

**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): August 10, 2015

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.)

750 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 2.02. Results of Operations and Financial Condition

On August 10, 2015, TRAC Intermodal LLC (the “Company”) issued a press release regarding the Company’s and its subsidiaries financial results for the quarter ended June 30, 2015 and related financial statements. A copy of the Company’s press release is attached hereto as Exhibit 99.1 and a copy of the related financial statements are attached hereto as Exhibit 99.2. These documents are available on the Company’s website, www.tracintermodal.com.*

The information contained in this Current Report, including Exhibits 99.1 and 99.2 hereto, is being “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liability of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Exhibits.

d) *Exhibits*

Exhibit Number	Description
99.1	Press Release as of August 10, 2015 from TRAC Intermodal LLC
99.2	TRAC Intermodal LLC financial statements

* Internet address is provided for informational purposes only and is not intended to be a hyperlink or incorporated by reference herein.

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: August 10, 2015

By: /s/ Gregg Carpene

Name: Gregg Carpene

Title: General Counsel

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release as of August 10, 2015 from TRAC Intermodal LLC
99.2	TRAC Intermodal LLC financial statements



PRESS RELEASE

TRAC Intermodal Reports Second Quarter 2015 Earnings

PRINCETON, N.J. - August 10, 2015 - TRAC Intermodal LLC, the largest provider of intermodal chassis in North America, reports its second quarter 2015 earnings and financial results.

The Company's financial statements are attached as an exhibit to this press release. This earnings announcement, as well as additional detailed financial information and presentation materials, is contained in the "Investor Relations" section of the Company's website at www.tracintermodal.com and on Form 8-K furnished to the Securities and Exchange Commission.

About TRAC Intermodal

TRAC Intermodal is the world's largest provider of marine and domestic chassis, measured by total assets, operating throughout the United States, Canada and Mexico. TRAC Intermodal provides short term rentals through an extensive chassis pool network, long term chassis leasing and pool/fleet management through the utilization of its proprietary PoolStat® information management system. TRAC Intermodal's active fleet consists of approximately 278,000 chassis. TRAC Intermodal has a broad operating footprint with 602 marine, 166 domestic and 61 depot locations across North America and is the leader in providing chassis solutions to the intermodal industry.

Forward Looking Statements

This press release includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 as amended and Section 21E of the Securities Exchange Act of 1934, as amended, which are statements other than statements of historical fact and are often characterized by the use of words such as "believes," "expects," "estimates," "projects," "may," "will," "intends," "plans" or "anticipates," or by discussions of strategy, plans or intentions. All forward-looking statements in this press release are made based on management's current expectations and estimates, which involve risks, uncertainties and other factors that could cause results to differ materially from those expressed in forward-looking statements. Important factors that could cause actual results to differ materially from those in the forward-looking statements include, without limitation, the following: the volume of world trade due to economic, political, or other factors; increased operating costs; increased regulatory costs; defaults by our customers; and, the demand for chassis. More information about potential factors that could affect our business and financial results is included in our filings with the SEC, including in our

Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Readers are cautioned not to place undue reliance on forward-looking statements. We assume no obligation to update such information.

Source: TRAC Intermodal

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FOR MORE INFORMATION:

Investor Relations:

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TRAC Intermodal LLC

750 College Rd East

Princeton, NJ 08540

www.tracintermodal.com

Exhibit - Financial Statements

TRAC Intermodal LLC and Subsidiaries
Consolidated Balance Sheets
(Unaudited)
(Dollars in Thousands)

	June 30, 2015	December 31, 2014
Assets		
Cash and cash equivalents	\$ 3,717	\$ 4,256
Accounts receivable, net of allowance of \$18,330 and \$19,030, respectively	131,581	135,076
Net investment in direct finance leases	14,473	16,215
Leasing equipment, net of accumulated depreciation of \$426,187 and \$400,408, respectively	1,400,515	1,436,909
Goodwill	251,907	251,907
Other assets	47,846	41,954
Total assets	<u>\$ 1,850,039</u>	<u>\$ 1,886,317</u>
 Liabilities and member's interest		
Liabilities		
Accounts payable	\$ 18,382	\$ 14,781
Accrued expenses and other liabilities	61,474	74,449
Deferred income taxes, net	118,243	102,467
Debt and capital lease obligations:		
Due within one year	28,194	30,546
Due after one year	1,068,183	1,133,676
Total debt and capital lease obligations	<u>1,096,377</u>	<u>1,164,222</u>
Total liabilities	<u>1,294,476</u>	<u>1,355,919</u>
 Commitments and contingencies	 —	 —
 Member's interest		
Member's interest	579,236	559,015
Accumulated other comprehensive loss	(23,673)	(28,617)
Total member's interest	<u>555,563</u>	<u>530,398</u>
Total liabilities and member's interest	<u>\$ 1,850,039</u>	<u>\$ 1,886,317</u>

