

**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):** November 18, 2024

**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
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 7.01. Regulation FD Disclosure.**

The press release announcing the management transition described in Item 8.01 of this Current Report on Form 8-K (“Current Report”) is furnished as Exhibit 99.1 to this Current Report.

The information in this Item 7.01 and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such information and exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 8.01. Other Events.**

On November 18, 2024, Triton International Limited (the “Company”) announced that John O’Callaghan, Executive Vice President, Global Head of Field Marketing and Operations, intends to retire from his current role, effective December 31, 2024. Mr. O’Callaghan will remain with the Company in the role of Executive Vice President, Director, through the end of 2026, and will join the Company’s Board of Directors, effective January 1, 2025. Effective January 1, 2025, Filip De Bruin, who has been with the Company for over 30 years, will assume the role of Senior Vice President, Global Marketing and Field Operations.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
<a href="#"><u>99.1</u></a>	Press Release issued by Triton International Limited dated November 18, 2024
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: November 18, 2024

By: /s/ Carla L. Heiss

Name: Carla L. Heiss

Title: Senior Vice President, General Counsel and Secretary

### **Triton International Announces Executive Transition**

HAMILTON, Bermuda--(BUSINESS WIRE)--November 18, 2024 – Triton International Limited ("Triton") today announced the following management transition as part of Triton's long-term succession planning strategy.

After more than 30 years of distinguished service, John O'Callaghan, Executive Vice President, Global Head of Field Marketing and Operations, has decided to retire from his current role, effective December 31, 2024. He will remain with Triton in the role of Executive Vice President, Director, through the end of 2026, and will join Triton's Board of Directors, effective January 1, 2025.

Effective January 1, 2025, Filip De Bruin will assume the role of Senior Vice President, Global Marketing and Field Operations, reporting to Triton's Chief Executive Officer Brian Sondey. Mr. De Bruin has been with Triton for over 30 years and has held various leadership positions, most recently as Senior Vice President, Marketing for Europe, Africa, and Middle East. In that role, he has served as the primary account manager for some of Triton's largest customers. In his new role, Mr. De Bruin will continue to manage these customer relationships while expanding his responsibilities to include oversight of Triton's lease marketing and field operations globally.

Mr. Sondey commented, "Throughout his career, John has been one of the critical drivers of Triton's success, and for the last eight years since the Triton/TAL merger, he has been an invaluable partner for me. His leadership helped transform Triton into an undisputed market leader. John helped build many of our strongest customer relationships, steered many of our most important leasing transactions, led our deeply experienced and talented lease marketing and operations teams worldwide, and helped set a vision for how Triton should change to maintain our edge as our business evolved. His willingness to remain with us through this transition and share his insights and experience on our Board will continue to benefit Triton as we move forward."

"We are fortunate to have a deep bench of talented leaders at Triton, and I am highly confident that Filip will seamlessly transition into his expanded role. Filip has a proven track record of commercial success and extensive management experience, and I look forward to working together to continue Triton's growth and success."

### **About Triton International Limited**

Triton International Limited is the world's largest lessor of intermodal freight containers. With a container fleet of approximately 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 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 the management transition described in this release and to Triton's business and future performance. Statements that include the words "expect," "intend," "plan," "seek," "believe," "project," "predict," "anticipate," "potential," "will," "may," "would," "continue," 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, 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 Securities and Exchange Commission ("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.

#### **Contacts**

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