

**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): July 8, 2013

TRAC Intermodal LLC

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

551112

(Primary Standard Industrial
Classification Code Number)

46-0648957

(I.R.S. Employer Identification No.)

211 College Road East

Princeton, New Jersey 08540

(609) 452-8900

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive
offices)

TRAC Intermodal Corp.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

551112

(Primary Standard Industrial
Classification Code Number)

46-0629951

(I.R.S. Employer Identification No.)

211 College Road East

Princeton, New Jersey 08540

(609) 452-8900

(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

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))

Item 8.01. Other Events.

On July 8, 2013, TRAC Intermodal LLC and TRAC Intermodal Corporation (together, the “Company”) issued a press release announcing the results of an exchange offer by the Company for all of the Company’s outstanding 11.0% Senior Secured Notes due 2019, which were not registered under the Securities Act of 1933, as amended (the “Act”), for an equal principal amount of the Company’s 11.0% Senior Secured Notes due 2019, which have been registered under the Act. The exchange offer commenced on June 6, 2013 and expired at 11:59 p.m., New York City time, on July 5, 2013. Based on information provided by Wells Fargo Bank, N.A., the exchange agent for the exchange offer, as of the expiration date \$300,000,000 aggregate principal amount of the Initial Notes have been validly tendered for exchange, representing 100% of the principal amount of the outstanding Initial Notes.

A copy of the Company’s press release announcing the commencement of the exchange offer is attached as Exhibit 99.1 hereto and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of the Company, dated July 8, 2013.

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.

TRAC Intermodal LLC

Dated: July 8, 2013

By: /s/ Gregg Carpane

Name: Gregg Carpane

Title: General Counsel

EXHIBIT INDEX

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