TRAC Intermodal LLC and Subsidiaries
Consolidated Statements of Operations
(Unaudited)
(Dollars in Thousands)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2015	2014	2015	2014
Revenues				
Equipment leasing revenue	\$ 169,438	\$ 139,715	\$ 330,127	\$ 271,084
Finance revenue	389	561	795	1,156
Other revenue	7,786	12,151	15,446	19,838
Total revenues	<u>177,613</u>	<u>152,427</u>	<u>346,368</u>	<u>292,078</u>
Expenses				
Direct operating expenses	99,969	82,983	184,920	149,816
Selling, general and administrative expenses	23,012	22,544	44,288	41,113
Depreciation expense	17,914	16,773	35,815	35,277
Provision for doubtful accounts	99	3,660	2,171	7,117
Impairment of leasing equipment	2,569	1,191	4,002	2,317
Early retirement of leasing equipment	—	37,766	—	37,766
Loss on modification and extinguishment of debt and capital lease obligations	—	80	39	102
Interest expense	21,506	21,375	43,603	43,591
Interest income	—	(23)	(1)	(47)
Other income, net	(221)	(135)	(775)	(517)
Total expenses	<u>164,848</u>	<u>186,214</u>	<u>314,062</u>	<u>316,535</u>
Income (loss) before provision (benefit) for income taxes	12,765	(33,787)	32,306	(24,457)
Provision (benefit) for income taxes	5,054	(12,042)	12,434	(8,186)
Net income (loss)	<u>\$ 7,711</u>	<u>\$ (21,745)</u>	<u>\$ 19,872</u>	<u>\$ (16,271)</u>

TRAC Intermodal LLC and Subsidiaries
Consolidated Statements of Cash Flows
(Unaudited)
(Dollars in Thousands)

	Six Months Ended	
	June 30,	
	2015	2014
Cash flows from operating activities		
Net income (loss)	\$ 19,872	\$ (16,271)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	35,874	35,407
Provision for doubtful accounts	2,171	7,117
Amortization of deferred financing fees	3,636	3,296
Loss on modification and extinguishment of debt and capital lease obligations	39	102
Derivative loss reclassified into earnings	10,526	8,995
Ineffective portion of cash flow hedges	(42)	(41)
Impairment of leasing equipment	4,002	2,317
Early retirement of leasing equipment	—	37,766
Share-based compensation	349	436
Deferred income taxes, net	13,340	(9,113)
Other, net	(783)	(521)
Changes in assets and liabilities:		
Accounts receivable	1,259	(21,430)
Other assets	(2,079)	(2,030)
Accounts payable	3,601	1,770
Accrued expenses and other liabilities	(6,401)	13,651
Net cash provided by operating activities	85,364	61,451
Cash flows from investing activities		
Proceeds from sale of leasing equipment	7,288	6,694
Collections on net investment in direct finance leases, net of interest earned	2,010	2,359
Purchase of leasing equipment	(16,728)	(95,888)
Purchase of fixed assets	(10,183)	(1,023)
Net cash used in investing activities	(17,613)	(87,858)
Cash flows from financing activities		
Proceeds from long-term debt	66,750	92,000
Repayments of long-term debt	(134,694)	(61,192)
Cash paid for debt issuance fees	—	(1,973)
Repurchase of indirect parent shares from employees	—	(585)
Net cash (used in) provided by financing activities	(67,944)	28,250
Effect of changes in exchange rates on cash and cash equivalents	(346)	(99)
Net (decrease) increase in cash and cash equivalents	(539)	1,744
Cash and cash equivalents, beginning of year	4,256	11,843
Cash and cash equivalents, end of period	\$ 3,717	\$ 13,587
Supplemental disclosures of cash flow information		
Cash paid for interest	\$ 29,490	\$ 31,224
Cash (refunded) paid for taxes, net	\$ (809)	\$ 937