merger.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Baker Malcolm C/O TRITON CONTAINER INTERNATIONAL, INC 100 MANHATTANVILLE ROAD PURCHASE, NY 10577 | X | | | |

Signatures

/s/Carla Heiss as attorney-in-fact for Malcolm Baker

10/2/2023

^{**}
—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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